



A V E X A

Avexa Limited
ABN 53 108 150 750
576 Swan Street Richmond
Victoria Australia 3121

Telephone 61 3 9208 4300
Facsimile 61 3 9208 4146
Website www.avexa.com.au

23 December 2011

The Directors
Allied Healthcare Group Ltd
Level 1 / 197 Adelaide Terrace
Perth, Western Australia 6000

The Manager
Company Announcements Office
ASX Limited
Level 4, 20 Bridge Street
Sydney, NSW 2000

Dear Sirs

Avexa Limited – Transfer of shares to AVI Capital Pty Ltd

I advise that on 21 December 2011 Avexa Limited agreed to transfer all of its shares in the capital of Allied Healthcare Group Ltd to its wholly owned subsidiary, AVI Capital Pty Ltd.

ASIC Forms 603 (notice of initial substantial holder) and 604 (notice of change of interests of substantial holder) are attached.

Yours faithfully,

Lee Mitchell
Company Secretary
AVEXA LIMITED

Form 603
Corporations Act 2001
Section 671B

Notice of initial substantial holder

To: Company Name/Scheme Allied Healthcare Group Ltd

ACN/ARSN 088 221 078

1. Details of substantial holder (1)

Name AVI Capital Pty Ltd

ACN/ARSN (if applicable) 150 852 494

The holder became a substantial holder on 21 / 12 / 11

2. Details of 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 on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Person's votes (5)	Voting power (6)
FPO	103,500,000	103,500,000	15.76%

3. Details of relevant interests

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
AVI Capital Pty Ltd	Transferee pursuant to an off-market transfer between Avexa Limited (as transferor) and AVI Capital Pty Ltd (as transferee)	103,500,000 FPO
Avexa Limited	Present interest as the registered holder of the securities and also an ongoing relevant interest by virtue of holding all of the issued shares in AVI Capital Pty Ltd	103,500,000 FPO

4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holders of relevant Interest	Registered holder of Securities	Person entitled to be registered as a holder (8)	Class and number of securities
Avexa Limited	Avexa Limited	AVI Capital Pty Ltd	103,500,000 FPO

5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
Avexa Limited	1 December 2011	Cash \$210,000	Non-cash n/a	7,500,000 FPO
AVI Capital Pty Ltd	21 December 2011	Cash \$4,140,000 payable on demand	Non-cash n/a	103,500,000 FPO

6. Associates

The reasons the person named in paragraph 3 above are associates of the substantial holder are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
Avexa Limited ACN 108 150 750	The substantial holder (AVI Capital Pty Ltd) is a wholly owned subsidiary of Avexa Limited

7. Addresses

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

Name	Address
Avexa Limited	576 Swan Street, Richmond, Vic 3121
AVI Capital Pty Ltd	576 Swan Street, Richmond, Vic 3121

Signature

print name Lee Mitchell capacity Company Secretary

sign here



date 23 / 12 / 11

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant issues (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 7 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 total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
- (6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (7) Include details of:
 - (a) any relevant agreement or other circumstances by which the relevant interest was acquired. 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, 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.
- (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) 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 of 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.

Form 604
Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To: Company Name/Scheme ALLIED HEALTHCARE GROUP LIMITED

ACN/ARSN 088 221 078

1. Details of substantial holder (1)

Name AVEXA LIMITED

ACN/ARSN (if applicable) 108 150 750

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

21 / 12 / 11

The previous notice was given to the company on

01 / 12 / 11

The previous notice was dated

01 / 12 / 11

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	Voting power (5)	Person's votes	Voting power (5)
FPO	103,500,000	15.76%	103,500,000	15.76%

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 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
01/12/11	Avexa Limited	Off-market transfer of shares to AVI Capital Pty Ltd	Nil	103,500,000	103,500,000
01/12/11	AVI Capital Pty Ltd	Transferee pursuant to an off-market transfer of shares from Avexa Limited	\$4,140,000	103,500,000	103,500,000

4. Present relevant interest

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
Avexa Limited	Avexa Limited	AVI Capital Pty Ltd	Registered holder and also by virtue of holding all of the issued shares in AVI Capital Pty Ltd	103,500,000	103,500,000

6. 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
AVI Capital Pty Ltd ACN 150 852 494	Wholly owned subsidiary of Avexa Limited

7. Addresses

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

Name	Address
Avexa Limited	576 Swan Street, Richmond 3121
AVI Capital Pty Ltd	576 Swan Street, Richmond 3121

Signature

print name Lee Mitchell

capacity Company Secretary

sign here



date 22 / 12 / 2011

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant issues (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 by which the relevant interest was acquired. 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, 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 of 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.