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WAH NAM INTERNATIONAL HOLDINGS LIMITED

華南投資控股有限公司*

(incorporated in Bermuda with limited liability)

(SEHK Stock Code: 159)

(ASX Stock Code: WNI)

OVERSEAS REGULATORY ANNOUNCEMENT

The shares of Wah Nam International Holdings Limited (the “Company”) are dually listed on The Stock Exchange of Hong Kong Limited and on ASX Limited. This announcement is made pursuant to Rule 13.09(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

The following is the text of an announcement released by the Company on ASX Limited on 19 September 2011.

By order of the board of directors of
Wah Nam International Holdings Limited
Chan Kam Kwan, Jason
Company Secretary

Hong Kong, 19 September 2011

As at the date of this announcement, the board of directors of the Company comprises Mr. Luk Kin Peter Joseph and Mr. Chan Kam Kwan, Jason as executive directors and Mr. Lau Kwok Kuen, Eddie, Mr. Uwe Henke Von Parpart and Mr. Yip Kwok Cheung, Danny as independent non-executive directors.

* *For identification purpose only*



華南投資控股有限公司
WAH NAM INTERNATIONAL HOLDINGS LIMITED
(華南投資控股有限公司)
(Incorporated in the State of Victoria, Australia)

香港聯合交易所有限公司證券掛牌號碼: 0169
HKEX 掛牌號碼: 0169
ASX Stock Code: WNI

16 September 2011

Kerrie Papamihail
ASX Compliance Pty Limited
2 The Esplanade
Perth WA 6000

By fax: 08-9221 2020

Dear Kerrie

Response to ASX Query: Appendix 3Y - Change of director's interest notice

I refer to your letter dated 14 September 2011 to Wah Nam International Holdings Limited (the Company), and respond to your queries as follows:

- In accordance with the Company's corporate governance procedures and the HKEx Listing Rules, Mr Peter Luk notified the Company of his notifiable interest immediately after the off-market trade took place on 5 September 2011 and filed a disclosure of interests notice with the HKEx on 8 September 2011. The Appendix 3Y was lodged late with the ASX due to an administrative oversight by the Company. I confirm the Notice was lodged with the ASX immediately the oversight was detected.
- The Company has in place a securities trading policy which was adopted on 10 November 2010 and can be accessed at <http://www.wnintl.com> (Securities Trading Policy). The Securities Trading Policy requires all directors to notify the Company Secretary with sufficient details of any dealing to enable the Company Secretary to make the necessary notification to the ASX and the HKEx as required by the ASX Listing Rules and the HKEx Listing Rules within 5 business days of the dealing. In addition, the directors are aware, and are regularly reminded, of the need to advise the Company Secretary of any dealings in the Company's shares.
- The Company considers the Company's Securities Trading Policy to be adequate to ensure compliance with Listing Rule 3.19B. The breach referred to in your letter was an administrative oversight and an isolated event. Nevertheless the Company has implemented new internal procedures to ensure that a similar administrative oversight is not repeated. The Company intends to continue to implement its Securities Trading Policy in accordance with its terms to ensure compliance with Listing Rule 3.19B.

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華南

華南投資控股有限公司

WAH NAM INTERNATIONAL HOLDINGS LIMITED

（註冊在英屬處女群島之有限公司）
Incorporated in the Virgin Islands with limited liability

華南投資控股有限公司 Wah Nam International Holdings Limited
SEHK Stock Code: 0150
ASX Stock Code: WNI

Yours faithfully

Chan Kam Kwan Jason

Executive Director

For and on behalf of

Wah Nam International Holdings Limited

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Appendix 3Y
Change of Director's Interest Notice

Rule 3.19A.2

Appendix 3Y

Change of Director's Interest Notice

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 30/09/01 Amended 01/01/11

Name of entity	Wah Nam International Holdings Limited
ABN	143 211 867

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205C of the Corporations Act.

Name of Director	Luk Kin Peter Joseph
Date of last notice	14 April 2011

Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Notes: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or indirect interest	Direct & Indirect
Nature of indirect interest (including registered holder) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	The XSS Group Limited acquired Equity Valley Investments Limited, Prideful Future Investments Limited and Villas Green Investments Limited. The XSS Group Limited is 50% owned by Mr. Peter Luk, and 50% owned by Mrs Catherine Cheung Sze Wai, Mr. Luk's wife.
Date of change	5 September 2011
No. of securities held prior to change	A. 199,456,276 B. 39,000,000
Class	A. Ordinary B. Option
Number acquired	A. 147,760,000 B. Nil
Number disposed	Nil

+ See chapter 19 for defined terms.

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Appendix 3Y Change of Director's Interest Notice

Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	No consideration was provided for the increase in Mr Luk's relevant interest. The increase in Mr Luk's relevant interest resulted from the restructure of assets owned by Mr Luk and his family members.
No. of securities held after change	A. 347,216,276 B. 39,000,000
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Off-market trade

Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

Detail of contract	N/A
Nature of interest	N/A
Name of registered holder (if issued securities)	N/A
Date of change	N/A
No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed	N/A
Interest acquired	N/A
Interest disposed	N/A
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	N/A
Interest after change	N/A

Part 3 – *Closed period

Were the interests in the securities or contracts detailed above traded during a *closed period where prior written clearance was required?	No
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* See chapter 19 for defined terms.

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**Appendix 3Y
Change of Director's Interest Notice**

If so, was prior written clearance provided to allow the trade to proceed during this period?	N/A
If prior written clearance was provided, on what date was this provided?	N/A

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Facsimile 61 (08) 9221 2020
Internet <http://www.asx.com.au>

14 September 2011

Mr Jason Chan
Company Secretary
Wah Nam International Holdings Limited
Barrington House
283 Rokeby Road
SUBIACO WA 6008

By email: jasonchan@wnintl.com

Dear Jason

Wah Nam International Holdings Limited (the "Company")

We refer to the following:

1. The Company's announcement lodged with ASX Ltd ("ASX") on 13 September 2011 regarding a change in the directors' interests for Mr Luk Kin Peter Joseph ("Appendix 3Y").
2. Listing rule 3.19A which requires an entity to tell ASX the following:
 - 3.19A.1 The notifiable interests of a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) at the following times.
 - On the date that the entity is admitted to the official list.
 - On the date that a director is appointed.The entity must complete an Appendix 3X and give it to ASX no more than 5 business days after the entity's admission or a director's appointment.
 - 3.19A.2 A change to a notifiable interest of a director of the entity (or in the case of a trust, a director of the responsible entity of the trust). The entity must complete an Appendix 3Y and give it to ASX no more than 5 business days after the change occurs.
 - 3.19A.3 The notifiable interests of a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) at the date that the director ceases to be a director. The entity must complete an Appendix 3Z and give it to ASX no more than 5 business days after the director ceases to be a director.
3. Listing rule 3.19B which states as follows.

An entity must make such arrangements as are necessary with a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) to ensure that the director discloses to the entity all the

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information required by the entity to give ASX completed Appendices 3X, 3Y and 3Z within the time period allowed by listing rule 3.19A. The entity must enforce the arrangements with the director.

4. The Companies Update dated 27 June 2008, reminding listed entities of their obligation to notify ASX within 5 business days of the notifiable interests in securities held by each director and outlining the action that ASX would take in relation to breaches of listings rules 3.19A and 3.19B.

The Appendix 3Y indicates that a change in the Directors' notifiable interests occurred on 5 September 2011. It appears that the Directors' Notices should have been lodged with ASX by 12 September 2011. Consequently, the Company may be in breach of listing rules 3.19A and/or 3.19B.

Please note that ASX is required to record details of breaches of the listing rules by listed companies for its reporting requirements.

ASX reminds the Company of its contract with ASX to comply with the listing rules. In the circumstances ASX considers that it is appropriate that the Company make necessary arrangements to ensure there is not a reoccurrence of a breach of the listing rules.

Having regard to listing rules 3.19A and 3.19B and Guidance Note 22: "Director Disclosure of Interests and Transactions in Securities - Obligations of Listed Entities", we ask that you answer each of the following questions.

1. Please explain why the Appendix 3Y was lodged late.
2. What arrangements does the Company have in place with its directors to ensure that it is able to meet its disclosure obligations under listing rule 3.19A?
3. If the current arrangements are inadequate or not being enforced, what additional steps does the Company intend to take to ensure compliance with listing rule 3.19B?

Further, we note that the value/consideration for the acquisition is recorded in the Appendix 3Y as "N/A". If the consideration was non-cash, details and estimated valuation must be provided. Accordingly, could you please resubmit the Appendix 3Y providing details of the value/consideration?

Your response should be sent to me by facsimile on facsimile number (08) 9221 2020. It should not be sent to the Company Announcements Office.

A response is requested as soon as possible and, in any event, not later than 5:00 pm WST on Friday 16 September 2011.

Under listing rule 18.7A, a copy of this query and your response will be released to the market, so your response should be in a form suitable for release and must separately address each of the questions asked. If you have any queries or concerns, please contact me immediately.

Yours sincerely

[Sent electronically without signature]

Kerrie Papamihail
Assistant Manager, Issuers (Perth)

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