

MinterEllison

To ASX Market Announcements, Melbourne

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Date 2 October 2015 Number of pages (including this one): 5

Subject **Jangho Group – Change of interest of substantial holder**

Dear Sir/Madam

We act for Jangho Group Co., Ltd and its wholly owned subsidiaries (**Jangho Group**), including Jangho Health Care Australia Pty Ltd ACN 608 040 802 (**Jangho Health**).

On behalf of the Jangho Group, we attach a change of interest of substantial holder notice in respect of Jangho Health's off market takeover bid for all the fully paid ordinary voting shares in Vision Eye Institute Limited ACN 098 890 816 (**Vision**) in accordance with section 671B(1)(b) of the *Corporations Act 2001* (Cth).

A copy of this notice has been provided to Vision.

Yours faithfully



Alberto Colla
Partner

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ME_125181368_1 (W2007)

Form 604
Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme Vision Eye Institute Limited

ACN/ARSN 098 890 816

1. Details of substantial holder (1)

Name Jangho Health Care Australia Pty Ltd ACN 608 040 802 (**Jangho Health**), Jangho Group Co., Ltd (**Jangho**), Golden Acumen Holdings Limited and each person or entity listed in Annexure A (**Jangho Group**).

ACN/ARSN (if applicable) _____

There was a change in the interests of the substantial holder on

1/10/2015

The previous notice was given to the company on

29/9/2015

The previous notice was dated

29/9/2015

2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

| Class of securities (4) | Previous notice | | Present notice | |
|--|-----------------|------------------|----------------|------------------|
| | Person's votes | Voting power (5) | Person's votes | Voting power (5) |
| Fully paid ordinary voting shares (Vision Shares) | 45,482,165 | 25.28% | 53,192,983 | 29.56% |

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

| Date of change | Person whose relevant interest changed | Nature of change (6) | Consideration given in relation to change (7) | Class and number of securities affected | Person's votes affected |
|--|--|---|---|---|-------------------------|
| Between 29 September 2015 and 1 October 2015 | The persons listed in Item 1 | Acquisition of a relevant interest in Vision Shares under contracts arising on acceptance of the offer for Vision Shares (Offer) as set out in Jangho Health's bidder's statement dated 7 September 2014 (Bidder's Statement) | Under the terms of the Offer as set out in Bidder's Statement | 7,710,818 fully paid ordinary voting shares | 4.28% |

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

| Holder of relevant interest | Registered holder of securities | Person entitled to be registered as holder (8) | Nature of relevant interest (6) | Class and number of securities | Person's votes |
|------------------------------|---------------------------------|--|---|--|----------------|
| The persons listed in Item 1 | Golden Acumen Holdings Limited | Golden Acumen Holdings Limited | Relevant interest under sections 608(1), 608(3) and 12(2)(a) of the <i>Corporations Act 2001</i> (Cth) respectively | 35,984,135 fully paid ordinary voting shares | 19.99% |

| | | | | | |
|------------------------------|--|---|---|--|-------|
| The persons listed in Item 1 | Various persons who have accepted the Offers | Jangho Health, subject to the terms of the Offers | The relevant interest of these parties is held under section 608(8) of the Corporations Act as a result of the acceptances of the Offer | 17,208,848 fully paid ordinary voting shares | 9.56% |
|------------------------------|--|---|---|--|-------|

5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

| Name and ACN/ARSN (if applicable) | Nature of association |
|-----------------------------------|-----------------------|
| N/A | |

6. Addresses

The addresses of persons named in this form are as follows:

| Name | Address |
|------------------------------|--|
| The persons listed in Item 1 | No. 5, Niuhi North 5th Street, Shunyi District, Beijing 101300 |

Signature

| | | | |
|------------|---|----------|--|
| print name | Alberto Colla | capacity | Authorised by the parties named in paragraph 1 of this notice to sign the notice for and on behalf of each of them |
| sign here |  | date | 2/10/2015 |

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
 - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included on any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.

- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
- (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

Annexure A

This is Annexure A of 1 page referred to in the Form 604 Notice of change of interest of substantial holder dated 2/10/2015

Signature

| | | | |
|------------|---|----------|---|
| print name | Alberto Colla, Partner, Minter Ellison | capacity | Authorised by the parties named in Item 1 of this notice to sign the notice for and on behalf of each of them |
| sign here |  | date | 2/10/2015 |

Jangho Group

- Mr Zai Wang Liu
- Jangho Group Co., Ltd
- Beijing Jangho Yuan Controlling Co., Ltd
- Beijing Jangho Steel Structure Engineering CO., Ltd
- Shanghai Jangho Curtain Wall System Engineering CO., Ltd
- Guangzhou Jangho Curtain Wall System Engineering CO., Ltd
- Dalian Jangho Curtain Wall System Engineering CO., Ltd
- Chengdu Jangho Curtain Wall System Engineering CO., Ltd
- Beijing Jangho Innovation and Development Investment Management CO., Ltd
- Changchun Jangho Curtain Wall Engineering CO., Ltd
- Beijing Jangho Curtain Wall System Engineering CO., Ltd
- Beijing Jangho Manufacturing CO., Ltd
- Beijing Gangyuan Construction and Decoration Engineering CO., Ltd
- Beijing Gangyuan Curtain Wall CO., Ltd
- Gangyuan Construction and Decoration Hong Kong CO., Ltd
- Jangho Curtain Wall Singapore CO., Ltd
- Jangho Curtain Wall Malaysia CO., Ltd
- Jangho Curtain Wall (India) CO., Ltd
- Jangho Curtain Wall Hong Kong CO., Ltd
- Jangho Curtain Wall Macau CO., Ltd
- Jangho Curtain Wall Vietnam CO., Ltd
- Jangho Curtain Wall Indonesia CO., Ltd
- Jangho Curtain Wall Chile CO., Ltd
- Sundart Group CO., Ltd
- Jangho Sundart Controlling CO., Ltd
- Golden Acumen Holdings Limited
- Peacemark Enterprises Limited
- Gloryeld Enterprises Limited
- Health Capital Enterprises Limited
- Beijing Sundart Innovation and Construction Decoration Engineering CO., Ltd
- Sam Leung Design CO., Ltd
- Eagle Vision Development Limited
- Jangho Health Care Australia Pty Ltd