



Milena Ickeringill
Company Secretary

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12 May 2009

Australian Securities Exchange
Company Announcements Office
20 Bridge Street
SYDNEY NSW 2000

Dear Sir/Madam

AXA Asia Pacific Holdings Limited – Appendix 3Y – Andrew Penn

Attached is an Appendix 3Y in respect of a Change of Director's Interest for Andrew Penn. Mr Penn's interests in ipac iAccess portfolios, AXA North investment portfolios, AXA Diversified High Growth Fund and AXA Global Equity Growth Fund have been removed on the basis that these interests are not notifiable interests pursuant to ASX Listing Rule 3.19A.

Yours sincerely

A handwritten signature in black ink, appearing to read 'Milena Ickeringill'.

Milena Ickeringill
Company Secretary

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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 30/9/2001.

Name of entity	AXA ASIA PACIFIC HOLDINGS LIMITED
ABN	72 069 123 011

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	Andrew Richard Penn
Date of last notice	11 June 2008

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	Direct and Indirect
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	Held by J. Penn (spouse)
Date of change	8 May 2009

+ See chapter 19 for defined terms.

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Change of Director's Interest Notice

<p>No. of securities held prior to change</p>	<p>Direct</p> <ul style="list-style-type: none"> • 63,484 Options – AXA SA (France) • 6,496 Units in Collective Employee Shareholding Plan (France) • 338 AXA SA Ordinary Shares • 151,593 Ordinary shares – AXA APH • 4,952 Employee share plan shares – AXA APH • 1,691,501 Allocation Rights – AXA APH • 168,867 Performance Rights – AXA APH <p>Indirect</p> <ul style="list-style-type: none"> • 23,666 Ordinary shares – AXA APH
<p>Class</p>	<p>N/A</p>
<p>Number acquired</p>	<p>Direct</p> <ul style="list-style-type: none"> • 22,284 Ordinary shares – AXA APH • 155 Employee share plan shares – AXA APH
<p>Number disposed</p>	<p>Direct</p> <ul style="list-style-type: none"> • 21,639 Performance rights – AXA APH

+ See chapter 19 for defined terms.

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<p>Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation</p>	<p>Direct</p> <ul style="list-style-type: none"> • 21,639 Ordinary shares – AXA APH <ul style="list-style-type: none"> ▪ Non-cash. Value of \$93,913 (using closing share price on 7 May 2009) • 645 Ordinary shares – AXA APH <ul style="list-style-type: none"> ▪ Non-cash. Value of \$1,903 (645 shares issued @ \$2.95 each under AXA APH dividend reinvestment plan) • 155 Employee share plan shares – AXA APH <ul style="list-style-type: none"> ▪ Non-cash. Value of \$457 (155 shares issued @ \$2.95 each under AXA APH dividend reinvestment plan) <p>Indirect Nil</p>
<p>No. of securities held after change</p>	<p>Direct</p> <ul style="list-style-type: none"> • 63,484 Options – AXA SA (France) • 6,496 Units in Collective Employee Shareholding Plan (France) • 338 AXA SA Ordinary Shares • 173,877 Ordinary shares – AXA APH • 5,107 Employee share plan shares – AXA APH • 1,691,501 Allocation Rights – AXA APH • 147,228 Performance Rights – AXA APH <p>Indirect</p> <ul style="list-style-type: none"> • 23,666 Ordinary shares – AXA APH
<p>Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</p>	<p>Direct</p> <ul style="list-style-type: none"> • 21,639 Ordinary Shares – AXA APH <ul style="list-style-type: none"> - Exercising of performance rights • 645 Ordinary shares – AXA APH <ul style="list-style-type: none"> - Dividend reinvestment plan participation • 155 Employee share plan shares – AXA APH <ul style="list-style-type: none"> - Dividend reinvestment plan participation • -21,639 Performance rights – AXA APH <ul style="list-style-type: none"> - Excercised and converted to Ordinary shares <p>Indirect</p> <ul style="list-style-type: none"> •

+ See chapter 19 for defined terms.

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

+ See chapter 19 for defined terms.