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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 27 June 2012.

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

Hong Kong, 27 June 2012

*As at the date of this announcement, the board of directors of the Company comprises Mr. Kwai Sze Hoi (Chairman), Mr. Liu Zhengui (Vice Chairman) and Mr. Warren Talbot Beckwith as non-executive directors; Mr. Luk Kin Peter Joseph, Mr. Chan Kam Kwan, Jason and Mr. Chu Chung Yue, Howard 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

# 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 (WNI)
ABN	N/A

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 205G of the Corporations Act.

Name of Director	Kwai Sze Hoi
Date of last notice	20 June 2012

### 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*

Note: 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	Indirect
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	Ocean Line Holdings Limited ( <b>Ocean Line</b> ) holds the following interest  (i) fully paid ordinary shares and  (ii) 5% Convertible Bond, convertible on or before 10 January 2014 ( <b>CB</b> )  (iii) 5% Convertible Bond, convertible on or before 19 April 2015 ( <b>Additional CB</b> )  Ocean Line is owned 60% by Mr. Kwai and 40% by Ms Cheung Wai Fung (Mr. Kwai's wife)
Date of change	26 June 2012

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+ See chapter 19 for defined terms.

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

<p>No. of securities held prior to change</p>	<p>918,872,862 Ordinary shares consisting of:</p> <p><b><u>Direct:</u></b></p> <ul style="list-style-type: none"> <li>• 60,720,000 fully paid ordinary shares jointly held by Mr Kwai and Ms Cheung Wai Fung (Mr Kwai's wife)</li> </ul> <p><b><u>Indirect:</u></b>  Ocean Line Holdings Limited(<b>Ocean Line</b>) held:</p> <ul style="list-style-type: none"> <li>• 858,152,862 fully paid ordinary shares</li> <li>• 5% Convertible Bond, convertible on or before 10 January 2014 (<b>CB</b>) which was convertible into 289,900,000 ordinary shares</li> <li>• 5% Convertible Bond, convertible on or before 19 April 2015 (<b>Additional CB</b>) which was convertible into 130,000,000 ordinary shares</li> </ul> <p>Ocean Line is owned 60% by Mr. Kwai and 40% by Ms Cheung Wai Fung (Mr. Kwai's wife)</p>
<p>Class</p>	<p>Ordinary shares</p>
<p>Number acquired</p>	<p>130,000,000</p>
<p>Number disposed</p>	<p>Nil</p>
<p>Value/Consideration  Note: If consideration is non-cash, provide details and estimated valuation</p>	<p>Fully paid ordinary shares converted through the conversion of CB of principal amount of HK\$78,000,000, at a conversion price of HK\$0.6 per share</p>

+ See chapter 19 for defined terms.

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**Change of Director's Interest Notice**

<p>No. of securities held after change</p>	<p>1,048,872,862 Ordinary shares consisting of:</p> <p><b><u>Direct:</u></b></p> <ul style="list-style-type: none"> <li>• 60,720,000 fully paid ordinary shares jointly held by Mr Kwai and Ms Cheung Wai Fung (Mr Kwai's wife)</li> </ul> <p><b><u>Indirect:</u></b></p> <ul style="list-style-type: none"> <li>• 988,152,862 fully paid ordinary shares held by Ocean Line Holdings Limited</li> <li>• 5% Convertible Bond, convertible on or before 10 January 2014 (CB) which is convertible into 159,900,000 ordinary shares</li> <li>• 5% Convertible Bond, convertible on or before 19 April 2015 (Additional CB) which is convertible into 130,000,000 ordinary shares</li> </ul>
<p><b>Nature of change</b> Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</p>	<p>Partial Conversion of CB convertible on or before 10 Jan 2014</p>

**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.

<p>Detail of contract</p>	<p>Subscription Agreement dated 12 December 2011 between WNI and Ocean Line whereby Ocean Line agreed to subscribe for the CB for a principal amount of HK\$173,940,000 , of which, a principal amount of HK\$78,000,000 is thereby converted into 130,000,000 ordinary shares</p>
<p>Nature of interest</p>	<p>Indirect</p>
<p>Name of registered holder (if issued securities)</p>	<p>Ocean Line Holdings Limited</p>
<p>Date of change</p>	<p>26 June 2012</p>

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<b>No. and class of securities to which interest related prior to change</b> <small>Note: Details are only required for a contract in relation to which the interest has changed</small>	If the CB was exercised in full, WNI would be required to issue up to 289,900,000 fully paid ordinary shares.
<b>Interest acquired</b>	N/A
<b>Interest disposed</b>	N/A
<b>Value/Consideration</b> <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	N/A
<b>Interest after change</b>	If the CB is exercised in full, WNI will be required to issue the remaining portion of up to 159,900,000 fully paid ordinary shares.

**Part 3 – +Closed period**

<b>Were the interests in the securities or contracts detailed above traded during a +closed period where prior written clearance was required?</b>	No
<b>If so, was prior written clearance provided to allow the trade to proceed during this period?</b>	N/A
<b>If prior written clearance was provided, on what date was this provided?</b>	N/A

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