

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a Special General Meeting of Wah Nam International Holdings Limited (the “**Company**”) will be to be held at Room 1003, 10/F Knutsford Commercial Building, 4-5 Knutsford Terrace, Tsim Sha Tsui, Kowloon on Tuesday, 27 March 2012 at 11:00 a.m. for the following purposes:

AS ORDINARY BUSINESS

1. RESOLUTION 1 — ISSUE OF OPTIONS TO LUK KIN PETER JOSEPH

To consider and if thought fit, pass the following resolution as an ordinary resolution:

“That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, Shareholders approve and authorise the Company to grant 50,000,000 Options (each to acquire one fully paid ordinary share in the Company) to Luk Kin Peter Joseph in accordance with the Share Option Scheme and otherwise on the terms and conditions set out in the accompanying Explanatory Memorandum.”

Voting Exclusion: In accordance with ASX Listing Rules 10.15 and 14.11.1, the Company will disregard any votes cast on Resolution 1 by the Directors (except one who is ineligible to participate in the Share Option Scheme) and any of their associates. However, the Company need not disregard a vote if it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or it is cast by the person chairing the meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

* For identification purpose only

2. RESOLUTION 2 — ISSUE OF OPTIONS TO CHAN KAM KWAN JASON

To consider and if thought fit, pass the following resolution as an ordinary resolution:

“That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, Shareholders approve and authorise the Company to grant 5,000,000 Options (each to acquire one fully paid ordinary share in the Company) to Chan Kam Kwan Jason in accordance with the Share Option Scheme and otherwise on the terms and conditions set out in the accompanying Explanatory Memorandum.”

Voting Exclusion: In accordance with ASX Listing Rules 10.15 and 14.11.1, the Company will disregard any votes cast on Resolution 2 by the Directors (except one who is ineligible to participate in the Share Option Scheme) and any of their associates. However, the Company need not disregard a vote if it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or it is cast by the person chairing the meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

3. RESOLUTION 3 — ISSUE OF OPTIONS TO CHU CHUNG YUE HOWARD

To consider and if thought fit, pass the following resolution as an ordinary resolution:

“That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, Shareholders approve and authorise the Company to grant 20,000,000 Options (each to acquire one fully paid ordinary share in the Company) to Chu Chung Yue Howard in accordance with the Share Option Scheme and otherwise on the terms and conditions set out in the accompanying Explanatory Memorandum.”

Voting Exclusion: In accordance with ASX Listing Rules 10.15 and 14.11.1, the Company will disregard any votes cast on Resolution 3 by the Directors (except one who is ineligible to participate in the Share Option Scheme) and any of their associates. However, the Company need not disregard a vote if it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or it is cast by the person chairing the meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

4. RESOLUTION 4 — ISSUE OF OPTIONS TO LAU KWOK KUEN EDDIE

To consider and if thought fit, pass the following resolution as an ordinary resolution:

“That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, Shareholders approve and authorise the Company to grant 1,000,000 Options (each to acquire one fully paid ordinary share in the Company) to Lau Kwok Kuen Eddie in accordance with the Share Option Scheme and otherwise on the terms and conditions set out in the accompanying Explanatory Memorandum.”

Voting Exclusion: In accordance with ASX Listing Rules 10.15 and 14.11.1, the Company will disregard any votes cast on Resolution 4 by the Directors (except one who is ineligible to participate in the Share Option Scheme) and any of their associates. However, the Company need not disregard a vote if it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or it is cast by the person chairing the meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

5. RESOLUTION 5 — ISSUE OF OPTIONS TO UWE HENKE VON PARPART

To consider and if thought fit, pass the following resolution as an ordinary resolution:

“That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, Shareholders approve and authorise the Company to grant 1,000,000 Options (each to acquire one fully paid ordinary share in the Company) to Uwe Henke Von Parpart in accordance with the Share Option Scheme and otherwise on the terms and conditions set out in the accompanying Explanatory Memorandum.”

Voting Exclusion: In accordance with ASX Listing Rules 10.15 and 14.11.1, the Company will disregard any votes cast on Resolution 5 by the Directors (except one who is ineligible to participate in the Share Option Scheme) and any of their associates. However, the Company need not disregard a vote if it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or it is cast by the person chairing the meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

6. RESOLUTION 6 — ISSUE OF OPTIONS TO YIP KWOK CHEUNG DANNY

To consider and if thought fit, pass the following resolution as an ordinary resolution:

“That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, Shareholders approve and authorise the Company to grant 1,000,000 Options (each to acquire one fully paid ordinary share in the Company) to Yip Kwok Cheung Danny in accordance with the Share Option Scheme and otherwise on the terms and conditions set out in the accompanying Explanatory Memorandum.”

Voting Exclusion: In accordance with ASX Listing Rules 10.15 and 14.11.1, the Company will disregard any votes cast on Resolution 6 by the Directors (except one who is ineligible to participate in the Share Option Scheme) and any of their associates. However, the Company need not disregard a vote if it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or it is cast by the person chairing the meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

By order of the Board
Chan Kam Kwan, Jason
Company Secretary

Hong Kong, 5 March 2012

As at the date of this announcement, the Board comprises 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.