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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)*

**(Stock code: 159)**

**ANNOUNCEMENT**

Reference is made to the announcement of Wah Nam International Holdings Limited (the “Company”) dated 10 November 2010 and the Company’s circular dated 26 November 2010 (the “Circular”) in relation to, among other things, the conditional general offer for all shares in Brockman Resources Limited (the “BRM Conditional Offer”) not already owned by Wah Nam International Australia Pty Ltd, a wholly-owned subsidiary of the Company, and to the announcement of the Company dated 15 December 2010 in respect of among other things the despatch of the Bidder’s Statement in respect of the BRM Conditional Offer on 15 December 2010. Unless otherwise stated, capitalised terms used herein shall have the same meanings as those defined in the Circular.

The following is the text of the Bidder’s Statement dated 15 December 2010 in respect of the BRM Conditional Offer despatched to BRM Shareholders today.

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

Hong Kong, 15 December 2010

*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*

# Bidder's Statement

## Offer

by

**WAH NAM INTERNATIONAL AUSTRALIA PTY LTD**  
ACN 134 696 727

a wholly owned subsidiary of

**WAH NAM INTERNATIONAL HOLDINGS LIMITED**

ARBN 143 211 867

to purchase all your shares in

**BROCKMAN RESOURCES LIMITED**

ACN 009 372 150

**You will receive 30 Wah Nam International Shares  
for every Brockman Resources Share held**

The Offer is dated 15 December 2010 and will close at 4:00pm (WST) on 17 January 2011 unless extended.

THIS IS AN IMPORTANT DOCUMENT AND REQUIRES YOUR IMMEDIATE ATTENTION.  
IF YOU ARE IN DOUBT AS TO HOW TO DEAL WITH THIS DOCUMENT,  
YOU SHOULD CONSULT YOUR FINANCIAL OR OTHER PROFESSIONAL ADVISER AS SOON AS POSSIBLE.

Corporate Adviser  
to Wah Nam International Australia Pty Ltd



Legal Adviser  
to Wah Nam International Australia Pty Ltd

**CLAYTON UTZ**

# IMPORTANT INFORMATION

## Important dates

Announcement of the Offer	10 November 2010
Original Bidder's Statement lodged with ASIC	10 November 2010
Replacement Bidder's Statement lodged with ASIC	6 December 2010
Date of the Offer	15 December 2010
Offer Period opens	9.00am (WST) on 15 December 2010
Offer Period closes (unless extended)	4.00pm (WST) on 17 January 2011

## Bidder's Statement

This document is a replacement bidder's statement issued by Wah Nam International Australia Pty Ltd (**Wah Nam Australia**), a wholly-owned Subsidiary of Wah Nam International Holdings Limited (**Wah Nam International**), to Brockman Resources Limited (**Brockman Resources**) under Chapter 6 of the Corporations Act in relation to the Offer contained in Section 13 of this Bidder's Statement.

This document replaces the original bidder's statement lodged with ASIC on 10 November 2010 (**Original Bidder's Statement**). It incorporates the Original Bidder's Statement and changes made in the supplementary bidder's statement lodged with ASIC on 6 December 2010.

A copy of this Bidder's Statement has been lodged with ASIC and the ASX. Neither ASIC, nor the ASX or any of their officers take any responsibility for the content of this Bidder's Statement. The date of this Bidder's Statement is 6 December 2010.

## No account of personal circumstances

This Bidder's Statement does not take into account the individual investment objectives, financial situation and particular needs of each shareholder of Brockman Resources. You may wish to seek independent financial and taxation advice before making a decision as to whether or not to accept the Offer.

## Notice to overseas shareholders

The distribution of this Bidder's Statement may, in some countries, be restricted by law or regulation. Accordingly, persons who come into possession of this document should inform themselves of and observe these restrictions.

This document has been prepared having regard to Australian disclosure requirements and Australian accounting standards. These disclosure requirements and accounting standards may differ from those in other countries.

This document does not constitute an offer to acquire Brockman Resources Shares from Brockman Resources Shareholders in any jurisdiction in which such an offer would be illegal.

## Hong Kong Shareholders

This Bidder's Statement is not a prospectus under Hong Kong laws, and has not been registered, filed with or approved by any Hong Kong regulatory authority under, or in accordance with, the Companies Ordinance (Cap.32) (or any other relevant Hong Kong laws). This Bidder's Statement may not contain all the information that a prospectus under Hong Kong laws is required to contain.

Wah Nam Australia expects that any Brockman Resources Shareholder whose address as shown in the Brockman Resources register of members is in Hong Kong (each a **HK Shareholder**) and who accepts the Offer will be able to receive Wah Nam International Shares under the terms of the Offer in reliance on an exemption from the need to prepare and publish a prospectus under Hong Kong laws. However, in the event that the number of HK Shareholders is more than 50, HK Shareholders will be treated as Ineligible Overseas Shareholders (see Section 13.6 for details).

The contents of this Bidder's Statement have not been reviewed by any regulatory authority in Hong Kong. You are advised to exercise caution in relation to the Offer. If you are in any doubt about any of the contents of this Bidder's Statement, you should obtain independent professional advice.

## Singapore Shareholders

The Bidder's Statement has not been, and will not be, lodged or registered as a prospectus in Singapore with the Monetary Authority of Singapore. Accordingly, the Bidder's Statement may not be issued, circulated or distributed, whether directly or indirectly, to persons in Singapore except pursuant to and in accordance with the exemption in section 273(1)(b) of the Securities and Futures Act, Cap 289 of Singapore (**SFA**) or any other exemptions as set out in Part XIII, Division 1, Subdivision 4 of the SFA.

The Bidder's Statement has been given to you: (i) on the basis that you are an existing holder of the Brockman Resources Shares; and (ii) in connection with the Offer pursuant to which Wah Nam International Shares will be allotted and issued to you in the event that you accept the Offer. In the event you are not an investor falling within (i), please return this document immediately. You may not forward or circulate this document to any other person in Singapore.

The Offer is not made to you with a view to the Wah Nam International Shares being subsequently offered for sale to any other party. There are on-sale restrictions in Singapore that may be applicable to investors who acquire Wah Nam International Shares. As such, investors are advised to acquaint themselves with the SFA provisions relating to on-sale restrictions in Singapore and comply accordingly.

## Forward-looking statements

Statements contained in this document may contain forward-looking statements including statements with respect to Wah Nam Australia's current intentions (which include those in Section 8), statements of opinion and predictions of possible future events. Statements in this document that are not historical facts are "forward-looking statements".

Forward-looking statements relate to future matters and are subject to inherent risks and uncertainties. These risks and uncertainties include risks that are specific to the mineral resources industry as well as matters such as general economic conditions, many of which are outside the control of Wah Nam Australia, Wah Nam International and their directors. These factors may cause the actual results, performance or achievements of Wah Nam International or the Combined Group to differ, perhaps materially, from the results, performance or achievements expressed or implied by those forward-looking statements. The past performance of Wah Nam International is not a guarantee of future performance.

The forward-looking statements do not constitute a representation that future profits (or any other matter) will be achieved in the amounts or by the dates indicated and are presented as a guide to assist Brockman Resources Shareholders in assessing the Offer. The financial information and other forward-looking statements are based on information available to Wah Nam Australia at 9 November 2010 and should be read in conjunction with the assumptions underlying their preparation as set out in Section 6.13.

Actual outcomes may differ materially from the events, intentions or results expressed or implied by any forward-looking statement in this document.

None of Wah Nam International, Wah Nam Australia, their officers, or persons named in this Bidder's Statement with their consent or any person involved in the preparation of this Bidder's Statement makes any representation or warranty (express or implied) as to the accuracy or likelihood of fulfillment of any forward-looking statement, or any intentions or outcomes expressed or implied in any forward-looking statement. You are cautioned not to place undue reliance on any forward-looking statement having regard to the fact that the outcome may not be achieved.

## Disclaimer as to Brockman Resources and FerrAus information

The information in this Bidder's Statement concerning Brockman Resources, and the assets and liabilities, financial position and performance, profits and losses and prospects of Brockman Resources has been prepared by Wah Nam Australia using publicly available information and has not been independently verified by Wah Nam Australia or its directors. Accordingly, subject to the Corporations Act, Wah Nam Australia makes no representation or warranty, express or implied, as to the accuracy or completeness of such information.

The information in this Bidder's Statement concerning FerrAus Limited and the assets and liabilities, financial position and performance, profits and losses and prospects of FerrAus has been prepared by Wah Nam Australia using publicly available information and has not been independently verified by Wah Nam Australia or its directors. Accordingly, subject to the Corporations Act, Wah Nam Australia makes no representation or warranty, express or implied, as to the accuracy or completeness of such information.

The information on the Combined Group contained in this Bidder's Statement, to the extent that it incorporates or reflects information on Brockman Resources and FerrAus, has also been prepared using publicly available information. Accordingly information in relation to the Combined Group is subject to the foregoing disclaimer to that extent.

Further information relating to Brockman Resources' business may be included in Brockman Resources' target's statement which Brockman Resources must provide to Brockman Resources Shareholders in response to this Bidder's Statement, and reference should be made to that information. Further information relating to FerrAus' business may be included in FerrAus' target's statement, which FerrAus must provide to FerrAus Shareholders in response to Wah Nam Australia's FerrAus Bidder's Statement and reference should be made to that information. The FerrAus target's statement will not be provided to Brockman Resources Shareholders but will be available to Brockman Resources Shareholders on the ASX website: [www.asx.com.au](http://www.asx.com.au).

## Privacy

Wah Nam Australia, Wah Nam International and their share registrars may collect your information in the process of making and implementing the Offer, including information from the register of Brockman Resources Shareholders for the purposes of making the Offer and, if accepted, administering your acceptance and establishing your holding in Wah Nam International Shares. Your information may be disclosed on a confidential basis to Wah Nam International or its related bodies corporate and external service providers, and may be required to be disclosed to regulators, such as ASIC.

## Currency

Unless otherwise stated, the exchange rates used in this Bidder's Statement are the exchange rates at 4:00pm (WST) on 9 November 2010, the latest practicable date prior to lodgement of the Original Bidder's Statement, being A\$/HK\$: 7.8186.

## Defined terms

A number of defined terms are used in this Bidder's Statement. Unless expressly specified otherwise, defined terms have the meaning given in Section 14.

## Shareholder Enquiries

If you have any queries regarding the Offer, please contact the Shareholder Information Line on 1300 085 644 (toll free for callers in Australia) or +61 3 9415 4142 (for callers outside Australia) Monday to Friday 5:30am to 5:00pm (WST).

**This is an important document and should be read in its entirety before you decide whether to accept the Offer. If you are in any doubt about how to deal with this document or whether to accept the Offer, you should consult your legal, financial or other professional adviser.**

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華南投資控股有限公司  
WAH NAM INTERNATIONAL HOLDINGS LIMITED  
(於百慕達註冊成立之有限公司)  
Incorporated in Bermuda with Limited Liability

香港聯合交易所上市公司股票號碼: 0159  
SEHK Stock Code: 0159

## LETTER FROM THE CHAIRMAN OF WAH NAM INTERNATIONAL HOLDINGS LIMITED

Dear Shareholder

On behalf of the directors of Wah Nam International Holdings Limited (**Wah Nam International**), I am pleased to present this Offer by Wah Nam International Australia Pty Ltd (**Wah Nam Australia**), a wholly-owned subsidiary of Wah Nam International, to acquire all of your shares in Brockman Resources Limited (**Brockman Resources**) on the basis of 30 Wah Nam International Shares for every 1 Brockman Resources Share you hold.

I am convinced that this Offer is in the best interests of all Brockman Resources Shareholders and I encourage you to accept the Offer to become a Wah Nam International Shareholder.

Concurrent with this Offer, Wah Nam Australia is making an offer to shareholders in FerrAus Limited to acquire all of their FerrAus Shares. If this Offer and the FerrAus Offer are successfully completed, Wah Nam International may be in a unique position to rapidly progress the development of two significant Australian hematite iron ore projects. Being listed on one of the world's largest capital markets, the HKEx, may provide Wah Nam International with advantages in securing project finance on favourable terms to the benefit of its shareholders.

We have no intention to make any significant changes to the business operation and company structure of Brockman Resources, but rather intend to combine resources, management teams and skill sets, to focus on the rapid development of the Brockman Resources Pilbara and Marillana Projects, maximising returns for our shareholders.

Acceptance of our Offer will deliver you a substantial premium to your Brockman Resources Shares on the day before our Offer was announced as well as a range of other potential benefits, which are described in this Bidder's Statement.

I encourage you to accept our Offer as soon as possible, and in doing so, you will be playing an important role in the creation of a new and exciting iron ore business in the Pilbara region of Western Australia.

If you have any questions about the Offer, please do not hesitate to call your broker or financial adviser or call the Offer Information Line on 1300 085 644 (toll free for callers in Australia) or +61 3 9415 4142 (for callers outside Australia) Monday to Friday 5:30am to 5:00pm (WST).

Yours faithfully

---

**Luk Kin Peter Joseph**  
**Chairman**  
**Wah Nam International Holdings Limited**

香港上環干諾道中168-200號信德中心西座28樓2805室  
Room 2805, 28 Floor, West Tower, Shun Tak Centre, 168-200 Connaught Road Central, Sheung Wan, Hong Kong.  
Tel: +852 3169 3631 Fax: +852 3169 3630

# 1. Why you should ACCEPT the Offer

Wah Nam Australia believes **you should ACCEPT the Offer** for the following key reasons:

- 1** You are being offered a substantial and attractive premium of 79.6% to Brockman Resources' VWAP for the 90 days prior to the Announcement Date (10 November 2010).
- 2** You will become a shareholder in Wah Nam International, a company listed on the HKEx. If the Offer is successful, to Wah Nam International's knowledge, it will become the only HKEx listed company developing a significant Australian hematite iron ore deposit.
- 3** The HKEx is one of the world's largest markets by market capitalisation.
- 4** You may be entitled to Capital Gains Tax rollover relief on the disposal of your Brockman Resources Shares.
- 5** If the Offer is successful, you will be issued dual ASX/HKEx listed Wah Nam International Shares.
- 6** If the Offer is not successful and no alternative proposal emerges, the price for your Brockman Resources Shares may fall.

Concurrent with this Offer, Wah Nam International is also making the FerrAus Offer. The Offer and the FerrAus Offer are not conditional on each other.

If Wah Nam International is successful in gaining all or a majority of either or both of Brockman Resources and FerrAus and therefore the **Combined Group** is formed:

- 7** As a Wah Nam International Shareholder, you may benefit from the Combined Group 's ability to attract financing for the Projects.

If Wah Nam International is successful in gaining all or a majority of both Brockman Resources and FerrAus and therefore the **Wah Nam International-Brockman Resources-FerrAus Group** is formed:

- 8** The Wah Nam International-Brockman Resources-FerrAus Group may be in a better position than Brockman Resources to progress, develop and finance the potential independent infrastructure requirements of the Projects.

There are key risks associated with investing in Wah Nam International. Before deciding whether to accept the Offer, Brockman Resources Shareholders should read this Bidder's Statement in its entirety, including Section 7 which provides information on key risks.

## 1.1 You are being offered a substantial and attractive premium

Wah Nam Australia is offering you 30 Wah Nam International Shares for every Brockman Resources Share held.

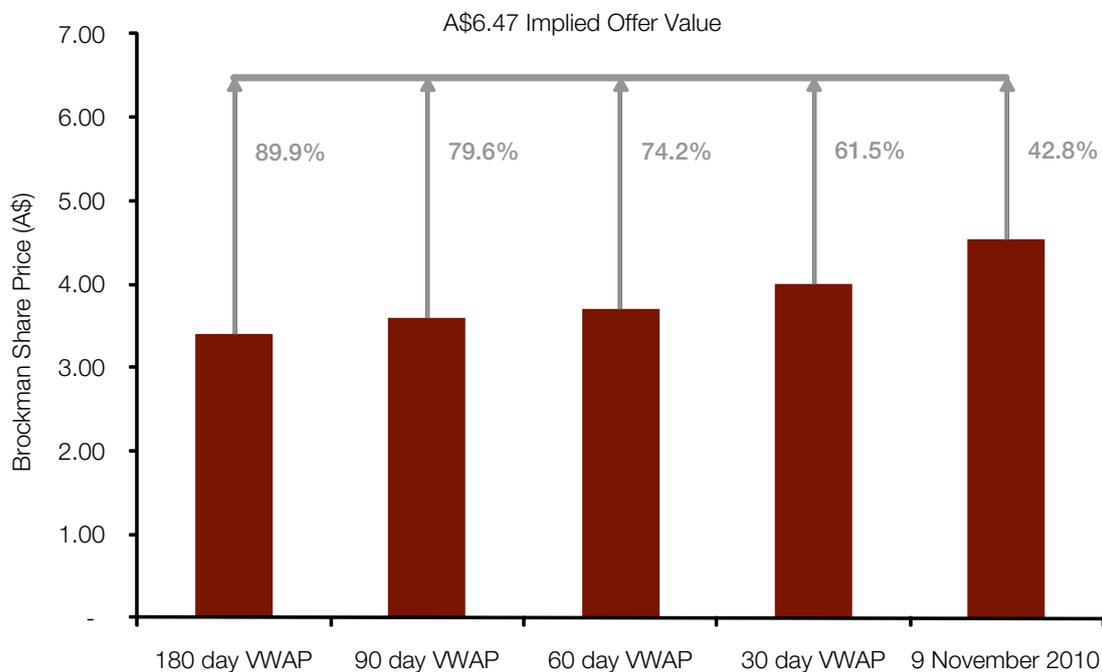
Based on the VWAP of Wah Nam International Shares on the HKEx during the 2 full trading days of 8 November 2010 and 9 November 2010, the Offer values your Brockman Resources Shares at A\$6.47 per share (**Implied Offer Value**).

The Offer represents a substantial and attractive premium to the Pre-Announcement Price and VWAP of your Brockman Resources Shares on the ASX across a broad range of time periods, namely:

- a 89.9% premium to the VWAP for the 180 days to 9 November 2010 (the last trading day before the Offer was publicly announced);
- a 79.6% premium to the VWAP for the 90 days to 9 November 2010;
- a 74.2% premium to the VWAP for the 60 days to 9 November 2010;
- a 61.5% premium to the VWAP for the 30 days to 9 November 2010; and
- a 42.8% premium to the closing price of Brockman Resources Shares on 9 November 2010.

Figure 1 demonstrates the attractive premiums the Implied Offer Value represents to recent trading prices of Brockman Resources Shares.

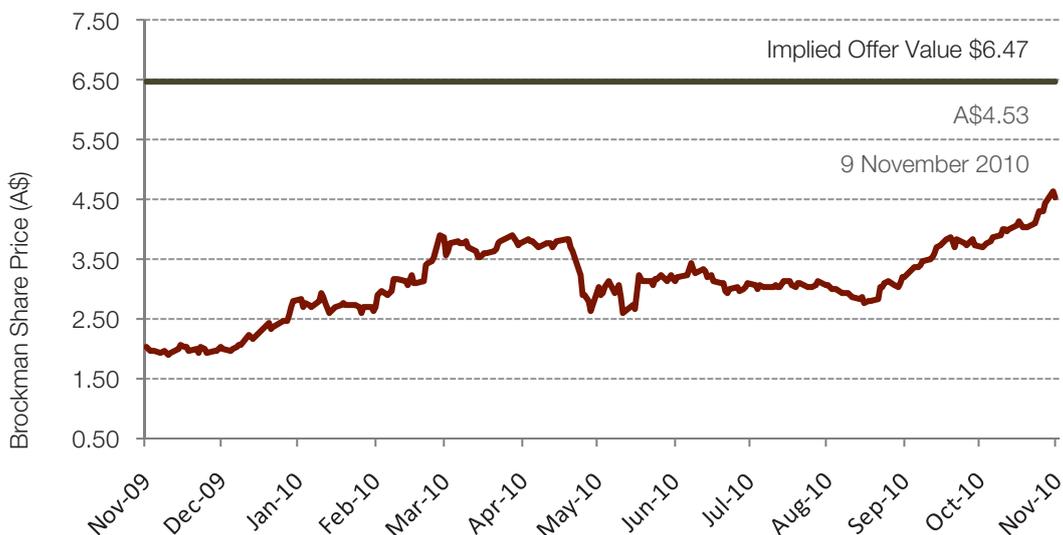
Figure 1: Implied Offer Value Premiums



The value of the offer will change from time to time based on movements in the Wah Nam International Share price and in the A\$/HK\$ exchange rate.

As illustrated in Figure 2, Brockman Resources has not traded above the Implied Offer Value at any time in the past 12 months.

Figure 2: Brockman Resources Share Price for the 12 Months Prior to the Announcement Date



## 1.2 You will become a shareholder in Wah Nam International, a company listed on the HKEx

Wah Nam International plans to be a developer of strategic mining assets in politically stable, mineral resource-rich countries. The Offer represents a significant step for Wah Nam International in achieving this plan.

Through this Offer and the FerrAus Offer, Wah Nam International is seeking to maximise benefits to its current and future shareholders. If Wah Nam Australia is successful in gaining effective control of either Brockman Resources and/or FerrAus, Wah Nam International expects to progress its Australian iron ore projects to production and aims to be a significant iron ore producer by global standards.

Being listed on one of the world's largest capital markets, the HKEx, should provide Wah Nam International with advantages in securing project finance on favourable terms, to the benefit of Wah Nam International Shareholders. The appeal of Wah Nam International to HKEx investors is likely to be large as, to Wah Nam International's knowledge, it will be the only HKEx listed company with direct exposure to Australian hematite iron ore projects and the demand for Australian hematite iron ore in the region is immense.

Wah Nam International currently has 3,907,435,485 shares on issue, giving it a market capitalisation of approximately HK\$6.4 billion (A\$814.6 million).

## 1.3 The HKEx is one of the world's largest markets by market capitalisation

The HKEx serves as a gateway for companies to achieve exposure to the rapidly growing PRC market.

Since 2008, over US\$125 billion in capital raisings have been announced with the HKEx and the HKEx has a strong presence in resources, boasting:

- one of the world's largest companies by market capitalisation, PetroChina Company Ltd with a market capitalisation, as at 4 November 2010, of US\$314 billion;
- the world's largest publicly traded coal producer, China Shenhua Energy Company Limited with production of 210 million tonnes of coal in 2009;
- the largest aluminium company in the world, United Company Rusal Limited; and
- companies which have invested heavily in Australian resource companies, such as:
  - Angang Steel Company Limited (A\$1.8 billion joint venture with Gindalbie Metals Ltd);
  - Yanzhou Coal Mining Company Limited (A\$3.5 billion acquisition of Felix Resources Ltd); and
  - Fushan International Energy Group Limited (14.24% stake in Mount Gibson Iron Ltd).

## 1.4 You may be entitled to Capital Gains Tax rollover relief on the disposal of your Brockman Resources Shares

Very broadly, if, as a result of the Offer, Wah Nam Australia acquires 80% or more of the Brockman Resources Shares, Brockman Resources Shareholders who would otherwise make an Australian capital gain from the disposal of their Brockman Resources Shares may benefit from CGT rollover relief. CGT rollover relief, if available, will effectively defer any capital gain until disposal of the Wah Nam International Shares obtained under the Offer. Details of the CGT rollover are discussed in Section 9.

## 1.5 Wah Nam International intends to dual list on the ASX

Wah Nam International intends to apply for admission to the ASX within 7 days after the start of the Bid Period. If the Offer is successful, you will be issued dual ASX/HKEx listed Wah Nam International Shares.

As a Wah Nam International Shareholder, you will have the option of trading your Wah Nam International Shares on the ASX or the HKEx. For more details, please see Sections 4.1 and 4.2.

## 1.6 If the Offer is not successful and no alternative proposal emerges, the price for your Brockman Resources Shares may fall

If the Offer is not successful, the Brockman Resources Share price may fall in the absence of another bidder making an offer.

The prospects of another bidder emerging may be low given Wah Nam Australia has a 22.63% shareholding in Brockman Resources.

## 1.7 Consequences of not accepting

If you choose not to accept the Offer, there are certain risks of which you should be aware:

- If Wah Nam Australia holds the majority of Brockman Resources Shares, and should Brockman Resources Shares remain listed, the market for your Brockman Resources Shares may be less liquid or active. Therefore, it could be difficult for you to sell your Brockman Resources Shares after the Offer Period ends, should you choose to do so.

- As stated before, if the Offer ends without being successful, Brockman Resources Shares may revert towards pre-bid price levels in the absence of another bidder making an offer. The emergence of another bidder may be unlikely, particularly as Wah Nam Australia already has sufficient Brockman Resources Shares to prevent another bidder from proceeding to compulsory acquisition.
- If Wah Nam Australia is successful in gaining a 90% or more interest in Brockman Resources through acceptances of the Offer, and if entitled to do so under the Corporations Act, Wah Nam Australia intends to proceed with the compulsory acquisition of any Brockman Resources Shares not acquired under the Offer.

You should consult with your Broker or financial adviser to ascertain the impact of the risks outlined above on the value of your Brockman Resources Shares.

## **1.8 As a Wah Nam International Shareholder, you may benefit from the Combined Group's ability to attract financing for the Projects**

Accepting Brockman Resources Shareholders will become Wah Nam International Shareholders and, upon completion of the Offer, the Combined Group (if formed) will be a larger, more financially secure company.

In addition, the value of Wah Nam International Shares is likely to be positively re-rated by the equity capital markets as a consequence of:

- an enhanced market capitalisation;
- increased global market awareness; and
- an expanded institutional investor base through the anticipated increase in broker research and investment in the Combined Group by large international investment funds.

Successful development and commercialisation of the Marillana Project will require the achievement of a number of successful milestones, including:

- a positive bankable feasibility study;
- ministerial environmental approval;
- completion of the NWIOA port definitive feasibility study; and
- commercial agreements with owners of key infrastructure providers or the development of an independent, 'end-to-end' rail line.

Given the early stage of development of the Marillana Project, Brockman Resources will require a significant amount of capital to advance it to eventual production. Current estimates from Brockman Resources' definitive feasibility study announced on 29 September 2010 indicate capital costs of up to A\$1.9 billion which are significantly greater than Brockman Resources' cash balance of approximately A\$78 million (as disclosed in Brockman Resources' Appendix 5B for the quarter ending 30 September 2010). The definitive feasibility study did not consider an independent, 'end-to-end' railway option - this capital expenditure would be in addition to the estimates released by Brockman Resources.

Development of the Marillana Project independently (ie outside of the Wah Nam International - Brockman Resources Group) would necessitate Brockman Resources entering into additional financing arrangements, the availability and terms of which are uncertain and may not be favourable to Brockman Resources Shareholders.

The Combined Group may be better positioned to attract the debt and/or equity required than Brockman Resources alone. As a Wah Nam International Shareholder you may benefit from the Combined Group's ability to attract funding for the Projects.

## **1.9 The Wah Nam International - Brockman Resources - FerrAus Group may be in a better position to develop the potential independent infrastructure requirements of the Marillana Project**

The Wah Nam International - Brockman Resources - FerrAus Group will have a multi-mine asset base in the Pilbara with a significant JORC Code compliant iron ore Mineral Resource. The scale of the Projects controlled by the Wah Nam International - Brockman Resources - FerrAus Group will be such that an independent, 'end-to-end' infrastructure solution is likely to be viable and the Wah Nam International - Brockman Resources - FerrAus Group will be well positioned to study such a solution and, should it prove to be viable, seek the required financing. If an independent infrastructure solution was to be developed under the Wah Nam International - Brockman Resources - FerrAus Group, as a Wah Nam International Shareholder you will benefit from the certainty of access to vital infrastructure, without which neither the Marillana Project nor the FerrAus Pilbara Project can be successfully developed.

## 2. Summary of the Offer and how to accept it

The following is a summary only of the Offer and is qualified by the information contained in the rest of this Bidder's Statement. You should read this Bidder's Statement in full before deciding how to deal with your Brockman Resources Shares.

<b>What is the Offer?</b>	Wah Nam Australia is offering to acquire all of your Brockman Resources Shares for 30 Wah Nam International Shares for each Brockman Resources Share held, on the terms and conditions set out in Section 13.
<b>What is the value of the Offer?</b>	The Implied Offer Value is A\$6.47 per Brockman Resources Share, and represents an attractive premium to the Pre-Announcement Price of Brockman Resources Shares. The value of the Offer may change as a consequence of changes in the market price of Wah Nam International Shares and the A\$/HK\$ exchange rate from time to time.
<b>Who is making the Offer?</b>	<p>The Offer is being made by Wah Nam International Australia Pty Ltd, a wholly-owned subsidiary of Wah Nam International Holdings Limited.</p> <p>Wah Nam International is an investment holding company listed on the HKEx.</p> <p>Further information on Wah Nam International and Wah Nam Australia is set out in Section 3.</p>
<b>How do I accept the Offer?</b>	<p>You may only accept the Offer in respect of all of your Brockman Resources Shares. To accept the Offer:</p> <ul style="list-style-type: none"> <li>■ if your Brockman Resources Shares are sponsored directly by Brockman Resources, complete and sign the enclosed Acceptance Form in accordance with the instructions on it and send it in the enclosed envelope to the address indicated on the Acceptance Form; or</li> <li>■ if you hold your Brockman Resources Shares in a CHESS Holding, either: <ul style="list-style-type: none"> <li>(a) complete and sign the enclosed Acceptance Form in accordance with the instructions on it and send it in the enclosed envelope to the address indicated on the Acceptance Form; or</li> <li>(b) instruct your Broker or other Controlling Participant to initiate acceptance of the Offer on your behalf; or</li> </ul> </li> <li>■ if you are a Broker, initiate acceptance in accordance with the requirements of the ASX Settlement Operating Rules,</li> </ul> <p>so that your acceptance may be recorded before the end of the Offer Period.</p> <p>Detailed instructions on how to accept the Offer are set out in Section 13.5 and on the enclosed Acceptance Form.</p>
<b>Can I accept the Offer in respect of a part of my holding?</b>	Subject to paragraph 13.4(a)(ii), you may only accept this Offer in respect of all of your Brockman Resources Shares.
<b>When does the Offer close?</b>	The Offer is scheduled to close at 4:00pm (WST) on 17 January 2011. You should note that the Offer Period can be extended as permitted by the Corporations Act.

<p><b>What are the conditions of the Offer?</b></p>	<p>The Offer is subject to the Statutory Condition set out in Section 13.15 and the Conditions set out in Section 13.9, including:</p> <ul style="list-style-type: none"> <li>■ approval of the requisite majority of Wah Nam International Shareholders to acquire all of the Brockman Resources Shares and to allot and issue the Consideration Shares;</li> <li>■ approval of the HKEx for the listing of the Consideration Shares;</li> <li>■ approval of the ASX for Wah Nam International to be admitted to the ASX and for the quotation of Wah Nam International Shares on the ASX; and</li> <li>■ Wah Nam Australia acquiring more than 50% of the Brockman Resources Shares.</li> </ul> <p>FIRB has advised Wah Nam Australia that it has no objections to Wah Nam Australia making the Offer.</p> <p>The Offer and the FerrAus Offer are not conditional on each other.</p> <p>The Wah Nam International Shareholder meeting to consider the Offer is expected to be held on 13 December 2010.</p> <p>The status of the Conditions as at the date of this Bidder's Statement is discussed in Section 13.14.</p>
<p><b>Are there any risks involved in accepting the Offer?</b></p>	<p>There are a number of risks that may have a material impact upon the implementation of the Offer, the future performance of Wah Nam International or the Combined Group and the value of Wah Nam International Shares. These are described in this Bidder's Statement and include those risks set out in Section 7.</p>
<p><b>What happens if the Conditions are not satisfied or waived?</b></p>	<p>If the Conditions are not satisfied or waived by the end of the Offer Period, the Offer will lapse.</p>
<p><b>What happens if I accept?</b></p>	<p>If the Offer becomes or is declared unconditional, you will receive 30 Wah Nam International Shares for each of your Brockman Resources Shares.</p> <p>Once you accept the Offer (even while it remains subject to Conditions) you will not be able to sell your Brockman Resources Shares on the ASX or otherwise transfer ownership, subject to a limited statutory right to withdraw your acceptance.</p>
<p><b>If I accept the Offer can I later withdraw my acceptance?</b></p>	<p>You may only withdraw your acceptance of the Offer if, after you have accepted the Offer and while the Offer is still subject to the Conditions, the Offer is varied in such a way as to delay the time by which you will receive your Offer Consideration by more than one month. A notice will be sent to you at the time explaining your rights in this regard.</p>
<p><b>What will happen if Wah Nam Australia improves the Offer Consideration?</b></p>	<p>If Wah Nam Australia improves the Offer Consideration, all Brockman Resources Shareholders who accept the Offer (whether or not they have accepted the Offer before or after such improvement) will be entitled to the benefit of the improved Offer Consideration, should the Offer become or be declared unconditional.</p>
<p><b>If I accept the Offer, when will I receive my Wah Nam International Shares?</b></p>	<p>If you accept the Offer (and the Conditions are satisfied or waived) in accordance with the instructions contained in the Offer and the Acceptance Form, you will be sent your Wah Nam International Shares by the earlier of:</p> <ul style="list-style-type: none"> <li>■ 1 month after the date that you accept, or if the Offer is subject to Conditions when you accept the Offer, within 1 month after the date the Offer becomes, or is declared, free of the Conditions; or</li> <li>■ within 21 days after the Offer Period closes.</li> </ul>
<p><b>What will the tax consequences be?</b></p>	<p>Section 9 summarises the tax implications for Brockman Resources Shareholders who accept the Offer and are resident for tax purposes in Australia.</p>
<p><b>Do I pay brokerage or stamp duty if I accept?</b></p>	<p>You will not pay brokerage or stamp duty on the disposal of your Brockman Resources Shares if you accept the Offer.</p> <p>However, if you sell your Brockman Resources Shares on the ASX or you instruct your Broker or other Controlling Participant to accept the Offer on your behalf, you may incur fees or brokerage charges.</p>
<p><b>What happens if I do not accept?</b></p>	<p>You will remain a Brockman Resources Shareholder and will not receive the consideration offered by Wah Nam Australia.</p> <p>If Wah Nam Australia becomes entitled to compulsorily acquire your Brockman Resources Shares, it intends to do so. If your Brockman Resources Shares are compulsorily acquired by Wah Nam Australia, it will be on the same terms as the Offer. However, you will receive your Wah Nam International Shares later than the Brockman Resources Shareholders who choose to accept the Offer.</p>

<b>I am not resident in Australia. Can I accept the Offer?</b>	Wah Nam International Shares will not be issued as consideration to Ineligible Overseas Shareholders. Please see Section 13.6 for further details.
<b>Will Wah Nam International Shares be listed on the ASX?</b>	Wah Nam International intends to seek to list all Wah Nam International Shares on the ASX. If the application is not successful, then all contracts resulting from the acceptance of the Offer will be automatically void.
<b>Can I trade my Wah Nam International Shares on the HKEx?</b>	You can choose to have Wah Nam International Shares registered on the Australian Share Register or the Hong Kong Share Register. You can readily change the register on which your Wah Nam International Shares are held. Please see Section 4.2 for more details.
<b>What if I require further information?</b>	If you have any questions in relation to the Offer or how to accept it, or if you have lost your Acceptance Form and require a replacement, please call the Shareholder Information Line on 1300 085 644 (toll free for callers in Australia) or +61 3 9415 4142 (for callers outside Australia) Monday to Friday 5:30am to 5:00pm (WST).

# 3. Information about Wah Nam International and Wah Nam Australia

## 3.1 Background

Wah Nam International is an investment holding company, incorporated in Bermuda and listed on the HKEx (Hong Kong Stock Code 159) since 2002. Accordingly, it is governed by the Companies Act, the HKEx Listing Rules, and if the Offer is successful and it is granted admission to the official list of the ASX, the ASX Listing Rules. It is a foreign company for the purposes of the Corporations Act.

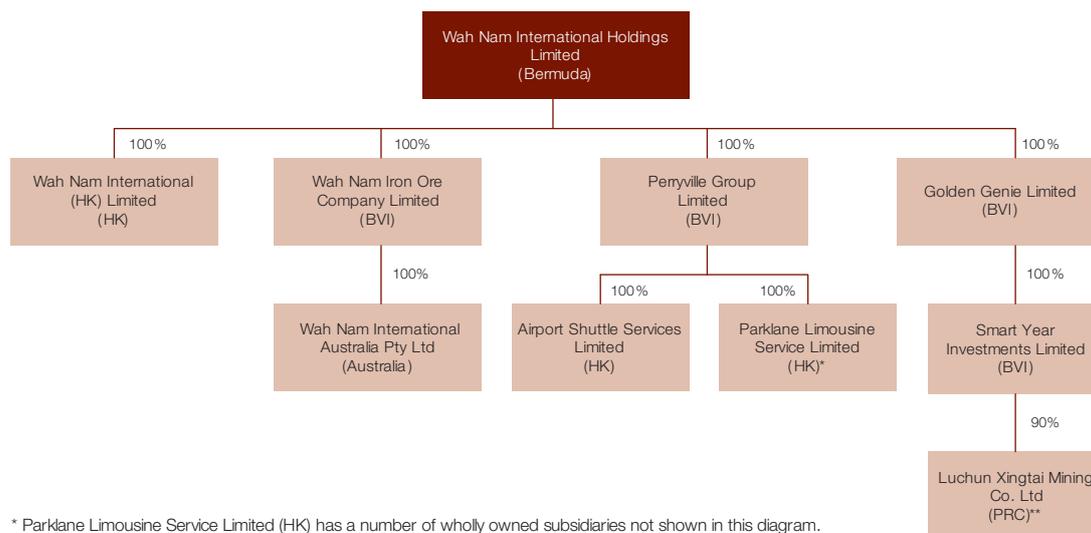
Since its establishment, Wah Nam International has been involved in various business activities. With its acquisition of the Damajianshan Mine in the PRC in 2008, Wah Nam International refocused itself as a mining resources company.

Wah Nam Australia is an Australian wholly-owned Subsidiary of Wah Nam International.

As at the date of this Bidder's Statement, Wah Nam Australia has the following investments:

- 32,347,405 (22.63%) Brockman Resources Shares; and
- 40,934,400 (19.90%) FerrAus Shares.

## 3.2 Corporate Structure



\* Parklane Limousine Service Limited (HK) has a number of wholly owned subsidiaries not shown in this diagram.  
 \*\* English name is for identification purpose only

## 3.3 Principal Activities of Wah Nam International

Wah Nam International, through its Subsidiaries, is principally engaged in:

- the exploitation, processing and sales of mineral resources, including copper, zinc and lead ore concentrates in the PRC;
- the provision of limousine rental and airport shuttle bus transportation services in Hong Kong and the PRC; and
- the investment of funds in equity securities.

### (a) Smart Year Investments Limited

Wah Nam International's Subsidiary, Smart Year is a British Virgin Islands incorporated company and the holding company of Luchun Xingtai.

Luchun Xingtai is a Sino-foreign equity joint venture enterprise established in February 2004 in the PRC, which is 90% owned by Smart Year and 10% by Yunnan Maosheng Yuan. Wah Nam International finalised the acquisition of Smart Year in September 2008.

Luchun Xingtai engages in the exploitation, processing and sale of copper ore concentrate. It owns 100% of the Damajianshan Mine (Figure 3).

Figure 3 : The Damajianshan Mine



In FY2009 and FP2010, the production volume of copper concentrate was approximately 340 tonnes and 125 tonnes, respectively, and the sale of copper concentrate was approximately 410 tonnes and 74 tonnes, respectively. For FY2009 and FP2010, Wah Nam International recorded a turnover of approximately HK\$14.8 million and HK\$3.4 million, respectively, from Luchun Xingtai.

During FY2009 and FP2010, production was relatively low as the emphasis was on exploration and the delineation of additional resources to support an expanded operation. Subject to the progress of further exploration and the production plan, Wah Nam International plans to increase the production volume to meet the growing demand in the PRC market and thus improve the present production efficiency as the scale of production increases.

Wah Nam International will continue to develop its existing mine in the PRC with a view to increasing the Wah Nam International Group's copper production and revenue.

The Damajianshan Mine is located in Qimaba Township, Luchun County of Yunnan Province in the PRC. It is near the border between the PRC and Vietnam (Figure 4).

Figure 4 : Map of Damajianshan Mine



In the 3.67 square kilometres covered by the mining right there are Ore Reserves of over 7.8 million tonnes of ore with an average Cu grade of 1.46% and Mineral Resources of over 15.5 million tonnes of ore with an average Cu grade of 1.68%. The mine operation has the potential to produce over 429,000 tonnes per annum for more than 18 years. The mine site is accessible by gravel road. After beneficiation copper concentrate is trucked to customers throughout the PRC. Please refer to Table 1 and Table 2 below and the Independent Technical Report and update letter which are set out in full in Section 10 for a more detailed breakdown of Ore Reserves and Mineral Resources<sup>1</sup>.

Table 1: Damajianshan Mine Ore Reserves

JORC Ore Reserve Category	Tonnage (kt)	Grading				Contained Metals			
		Cu %	As %	Pb %	Ag g/t	Cu kt	As kt	Pb kt	Ag t
Proved	4,648	1.49	5.7	1.28	42.6	69.3	265	59.7	198
Probable	3,150	1.42	6.28	1.49	47.9	44.6	198	47.1	151
<b>Total</b>	<b>7,798</b>	<b>1.46</b>	<b>5.94</b>	<b>1.37</b>	<b>44.8</b>	<b>113.9</b>	<b>463</b>	<b>106.8</b>	<b>349</b>

Table 2: Damajianshan Mine Mineral Resources

JORC Mineral Resource Category	Tonnage (kt)	Grading						Contained Metals					
		Cu %	As %	Pb %	Zn %	Bi %	Ag g/t	Cu kt	As kt	Pb kt	Zn kt	Bi kt	Ag t
Measured	4,652	1.79	6.83	1.54	0.37	0.24	51.1	83.1	318	71.6	17.1	10.9	237
Indicated	3,153	1.7	7.52	1.79	0.52	0.25	57.4	53.5	237	56.4	16.5	8.0	181
<b>Subtotal</b>	<b>7,805</b>	<b>1.75</b>	<b>7.11</b>	<b>1.64</b>	<b>0.43</b>	<b>0.24</b>	<b>53.6</b>	<b>136.5</b>	<b>555</b>	<b>128</b>	<b>33.6</b>	<b>18.9</b>	<b>418</b>
Inferred	7,678	1.61	6.48	2.18	0.48	0.24	63.1	123.9	498	167.2	36.9	18.3	484
<b>Total</b>	<b>15,483</b>	<b>1.68</b>	<b>6.8</b>	<b>1.91</b>	<b>0.46</b>	<b>0.24</b>	<b>58.3</b>	<b>260.4</b>	<b>1,053</b>	<b>295.2</b>	<b>70.5</b>	<b>37.2</b>	<b>903</b>

Plant and equipment at the Damajianshan Mine includes a ball grinder and flotation mill, capable of producing 429,000 tonnes of ore per annum (Figure 5).

Figure 5 : Ball Grinder and Flotation Mill at Damajianshan Mine Beneficiation Plant



### Mining Right

The Department of Land and Resources of Yunnan Province issued the mining right certificate to Luchun Xingtai in January 2005 which was renewed in September 2007 for a period of 5 years. It will expire in September 2012. The directors of Wah Nam International have no reason to believe that Luchun Xingtai will not be able to renew the mining right with the relevant government authority at the appropriate time.

For further details, please see the Independent Technical Report and update letter contained in Section 10 and the key risks set out in Section 7.

<sup>1</sup> These tables were part of a Damajianshan Mine Independent Technical Report (ITR) prepared by Behre Dolbear in accordance with the JORC Code and VALMIN Code on 30 June 2008 which is set out in full in Section 10. Based on Behre Dolbear's site visit and information review of the Damajianshan Mine in April 2010, Behre Dolbear believes that no material changes or upgrades occurred in the mineral resources and ore reserves for the Damajianshan Mine as they were stated in the 30 June 2008 Behre Dolbear ITR. Behre Dolbear is a subsidiary of Behre Dolbear & Company Inc.

### **(b) Limousine rental and airport shuttle bus services**

The limousine rental and airport shuttle bus business is carried on through Wah Nam International's interest in another wholly owned Subsidiary, Perryville Group Limited.

This business segment provides high end limousine rental services in Hong Kong and the PRC (including Shenzhen, Guangzhou, Shanghai and Beijing) and airport shuttle bus services in Hong Kong. The limousine business in Beijing will gradually be phased out and resources will be reallocated to focus on expected more profitable locations such as Shanghai, Guangzhou and Shenzhen.

Currently, the Wah Nam International Group has a fleet of 133 limousine cars serving major hotels, corporate and individual customers. The Wah Nam International Group recorded a total turnover of HK\$80.6 million from its limousine and airport shuttle business in Hong Kong and the PRC for the FY2009 and HK\$51.8 million for the FP2010.

Wah Nam International believes that this business segment will continue to provide a stable revenue and income source to the Wah Nam International Group.

For further details, please see Section 7.5 where the risks specific to the limousine rental and airport shuttle bus service are set out.

### **(c) Equity Security Investments**

Apart from the above two principal business segments, the Wah Nam International Group also invests in equity and other securities from time to time.

As at the date of this Bidder's Statement, the Wah Nam International Group held the following investments:

- 32,347,405 (22.63%) Brockman Resources Shares; and
- 40,934,400 (19.90%) FerrAus Shares.

These equity security investments were made for strategic purposes.

## **3.4 Material Transactions**

Set out below are some material corporate transactions entered into by Wah Nam International.

- On 15 May 2007, Wah Nam International raised approximately HK\$40.3 million for general working capital.
- On 13 June 2007, Wah Nam International entered into an agreement to acquire the entire issued share capital of Perryville Group Limited, a limousine rental and airport shuttle transportation services company, for HK\$170 million paid in cash and a convertible note.
- On 16 October 2007, Wah Nam International raised approximately HK\$37.4 million for general working capital and as part of the consideration for the acquisition of Perryville Group Limited.
- On 30 January 2008, Wah Nam International entered into an agreement to acquire the entire equity interest of Smart Year, for HK\$650 million paid in cash, shares and a convertible note.
- On 6 June 2008, Wah Nam International entered into an agreement to dispose of its entire interests in a company which owned the management and operating rights of a toll road in the PRC, for HK\$60 million.
- On 1 September 2008, Wah Nam International raised approximately HK\$119 million for general working capital and as part of the consideration for the acquisition of Smart Year and other mineral related investments.
- On 17 June 2009, Wah Nam International raised approximately HK\$99.18 million for potential acquisitions or investment opportunities in mineral related businesses.
- On 24 June and 29 June 2009, Wah Nam International announced on-market acquisitions of 18,159,256 Brockman Resources Shares for approximately HK\$121.79 million.
- On 9 February 2010, Wah Nam International raised approximately HK\$297 million for potential acquisitions or investment opportunities in mineral related businesses.
- On 18 February and 1 March 2010, Wah Nam International announced the acquisition of 9,509,486 Brockman Resources Shares for approximately HK\$196.41 million.
- On 19 June 2010, Wah Nam International raised approximately HK\$199 million for potential acquisitions or investment opportunities in mineral related businesses.
- On 22 June 2010, Wah Nam International subscribed for 25,047,939 FerrAus Shares for approximately HK\$147 million.
- On 17 September 2010, Wah Nam International raised approximately HK\$200 million, after costs, for potential acquisitions or investment opportunities in mineral related businesses and to cover transactional costs.

### 3.5 Financial Information regarding Wah Nam International

The table below is an abridged consolidated balance sheet of Wah Nam International as at 31 December 2008 and 2009 and 30 June 2010.

	30 June 2010 HK\$ '000 Unaudited	31 December 2009 HK\$ '000 Audited	31 December 2008 HK\$ '000 Audited
Current assets	180,505	59,936	91,008
Non-current assets	1,659,669	1,405,684	1,146,554
<b>Total assets</b>	<b>1,840,174</b>	<b>1,465,620</b>	<b>1,237,562</b>
Current liabilities	101,296	96,853	82,850
Non-current liabilities	100,256	150,186	296,657
<b>Total liabilities</b>	<b>201,552</b>	<b>247,039</b>	<b>379,507</b>
<b>Capital and reserves</b>			
Share capital	372,944	278,226	151,534
Reserves	1,184,842	844,930	610,018
Equity attributable to equity holders of the company	1,557,786	1,123,156	761,552
Minority interest	80,836	95,425	96,503
<b>Total equity</b>	<b>1,638,662</b>	<b>1,218,581</b>	<b>858,055</b>

The table below sets out a summary of the consolidated results of Wah Nam International for the FY2008, FY2009 and FP2010.

	FP2010 HK\$ '000 Unaudited	FY2009 HK\$ '000 Audited	FY2008 HK\$ '000 Audited
<b>Revenue from continuing operations</b>	55,189	95,374	88,837
Loss for the period/year	(173,002)	(80,004)	(282,462)
Other comprehensive income/(loss):			
Exchange differences arising on translation of foreign operations	11,403	(285)	4,165
Change in fair value on available-for-sale investment, net of tax	(35)	133,644	-
Reserve released upon disposal of subsidiaries	-	-	(32,214)
Total comprehensive income/(loss) for the period/year	(161,634)	53,355	(310,511)
Loss for the period/year attributable to:			
Equity holders of the company	(157,363)	(78,935)	(296,660)
Minority interests	(15,639)	(1,069)	14,198
Total comprehensive income/(loss) attributable to:			
Equity holders of the company	(147,045)	54,433	(323,807)
Minority interests	(14,589)	(1,078)	13,296

The table below sets out a summary of the business segment results of Wah Nam International for the FY2008, FY2009 and FP2010.

<b>Business Segment</b>		FY2010 HK\$ '000	FY2009 HK\$ '000	FY2008 HK\$ '000
Revenue	Limousine Rental Services	44,885	65,580	71,326
	Airport Shuttle Bus Services	6,889	14,993	15,854
	Mining Operation	3,415	14,801	1,657
Segment Results (*)	Limousine Rental Services	1,741	(38,492)	(118,525)
	Airport Shuttle Bus Services	588	1,679	(7,419)
	Mining Operation	(156,400)	(10,824)	(173,501)

(\*) Segment results exclude finance cost, income tax of accounting, and unallocated income and expenses.

Since 2008, Wah Nam International has been re-engineering its business structure and development strategy. In 2008, Wah Nam International disposed of its previous toll road and highway business. Under the re-engineering exercise, Wah Nam International Group's business has gradually changed from a toll road and highway business to a mining business. The business re-engineering has caused significant fluctuations in the financial performance of the Wah Nam International Group for the past two and a half years.

Apart from the acquisition of Luchun Xingtai, Wah Nam International also acquired Brockman Resources Shares and FerrAus Shares as a strategic investment. As at 30 June 2010, Wah Nam International had total consolidated segment assets of HK\$884.9 million in respect of its mining operation.

Six month period ended 30 June 2010

Wah Nam Australia acquired a further 9,093,874 Brockman Resources Shares and 30,201,575 FerrAus Shares for a total consideration of approximately A\$28.0 million and A\$26.2 million respectively.

An impairment loss on the valuation of the mining right was recorded during the period which amounted to approximately HK\$153 million. An impairment was made to the fair value of the mine as a result of the adjustment of the long-term copper price projection. Such impairment loss, however, did not have any impact on the operating cash flow of the Wah Nam International Group.

In addition, Wah Nam International issued 334 million and 185 million new Wah Nam International Shares at HK\$0.90 and HK\$1.11 Wah Nam International Share, respectively. The net proceeds after deduction of related expenses from the placement amounted to approximately HK\$297 million and HK\$199 million respectively, and were used for investments in mineral-related business and general working capital during the period.

Year ended 31 December 2009

The Wah Nam International Group recorded a turnover of HK\$14.8 million from its mining operation but recorded a segment loss of approximately HK\$10.8 million. The directors of Wah Nam International believe that the segment loss was mainly due to the relatively low production volume of the mine as the production plan of the mine was delayed due to further exploration work being undertaken. Wah Nam International believes that the production efficiency of the mine will be improved as production volume increases subject to the exploration results and further production planning work.

Wah Nam International also recorded a significant fair value gain of HK\$133.6 million in other comprehensive income, which was mainly attributable to the investments in, and an increase in the trading prices of, Brockman Resources Shares, and the appreciation of Australian dollars against Hong Kong dollars during the year.

Year ended 31 December 2008

Wah Nam International disposed of its toll road and highway business during the year. Among the total revenue of HK\$142.2 million, approximately 37.54% of the revenue was derived from the discontinued toll road and highway business. This segment recorded a profit, before income tax, of HK\$44.95 million for the year. After the disposal, Wah Nam International discontinued the entire toll road and highway business.

The acquisition of the mining business also led to the recognition of a one-off loss of HK\$167.5 million representing the amount of the total consideration for the acquisition in excess of the fair value of the assets and liabilities acquired.

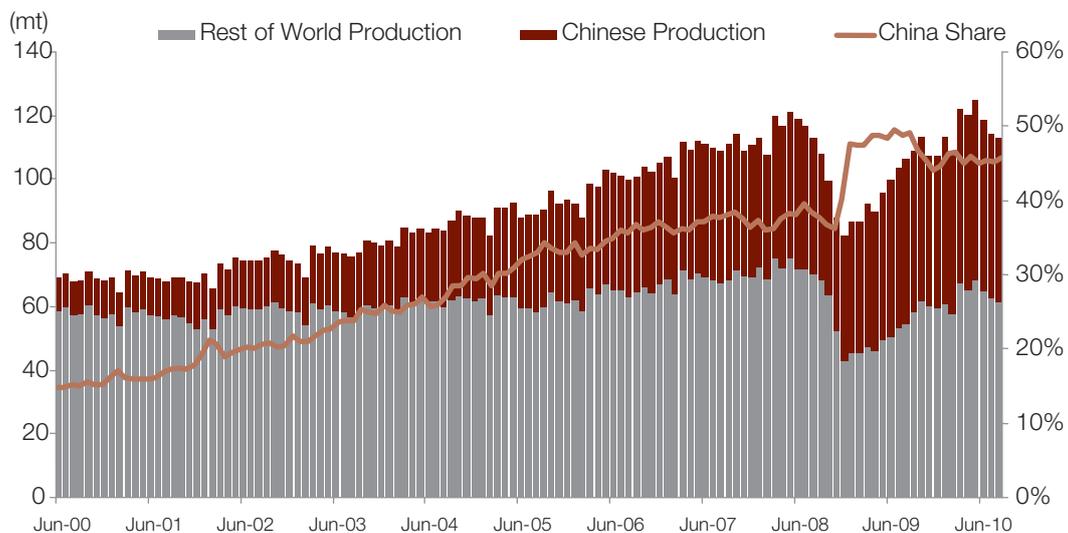
### 3.6 Strategies

Wah Nam International plans to be a developer of strategic mining assets in politically stable, mineral resource-rich countries. The Offer and the FerrAus Offer represent a significant step for Wah Nam International in achieving this plan. If successful, to Wah Nam International's knowledge, it will become the only HKEx listed company developing a significant Australian hematite iron ore deposit.

Over the past two years, Wah Nam International has restructured its business to focus on strategic acquisitions of iron ore projects and, to augment this objective, the development of its copper operation.

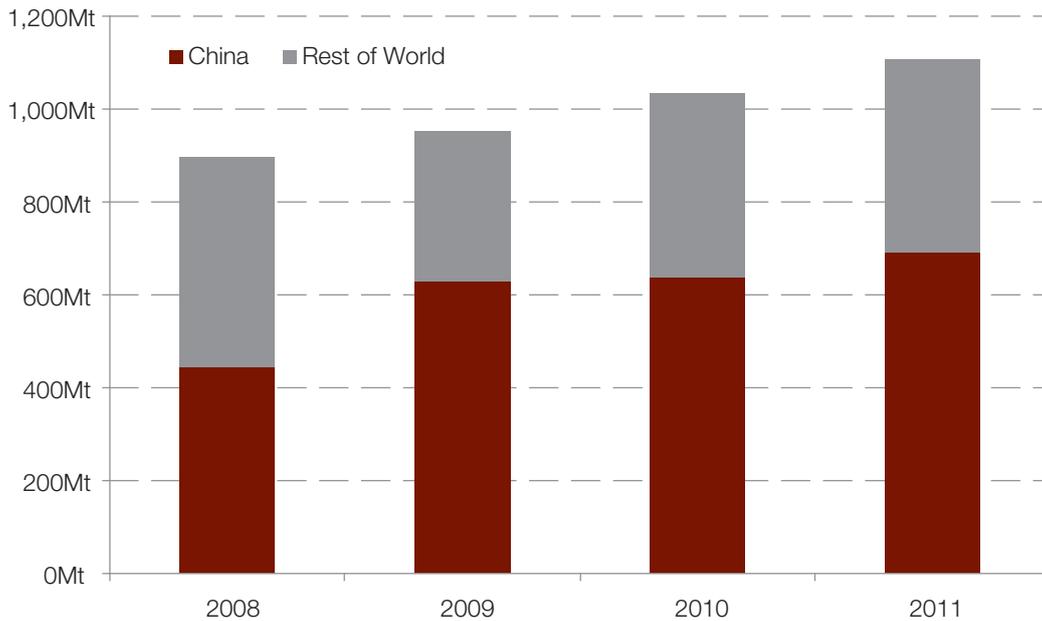
As a result of a recovery in the global economy and the PRC's continued economic growth, world production of steel has significantly recovered from low production levels in 2009 and is now on par with the pre global financial crisis peak reached during 2008 (Figure 6).

Figure 6: World Steel Production



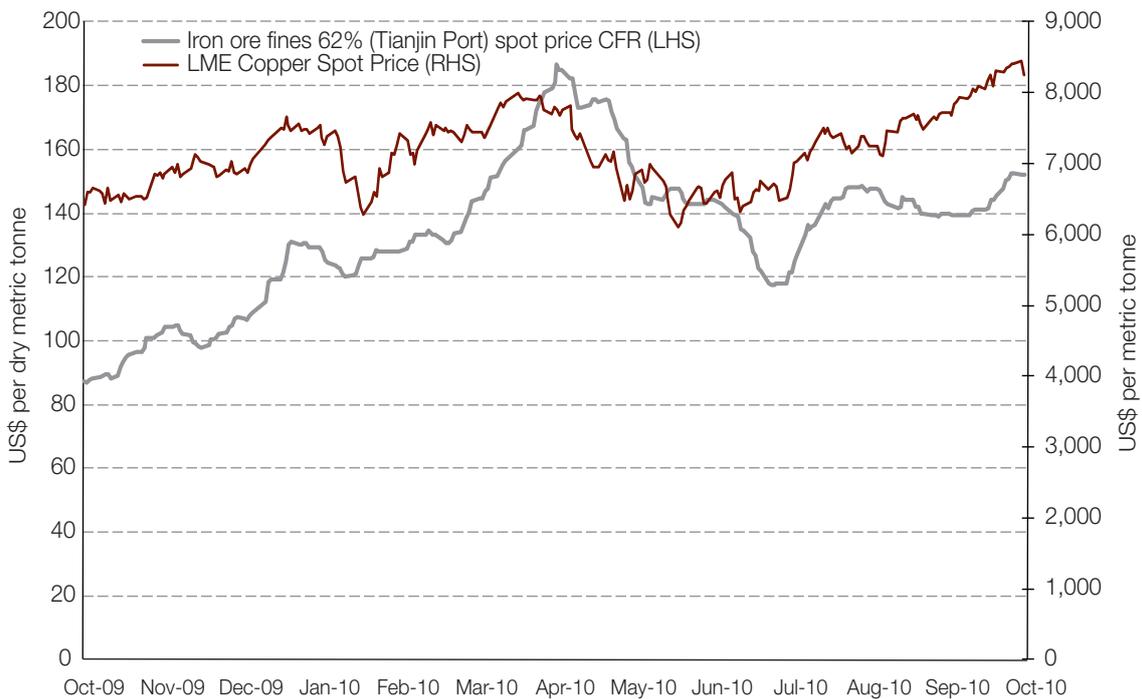
PRC steel production has contributed a significant portion of this growth. Iron ore is a key ingredient in the steelmaking process. Seaborne iron imports are expected to reach one billion tonnes this year, driven by the PRC's market leading share (Figure 7).

Figure 7: Seaborne iron ore trade



As a result of the increased seaborne trade, iron ore prices performed strongly over the past year. Copper prices follow suit as the demand for copper is tied to the same drivers of the demand for steel (Figure 8).

Figure 8: 1 Year Spot Price of iron ore and copper



Wah Nam International owns the Damajianshan Mine, a producing copper mine in the PRC, the world's largest consumer of copper. Wah Nam International will continue to develop the Damajianshan Mine through further exploration in order to delineate and upgrade Mineral Resources and subsequently increase copper metal production of the mine.

Through this Offer and the FerrAus Offer, Wah Nam International is seeking to maximise benefits to its current and future shareholders. The new and enlarged Wah Nam International expects to progress its Australian iron ore projects to production and aims to be a significant iron ore producer by global standards. Being listed on one of the world's largest capital markets, the HKEx, should provide Wah Nam International with advantages in securing project finance on favourable terms, to the benefit of Wah Nam International Shareholders.

Following this Offer and the FerrAus Offer, Wah Nam International's directors will pursue additional strategic acquisitions in order to realise their plan. It is expected these future assets will continue to enhance shareholder value, above the anticipated benefit provided by the assets of Brockman Resources and FerrAus.

## 3.7 Directors

### (a) Wah Nam International

Details of the directors of Wah Nam International are set out below.

#### Mr Luk Kin Peter Joseph

Mr Luk Kin Peter Joseph, aged 39, has been the Chairman of Wah Nam International since February 2009. Mr Luk holds a Masters Degree in Business Administration and the professional qualification of Chartered Financial Analyst. Mr Luk worked in several international financial institutions and he is well experienced in international financial and investment management. Mr Luk also has extensive experience in the mining industry. He was the CEO and deputy chairman of China Mining Resources Group Limited, a HKEx listed company with mining activities in the PRC, from November 2005 to July 2007.

#### Mr Chan Kam Kwan Jason

Mr Chan Kam Kwan Jason, aged 37, joined the Wah Nam International Group in January 2008. He is an executive director and the company secretary. Mr Chan graduated from the University of British Columbia in Canada with a Bachelor of Commerce Degree and is a member of the American Institute of Certified Public Accountants. Mr Chan has experience in accounting and corporate finance.

#### Mr Lau Kwok Kuen Eddie

Mr Lau Kwok Kuen Eddie, aged 54, joined the Wah Nam International Group in December 2007. He is an independent non-executive director of Wah Nam International. He graduated from the Hong Kong Polytechnic (now known as The Hong Kong Polytechnic University) and is a fellow member of The Hong Kong Institute of Certified Public Accountants and a fellow member of The Association of Chartered Certified Accountants of the United Kingdom. He has been practicing as a Certified Public Accountant in Hong Kong since 1982.

#### Mr Uwe Henke Von Parpart

Mr Uwe Henke Von Parpart, aged 69, joined the Wah Nam International Group in January 2008. He is an independent non-executive director of Wah Nam International. He received a Fulbright scholarship and did his graduate work in mathematics and philosophy (Ph.D.) at Princeton University and the University of Pennsylvania.

Mr Parpart is the managing director at Cantor Fitzgerald in Hong Kong where he is responsible for macro-economic, fixed-income and equity-markets research and strategy in Asia. He joined Cantor Fitzgerald in May 2006. His analyses are published on a weekly and daily basis and frequently featured on CNBC Asia and Bloomberg TV. Prior to joining Cantor Fitzgerald, Mr Parpart worked for four years as a senior currency strategist at Bank of America, Hong Kong, covering both currencies and notes. Mr Parpart has also contributed to numerous magazines and newspapers and until recently was a columnist for Forbes Global and Shinchosha Foresight Magazine (Tokyo).

#### Mr Yip Kwok Cheung Danny

Mr Yip Kwok Cheung Danny, aged 46, joined the Wah Nam International Group in August 2009. He is an independent non-executive director of Wah Nam International. He is an Australian citizen and he joined Wah Nam International in August 2009. Mr Yip graduated from the Australian National University majoring in Economics and Accountancy. Mr Yip has extensive experience as an internet strategist, entrepreneur and specialist in international trade. He was also the founder of several service-oriented businesses in Hong Kong and Australia, and was the founder of Tradeeasy Holdings Limited in 1996. He had been the executive director and chief executive officer of CCT Resources Holdings Limited (formerly known as Tradeeasy Holdings Limited) (a company listed on the growth enterprise market of the HKEx) until June 2007.

### (b) Wah Nam Australia

The directors of Wah Nam Australia are Mr Chan Kam Kwan Jason, Mr Luk Kin Peter Joseph, Mr Au-Yeung Sai Kit Alex and Mr Warren Beckwith.

#### Mr Au-Yeung Sai Kit Alex

Mr Au-Yeung Sai Kit Alex, aged 31, joined the Wah Nam International Group in December 2008. He is the Financial Controller of Wah Nam International and a director of Wah Nam Australia. Mr Au-Yeung is a member of the Hong Kong Institute of Certified Public Accountants and a member of CPA Australia. Mr Au-Yeung obtained a Bachelor Degree of Business Administration (Honours) - Accounting from the Hong Kong Baptist University. Mr Au-Yeung has over 9 years experience in auditing, accounting and banking.

#### Mr Warren Beckwith

Mr Beckwith is a chartered accountant. From 1970 to 1983 he was a partner in international firms of chartered accountants, including from 1974 to 1979 as the senior partner of a predecessor firm of Ernst & Young, Hong Kong.

In 1984, Mr Beckwith established a business consultancy in London and until 1989 provided corporate services to companies operating in the UK, Australia, USA and south east Asia in mining, petroleum and technology development. Mr Beckwith has held directorships in public companies listed on stock exchanges in Australia, London and Hong Kong and is currently the chairman of Westralian Group Pty Ltd, the chairman of the ASX listed, Gondwana Resources Limited and an independent non-executive director of the HKEx listed, China Properties Group Limited.

Details about the qualifications and experience of Mr Chan and Mr Luk are set out in paragraph 3.7(a) above.

## 3.8 Key Management

### Mr Leung Chi Yan Danny

Mr Leung Chi Yan Danny, aged 62, is the managing director of Parklane Limousine Service Limited which is principally engaged in the provision of limousine and airport shuttle transportation services in Hong Kong. Mr Leung graduated from Newport University of Southern California with a Masters of Business Administration degree. Mr Leung has over 30 years experience in limousine and airport shuttle transportation services and is the Chairman of Hong Kong Limousine Hire Association.

### Mr Hendrianto Tee

Mr Hendrianto Tee, aged 43, joined the Wah Nam International Group in January 2009. He is the Chief Investment Officer of Wah Nam International. Mr Tee graduated from Walsh University, USA, with a Bachelor of Arts Degree. Mr Tee spent a large part of his career with several international financial institutions with a focus on debt capital markets. Prior to joining Wah Nam International, Mr Tee held a senior executive position at a large Asian agri-business conglomerate.

## 3.9 Wah Nam International and Wah Nam Australia directors' interests in Securities

As at the date of this Bidder's Statement, the Relevant Interests of Wah Nam International's and Wah Nam Australia's directors in Wah Nam International Shares and their interest in Wah Nam International Scheme Options are set out in the table below.

Name	Wah Nam International Shares	Wah Nam International Scheme Options
Mr Luk Kin Peter Joseph	199,456,276	39,000,000
Mr Chan Kam Kwan Jason	-	1,500,000
Mr Lau Kwok Kuen Eddie	-	1,000,000
Mr Uwe Henke Von Parpart	-	1,000,000
Mr Yip Kwok Cheung Danny	-	1,000,000
Mr Au-Yeung Sai Kit Alex	-	1,000,000
Mr Warren Beckwith	-	13,500,000

## 3.10 Remuneration of Directors

Wah Nam International's Bye-laws provide that the directors' remuneration must not exceed the maximum aggregate sum determined by Wah Nam International in general meeting. Wah Nam International intends to fix a maximum sum of A\$2 million in aggregate for executive directors and A\$1 million in aggregate for non-executive directors, per annum. This sum will be put to Wah Nam International Shareholders at the special general meeting to be held during the Offer Period. Once approved, this maximum sum cannot be increased without members' approval by ordinary resolution at a general meeting.

### (a) Remuneration of Non-Executive Directors

In accordance with Wah Nam International's Bye-laws, the non-executive directors are appointed for a term of 2 years subject to retirement by rotation and re-election at the Annual General Meeting.

Each non-executive director is entitled to an annual emolument of HK\$144,000, subject to review by the remuneration committee and the board of directors of Wah Nam International from time to time. In consideration for serving on the board during the 2010 financial year, each non-executive director will be compensated as indicated below:

Director	Type of Fee	Amount per annum HK(\$)
Mr Lau Kwok Kuen, Eddie	Emolument	144,000
Mr Uwe Henke Von Parpart	Emolument	144,000
Mr Yip Kwok Cheung, Danny	Emolument	144,000

### (b) Remuneration of Executive Directors

On 13 February 2009, Wah Nam International entered into a service contract with Mr Luk Kin Peter Joseph to govern the appointment of Mr Luk Kin Peter Joseph as director of Wah Nam International. Mr Luk Kin Peter Joseph is also the Chairman of the board of directors of Wah Nam International.

The appointment of Mr Luk Kin Peter Joseph is not for a specific term and will be subject to retirement by rotation and re-election at the Annual General Meeting of Wah Nam International in accordance with Wah Nam International's Bye-laws. Mr Luk Kin Peter Joseph is appointed at a fixed salary of HK\$1,300,000 annually and his remuneration will be determined by the remuneration committee and the board of directors of Wah Nam International from time to time.

For the year ended 31 December 2009, the total remuneration paid to Mr Luk Kin Peter Joseph amounted to approximately HK\$872,000.

On 1 March 2008, Wah Nam International entered into a service contract with Mr Chan Kam Kwan Jason to govern the appointment of Mr Chan Kam Kwan Jason as a director of Wah Nam International. The appointment of Mr Chan Kam Kwan Jason is not for a specific term and is subject to retirement by rotation and re-election at the Annual General Meeting of Wah Nam International in accordance with Wah Nam International's Bye-laws.

Mr Chan Kam Kwan Jason is appointed at a fixed salary of HK\$50,000 per month and his remuneration is determined by the remuneration committee and the board of directors of Wah Nam International from time to time.

For the year ended 31 December 2009, the total remuneration paid to Mr Chan Kam Kwan Jason amounted to approximately HK\$600,000.

### 3.11 Prospectus

Wah Nam International lodged the Prospectus with ASIC on 11 November 2010. The Prospectus includes an IPO of 10 million Wah Nam International Shares, each with 1 free attaching option, at A\$0.20 per Wah Nam International Share to raise A\$2 million with provision to accept oversubscriptions of up to a further 5 million Wah Nam International Shares, each with 1 free attaching option, at A\$0.20 each to raise up to an additional A\$1 million.

The minimum subscription for the IPO is 5 million Shares.

The purpose of the IPO is to:

- list Wah Nam International on the ASX, which will provide Wah Nam International with additional financial flexibility to pursue growth opportunities and improve access to capital markets;
- finance the transaction costs incurred by the Wah Nam International Group in connection with the Offer, the FerrAus Offer and the IPO;
- provide Australian shareholder spread for Wah Nam International's ASX application; and
- provide a liquid market for Wah Nam International Shares.

The IPO is conditional on:

- the ASX granting conditional approval for the listing of Wah Nam International and the quotation of all Wah Nam International Shares and Wah Nam International Options on the ASX;
- the HKEx granting approval for the quotation of the Wah Nam International Shares to be issued pursuant to the IPO and the Shares issued upon exercise of the Wah Nam International Options; and
- Wah Nam International Shareholders approving the IPO at the special general meeting of Wah Nam International to be held before the close of the Offer or the FerrAus Offer, whichever is the earlier.

If the conditions of the IPO are not satisfied all application moneys will be returned to investors without interest.

### 3.12 Placement Mandate

During the Offer Period, Wah Nam International proposes to seek a mandate from Wah Nam International Shareholders for the placement of up to 600 million Placement Shares (**Placement Mandate**).

#### (a) Placement Mandate Price

The price at which the Placement Shares are to be issued will be equal to or higher than the higher of:

- HK\$1.30; or
- a discount of not more than 30% to the average closing price for the 20 trading days immediately prior to the date of the agreement in respect of the placing of the Placement Shares.

The placement price of HK\$1.30 would represent:

- a discount of approximately 20.2% to the closing price of HK\$1.63 per Wah Nam International Share as quoted on the HKEx on 9 November 2010, being the last full day of trading in Wah Nam International Shares prior to the date of the Original Bidder's Statement; and
- a discount of approximately 22.2% to the average of the closing prices per Wah Nam International Share of HK\$1.67 as quoted on the HKEx for the five consecutive trading days up to and including 9 November 2010, being the last full day of trading in Wah Nam International Shares prior to the date of the Original Bidder's Statement.

The minimum placement price of HK\$1.30 was determined with reference to the prevailing market price and the recent trading volume of Wah Nam International Shares. The actual placement price will be determined based on the above conditions and negotiations between Wah Nam International and the investors under the placement.

Taking into account, among other things, the parameters of determining the placement price, the reasons for the Placement Mandate and the use of proceeds set out below, the Wah Nam International directors (including the independent non-executive directors) consider that the terms of the Placement Mandate are fair and reasonable based on current market conditions and that the Placement Mandate is in the interests of Wah Nam International and Wah Nam International Shareholders as a whole.

### **(b) Maximum number of Placement Shares**

The 600 million Placement Shares represent:

- approximately 15.4% of the existing issued share capital of Wah Nam International;
- approximately 13.3% of the issued share capital of Wah Nam International as enlarged by the allotment and issue of the Placement Shares; and
- approximately 6.8% of the issued share capital of Wah Nam International as enlarged by:
  - the Placement Shares;
  - Wah Nam International Shares to be issued pursuant to the Prospectus and upon exercise of the Wah Nam International Options;
  - the Consideration Shares (assuming full acceptance of the Offer but no Brockman Resources optionholder exercising their options and accepting the Offer); and
  - the FerrAus Consideration Shares (assuming full acceptance of the FerrAus Offer but no FerrAus optionholders exercising their options and accepting the FerrAus Offer).

### **(c) Conditions of the Placement Mandate**

The Placement Mandate is subject to:

- the Offer and/or the FerrAus Offer becoming unconditional;
- the HKEx granting or agreeing to grant listing of and permission to deal in all of the Placement Shares; and
- the passing of necessary resolution(s) by the Wah Nam International Shareholders to approve the Placement Mandate and the transactions contemplated thereunder, including but not limited to the issue and allotment of the Placement Shares.

The Placement Mandate will be valid for a period of six months from the date of either the Offer or the FerrAus Offer being declared unconditional.

### **(d) Rights of the Placement Shares**

The Placement Shares will be sold free from all liens, charges and encumbrances and together with the rights attaching to them. The Placement Shares will rank, upon issue, pari passu in all respects with Wah Nam International Shares on issue on the date of allotment and issue of the Placement Shares.

### **(e) Use of Proceeds**

If the Placement Mandate is utilised in full, based on a minimum placement price of HK\$1.30 and if 600 million Placement Shares are issued, the maximum gross proceeds would be approximately HK\$780 million, and the estimated net proceeds, after the deduction of commission and other related expenses, is estimated to be approximately HK\$741 million.

It is intended that the net proceeds raised from the placement will be used to support the financing of the capital expenditure required by the Projects. The Combined Group will need to raise funds for the development of the Projects or for other capital expenditure, further exploration or feasibility studies.

Wah Nam International considers that the Placement Mandate will allow Wah Nam International additional flexibility in supporting the development of the Projects after the completion of the Offer and the FerrAus Offer.

## **3.13 Hong Kong Exchange Listing Rule Requirements**

The transactions under the Offer, the FerrAus Offer and the IPO are conditional on, among other things, shareholder approval at a general meeting of Wah Nam International, voting by poll. Should the terms of the Offer be revised materially, Wah Nam International is required to issue an announcement in Hong Kong and comply with the requirements of the HKEx, which will include obtaining shareholder approval at a general meeting of Wah Nam International, voting by poll.

HKEx Listing Rule 13.36(1) provides that, as the Consideration Shares and the FerrAus Consideration Shares will not be issued under a general mandate preapproved by Wah Nam International Shareholders, the issue of the Consideration Shares and the FerrAus Consideration Shares is subject to the consent of shareholders in a general meeting.

Under Chapters 14 and 14A of the HKEx Listing Rules, acquisitions of equity interests in companies by a listed company are subject to different reporting, announcement and shareholders' approval requirements depending on the size and nature of the transactions and the counter parties of the transactions.

In the present case, the possible acquisitions of all of the Brockman Resources Shares under the Offer and all of the FerrAus Shares under the FerrAus Offer constitute a very substantial acquisition for Wah Nam International for the purposes of the HKEx Listing Rules. Under HKEx Listing Rule 14.40, a very substantial acquisition must be conditional on approval by Wah Nam International Shareholders.

Pursuant to a letter issued by the HKEx and HKEx Listing Rule 14.67A, if Wah Nam International gains a controlling interest in

Brockman Resources and/or FerrAus, Wah Nam International will issue supplementary circulars to Wah Nam International Shareholders as soon as practicable after the closing of the Offer and the FerrAus Offer. The purpose of the supplementary circular is to provide Wah Nam International Shareholders with information about Brockman Resources and/or FerrAus which is not currently available but which, it is anticipated will become available to Wah Nam International in the event it becomes a controlling shareholder. No Wah Nam International Shareholder approval is required.

Pursuant to HKEx Listing Rule 14.67A(3) and a waiver granted by the HKEx, Wah Nam International is required to despatch the supplementary circular to Wah Nam International Shareholders within 45 days of the earlier of:

- Wah Nam Australia being able to gain access to the necessary books and records of Brockman Resources and/or FerrAus; and
- Wah Nam Australia being able to exercise control over Brockman Resources and/or FerrAus.

### 3.14 Takeovers Code

Wah Nam International is not subject to Chapters 6, 6A, 6B and 6C of the Corporations Act dealing with the acquisition of shares (ie substantial holdings and takeovers) but rather the Hong Kong Code on Takeovers and Mergers (the **Takeovers Code**) and, if the Offer is successful, the ASX Listing Rules.

The Takeovers Code is regulated by the Securities and Futures Commission in Hong Kong pursuant to its functions under the Securities and Futures Commission Ordinance (**SFC Ordinance**). The Takeovers Code applies to takeovers and mergers affecting public companies in Hong Kong. Its purpose is to provide guidelines for companies and their advisers contemplating, or becoming involved in, takeovers and mergers affecting public companies in Hong Kong.

The aim of the Takeovers Code is to ensure fair treatment to every shareholder affected by merger or takeover transactions subject to the Takeovers Code. The Takeovers Code is non-statutory and comprises rules administered by the Executive Director of the Corporate Finance Division of the SFC (**the Executive**). The Takeovers Code is principle-based. The general principles and the spirit of the Takeovers Code will apply in areas or circumstances not explicitly covered by any rule in the Takeovers Code.

#### (a) The general principles of the Takeovers Code

The general principles of the Takeovers Code include:

- All shareholders are to be treated even-handedly and all shareholders of the same class are to be treated similarly.
- If control of a company changes or is acquired or is consolidated, a general offer to all other shareholders is normally required. Where an acquisition is contemplated as a result of which a person may incur such an obligation, they must, before making the acquisition, ensure that they can and will continue to be able to implement such an offer.
- During the course of an offer, or when an offer is in contemplation, neither an offeror, nor the offeree company, nor any of their respective advisers may furnish information to some shareholders which is not made available to all shareholders. This principle does not apply to the furnishing of information in confidence by the offeree company to a bona fide potential offeror or vice versa.
- An offeror should announce an offer only after careful and responsible consideration. The same applies to making acquisitions which may lead to an obligation to make a general offer. In either case the offeror and its financial advisers should be satisfied that it can and will continue to be able to implement the offer in full.
- Shareholders should be given sufficient information, advice and time to reach an informed decision on an offer. No relevant information should be withheld. All documents must, as in the case with a prospectus, be prepared with the highest possible degree of care, responsibility and accuracy.
- All persons concerned with offers should make full and prompt disclosure of all relevant information and take every precaution to avoid the creation or continuance of a false market. Parties involved in offers must take care that statements are not made which may mislead shareholders or the market.
- Rights of control should be exercised in good faith and the oppression of minority or non-controlling shareholders is always unacceptable.
- Directors of an offeror and the offeree company must always, in advising their shareholders, act only in their capacity as directors and not have regard to their personal or family shareholdings or to their personal relationships with the companies. They should only consider the shareholder interests taken as a whole when they are giving advice to shareholders. Directors of the offeree company should give careful consideration before they enter into any commitment with an offeror (or anyone else) which would restrict their freedom to advise their shareholders. Such commitments may give rise to conflicts of interest or result in a breach of the directors' fiduciary duties.
- At no time after a bona fide offer has been communicated to the board of the offeree company, or after the board of the offeree company has reason to believe that a bona fide offer might be imminent, may the board of the offeree company take any action in relation to the affairs of the company without the approval of shareholders in general meeting, which could effectively result in any bona fide offer being frustrated or in the shareholders being denied an opportunity to decide on its merits.
- All parties concerned with transactions subject to the Takeovers Code are required to co-operate to the fullest extent with the Executive, the Hong Kong Takeovers Panel and the the Hong Kong Takeovers Appeal Committee, and to provide all relevant information.

In the case of an offer, the Takeovers Code applies not only to the offeror and the offeree company, but also to those persons "acting in concert" with the offeror or the offeree. Under the Takeovers Code, "persons acting in concert" are persons who "pursuant to an agreement or understanding, actively cooperate to obtain or consolidate control of a company through the acquisition by any of them of voting rights of the company". The Takeovers Code also describes classes of persons who are presumed to be acting in concert

with others in the same class, e.g. among others, directors of a company, holding company, fellow subsidiaries and associates, financial advisers, financiers of the takeover bids.

### **(b) Mandatory general offer obligations**

The Takeovers Code requires the making of a mandatory general offer to acquire all shares and other securities of the offeree company carrying rights to subscribe for, convert or exchange into shares of the offeree company, unless a waiver has been granted by the Executive, if a person or a group of persons acting in concert:

- acquires any voting rights in a Hong Kong public company which will lead to the voting rights held by the acquirer and its concert parties in the offeree company reaching 30% or more, or
- who's holding is between 30% and 50% of the voting rights of a Hong Kong public company, acquires more than 2% of the voting rights in the offeree company from the lowest percentage voting rights in the offeree company held by them in the 12-month period from the date of the relevant acquisition.

A mandatory offer must be in cash or accompanied by a cash alternative at not less than the highest price paid by the purchaser (or persons acting in concert with it) for shares of that class during the offer period and within 6 months prior to its commencement.

### **(c) Voluntary offers**

An offer which is not a mandatory offer is a voluntary offer. It is a method by which a takeover offer can be launched subject to a number of conditions.

The consideration under a voluntary offer does not need to be in the form of cash or of a minimum value unless:

- where the shares of any class under offer have been purchased for cash by the offeror and any person acting in concert with it during the offer period and within 6 months prior to the commencement of the offer; and
- such shares carry 10% or more of the voting rights of that class, then the offer for shares in the offeree company must be in cash or be accompanied by a cash alternative except with the consent of the Executive.

The consideration must not be less than the highest price (excluding stamp duty and commission) paid by the offeror or any persons acting in concert with it for shares of the same class during the offer period and within 6 months prior to the commencement of the offer.

It is also provided that prior to an announcement of a firm intention to make an offer, if the offeror or person acting in concert with it has purchased shares in the offeree company within the 3 month period prior to commencement of the offer or during the period between the commencement of the offer must not be on less favourable terms.

The Takeovers Code states that an offer must not normally be made subject to conditions which depend on subjective judgements or which are solely at the discretion of the offeror.

## **3.15 Connected Transactions**

Wah Nam International is not subject to Chapter 2E of the Corporations Act dealing with related party transactions but rather the HKEx Listing Rules and, if the Offer is successful, the ASX Listing Rules.

Chapter 10 of the ASX Listing Rules deals with transactions with persons in a position of influence. The transactions covered by this Chapter of the ASX Listing Rules include acquiring and disposing of substantial assets by Wah Nam International and acquiring securities in Wah Nam International. The Chapter also deals with participation by directors (and persons associated) in employee incentive schemes and in underwriting dividend or distribution plans, payments to directors and termination benefits. The definition of a person of influence includes a Related Party.

Wah Nam International, being listed on the HKEx is also subject to the HKEx Listing Rules regarding "connected transactions". The aim of the HKEx Listing Rules is to provide certain safeguards against the connected persons taking advantage of their positions.

Connected transactions of a HKEx listed company are governed by the connected transaction rules set out in Chapter 14A of HKEx Listing Rules.

The connected transactions rules are intended to ensure that the interests of shareholders as a whole are taken into account by a listed company when the listed company enters into connected transactions. Connected transactions mainly comprise transactions involving the listed company or any of its subsidiaries and connected persons of the listed company or its subsidiaries, including the listed company's and its subsidiaries' directors, chief executives and substantial shareholders (and their respective associates).

Connected transactions under the HKEx Listing Rules include, among other things:

- the acquisition or disposal of assets, including deemed disposals;
- any transaction involving a listed company writing, accepting, transferring, exercising or terminating an option to acquire or dispose of assets or to subscribe for securities;
- entering into or terminating finance leases;
- entering into or terminating operating leases or sub-leases;
- granting an indemnity or a guarantee or providing financial assistance (such as borrowings, lending and advance);
- entering into any arrangement or agreement involving the formation of a joint venture entity in any form;

- issuing of new securities;
- the provision of or receipt of services;
- sharing of services; and
- providing or acquiring raw materials, intermediate products and finished goods,

regardless of whether or not the transaction is of a revenue nature in the ordinary and usual course of business.

The HKEx Listing Rules require a company to enter into a written agreement regarding every connected transaction.

All connected transactions (or a series of connected transactions in aggregate) shall be subject to the requirements of the listed company informing the HKEx, issuing an announcement, obtaining approval of independent shareholders (where any shareholder with a material interest in the transaction will not be permitted to vote at the meeting on the resolution approving the transaction) at general meeting (unless there is a waiver granted by the HKEx) and reporting the transaction in the company's annual reports unless there are specific exemptions under the HKEx Listing Rules.

The HKEx Listing Rules provide that the following transactions are exempt from the reporting, announcement and independent shareholder approval requirements.

- Intra-group transactions between a listed company and a non-wholly owned subsidiary or between its non-wholly-owned subsidiaries where no connected persons of the listed company are entitled to exercise, or control, the exercise of 10% or more of the voting power at any general meeting of any of the subsidiaries connected and none of the subsidiaries is itself a connected person.
- A de minimis transaction (as determined by some prescribed tests in the HKEx Listing Rules) on normal commercial terms.
- An issue of new securities where a connected person receives a pro rata entitlement to the securities in its capacity as shareholder, or pursuant to the exercise of an option granted to a connected person pursuant to the listed company's share option scheme in compliance with the HKEx Listing Rules, or where a connected person is acting as underwriter or sub-underwriter of an issue of securities by the listed company in respect of the listed company's rights issue or open offer in compliance with the HKEx Listing Rules, or a top-up subscription in connection with a share placement of the listed company in compliance with the HKEx Listing Rules.
- Dealing of securities on a recognised stock exchange by a listed company.
- Any purchase by a listed company of its own securities from a connected person on the HKEx or a recognised stock exchange or under a general offer made in accordance with the Code on Share Repurchases in Hong Kong.
- A director's service contract.
- An acquisition or consumer or realisation in the ordinary and usual course of business of consumer goods or consumer services by a listed company from or to a connected person of the listed company on normal commercial terms in compliance with the HKEx Listing Rules.
- Sharing of administrative service between a listed company and a connected person on a cost basis in compliance with the HKEx Listing Rules.
- A connected transaction on normal commercial terms with a connected person of a subsidiary of a listed company where such person is a connected person of the listed company solely because of their relationship with such subsidiary and that the size of such subsidiary is relatively small as compared with the whole listed company's group, subject to certain tests stipulated in the HKEx Listing Rules, and that if such subsidiary is itself a party to the transaction, the transaction value is less than the prescribed threshold in the HKEx Listing Rules.
- A transaction with associates of a passive investor of the listed company of a revenue nature in the ordinary and usual course of the listed company's business and on normal commercial terms in compliance with HKEx Listing Rules.
- A financial assistance provided by a listed company for the benefit of a connected person in which the listed company is a shareholder provided that the assistance being provided is in proportion to the listed company's equity interest in the connected person.
- A financial assistance provided by a connected person for the benefit of a listed company on normal commercial terms (or better to the listed company) where no securities over any assets of the listed company is granted in respect of the financial assistance.

The HKEx Listing Rules further provide that some connected transactions on normal commercial terms where the transaction size is relatively small subject to the tests prescribed under the HKEx Listing Rules may be exempt from the independent shareholder approval requirements but are subject to the requirements of issuing an announcement and reporting the transaction in the listed company's annual report.

If a listed company is required to seek approval from its independent shareholders regarding a connected transaction, it will need to send a circular to all of its shareholders setting out details of the transaction and advice of an independent board committee and independent financial adviser to the independent shareholders, regarding the related connected transaction.

# 4. Information about Wah Nam International Securities

## 4.1 Dual Listing

Wah Nam International Shares are listed with the HKEx. Wah Nam International lodged an application to the HKEx for admission to quotation of the Consideration Shares being a date no later than 7 days after the start of the Bid Period. Quotation will not be automatic and will depend on the HKEx exercising its discretion.

Wah Nam International lodged with the ASX an application for admission to the ASX's Official List and quotation of all Wah Nam International Shares being a date no later than 7 days after the start of the Bid Period.

Wah Nam International's application for admission to quotation on the ASX is subject to:

- Wah Nam International satisfying the ASX Listing Rules or obtaining waivers from them; and
- the ASX's discretion.

Wah Nam International does not guarantee that its application will be successful and is not implying that it will be listed. If the application is not successful, then all contracts resulting from the acceptance of the Offer will be automatically void.

If the application is successful, Wah Nam International will be listed on the ASX as well as maintaining its listing on HKEx. It will be subject to the ASX Listing Rules and the HKEx Listing Rules.

## 4.2 Trading on the ASX and the HKEx

When accepting the Offer, you can choose to have Wah Nam International Shares registered on the Australian Share Register or the Hong Kong Share Register.

Subject to the completion of the Offer, the listing of Wah Nam International Shares on the ASX and the quotation of the Consideration Shares on the HKEx, holders of Wah Nam International Shares may shunt (or remove) their Wah Nam International Shares between Wah Nam International's Australian Share Register and Hong Kong Share Register according to the following procedure:

- when a Wah Nam International Shareholder wishes to shunt shares from one of the two registers (**Home Register**) to the other register (**Destination Register**), the Wah Nam International Shareholder must provide the Home Register with a written direction to that effect. The Home Register will then remove the Wah Nam International Shares from their holding, and place those shares into the control of the Destination Register. A confirmation will then be sent to the Destination Register, which will place the shares into a holding in exactly the same name of the delivering Wah Nam International Shareholder; and
- periodically (usually at the time of each shunt (or removal)) the two registers will compare their respective control accounts to confirm that they are synchronised.

It is customary for the Hong Kong Registrar to charge shareholders (and prospective shareholders coming from the Australian Share Register) administrative fees for processing shunts (or removals).

The following table identifies the costs (correct at the time of going to print) for each of those administrative fees.

To/From	Australian Fee	Hong Kong Removal Fee	Hong Kong Certificate Cancellation / Creation Fee (per Certificate)
AU/HK	Nil	HK\$350.00	HK\$2.50 (Cancellation)
HK/AU	Nil	HK\$350.00	HK\$2.50 (Creation)

The ASX requires trades to be settled on a 'T+3' basis while the HKEx requires trades to be settled on a 'T+2' basis. The period of time required to shunt Wah Nam International Shares between the Australian Share Register and the Hong Kong Share Register may vary and there is no certainty of when shunted shares will be available for trading or settlement.

Wah Nam International Shares shunted from the Australian Share Register to the Hong Kong Share Register may not be allocated to CCASS as the HKEx requires a physical share certificate to be issued and then delivered to the appropriate CCASS participant for transfer to CCASS. Wah Nam International Shares shunted from the Hong Kong Share Register can be sponsored by either Wah Nam International or CHESS, as per the request of the Wah Nam International Shareholder initiating the shunt. For further information, contact your nominated market (or CCASS) participant.

## 4.3 Settlement and Dealing

### (a) Dealings

The brokerage commission in respect of trades of shares on the ASX is freely negotiable.

The transaction costs of dealings in shares on the HKEx include a stock exchange trading fee of 0.005%, an SFC transaction levy of 0.003%, a trading tariff of HK\$0.50 on each transaction, a transfer deed stamp duty of HK\$5.00 per transfer deed and ad valorem stamp duty on both the buyer and the seller charged at the rate of 0.1% each of the consideration or, if higher, the fair value of the shares transferred. The brokerage commission in respect of trades of shares on the HKEx is freely negotiable.

### (b) Settlement

Settlement of dealings on the ASX will take place on the third Business Day following the date of transaction.

Investors in Hong Kong must settle their trades executed on the HKEx through their brokers directly or through custodians.

For an investor in Hong Kong who has deposited Wah Nam International Shares in their stock account or in their designated CCASS Participant's stock account maintained with CCASS, settlement will be effected in CCASS in accordance with the CCASS Rules in effect from time to time.

For an investor who holds the physical certificates, settlement certificates and the duly executed transfer forms must be delivered to their broker by the settlement date. An investor may arrange with their broker on a settlement date in respect of their trades executed on the HKEx.

Under the HKEx Listing Rules and the CCASS Rules, the date of settlement must not be later than the second Business Day following the trade date on which the settlement services of CCASS are open for use by CCASS Participants (T+2).

For trades settled under CCASS, the CCASS Rules provide that the defaulting broker may be compelled to compulsorily buy-in by HKSCC the day after the date of settlement (T+3), or if it is not practicable to do so on T+3, at any time thereafter. HKSCC may also impose fines from T+2 onwards.

The CCASS stock settlement fee payable by each counterparty to a HKEx trade is currently 0.002% of the gross transaction value subject to a minimum fee of HK\$2 and a maximum fee of HK\$100 per trade.

## 4.4 Issued Securities

Wah Nam International currently has 3,907,435,485 Wah Nam International Shares and 75,000,000 Wah Nam International Options on issue. If the Wah Nam International Options are exercised, Wah Nam International's total share capital would be 3,982,435,485 shares. Set out below is a table of all Wah Nam International securities on issue.

Class	Number on issue	Vesting date	Expiry
<b>Ordinary Shares</b>	3,907,435,485		
<b>Scheme Options</b>			
HK\$1.164	4,500,000	18 January 2011	17 January 2014
HK\$1.164	2,250,000	18 January 2012	17 January 2014
HK\$1.164	2,250,000	18 January 2013	17 January 2014
HK\$1.24	27,000,000	11 February 2011	10 February 2014
HK\$2.00	39,000,000	11 November 2010	10 November 2013

As at the date of the Original Bidder's Statement, Wah Nam International has a market capitalisation of approximately HK\$6.4 billion (A\$814.6 million).

## 4.5 Beneficial Substantial Shareholders of Wah Nam International

The following information is based on information filed with the HKEx by substantial shareholders who own a disclosable interest (a beneficial interest of 5% or more) in Wah Nam International under Hong Kong law. The information has been updated to take into account recent Wah Nam International Share issues:

Name	Beneficial Owner	Wah Nam International Shares Number	Wah Nam International Shares %
Leading Highway Limited	Cheng Yung Pun	440,500,000	11.27
Shimmer Expert Investments Limited	Zhang Li	279,548,000	7.15
Villas Green Investments Limited	Chong Yee Kwan	257,760,000	6.60
Smartpath Investments Limited	Tan Lini	204,752,000	5.24
Prideful Future Investments Limited and Equity Valley Investments Limited	Luk Kin Peter Joseph and Associates	199,456,276	5.10

## 4.6 Recent performance of Wah Nam International Shares

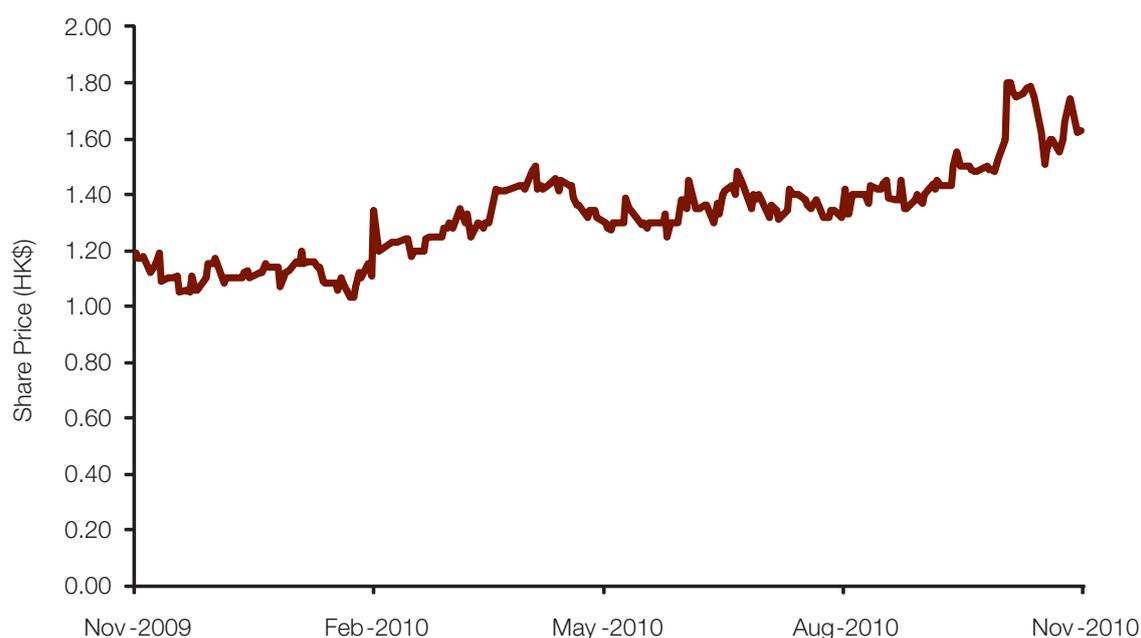
The closing price of Wah Nam International Shares on the HKEx on 9 November 2010 (being the last full trading day before the date of the Original Bidder's Statement) was HK\$1.63 per Wah Nam International Share.

The highest recorded closing price of Wah Nam International Shares on the HKEx in the 4 months before the last trading day before the date of the Original Bidder's Statement was HK\$1.80 per Wah Nam International Share on 12 and 13 October 2010.

The lowest recorded closing price of Wah Nam International Shares on the HKEx in the 4 months before the last trading day before the date of the Original Bidder's Statement was HK\$1.31 per Wah Nam International Share on 16 July 2010.

The following graph sets out the closing prices of Wah Nam International Shares on the HKEx over the 12 months to 9 November 2010.

Figure 9 : Wah Nam International 12 Month Share Price Performance



Please refer to Section 7.2(d) for information on the effect that movements in exchange rates will have on the A\$ value of Wah Nam International Shares traded on the HKEx.

## 4.7 Rights and Liabilities of Wah Nam International Shares

The Wah Nam International Shares offered to Brockman Resources Shareholders under the Offer will be issued fully paid and, from the date of their issue, will rank equally with existing Wah Nam International Shares and will have the same rights and liabilities attaching to them.

The rights and liabilities attaching to Wah Nam International Shares are set out in the Bye-laws. The following paragraphs contain a summary of the principal rights and liabilities attaching to the Wah Nam International Shares Brockman Resources Shareholders will receive. This summary does not purport to be exhaustive or to constitute a definitive statement of the rights and liabilities of holders of Wah Nam International Shares, which can involve complex questions of law arising from the interaction of the Bye-laws and statutes, common law, the ASX Listing Rules and the HKEx Listing Rules requirements. Brockman Resources Shareholders who wish to obtain a definitive assessment of the rights and liabilities which attach to the Wah Nam International Shares they will receive should seek their own advice.

### (a) Voting

At a general meeting of Wah Nam International, subject to any special rights, privileges or restrictions as to voting for the time being attached to any class or classes of Wah Nam International shares, each Wah Nam International Shareholder present in person or by proxy, attorney or representative has one vote on a show of hands and on a poll, has one vote for each Wah Nam International Share held. Resolutions put to the vote at general meeting shall be decided on a show of hands unless a poll is required under the ASX Listing Rules or the HKEx Listing Rules or demanded by the Chairman or eligible members in accordance with the Bye-laws.

### (b) Dividends and reserves

Wah Nam International, in general meeting, may from time to time determine that a dividend is payable and the method of payment (a dividend may be paid to Wah Nam International Shareholders or declared on the share capital of Wah Nam International). Dividends may only be paid out of the profits or reserves of Wah Nam International, subject to the Companies Act, and no dividend shall be declared in excess of the amount recommended by the board. Interest is not payable by Wah Nam International on any dividend.

### (c) Issue of further securities

Subject to the ASX Listing Rules, the HKEx Listing Rules and the Companies Act, the directors may at any time allot or otherwise issue or grant options over Wah Nam International Shares on such terms and subject to such conditions as they think fit, but so that no Wah Nam International Shares shall be issued at a discount to its par value. Subject to the ASX Listing Rules, the HKEx Listing Rules and the Companies Act, Wah Nam International directors may also at any time issue warrants conferring the right upon holders to subscribe to any class of shares or securities in the capital of Wah Nam International on such terms as they think fit.

### (d) Transfer of Shares

A Wah Nam International Shareholder may freely transfer any or all of their Wah Nam International Shares, subject to the registration of the transfer not resulting in a contravention of or failure to observe the provisions of the applicable Bermudan law. Wah Nam International has obtained a broad consent from the BMA which gives permission for the transfer of Wah Nam International Shares between non-residents of Bermuda without specific approval of the BMA so long as the Wah Nam International Shares are listed on an "Appointed Stock Exchange" (which includes the ASX and the HKEx).

Transfers of Wah Nam International Shares may be, by a proper transfer, effected in accordance with the ASX Settlement Operating Rules, by an instrument of transfer in any usual form or in any other form approved by the Board, the ASX or the HKEx that is otherwise permitted by law. Wah Nam International must not refuse, hinder or obstruct the registration of a transfer of Wah Nam International Shares, unless otherwise permitted or required under the ASX Listing Rules or the HKEx Listing Rules.

### (e) Alteration of capital

Subject to the ASX Listing Rules and the HKEx Listing Rules, except where a special resolution is specifically required, Wah Nam International may from time to time and in accordance with section 45 of the Companies Act alter the capital of Wah Nam International by ordinary resolution by Wah Nam International Shareholders in general meeting.

Wah Nam International may, by special resolution, reduce its share capital, any capital redemption reserve fund or any share premium account or other distributable reserve in any manner authorised and subject to any conditions prescribed by law.

### (f) Variation of class rights

Subject to the ASX Listing Rules and the HKEx Listing Rules, if at any time the share capital of Wah Nam International is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may not be varied without the written consent of the holder of 75 per cent of all Wah Nam International Shares of that class or a special resolution being issued by the holders of all Wah Nam International Shares of that class at a separate general meeting.

The quorum for a separate general meeting to vary class rights is constituted by two persons who together hold or represent by proxy not less than one-third in nominal value of the issued shares in that class.

### **(g) General meeting and notices**

Wah Nam International's general meeting and notice requirements are governed by its Bye-laws and the Companies Act.

An Annual General Meeting shall be held each year. Wah Nam International Shareholders must be given at least 21 days' notice in accordance with its Bye-laws and the Companies Act.

In accordance with its Bye-laws and the Companies Act, special general meetings may be convened by Wah Nam International Shareholders holding not less than one tenth of the paid up capital of Wah Nam International, by written requisition to the directors or the company secretary. The directors may call a special general meeting whenever they think fit. Wah Nam International Shareholders must be given at least 21 days' notice in writing before a general meeting, at which it is proposed to pass a special resolution, may be held. Any other special general meeting shall be called by at least 14 days' notice in writing. Notice must specify the place, the day and the hour of meeting and, in the case of special business, the general nature of that business. Notices or any other document to be given to Wah Nam International Shareholders may be delivered either:

- personally or by post, or alternatively
- by advertisement in a newspaper or publication on Wah Nam International's website together with a notice to Wah Nam International Shareholders stating that such information is available.

Each Wah Nam International Shareholder entitled to vote at a general meeting may vote in person or by proxy appointed in accordance with the Bye-laws. A Wah Nam International Shareholder holding two or more Shares may appoint more than one proxy to attend on the same occasion. A proxy need not be a member of Wah Nam International. No business may be transacted at any general meeting unless a quorum is present within 30 minutes after the time appointed for the general meeting. Two Wah Nam International Shareholders present in person, by proxy constitute a quorum at a general meeting.

### **(h) Winding up**

Wah Nam International may only be wound up by the court or be wound up voluntarily by special resolution. If Wah Nam International is wound up, the surplus assets remaining after payment to all creditors are to be divided among Wah Nam International Shareholders in proportion to the capital paid up on the Shares held by them. The liquidator may however, with the sanction of a special resolution, divide among the Wah Nam International Shareholders in specie or kind, all money and property of Wah Nam International which is to be distributed among Wah Nam International Shareholders on a winding up, and may determine how such division shall be carried out as between the Wah Nam International Shareholders or different classes of Wah Nam International Shareholders, but so that no Wah Nam International Shareholder shall be compelled to accept any shares or other assets upon which there is a liability.

Under the Companies Act, the liquidator may also, with the sanction of a special resolution, vest any part of the assets in trustees upon such trusts for the benefit of Wah Nam International Shareholders.

## **4.8 Rights and Liabilities of Wah Nam International Scheme Options**

As at the date of this Bidder's Statement, there are a total of 75,000,000 Wah Nam International Scheme Options on issue. All Wah Nam International Scheme Options have been issued pursuant to the Share Option Scheme. A summary of the terms of the Share Option Scheme is set out in Section 12.2.

On 18 January 2010, Wah Nam International issued 9,000,000 Wah Nam International Scheme Options. The exercise price of each of these Wah Nam International Scheme Options is HK\$1.164. Subject to the provisions of the Share Option Scheme, not more than:

- 4,500,000 of these options can be exercised in the period from 18 January 2011 until 17 January 2014;
- 2,250,000 of these options can be exercised in the period from 18 January 2012 until 17 January 2014; and
- 2,250,000 of these options can be exercised in the period from 18 January 2013 until 17 January 2014.

On 11 February 2010, Wah Nam International issued 27,000,000 Wah Nam International Scheme Options. The exercise price of each of these Wah Nam International Scheme Options is HK\$1.24. Subject to the provisions of the Share Option Scheme, these options can be exercised in the period from 11 February 2011 until 10 February 2014.

On 11 November 2010, Wah Nam International issued 39,000,000 Wah Nam International Scheme Options. The exercise price of each of these Wah Nam International Scheme Options is HK\$2.00. Subject to the provisions of the Share Option Scheme, these options can be exercised in the period from 11 November 2010 until 10 November 2013.

All the Wah Nam International Scheme Options will lapse if they have not been exercised by the end of their respective exercise periods.

## **4.9 Dividend Policy**

Wah Nam International is yet to declare a dividend payment.

In future, the board of directors of Wah Nam International may declare dividends after taking into account, among other factors, Wah Nam International's results, cash flow, financial condition, operating and capital requirements, amount of distributable reserves, the Bye-laws and other rules and regulations.

# 5. Information on Brockman Resources

## 5.1 Disclaimer

The information in this Section 5 concerning Brockman Resources has been prepared based on a review of publicly available information (which has not been independently verified). Neither Wah Nam Australia, Wah Nam International, nor any of their respective directors, officers or advisers, subject to the Corporations Act, make any representation or warranty, express or implied, as to the accuracy or completeness of such information.

The information on Brockman Resources in this Bidder's Statement should not be considered comprehensive.

In addition, the Corporations Act requires the Brockman Resources directors to provide a target's statement to Brockman Resources Shareholders in response to this Bidder's Statement setting out material information concerning Brockman Resources.

## 5.2 History and Overview of Brockman Resources

Brockman Resources is an ASX-listed Australian iron ore development company with a market capitalisation of approximately A\$647.4 million as at 9 November 2010.

Brockman Resources was originally listed on the ASX on 17 August 2004 as Yilgarn Mining Ltd and was renamed Brockman Resources Limited to reflect the company's strategic decision to position itself as an iron ore developer. Brockman Resources' main focus is the development of the Marillana Project.

## 5.3 Overview of Brockman Resources' Projects

### (a) Marillana Project

#### Background

The Marillana Project is Brockman Resources' principal project and is located in the Hamersley Iron Province, 100 kilometres north west of Newman. The Marillana Project covers an area of 96 square kilometres and is held by a wholly owned Subsidiary of Brockman Resources. Brockman Resources has reported that the Marillana Project contains a JORC Code compliant Ore Reserve of 1,001.2 million tonnes of detrital ore grading 42.36% Fe, and 48.5 million tonnes of channel iron deposit ore grading 55.5% Fe.

#### Highlights

- Completion of a definitive feasibility study.
- Environmental scoping document completed and public review period closed.
- After the execution of Native Title mining agreements in December 2009, the mining lease was granted for the Marillana Project in January 2010.
- Successful metallurgical test work confirmed the technical viability of beneficiating the Marillana Project's detrital hematite resource to final product iron grade range of 60.5%-61.5%.

#### Reserves

The JORC Code compliant Ore Reserve at the Marillana Project totals 1,049.7 million tonnes, with 1,001.2 million tonnes of detrital ore (Table 3) and 48.5 million tonnes of direct shipping ore (Table 4).

Table 3: Marillana Detrital Ore Reserves

Reserve Classification	Tonnes (Mt)	Fe (%)
Proven	133.2	41.55
Probable	868.0	42.48
<b>TOTAL</b>	<b>1,001.2</b>	<b>42.36</b>

Table 4: Marillana CID Ore Reserves

Reserve Classification	Tonnes (Mt)	Fe (%)	Al <sub>2</sub> O <sub>3</sub> (%)	SiO <sub>2</sub> (%)	P (%)	LOI (%)
Probable	48.5	55.5	3.7	5.3	0.09	9.7
TOTAL	48.5	55.5	3.7	5.3	0.09	9.7

#### Project Development

The Brockman Resources board decided to progress the Marillana Project as a long-life operation to achieve economies of scale. In December 2008, Brockman Resources contracted Ausenco Ltd for the purposes of completing a pre-feasibility study on the development of the Marillana Project. The pre-feasibility study was completed and announced to the market on 10 August 2009 and confirmed the technical and financial robustness of a conventional mining and processing operation at the Marillana Project.

As a result of the positive pre-feasibility study, a definitive feasibility study for the Marillana Project commenced in September 2009 and was completed and announced to the market on 29 September 2010. On 3 December 2010, Brockman Resources announced that it had awarded a key contract for design and construction of the Project to UGL Resources Pty Ltd.

#### Port and rail infrastructure required to progress development of the Marillana Project

The development and success of the Marillana Project is heavily dependent on access to rail and port infrastructure to economically transport the ore to future customers.

For port infrastructure, Brockman Resources has partnered with FerrAus and Atlas Iron Limited to form the NWIOA, a group that has secured the rights to construct a 50 million tonnes per annum berth at Port Hedland. The NWIOA has also been successful with regard to progressing rail infrastructure access, with the ACCC granting NWIOA interim authorisation to engage in collective negotiations with the providers of rail infrastructure in the Pilbara region.

Rail infrastructure options available to Brockman Resources are:

- the negotiation of haulage on BHP's rail infrastructure;
- the construction of a spur line to, and negotiation of access to or haulage on, FMG's rail infrastructure; and
- the construction of an independent, 'end-to-end' rail line.

#### (b) Other iron ore projects

Brockman Resources also owns the Duck Creek, West Hamersley, Mt Stuart and Ophthalmia iron ore projects in the West Pilbara region of Western Australia. Brockman Resources has planned exploration programs for a number of these projects but to date has not delineated any JORC Mineral Resources or JORC Ore Reserves at these projects.

#### (c) Other projects

##### Irwin-Coglia Nickel-Cobalt Laterite Project

Brockman Resources has a 40% interest in the Irwin-Coglia nickel-cobalt laterite Joint Venture located 150 kilometres south east of Laverton in Western Australia. The remaining 60% interest in the Joint Venture is held by Murrin Murrin Holdings Pty Ltd and Glenmurrin Pty Ltd. Since establishing the Joint Venture, the co-venturers have completed extensive drilling programs and reported an Indicated Mineral Resource at Irwin-Coglia of 16.8 million tonnes grading 1.07% Ni and 0.14% Co.

## 5.4 Directors and senior managers

As at the date of this Bidder's Statement, the Brockman Resources directors are as follows:

- Mr Barry Cusack (Chairman);
- Mr Ross Stewart Norgard (Deputy Chairman);
- Mr Wayne Richards (Managing Director);
- Mr Colin Paterson (Executive Director);
- Mr Ross Ernest Ashton (Non Executive Director); and
- Mr John David Nixon (Non Executive Director).

As at the date of this Bidder's Statement, Brockman Resources' senior executive team is as follows:

- Ms Tara Robson (Company Secretary);
- Mr Derek Humphry (Chief Financial Officer);
- Mr Jason Greive (General Manager – Operations);
- Mr Paul Bartlett (General Manager – Project Development); and
- Mr Aning Zhang (Senior Geologist).

## 5.5 Brockman Resources securities on issue

### (a) Issued Capital

According to documents provided by Brockman Resources to the ASX, as at the date of this Bidder's Statement, Brockman Resources' issued securities consisted of:

Class	Number on issue	Expiry
<b>Ordinary Shares</b>	142,963,151	
<b>Options</b>		
A\$1.25	250,000	20 April 2013
A\$1.25	450,000	10 May 2013
A\$1.25	350,000	2 August 2013
A\$1.30	600,000	11 November 2013
A\$3.21	3,140,000	15 June 2014
A\$3.00	1,500,000	31 August 2014

### (b) Substantial shareholders

Based on substantial holder notices lodged with the ASX up to and including 9 November 2010, the substantial shareholders in Brockman Resources are as follows:

Shareholder	Brockman Resources Shares	Percent (%)
Wah Nam International Australia Pty Ltd	32,347,405	22.83%
Mr Ross Stewart Norgard	13,796,133	10.15%
Hunter Hall Investment Management Ltd	7,045,965	5.22%

## 5.6 Dealings in Brockman Resources Shares

### (a) Wah Nam Australia's 22.63% Relevant Interest in Brockman Resources Shares and Voting Power

As at the date immediately before the first Offer was sent, Wah Nam Australia had a Relevant Interest in 32,347,405 Brockman Resources Shares, giving it 22.63% of the total Voting Power in Brockman Resources.

### (b) Prices paid for Brockman Resources Shares by Wah Nam Australia

Except as set out below, during the 4 months before the date of the Offer, neither Wah Nam Australia nor any Associate of Wah Nam Australia provided, or agreed to provide, consideration for a Brockman Resources Share under a purchase or agreement.

Date of purchase	No. of Brockman Resources Shares	Average price per Brockman Resources Share paid by Wah Nam Australia A\$
26 August 2010	1,323	2.800
27 August 2010	115,863	2.798
13 September 2010	513,896	3.300
6 October 2010	1,000,000	4.000
6 October 2010	91,726	3.800
7 October 2010	8,274	3.800
19 October 2010	300,000	4.000
22 October 2010	2,160,181	3.999

### (c) No Escalation Agreements

Neither Wah Nam Australia nor any Associate of Wah Nam Australia has entered into any escalation agreement that is prohibited by section 622 of the Corporations Act.

### (d) No Collateral Benefits

During the 4 months before the date of the Offer, neither Wah Nam Australia nor any Associate of Wah Nam Australia gave, or agreed to give, a benefit to another person which was likely to induce the other person, or an Associate of the other person to:

- accept the Offer; or
- dispose of Brockman Resources Shares,

and which is not offered to all Brockman Resources Shareholders under the Offer.

## 5.7 Brockman Resources Balance Sheet

The table below is a consolidated statement of financial position of Brockman Resources as at 30 June 2009 and 30 June 2010.

	30 June 2010 A\$	30 June 2009 A\$
<b>ASSETS</b>		
<b>Current assets</b>		
Cash and cash equivalents	84,233,523	100,868,784
Other receivables	783,496	1,158,920
Financial assets	110,000	
<b>Total Current Assets</b>	<b>85,127,019</b>	<b>102,027,704</b>
<b>Non-current assets</b>		
Property, plant and equipment	324,099	208,702
Other	308,410	503,167
<b>Total Non-Current Assets</b>	<b>632,509</b>	<b>711,869</b>
<b>TOTAL ASSETS</b>	<b>85,759,528</b>	<b>102,739,573</b>
<b>LIABILITIES</b>		
<b>Current Liabilities</b>		
Payables	3,805,081	3,626,870
Provisions	198,980	114,959
<b>Total Current Liabilities</b>	<b>4,004,061</b>	<b>3,741,829</b>
<b>Non-current liabilities</b>		
Provisions	99,546	50,575
<b>Total Non-Current Liabilities</b>	<b>99,546</b>	<b>50,575</b>
<b>TOTAL LIABILITIES</b>	<b>4,103,607</b>	<b>3,792,404</b>
<b>NET ASSETS</b>	<b>81,655,921</b>	<b>98,947,169</b>
<b>EQUITY</b>		
Issued capital	128,640,442	127,171,094
Reserves	7,812,003	2,334,082
Accumulated losses	<b>(54,796,524)</b>	<b>(30,558,007)</b>
<b>TOTAL EQUITY</b>	<b>81,655,921</b>	<b>98,947,169</b>

# 6. The Combined Group

## 6.1 Approach

This Section 6 provides an overview of the profile of the Combined Group, in the various scenarios following the Offer and the FerrAus Offer and the effect of the Offer and the FerrAus Offer on Wah Nam International.

## 6.2 The FerrAus Offer

On 10 November 2010, Wah Nam Australia announced its intention to make an off-market takeover offer for all the ordinary shares in FerrAus.

FerrAus is a company which also has interests in iron ore exploration projects in the Pilbara region of Western Australia. Wah Nam Australia believes, if the FerrAus Offer is successful, that the FerrAus business will further Wah Nam Australia's strategy to become a developer of strategic mining assets in politically stable, mineral resource-rich countries and will strengthen the Combined Group's interest in iron ore exploration projects in the Pilbara region of Western Australia.

The takeover bid for FerrAus is the subject of a bidder's statement which was lodged by Wah Nam Australia with ASIC on or about the date of this Bidder's Statement.

The FerrAus Offer implies a value of approximately A\$1.29 per FerrAus Share and represents a premium of 52.2% to the closing price of FerrAus Shares on the day before the FerrAus announcement date.

The FerrAus Offer and the Offer are not interconditional. This means that the Offer will not be affected by the success or otherwise of the FerrAus Offer.

The FerrAus Offer is subject to similar conditions to the Offer, including, among others:

- approval of the requisite majority of Wah Nam International Shareholders to acquire all of the FerrAus Shares not already owned by Wah Nam Australia and to allot and issue the FerrAus Consideration Shares;
- approval of the HKEx for the quotation of the FerrAus Consideration Shares;
- approval of the ASX for Wah Nam International to be admitted to the ASX and the quotation of Wah Nam International Shares on the ASX; and
- at the end of the Offer Period, Wah Nam Australia having a Relevant Interest in at least 90% of the FerrAus Shares.

Wah Nam Australia may declare the FerrAus Offer free from the minimum acceptance condition in accordance with the Corporations Act.

## 6.3 Disclaimer

The information in Sections 6.4 and 6.5 concerning FerrAus has been prepared based on a review of publicly available information (which has not been independently verified). Neither Wah Nam Australia, Wah Nam International, nor any of their respective directors, officers or advisers, subject to the Corporations Act, make any representation or warranty, express or implied, as to the accuracy or completeness of such information.

The information on FerrAus in this Bidder's Statement should not be considered comprehensive.

## 6.4 Profile of FerrAus

FerrAus is an ASX-listed Australian iron ore development company with a market capitalisation of approximately A\$174.8 million as at 9 November 2010.

FerrAus was incorporated on 6 July 2001 as Metals Quest Australia Limited for the purpose of compiling a portfolio of gold and base metals projects for exploration. On 10 November 2003, the company changed its name to NiQuest Limited. On 21 December 2005, following the acquisition of its current iron ore projects the company changed its name to FerrAus Limited. FerrAus' main focus is the development of the FerrAus Pilbara Project.

## 6.5 Overview of FerrAus' Projects

### (a) FerrAus Pilbara Project

#### Background

The FerrAus Pilbara Project is located northwest of Robertson Range and 35 kilometres east of BHP's mining operations and rail infrastructure at Jimblebar. The FerrAus Pilbara Project is a combination of the Davidson Creek Iron Ore Project, the Robertson Range Iron Ore Project and the Murrumunda Iron Ore Project.

#### Highlights

- Completion of a pre-feasibility study.
- Maiden Ore Reserve of 126 million tonnes.
- Definitive feasibility study due for completion by early 2011.

#### Resources

The JORC Code compliant Probable Ore Reserve at the FerrAus Pilbara Project totals 126 million tonnes, with 95 million tonnes at Davidson Creek and 31 million tonnes at Robertson Range.

Table 5: Ore Reserve at FerrAus Pilbara Project

Area	Resource Classification	Tonnes (Mt)	Fe (%)	Al <sub>2</sub> O <sub>3</sub> (%)	SiO <sub>2</sub> (%)	P (%)	LOI (%)
Davidson Creek	Probable	95.0	57.0	3.3	5.5	0.1	8.9
Robertson Range	Probable	31.0	58.1	3.1	5.5	0.1	7.4
<b>TOTAL</b>		<b>126.0</b>	<b>57.3</b>	<b>3.2</b>	<b>5.5</b>	<b>0.1</b>	<b>8.5</b>

#### Project Development

On 24 February 2010, FerrAus completed a positive scoping study on the FerrAus Pilbara Project and as a result, commenced a pre-feasibility study.

The pre-feasibility study was completed on 15 November 2010 and FerrAus aims to complete a definitive feasibility study by early 2011. In addition to the definitive feasibility study, FerrAus' core activities include optimising the mine plan, enhancing the resource base and reducing capital and operating costs in preparation of finalising a definitive feasibility study.

#### Port and rail infrastructure

The development and success of the FerrAus Pilbara Project is heavily dependent on access to rail and port infrastructure to economically transport the ore to future customers. For port infrastructure, FerrAus has partnered with Brockman Resources and Atlas Iron Limited to form the NWIOA, a group that has secured the rights to construct a 50 million tonnes per annum berth at Port Hedland. The NWIOA has also been successful with regard to progressing rail infrastructure access, with the ACCC granting NWIOA interim authorisation to engage in collective negotiations with the providers of rail infrastructure in the Pilbara region.

The two rail infrastructure options available to FerrAus are:

- the construction of a spur line to and negotiation of haulage on BHP's rail infrastructure; and
- the construction of a spur line to, and negotiation of access to, or haulage on, FMG's rail infrastructure.

### (b) Enachedong

Enachedong is located approximately 200 kilometres north east of Newman and 60 kilometres south of the manganese mining operation at Woodie Woodie, Western Australia. The project is prospective for manganese mineralisation.

## 6.6 Profile of Combined Group

If the Offer is successful, Brockman Resources Shareholders will receive Wah Nam International Shares in exchange for their Brockman Resources Shares. Similarly, if the FerrAus Offer is successful, FerrAus Shareholders will receive Wah Nam International Shares in exchange for their FerrAus Shares. On completion of the Offer and the FerrAus Offer, if Wah Nam Australia is successful in gaining effective control of Brockman Resources and/or FerrAus, all Wah Nam International Shareholders (including Brockman Resources Shareholders who have accepted the Offer and FerrAus Shareholders who have accepted the FerrAus Offer) will be Wah Nam International Shareholders in the Combined Group.

The proposed merger of Wah Nam International, Brockman Resources and/or FerrAus will combine highly complementary asset portfolios, market positions, management teams and technical skill sets. Wah Nam International and Brockman Resources and/or FerrAus will continue their current business strategies and operations from within the Combined Group.

## 6.7 Operations of the Combined Group

The Combined Group may consist of:

- Wah Nam International's and Brockman Resources' combined businesses with no effective control interest in FerrAus; or
- Wah Nam International's and FerrAus' combined business with no effective control interest in Brockman Resources; or
- Wah Nam International's, Brockman Resources' and FerrAus' combined businesses.

## 6.8 Effect of the acquisitions on Wah Nam International

### (a) General effect of acquisitions

Wah Nam International plans to be a developer of strategic mining assets in politically stable, mineral resource-rich countries. The Offer and the FerrAus Offer represent a significant step for Wah Nam International in achieving this plan. If the Offer and the FerrAus Offer are successful, to Wah Nam International's knowledge, it will be the only HKEx listed company developing a significant Australian hematite iron ore deposit.

### (b) Effect of acquisitions on Wah Nam International's capital structure

If the IPO is oversubscribed and the Offer and the FerrAus Offer are accepted by all Brockman Resources Shareholders and FerrAus Shareholders, based on the number of Wah Nam International Shares, Brockman Resources Shares and FerrAus Shares on issue as at the date of this Bidder's Statement, Wah Nam International will have 8,229,506,805 fully paid shares on issue, of which:

- 3,318,472,380 (representing approximately 40.3% of the total fully paid ordinary shares on issue following the IPO being oversubscribed, 100% acceptance of the Offer and the FerrAus Offer) will represent shares issued to accepting Brockman Resources Shareholders; and
- 988,598,940 (representing approximately 12.0% of the total fully paid ordinary shares on issue following the IPO being oversubscribed, 100% acceptance of the Offer and the FerrAus Offer) would represent shares issued to accepting FerrAus Shareholders.

Further, if all holders of:

- Brockman Resources options were to exercise their options and subsequently accept the Offer for their Brockman Resources Shares; and
- FerrAus options were to exercise their options and subsequently accept the FerrAus Offer for their FerrAus Shares,

Wah Nam International will have 8,454,056,805 fully paid ordinary shares on issue of which:

- 3,507,172,380 (representing approximately 41.5% of the total fully paid ordinary shares on issue following the IPO being oversubscribed, 100% acceptance of the Offer and the FerrAus Offer) will represent shares issued to accepting Brockman Resources Shareholders; and
- 1,024,448,940 (representing approximately 12.1% of the total fully paid ordinary shares on issue following the IPO being oversubscribed, 100% acceptance of the Offer and the FerrAus Offer) would represent shares issued to accepting FerrAus Shareholders.



## 6.12 Pro-forma unaudited consolidated balance sheet as at 30 June 2010

(a) The IPO is oversubscribed and Brockman Resources becomes a wholly-owned Subsidiary of Wah Nam International following completion of the Offer and completion of the FerrAus Offer

	Wah Nam as at 30 Jun 2010 HK\$'000	Subsequent events HK\$'000	Acquisition of BRM as at 30 Jun 2010 HK\$'000	Pro-forma Adjustments HK\$'000	Pro-forma Enlarged Group as at 30 Jun 2010 HK\$'000
<b>Non-current assets</b>					
Mining right	835,671	-	-	-	835,671
Property, plant and equipment	83,552	-	2,528	-	86,080
Exploration and evaluation assets	-	-	-	-	-
Goodwill	11,405	-	-	-	11,405
Intangible asset <sup>1</sup>	12,018	-	-	6,419,914	6,431,932
Available-for-sale investments <sup>2</sup>	707,689	706,669	-	(1,142,963)	271,395
Deferred income tax assets	337	-	-	-	337
Other non-current assets	8,997	-	2,406	-	11,403
	<b>1,659,669</b>	<b>706,669</b>	<b>4,934</b>	<b>5,276,951</b>	<b>7,648,223</b>
<b>Current assets</b>					
Inventories	8,590	-	-	-	8,590
Trade receivables	26,530	-	-	-	26,530
Other receivables, deposits and prepayments	10,781	-	6,111	-	16,892
Amount due from a related party	1,783	-	-	-	1,783
Financial assets at fair value through profit or loss	3,187	-	858	-	4,045
Restricted cash	5,200	-	-	-	5,200
Cash and cash equivalents <sup>3</sup>	124,434	9,146	657,021	(10,670)	779,931
	<b>180,505</b>	<b>9,146</b>	<b>663,990</b>	<b>(10,670)</b>	<b>842,971</b>
<b>Current liabilities</b>					
Trade payables	9,195	-	-	-	9,195
Other payables and accrued charges	39,542	-	31,232	-	70,774
Amounts due to related companies	7,107	-	-	-	7,107
Bank borrowings due within one year	43,241	-	-	-	43,241
Obligations under finance leases	2,211	-	-	-	2,211
	<b>101,296</b>	<b>-</b>	<b>31,232</b>	<b>-</b>	<b>132,528</b>
<b>Net current assets</b>	<b>79,209</b>	<b>9,146</b>	<b>632,758</b>	<b>(10,670)</b>	<b>710,443</b>
<b>Total assets less current liabilities</b>	<b>1,738,878</b>	<b>715,815</b>	<b>637,692</b>	<b>5,266,281</b>	<b>8,358,666</b>
<b>Capital and reserves</b>					
Share capital <sup>4</sup>	372,944	17,800	1,003,395	(651,028)	743,111
Reserves <sup>5</sup>	1,184,842	698,015	(366,479)	5,917,309	7,433,687
<b>Equity attributable to equity holders of the Company</b>	<b>1,557,786</b>	<b>715,815</b>	<b>636,916</b>	<b>5,266,281</b>	<b>8,176,798</b>
<b>Minority interest</b>	<b>80,836</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>80,836</b>
<b>Total equity</b>	<b>1,638,622</b>	<b>715,815</b>	<b>636,916</b>	<b>5,266,281</b>	<b>8,257,634</b>
<b>Non-current liabilities</b>					
Obligations under finance leases	1,612	-	-	-	1,612
Amount due to a related party	28,745	-	-	-	28,745
Convertible notes	-	-	-	-	-
Deferred income tax liabilities	69,422	-	-	-	69,422
Provisions	477	-	776	-	1,253
	<b>100,256</b>	<b>-</b>	<b>776</b>	<b>-</b>	<b>101,032</b>
	<b>1,738,878</b>	<b>715,815</b>	<b>637,692</b>	<b>5,266,281</b>	<b>8,358,666</b>

	As at 30 June 2010 HK\$'000	Pro-forma After Issue HK\$'000
<b>NOTE 1. INTANGIBLE ASSET</b>		
Intangible asset	12,018	6,431,932
Adjustments arising in the preparation of the pro-forma intangible asset balance are summarised as follows:		
Reviewed balance at 30 June 2010		12,018
Pro-forma adjustments:		
Intangible asset recognised on 100% acquisition of Brockman Resources		6,419,914
<b>Pro-forma Balance</b>		<b>6,431,932</b>
<b>NOTE 2. AVAILABLE-FOR-SALE INVESTMENTS</b>		
Available-for-sale investments	707,689	271,395
Adjustments arising in the preparation of the pro-forma available-for-sale investments are summarised as follows:		
Reviewed balance at 30 June 2010		707,689
Subsequent Events:		
Purchase of securities in Brockman Resources & FerrAus	191,460	
Fair value gain on Available-for-sale Investments to 9 November 2010	515,209	706,669
Pro-forma adjustments:		
Elimination of Available-for-sale Investment in Brockman Resources		(1,142,963)
<b>Pro-forma Balance</b>		<b>271,395</b>
<b>NOTE 3. CASH &amp; CASH EQUIVALENTS</b>		
Cash and cash equivalents	124,434	779,931
Adjustments arising in the preparation of the pro-forma cash balance are summarised as follows:		
Reviewed balance at 30 June 2010		124,434
Subsequent Events:		
Purchase of securities in Brockman Resources & FerrAus	(191,460)	
Hong Kong Placement of 178,000,000 shares at HK\$1.15 on 17 September 2010	200,606	9,146
Acquisition of Brockman Resources as at 30 June 2010		657,021
Pro-forma adjustments:		
Transaction costs	(32,900)	
ASX Placement of Wah Nam Australia shares	22,230	(10,670)
<b>Pro-forma Balance</b>		<b>779,931</b>
<b>NOTE 4. SHARE CAPITAL</b>		
Share Capital	372,944	743,111
Adjustments arising in the preparation of the pro-forma share capital balance are summarised as follows:		
Reviewed balance at 30 June 2010		372,944
Subsequent Events:		
Hong Kong Placement of Wah Nam International shares on 17 September 2010		17,800
Acquisition of Brockman Resources as at 30 June 2010		1,003,395
Pro-forma adjustments:		
Elimination of Brockman Resources Share Capital	(1,003,395)	
Wah Nam International shares issued to Brockman Resources shareholders	350,867	
ASX Placement of Wah Nam Australia shares	1,500	(651,028)
<b>Pro-forma Balance</b>		<b>743,111</b>

	As at 30 June 2010 HK\$'000	Pro-forma After Issue HK\$'000
<b>NOTE 5. RESERVES</b>		
Reserves	1,184,842	7,433,687
Adjustments arising in the preparation of the pro-forma reserves balance are summarised as follows:		
Reviewed balance at 30 June 2010		1,184,842
Subsequent Events:		
Hong Kong Placement of Wah Nam International Shares on 17 September 2010	182,806	
Fair value gain on Available for Sale Investments to 9 November 2010	515,209	698,015
Acquisition of Brockman Resources as at 30 June 2010		(366,479)
Pro-forma adjustments:		
Elimination of Brockman Resources Share Capital	366,479	
Wah Nam International shares issued to Brockman Resources shareholders	5,563,000	
Transaction costs	(32,900)	
ASX Placement of Wah Nam Australia shares	20,730	5,917,309
<b>Pro-forma Balance</b>		<b>7,433,687</b>

(b) The IPO is oversubscribed and Brockman Resources and FerrAus become wholly-owned Subsidiaries of Wah Nam International following completion of the Offer and completion of the FerrAus Offer

	Wah Nam as at 30 Jun 2010 HK\$'000	Subsequent events HK\$'000	Acquisition of BRM as at 30 Jun 2010 HK\$'000	Acquisition of FRS as at 30 Jun 2010 HK\$'000	Pro-forma Adjustments HK\$'000	Pro-forma Enlarged Group as at 30 Jun 2010 HK\$'000
<b>Non-current assets</b>						
Mining right	835,671	-	-	-	-	835,671
Property, plant and equipment	83,552	-	2,528	15,349	-	101,429
Exploration and evaluation assets	-	-	-	430,868	-	430,868
Goodwill	11,405	-	-	-	-	11,405
Intangible asset <sup>1</sup>	12,018	-	-	-	7,771,584	7,783,602
Available-for-sale investments <sup>2</sup>	707,689	706,669	-	-	(1,414,358)	-
Deferred income tax assets	337	-	-	-	-	337
Other non-current assets	8,997	-	2,406	-	-	11,403
	<b>1,659,669</b>	<b>706,669</b>	<b>4,934</b>	<b>446,217</b>	<b>6,357,226</b>	<b>9,174,715</b>
<b>Current assets</b>						
Inventories	8,590	-	-	-	-	8,590
Trade receivables	26,530	-	-	233	-	26,763
Other receivables, deposits and prepayments	10,781	-	6,111	10,907	-	27,799
Amount due from a related party	1,783	-	-	-	-	1,783
Financial assets at fair value through profit or loss	3,187	-	858	-	-	4,045
Restricted cash	5,200	-	-	-	-	5,200
Cash and cash equivalents <sup>3</sup>	124,434	9,146	657,021	230,974	(18,270)	1,003,305
	<b>180,505</b>	<b>9,146</b>	<b>663,990</b>	<b>242,114</b>	<b>(18,270)</b>	<b>1,077,485</b>
<b>Current liabilities</b>						
Trade payables	9,195	-	-	14,888	-	24,083
Other payables and accrued charges	39,542	-	31,232	11,247	-	82,021
Amounts due to related Companies	7,107	-	-	-	-	7,107
Bank borrowings due within one year	43,241	-	-	-	-	43,241
Obligations under finance leases	2,211	-	-	-	-	2,211
	<b>101,296</b>	<b>-</b>	<b>31,232</b>	<b>26,135</b>	<b>-</b>	<b>158,663</b>
<b>Net current assets</b>	<b>79,209</b>	<b>9,146</b>	<b>632,758</b>	<b>215,979</b>	<b>(18,270)</b>	<b>918,822</b>
<b>Total assets less current liabilities</b>	<b>1,738,878</b>	<b>715,815</b>	<b>637,692</b>	<b>662,196</b>	<b>6,338,956</b>	<b>10,093,537</b>
<b>Capital and reserves</b>						
Share capital <sup>4</sup>	372,944	17,800	1,003,395	769,047	(1,316,700)	846,486
Reserves <sup>5</sup>	1,184,842	698,015	(366,479)	(106,938)	7,655,656	9,065,096
<b>Equity attributable to equity holders of the Company</b>	<b>1,557,786</b>	<b>715,815</b>	<b>636,916</b>	<b>662,109</b>	<b>6,338,956</b>	<b>9,911,582</b>
<b>Minority interest</b>	<b>80,836</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>80,836</b>
<b>Total equity</b>	<b>1,638,622</b>	<b>715,815</b>	<b>636,916</b>	<b>662,109</b>	<b>6,338,956</b>	<b>9,992,418</b>
<b>Non-current liabilities</b>						
Obligations under finance leases	1,612	-	-	-	-	1,612
Amount due to a related party	28,745	-	-	-	-	28,745
Convertible notes	-	-	-	-	-	-
Deferred income tax liabilities	69,422	-	-	-	-	69,422
Provisions	477	-	776	87	-	1,340
	<b>100,256</b>	<b>-</b>	<b>776</b>	<b>87</b>	<b>-</b>	<b>101,119</b>
	<b>1,738,878</b>	<b>715,815</b>	<b>637,692</b>	<b>662,196</b>	<b>6,338,956</b>	<b>10,093,537</b>

	As at 30 June 2010 HK\$'000	Pro-forma After Issue HK\$'000
<b>NOTE 1. INTANGIBLE ASSET</b>		
Intangible asset	12,018	7,783,602
Adjustments arising in the preparation of the pro-forma intangible asset balance are summarised as follows:		
Reviewed balance at 30 June 2010		12,018
Pro-forma adjustments:		
Intangible asset recognised on 100% acquisition of Brockman Resources	6,419,914	
Intangible asset recognised on 100% acquisition of FerrAus	1,351,670	7,771,584
<b>Pro-forma Balance</b>		<b>7,783,602</b>
<b>NOTE 2. AVAILABLE-FOR-SALE INVESTMENTS</b>		
Available-for-sale investments	707,689	-
Adjustments arising in the preparation of the pro-forma available-for-sale investments are summarised as follows:		
Reviewed balance at 30 June 2010		707,689
Subsequent Events:		
Purchase of securities in Brockman Resources & FerrAus	191,460	
Fair value gain on Available for Sale Investments to 9 November 2010	515,209	706,669
Pro-forma adjustments:		
Elimination of Available for Sale Investment in Brockman Resources	(1,142,963)	
Elimination of Available for Sale Investment in FerrAus	(271,395)	(1,414,358)
<b>Pro-forma Balance</b>		<b>-</b>
<b>NOTE 3. CASH &amp; CASH EQUIVALENTS</b>		
Cash and cash equivalents	124,434	1,003,305
Adjustments arising in the preparation of the pro-forma cash balance are summarised as follows:		
Reviewed balance at 30 June 2010		124,434
Subsequent Events:		
Purchase of securities in Brockman Resources & FerrAus	(191,460)	
Hong Kong Placement of 178,000,000 shares at HK\$1.15 on 17 September 2010	200,606	9,146
Acquisition of Brockman Resources as at 30 June 2010		657,021
Acquisition of FerrAus as at 30 June 2010		230,974
Pro-forma adjustments:		
Transaction costs	(40,500)	
ASX Placement	22,230	(18,270)
<b>Pro-forma Balance</b>		<b>1,003,305</b>
<b>NOTE 4. SHARE CAPITAL</b>		
Share Capital	372,944	846,486
Adjustments arising in the preparation of the pro-forma share capital balance are summarised as follows:		
Reviewed balance at 30 June 2010		372,944
Subsequent Events:		
Hong Kong Placement of Wah Nam International shares on 17 Sep 2010		17,800
Acquisition of Brockman Resources as at 30 June 2010		1,003,395
Acquisition of FerrAus as at 30 June 2010		769,047
Pro-forma adjustments:		
Elimination of Brockman Resources Share Capital	(1,003,395)	
Elimination of FerrAus Share Capital	(769,047)	
Wah Nam International shares issued to Brockman Resources shareholders	350,867	
Wah Nam International shares issued to FerrAus shareholders	103,375	
ASX Placement of Wah Nam International shares	1,500	(1,316,700)
<b>Pro-forma Balance</b>		<b>846,486</b>

	As at 30 June 2010 HK\$'000	Pro-forma After Issue HK\$'000
<b>NOTE 5. RESERVES</b>		
Reserves	1,184,842	9,065,096
Adjustments arising in the preparation of the pro-forma reserves balance are summarised as follows:		
Reviewed balance at 30 June 2010		1,184,842
Subsequent Events:		
Hong Kong Placement of Wah Nam International Shares on 17 September 2010	182,806	
Fair value gain on Available for Sale Investments to 9 November 2010	515,209	698,015
Acquisition of Brockman Resources as at 30 June 2010		(366,479)
Acquisition of FerrAus as at 30 June 2010		(106,938)
Pro-forma adjustments:		
Elimination of Brockman Resources Share Capital	366,479	
Elimination of FerrAus Share Capital	106,938	
Wah Nam International shares issued to Brockman Resources shareholders	5,563,000	
Wah Nam International shares issued to FerrAus shareholders	1,639,009	
Transaction costs	(40,500)	
ASX Placement of Wah Nam Australia shares	20,730	7,655,656
<b>Pro-forma Balance</b>		<b>9,065,096</b>

c) the IPO is oversubscribed, Wah Nam International achieves 35% of Brockman Resources and FerrAus becomes a wholly-owned Subsidiary of Wah Nam International following completion of the Offer and the FerrAus Offer

	Wah Nam as at 30 Jun 2010 HK\$'000	Subsequent events HK\$'000	Acquisition of FRS as at 30 Jun 2010 HK\$'000	Pro-forma Adjustments HK\$'000	Pro-forma Enlarged Group as at 30 Jun 2010 HK\$'000
<b>Non-current assets</b>					
Mining right	835,671	-	-	-	835,671
Property, plant and equipment	83,552	-	15,349	-	98,901
Exploration and evaluation assets	-	-	430,868	-	430,868
Goodwill	11,405	-	-	-	11,405
Intangible asset <sup>1</sup>	12,018	-	-	1,351,670	1,363,688
Investments accounted for using the equity method <sup>2</sup>	-	-	-	2,149,646	2,149,646
Available-for-sale investments <sup>3</sup>	707,689	706,669	-	(1,414,358)	-
Deferred income tax assets	337	-	-	-	337
Other non-current assets	8,997	-	-	-	8,997
	<b>1,659,669</b>	<b>706,669</b>	<b>446,217</b>	<b>2,086,958</b>	<b>4,899,513</b>
<b>Current assets</b>					
Inventories	8,590	-	-	-	8,590
Trade receivables	26,530	-	233	-	26,763
Other receivables, deposits and prepayments	10,781	-	10,907	-	21,688
Amount due from a related party	1,783	-	-	-	1,783
Financial assets at fair value through profit or loss	3,187	-	-	-	3,187
Restricted cash	5,200	-	-	-	5,200
Cash and cash equivalents <sup>4</sup>	124,434	9,146	230,974	130	364,684
	<b>180,505</b>	<b>9,146</b>	<b>242,114</b>	<b>130</b>	<b>431,895</b>
<b>Current liabilities</b>					
Trade payables	9,195	-	14,888	-	24,083
Other payables and accrued charges	39,542	-	11,247	-	50,789
Amounts due to related companies	7,107	-	-	-	7,107
Bank borrowings due within one year	43,241	-	-	-	43,241
Obligations under finance leases	2,211	-	-	-	2,211
	<b>101,296</b>	<b>-</b>	<b>26,135</b>	<b>-</b>	<b>127,431</b>
<b>Net current assets</b>	<b>79,209</b>	<b>9,146</b>	<b>215,979</b>	<b>130</b>	<b>304,464</b>
<b>Total assets less current liabilities</b>	<b>1,738,878</b>	<b>715,815</b>	<b>662,196</b>	<b>2,087,088</b>	<b>5,203,977</b>
<b>Capital and reserves</b>					
Share capital <sup>5</sup>	372,944	17,800	769,047	(563,503)	596,288
Reserves <sup>6</sup>	1,184,842	698,015	(106,938)	2,650,591	4,426,510
<b>Equity attributable to equity holders of the Company</b>	<b>1,557,786</b>	<b>715,815</b>	<b>662,109</b>	<b>2,087,088</b>	<b>5,022,798</b>
<b>Minority interest</b>	<b>80,836</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>80,836</b>
<b>Total equity</b>	<b>1,638,622</b>	<b>715,815</b>	<b>662,109</b>	<b>2,087,088</b>	<b>5,103,634</b>
<b>Non-current liabilities</b>					
Obligations under finance leases	1,612	-	-	-	1,612
Amount due to a related party	28,745	-	-	-	28,745
Convertible notes	-	-	-	-	-
Deferred income tax liabilities	69,422	-	-	-	69,422
Provisions	477	-	87	-	564
	<b>100,256</b>	<b>-</b>	<b>87</b>	<b>-</b>	<b>100,343</b>
	<b>1,738,878</b>	<b>715,815</b>	<b>662,196</b>	<b>2,087,088</b>	<b>5,203,977</b>

	As at 30 June 2010 HK\$'000	Pro-forma After Issue HK\$'000
<b>NOTE 1. INTANGIBLE ASSET</b>		
Intangible asset	12,018	1,363,688
Adjustments arising in the preparation of the pro-forma intangible asset balance are summarised as follows:		
Reviewed balance at 30 June 2010		12,018
Pro-forma adjustments:		
Intangible asset recognised on 100% acquisition of FerrAus		1,351,670
<b>Pro-forma Balance</b>		<b>1,363,688</b>
<b>NOTE 2. INVESTMENTS ACCOUNTED FOR USING THE EQUITY METHOD</b>		
Investments accounted for using the equity method	-	2,149,646
Adjustments arising in the preparation of the pro-forma available-for-sale investments are summarised as follows:		
Reviewed balance at 30 June 2010		-
Pro-forma adjustments:		
Previously classified as Available for Sale Investment in Brockman Resources		1,142,963
Acceptance of Brockman Resources Share Offer to take holding to 35%		1,006,683
<b>Pro-forma Balance</b>		<b>2,149,646</b>
<b>NOTE 3. AVAILABLE-FOR-SALE INVESTMENTS</b>		
Available-for-sale investments	707,689	-
Adjustments arising in the preparation of the pro-forma available-for-sale investments are summarised as follows:		
Reviewed balance at 30 June 2010		707,689
Subsequent Events:		
Purchase of securities in Brockman Resources & FerrAus	191,460	
Fair value gain on Available for Sale Investments to 9 November 2010	515,209	706,669
Pro-forma adjustments:		
Elimination of Available for Sale Investment in Brockman Resources	(1,142,963)	
Elimination of Available for Sale Investment in FerrAus	(271,395)	(1,414,358)
<b>Pro-forma Balance</b>		<b>-</b>
<b>NOTE 4. CASH &amp; CASH EQUIVALENTS</b>		
Cash and cash equivalents	124,434	364,684
Adjustments arising in the preparation of the pro-forma cash balance are summarised as follows:		
Reviewed balance at 30 June 2010		124,434
Subsequent Events:		
Purchase of securities in Brockman Resources & FerrAus	(191,460)	
Hong Kong Placement of 178,000,000 shares at HK\$1.15 on 17 September 2010	200,606	9,146
Acquisition of FerrAus as at 30 June 2010		230,974
Pro-forma adjustments:		
Transaction costs	(22,100)	
ASX Placement	22,230	130
<b>Pro-forma Balance</b>		<b>364,684</b>

	As at 30 June 2010 HK\$'000	Pro-forma After Issue HK\$'000
<b>NOTE 5. SHARE CAPITAL</b>		
Share Capital	372,944	596,287
Adjustments arising in the preparation of the pro-forma share capital balance are summarised as follows:		
Reviewed balance at 30 June 2010		372,944
Subsequent Events:		
Hong Kong Placement of Wah Nam International shares on 17 September 2010		17,800
Acquisition of FerrAus as at 30 June 2010		769,047
Pro-forma adjustments:		
Elimination of FerrAus Share Capital	(769,047)	
Wah Nam International shares issued to Brockman Resources shareholders	100,669	
Wah Nam International shares issued to FerrAus shareholders	103,375	
ASX Placement of Wah Nam International shares	1,500	(563,503)
<b>Pro-forma Balance</b>		<b>596,288</b>

#### NOTE 6. RESERVES

Reserves	1,184,842	4,426,510
Adjustments arising in the preparation of the pro-forma reserves balance are summarised as follows:		
Reviewed balance at 30 June 2010		1,184,842
Subsequent Events:		
Hong Kong Placement of Wah Nam International Shares on 17 September 2010	182,806	
Fair value gain on Available for Sale Investments to 9 November 2010	515,209	698,015
Acquisition of FerrAus as at 30 June 2010		(106,938)
Pro-forma adjustments:		
Elimination of FerrAus Share Capital	106,938	
Wah Nam International shares issued to FerrAus shareholders	1,639,009	
Wah Nam International shares issued to Brockman Resources shareholders	906,014	
Transaction costs	(22,100)	
ASX Placement of Wah Nam Australia shares	20,730	2,650,591
<b>Pro-forma Balance</b>		<b>4,426,510</b>

## 6.13 Pro-forma assumptions and adjustments

The pro-forma balance sheets post issue under the various scenarios are set out in Section 6.12. These have been prepared based on Brockman Resources' and FerrAus' audited financial statements and Wah Nam International's unaudited financial statements as at 30 June 2010 and the transaction events relating to the issue of Wah Nam International Shares pursuant to the Offer, the FerrAus Offer and the Prospectus but not the proposed issue of 600 million Wah Nam International Shares under the Placement Mandate referred to in Section 3.12.

The following assumptions have been made in preparing the pro-forma balance sheets:

- an exchange rate of HK\$7.80 to A\$1.00;
- the value of a Wah Nam International Share being HK\$1.69;
- the issue of 30 Wah Nam International Shares for each Brockman Resources Share held (and based on 149,303,151 Brockman Resources Shares) pursuant to the Offer;
- the issue of 6 Wah Nam International Share for each FerrAus Share held (and based on 213,225,890 FerrAus Shares) pursuant to the FerrAus Offer;
- the issue of 15 million Wah Nam International Shares pursuant to the Prospectus at an issue price of A\$0.20, raising A\$3 million before costs;
- costs associated with the issue of Wah Nam International Shares:
  - assuming the IPO is oversubscribed and the Offer and the FerrAus Offer are successful, of HK\$40.5 million;
  - assuming the IPO is oversubscribed and the Offer is successful, of HK\$32.9 million;
  - assuming the IPO is oversubscribed and the FerrAus Offer is successful, of HK\$22.1 million; and
  - assuming the IPO is oversubscribed and neither the Offer nor the FerrAus Offer are successful, of HK\$14.5 million;

- the accounting policies adopted by each company have been applied. Currently FerrAus capitalises exploration and evaluation expenditure whilst Brockman and Wah Nam International do not. As at 30 June 2010 FerrAus has a balance of A\$55.2 million that has been capitalised. After gaining effective control of Brockman Resources and/or FerrAus, Wah Nam International will apply consistent policies across the Combined Group; and
- the balance sheets of Brockman Resources and FerrAus are based on the latest audited financial statements as at 30 June 2010. Consideration was given to any significant subsequent events obtained from publicly available information but no adjustments were made based on the information that was announced.

The pro-forma balance sheets of FerrAus and Brockman have not been updated from their September quarterly reports as these contain cash flow information only and have not been subject to audit or review.

An intangible asset has been recognised for the excess of the purchase consideration over the net assets of Brockman Resources and FerrAus. Upon control being achieved, a fair value exercise will be conducted whereby this amount will be allocated to the fair value of the assets or to goodwill. It is assumed that this amount is not impaired. Following the fair value assessment once control is gained a deferred tax liability may be recognised, the quantum of this cannot be determined prior to control being obtained.

Adjustment has also been made for the following subsequent events:

- on 17 September 2010, Wah Nam International raised approximately HK\$204.7 million by the issue of 178 million Wah Nam International Shares;
- subsequent to 30 June 2010, Wah Nam International acquired 4,513,900 Brockman Resources Shares for approximately A\$17.25 million;
- subsequent to 30 June 2010, Wah Nam International acquired 10,732,825 FerrAus Shares for approximately A\$8.81 million; and
- a fair value gain of approximately HK\$515 million on financial instruments classified as available-for-sale, being Wah Nam International's shareholding in Brockman Resources and FerrAus.

## 6.14 Prospects of the Wah Nam International - Brockman Resources - FerrAus Group

Wah Nam Australia believes the Wah Nam International - Brockman Resources - FerrAus Group will be a large financially secure and growth focused company with an expanded multi-mine asset base. If both the Offer and the FerrAus Offer are successful, the value of Wah Nam International Shares is likely to be positively re-rated by the equity capital markets as a consequence of:

- enhanced global capital market and institutional investor awareness through an anticipated increase in broker research coverage and investment in Wah Nam International by large offshore investment funds;
- increased market capitalisation, liquidity and market presence; and
- recognition of the Wah Nam International - Brockman Resources - FerrAus Group's balance sheet, significant multi-mine asset base, cash and access to an expanded range of financing and growth options.

The combination of Wah Nam International's expertise in international capital markets and its debt and equity raising capabilities with that of Brockman Resources' and FerrAus' mining exploration, production and development expertise will enhance the likelihood of the Projects commencing production as scheduled, if not sooner. If Wah Nam International is successful in gaining majority or full control of both Brockman Resources and FerrAus, the benefits to the Wah Nam International - Brockman Resources - FerrAus Group with regards to port infrastructure, rail infrastructure, project financing and marketing of the Projects will include the following:

### Port infrastructure

Brockman Resources and FerrAus are members of the NWIOA, which is currently working towards the completion of multi-berth facilities at Port Hedland. In addition to Brockman Resources and FerrAus, Atlas Iron Limited is also a NWIOA member company.

The Wah Nam International - Brockman Resources - FerrAus Group intends to rapidly develop the Projects, which may provide the impetus needed for the NWIOA to proceed with the development of the NWIOA multi-user facility and may improve the merits of the NWIOA as an attractive investment opportunity for strategic and financial institutions. This will allow the NWIOA better access to construction funds to complete the port construction on or before the fourth quarter of 2013.

### Rail infrastructure

As separate entities, both Brockman Resources and FerrAus will be relying on either BHP or FMG for access to rail infrastructure, although Brockman Resources has recently indicated that it is working with the Western Australian Government to progress an independent, 'end-to-end' rail option should this be required. As the Wah Nam International - Brockman Resources - FerrAus Group, sharing an independent direct railway to Port Hedland is also an option.

The rail options are outlined below:

- **BHP haulage scenario** - Brockman Resources and FerrAus will each need to negotiate haulage on BHP's rail infrastructure with FerrAus also requiring a spur line to BHP's rail infrastructure. The Wah Nam International - Brockman Resources - FerrAus Group may be in a better position to negotiate a haulage agreement.

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- **FMG haulage scenario** - Brockman Resources and FerrAus will each need to build a railway spur to connect to FMG's rail infrastructure as well as negotiate access to, or haulage on, the infrastructure. The Wah Nam International - Brockman Resources - FerrAus Group may be in a better position to negotiate access or haulage agreements and capital costs for the railway spur could be shared.
- **Independent railway scenario** - Brockman Resources' and FerrAus' forecasted production for the Projects may, under the Wah Nam International - Brockman Resources - FerrAus Group improve the economic viability of the independent, 'end-to-end' railway being studied by Brockman Resources. The Wah Nam International - Brockman Resources - FerrAus Group will be in a better position to fund the significant development costs of this option.

#### **Access to funding**

The Wah Nam International - Brockman Resources - FerrAus Group will emerge as a larger company with a larger Mineral Resource and potential annual production capacity than each of the companies individually.

The Wah Nam International - Brockman Resources - FerrAus Group's JORC Code compliant iron ore Mineral Resource currently totals more than 1.8 billion tonnes. With such a large resource inventory, the Wah Nam International - Brockman Resources - FerrAus Group may be able to position itself as a meaningful iron ore producer both in the Pilbara region, and globally. Accordingly, the Wah Nam International - Brockman Resources - FerrAus Group would be in a favourable position to obtain both equity and debt financing from strategic and institutional investors, as well as global financial institutions.

#### **Marketing**

The Wah Nam International - Brockman Resources - FerrAus Group will have the capacity to mix final iron ore products from each of the Projects, enhancing its marketing coverage with steel mills. In addition, the higher production levels may place the Wah Nam International - Brockman Resources - FerrAus Group in a stronger position to negotiate off-take agreements than Brockman Resources or FerrAus would be in as separate entities.

#### **Limitation on Prospects**

If Wah Nam Australia obtains effective control (but not 100%) of FerrAus and/or Brockman Resources, the related party provisions of the Corporations Act (and the ASX Listing Rules) will apply.

For further details on the prospects of the Wah Nam International - Brockman Resources - FerrAus Group, please see Section 7 where the key risks are set out.

## **6.15 Prospects of the Wah Nam International - Brockman Resources Group**

Wah Nam Australia believes, if it is successful in gaining effective control of Brockman Resources but not FerrAus, the Wah Nam International - Brockman Resources Group will have similar prospects and realise similar benefits to those of the Wah Nam International - Brockman Resources - FerrAus Group (as set out in Section 6.14) except as follows:

#### **Rail infrastructure**

The Wah Nam International - Brockman Resources Group may still be in a better position than Brockman Resources alone to negotiate haulage/access agreements or fund the development costs of an independent railway scenario, however, the capital costs of an independent railway scenario may not be able to be shared across multiple projects and therefore an independent railway may not be as economically attractive.

#### **Access to funding**

The Wah Nam International - Brockman Resources Group will still emerge as a larger company with a larger asset base than Brockman Resources as a separate entity, and accordingly, the Wah Nam International - Brockman Resources Group may be in a more favourable position than Brockman Resources alone to obtain both equity and debt financing from strategic and institutional investors, as well as global financial institutions. However, the Wah Nam International - Brockman Resources Group will not have the same potential production scale as the Wah Nam International - Brockman Resources - FerrAus Group and therefore may receive less attractive financing terms than the Wah Nam International - Brockman Resources - FerrAus Group would.

#### **Marketing**

The Wah Nam International - Brockman Resources Group will be in a stronger position to negotiate off-take agreements than Brockman Resources would be on its own due to the increased size and enhanced global presence of the Wah Nam International - Brockman Resources Group, however, the Wah Nam International - Brockman Resources Group may not be able to blend final products to achieve the same marketing coverage as the Wah Nam International - Brockman Resources - FerrAus Group.

#### **Limitation on Prospects**

If Wah Nam Australia obtains effective control (but not 100%) of Brockman Resources, the related party provisions of the Corporations Act (and the ASX Listing Rules) will apply.

For further details of the prospects of the Wah Nam International - Brockman Resources Group, please see Section 7 where the key risks are set out.

## 6.16 Prospects of Wah Nam International - FerrAus Group

Wah Nam Australia believes, if the minimum acceptance condition is waived and Wah Nam Australia does not gain effective control of Brockman Resources but does gain effective control of FerrAus, the Wah Nam International - FerrAus Group will have similar prospects and realise similar benefits to those of the Wah Nam International - Brockman Resources - FerrAus Group (as set out in Section 6.14) except for the differences set out below:

### **Rail infrastructure**

The Wah Nam International - FerrAus Group may be in a favourable position to assist Brockman Resources in negotiating haulage/ access agreements or funding the development costs of an independent railway scenario. However, the capital costs of an independent railway scenario may not be able to be shared across multiple projects and therefore an independent railway may not be as economically attractive.

### **Access to funding**

The Wah Nam International - FerrAus Group will still emerge as a larger company with a larger asset base than as a separate entity, and accordingly, the Wah Nam International - FerrAus Group may be in a favourable position to assist Brockman Resources in obtaining both equity and debt financing from strategic and institutional investors, as well as global financial institutions. However, the Wah Nam International - FerrAus Group will not have the same potential production scale as the Wah Nam International - Brockman Resources - FerrAus Group and therefore may receive less attractive financing terms than would the Wah Nam International - Brockman Resources - FerrAus Group.

### **Marketing**

The Wah Nam International - FerrAus Group may be in a favourable position to assist Brockman Resources in negotiating off-take agreements due to the increased size and enhanced global presence of the Wah Nam International - FerrAus Group, however, the Wah Nam International - FerrAus Group may not be able to blend final products to achieve the same marketing coverage as the Wah Nam International - Brockman Resources - FerrAus Group.

### **Limitation on Prospects**

If Wah Nam Australia obtains effective control (but not 100%) of FerrAus, the related party provisions of the Corporations Act (and the ASX Listing Rules) will apply.

For further details of the prospects of the Wah Nam International - FerrAus Group in these circumstances, please see Section 7 where the key risks are set out.

# 7. Risks

## 7.1 Introduction

The key risks that may have a material adverse impact upon the implementation of the Offer, the future performance of Wah Nam International and the Combined Group and the value of Wah Nam International Shares are described in this Bidder's Statement and include those risks set out in this Section 7. The risks identified in this Section 7 are not exhaustive.

Wah Nam Australia does not give any assurances or guarantees of future performance or profitability, or payment of dividends by, Wah Nam International or the Combined Group. Additionally, Wah Nam Australia does not give any assurances or guarantees that the risks set out in this Bidder's Statement will not change. There may be other material risks which are not disclosed in this Bidder's Statement because they were not known by Wah Nam Australia or were not considered to be material at the date of this Bidder's Statement. Many of the risks below arising from the Offer are also inherent within Brockman Resources and Wah Nam International as separate entities.

The value of the Offer to Brockman Resources Shareholders will depend upon the future performance of Wah Nam International or the Combined Group and the value of Wah Nam International Shares. As a result, Brockman Resources Shareholders should carefully consider both the risks affecting the Offer and those risks affecting the future performance of Wah Nam International or the Combined Group and the value of Wah Nam International Shares.

Brockman Resources Shareholders should be aware that an investment in Wah Nam International or the Combined Group has risks which are associated with investing in listed securities. The future dividends, the value of Wah Nam International or the Combined Group's assets and the market value or price of the Wah Nam International Shares quoted on the ASX and the HKEx may be influenced by these and other risk factors.

Many of these factors are common to those affecting the current performance of Wah Nam International and Brockman Resources. Some of the risks may be mitigated by the use of safeguards and appropriate systems and controls. However, many risks that may affect Wah Nam International or the Combined Group are outside the control of Wah Nam International and the Combined Group.

This Section 7 does not take into account the investment objectives, financial circumstances or particular needs of individual Brockman Resources Shareholders. It is important that Brockman Resources Shareholders carefully read this Bidder's Statement in its entirety (particularly the risks set out in this Section 7), consider their personal circumstances (including financial and taxation issues) and seek independent professional advice before deciding whether to accept the Offer.

Set out below are some of the key risks that have been identified as potentially affecting the performance of Wah Nam International or the Combined Group, the ability of Wah Nam International or the Combined Group to pay dividends and the value of Wah Nam International Shares.

The past performance of Wah Nam International, Brockman Resources and FerrAus is not necessarily representative of the future performance of Wah Nam International or the Combined Group or the value of Wah Nam International Shares.

## 7.2 Risks relating to the Offer, Wah Nam International and the Combined Group

### (a) Brockman Resources and FerrAus information

Wah Nam Australia has relied on publicly available information released by Brockman Resources and FerrAus. Any inaccuracy in this information could adversely affect the anticipated results of Wah Nam International or the Combined Group. In addition, it is possible that additional risks may exist in relation to Brockman Resources' and/or FerrAus' businesses which are not known to Wah Nam Australia.

### (b) Uncertainty regarding the success of the Offer and the FerrAus Offer

Wah Nam Australia has the right to waive the minimum acceptance condition in the Offer and/or the FerrAus Offer. If this right was exercised, in the circumstances where it had not been met, the Combined Group may not form. Therefore, the Wah Nam International Group's businesses could potentially comprise of the following:

- Wah Nam International's business with no effective control interest in either Brockman Resources or FerrAus;
- Wah Nam International's and FerrAus' combined business with no effective control interest in Brockman Resources;
- Wah Nam International's and Brockman Resources' combined businesses with no effective control interest in FerrAus; or
- Wah Nam International's, Brockman Resources' and FerrAus' combined businesses.

### (c) Minority shareholding in Brockman Resources

If you do not accept the Offer and the Offer becomes unconditional, you may, depending on the level of acceptance of the Offer, become part of a minority shareholding in Brockman Resources. In such case, the liquidity of the Brockman Resources Shares may be materially diminished.

### (d) Market fluctuation and Exchange rate risks

Brockman Resources Shareholders are being offered consideration under the Offer that consists of a specified number of Wah Nam International Shares, rather than a number of Wah Nam International Shares with a specified market price and at a specified exchange rate.

The market price of the consideration will fluctuate depending upon the market price of Wah Nam International Shares. There is an ongoing risk, as exists for all shares, that the price of Wah Nam International Shares (and therefore the value of the Offer Consideration received by accepting Brockman Resources Shareholders) may fall in the future.

In addition, Wah Nam International Shares are quoted in Hong Kong dollars. As a result, the Australian dollar value of the Offer may also be affected by exchange rate fluctuations between the Australian and Hong Kong currencies.

Accordingly, the market value in Australia of Wah Nam International Shares at the time you receive them may vary significantly from their market value on the date of your acceptance of the Offer.

The movements in the exchange rate between the Australian and Hong Kong currencies over the past 12 months are shown in the graph below:



### (e) CGT rollover relief

If the Offer becomes unconditional and Wah Nam Australia acquires less than 80% of the Brockman Resources Shares, the potential for CGT rollover relief as discussed in Section 9 will not be available.

### (f) Uncertainty regarding the level of integration that may be achievable

Wah Nam International intends, to the extent possible, to seek to integrate Brockman Resources' and/or FerrAus' operations within Wah Nam International so as to maximise operational synergies as well as eliminating a range of duplicated effort and costs. The extent to which these synergy benefits and cost savings are realisable depends upon a range of factors including the level of acceptances received under the Offer and the FerrAus Offer.

There is a risk that the synergies expected to arise from the combination of Wah Nam International, Brockman Resources and/or FerrAus fail to materialise or take longer than expected to materialise. Wah Nam International may incur greater than anticipated implementation costs during the integration of the businesses of Wah Nam International, Brockman Resources and/or FerrAus. This may affect the future earnings performance of the Combined Group.

### (g) Uncertainty in dealing in the Australian Operating Environment

Wah Nam International has been operating exclusively in the PRC and Hong Kong since its incorporation. The operating environment in Australia is significantly different. Wah Nam International may incur greater than anticipated problems in adjusting to the operating environment in Australia and it may take longer than anticipated to become familiar with the Australian operating environment. This may affect the future earnings performance of the Combined Group.

#### **(h) New business segment for Wah Nam International**

Wah Nam International's existing mining business is located in the PRC. The iron ore mining business in Australia represents a new business segment for Wah Nam International. The new business, coupled with a different regulatory and operating environment, may pose significant challenges to Wah Nam International's administrative, financial and operational resources. The corporate and staff culture of Brockman Resources and/or FerrAus may be significantly different from that of Wah Nam International. Additionally, Wah Nam International does not have significant experience in this new segment, and the management may not have all necessary knowledge to manage this new business segment.

#### **(i) Financing**

The Combined Group will need to raise additional debt or equity funds for the development of the Projects or for other capital expenditure, further exploration or feasibility studies or otherwise for the Combined Group's operations.

Wah Nam International has not previously raised the amount that will be required for the development of the Projects. The Combined Group may not be able to raise the amount when required or the terms associated with such funding may not be acceptable to the Combined Group. Further, there is no assurance that Wah Nam International Shareholders will approve the Placement Mandate. This may have an adverse effect on the Combined Group's financial results. Further, any equity funding will have a dilutionary effect on Wah Nam International Shareholders' holdings.

#### **(j) Cash position**

Whilst the Combined Group is expected to have greater revenue than Brockman Resources or FerrAus as standalone entities, it will also have higher overall expenditure levels due to its increased scale, operations and development and exploration projects. There is no guarantee that the Combined Group will be able to maintain a sufficient cash balance following the acquisition by Wah Nam Australia of Brockman Resources and/or FerrAus.

#### **(k) Accounting**

The Combined Group will be required to perform a fair value assessment of Brockman Resources' assets and liabilities following the acquisition by Wah Nam Australia of a majority of Brockman Resources Shares. This assessment may result in increased depreciation and amortisation charges. These charges may be substantially greater than those that would exist in Wah Nam International and Brockman Resources as separate businesses. This may reduce future earnings of the Combined Group.

Australian dollars is the functional currency of Brockman Resources and FerrAus, whilst the reporting currency of the Wah Nam International Group is HK\$. Any material fluctuations of the exchange rate of A\$ against HK\$ may affect the consolidated results and financial position of the Combined Group after the close of the Offer and the FerrAus Offer.

#### **(l) Liquidity of Wah Nam International Shares on the ASX and the HKEx**

Wah Nam International Shares are comparatively thinly traded.

If the Offer and the FerrAus Offer are successful and the Prospectus is oversubscribed, as at the Wah Nam International will be required to issue up to 4,546,621,320 Wah Nam International Shares which will result in Wah Nam International having 8,454,056,805 Wah Nam International Shares on issue. A possible consequence will be that Wah Nam International's liquidity on the HKEx will increase.

Nevertheless, Wah Nam International Share liquidity will be subject to many factors including:

- general equity market sentiment and in particular, Hong Kong and Australia;
- the outlook for the iron ore sector globally and in particular, Australia;
- the ability of Wah Nam International to progress the Projects and the required infrastructure facilities; and
- the shareholder structure of Wah Nam International, from time to time.

If the Offer and the FerrAus Offer result in Wah Nam International not owning effective control of either Brockman Resources, or FerrAus, or both, it is envisaged that Wah Nam International Share liquidity on both the HKEx and the ASX will remain low.

Some Brockman Resources Shareholders who accept the Offer may:

- choose to accept Wah Nam International Shares registered on the Hong Kong Share Register; or
- not wish to continue to hold Wah Nam International Shares which they receive and may sell them on the ASX or the HKEx.

Further, a Nominee appointed by Wah Nam Australia and approved by ASIC will be issued any Wah Nam International Shares attributable under the Offer to Ineligible Overseas Shareholders and will sell them in accordance with the terms of the Offer.

If a significant number of existing Brockman Resources Shareholders wish to hold their Wah Nam International Shares on the HKEx register or sell the Wah Nam International Shares they acquire under the Offer or if there is a significant number of Ineligible Overseas Shareholders (resulting in a significant number of Wah Nam International Shares being sold by the Nominee), the price at which Wah Nam International Shares are traded on the ASX may be adversely affected.

### **(m) Uncertainty regarding the level of re-rating of Wah Nam International Shares**

If Wah Nam Australia gains effective control of Brockman Resources and/or FerrAus, the value of Wah Nam International Shares is likely to be positively re-rated by the equity capital markets due to an enhanced market capitalisation, increased global market awareness and an expanded institutional investor base through the anticipated increase in broker research and investment in the Combined Group by large international funds.

There is a risk that the positive re-rating expected to arise from the combination of Wah Nam International and Brockman Resources and/or FerrAus, fails to materialise due to a number of reasons including:

- negative equity market sentiment in Hong Kong and Australia;
- negative outlook on the iron ore sector globally and in particular, Australia; and
- inability of Wah Nam International to progress with the Projects and the required infrastructure facilities.

### **(n) Future acquisitions**

Following the Offer, Wah Nam International's directors intend to seek additional strategic acquisitions in order to realise their plan of being a developer of strategic mining assets in politically stable, mineral resource-rich countries. Any successful acquisition that is significant in size, may change the scale of Wah Nam International's business, and may expose Wah Nam International or the Combined Group to new geographic, political, operating, financial and geological risks. Further, acquisitions may also dilute ownership of accepting Brockman Resources Shareholders.

## **7.3 Mining industry risks**

### **(a) Metal prices**

The continuing success of the Damajianshan Mine and, accordingly, Wah Nam International's or the Combined Group's profitability will depend primarily on the future sales volumes and prices that Wah Nam International or the Combined Group obtains for sales of copper. Similarly, the future profitability of the Combined Group will also be dependent on the price of iron ore.

Prices for copper and iron ore are subject to fluctuation and are affected by a number of factors which are beyond the control of Wah Nam International. Such factors include, but are not limited to, interest rates, exchange rates, inflation or deflation, global and regional supply and demand, increased supply from new projects, expansion of existing operations, or substitution with alternative products in downstream markets, technological advancements, competitors that supply copper and iron ore reducing their prices, and the political and economic conditions of major copper and iron ore-producing and consuming countries throughout the world.

### **(b) Actual Ore Reserves and Mineral Resources may be lower than current estimates**

Wah Nam International, Brockman Resources and FerrAus report Mineral Resources and Ore Reserves in accordance with the JORC Code. Mineral Resource and Ore Reserve estimates are subject to independent third party review on at least a one year cycle. The methodology for estimating Ore Reserves may be updated over time and is reliant on certain assumptions being made. Declared Mineral Resources and Ore Reserves are best estimates that may change as new information becomes available. Consequently, Wah Nam International's, Brockman Resources' and FerrAus' Mineral Resources and Ore Reserves may be revised up or down. Actual Ore Reserves may not conform to geological, metallurgical or other expectations and the volume and grade of ore recovered may be below the estimated levels. Ore Reserve data is not indicative of the future results of operations. If Wah Nam International's or the Combined Group's actual Mineral Resources and Ore Reserves are less than current estimates, Wah Nam International's or the Combined Group's business, results of operations and financial condition may be materially and adversely affected.

### **(c) The Projects may not be completed as planned**

The business of the Combined Group will depend largely on the Marillana Project and/or the FerrAus Pilbara Project. The viability of a mineral deposit depends on a number of factors, including: the particular attributes of the deposit (such as size, grade and proximity to infrastructure), commodity prices (which are highly cyclical) and government regulations, including regulations relating to prices, taxes, royalties, land tenure, land use, importing and exporting of mineral resources and environmental protection.

The Projects may not be developed as planned. If the Combined Group is unable to develop the Projects into commercially working mines, the business, financial condition and results of operations may be materially and adversely affected.

The Projects are subject to technical risk in that they may not perform as projected. Increased development costs, lower output or higher operating costs may all combine to make the Project less profitable than expected at the time of the development decision, which would have a negative impact on the Combined Group's business and results of operations. No assurance can be given that the Combined Group will be adequately compensated by third party project design and construction companies (if not performed by the Combined Group directly) in the event that the Projects did not meet their expected design specification.

As with all exploration projects, there is a risk that the Projects cannot be converted to commercially viable mines, in part because actual costs from capital projects may exceed the original budgets. As a result of delays, cost overruns, changes in market circumstances or other reasons, the Combined Group may not be able to achieve the intended economic benefits or demonstrate the commercial feasibility of the Projects, which in turn may materially and adversely affect the Combined Group's business, results of operations and growth prospects.

#### **(d) Environment and other regulatory requirements**

The activities of operators in the copper and iron ore industries are subject to environmental regulations promulgated by government agencies from time to time. Environmental legislation generally provides for restrictions and prohibition on spills, releases or emissions of various substances produced in association with certain mining industry operations which would result in environmental pollution. Exploration and mining activities generally require permits from various governmental authorities and such operations are and will be governed by laws and regulations regarding prospecting, labour standards, occupational health, waste disposal, toxic substances, land use, environmental protection, safety and other matters.

There can be no assurance that compliance with these laws and regulations or changes thereto or the cost of rehabilitation of site operations or the failure to obtain necessary permits, approvals or prospecting or mining rights or successful challenges to the grant of such permits, approvals and rights will not adversely affect the results of operations or the financial condition of Wah Nam International or the Combined Group.

#### **(e) Health and safety**

The businesses of Wah Nam International, Brockman Resources and FerrAus are subject to strict health and safety laws and regulations. The Combined Group may become liable for past and current conduct of Wah Nam International, Brockman Resources and/or FerrAus which violates such laws and regulations. Penalties for breaching health and safety laws can be significant and include criminal penalties. Victims of workplace accidents may also commence civil proceedings against Wah Nam International or the Combined Group. These events might not be insured by Wah Nam International or the Combined Group or may be uninsurable.

In addition, any changes in health and safety laws and regulations may increase compliance costs for Wah Nam International or the Combined Group. Such an event would negatively impact the financial results of Wah Nam International or the Combined Group.

#### **(f) Mining operations have a finite life**

The key risks for mine closure include the long-term management of permanent engineered structures and acid rock drainage, the achievement of environmental closure standards, the orderly retrenchment of employees and contractors and the relinquishment of the site with associated permanent structures and community development infrastructure and programs to new owners. The successful completion of these tasks is dependent on the ability to successfully implement negotiated agreements with the relevant government, community and employees. The consequences of a difficult closure range from increased closure costs and handover delays to ongoing environmental impacts and corporate reputation damage if desired outcomes cannot be achieved, which could materially and adversely affect Wah Nam International's or the Combined Group's businesses and results of operations.

#### **(g) Personnel**

There is a risk that Wah Nam International may not be able to retain key technical and managerial personnel from Brockman Resources following the Offer. Considering the limited Australian mining experience of the Wah Nam International board and management, it will be heavily reliant on Brockman Resources' technical and management team. The inability to retain these key technical and managerial personnel may have an adverse impact on both the integration of the acquisition and the longer term performance of the Combined Group and especially Wah Nam International's ability to rapidly develop the Projects as is its current intention. To address this risk, Wah Nam Australia recently appointed Mr Warren Beckwith who has in-depth knowledge of the Australian mining industry. Further, Wah Nam International has identified two potential senior mining executives with strong Australian mining qualifications and experience with a view to recruiting them and strengthening Wah Nam International's management.

#### **(h) Litigation**

Wah Nam International or the Combined Group may be subject to litigation and other claims based on the conduct of Wah Nam International, Brockman Resources and/or FerrAus that occurred prior to the Offer or the FerrAus Offer.

Wah Nam Australia is not aware of any current material litigation.

#### **(i) Insurance**

Wah Nam International and the Combined Group will have various insurances covering its businesses. However, certain risks are not covered by insurance due to limitations or exclusions in insurance policies or because Wah Nam International or the Combined Group will have decided not to insure against certain risks because of high premiums or for other reasons. Mining accidents, cave-ins, business interruption, compensation claims, environmental effects, fires, floods, earthquakes and various other events may not be adequately covered by insurance. Such events, to the extent not covered by insurance, could significantly increase the costs of Wah Nam International or the Combined Group.

#### **(j) Competition**

Wah Nam International and the Combined Group may be subject to competition from other miners. Competitors include current miners and future entrants into the market. Other companies may have competitive advantages such as new technology and new production processes. Wah Nam International or the Combined Group may be unable to successfully compete and may suffer material adverse consequences such as loss of market share and customers and reduction in revenue.

### **(k) Counterparty risk**

There is a risk that contracts and other arrangements to which Wah Nam International or Brockman Resources are party and obtain a benefit (such as concentrate sales, currency and metal price hedging agreements) will not be performed by the relevant counterparties if those counterparties become insolvent or are otherwise unable to perform their obligations.

### **(l) Regulatory approval**

Wah Nam International and the Combined Group's exploration and mining activities are dependent upon the timely granting of appropriate licenses, permits and regulatory consents which may be granted for a defined period of time, or may not be granted or may be withdrawn subject to a regulatory process, or may be subject to statutory restrictions. Wah Nam International and the Combined Group will require numerous further licenses, permits and regulatory consent for the conduct of any new mining operations. There can be no assurance that such authorisations will be granted or renewed (as the case may be) or as to the terms of such grants or renewals.

The Department of Land and Resources of Yunnan Province issued the mining right certificate for the Damajianshan Mine to Luchun Xingtai in January 2005 which was renewed in 2007 for a period of 5 years. It will expire in September 2012. The directors of Wah Nam International have no reason to believe that Luchun Xingtai will not be able to renew the mining right with the relevant government authority at the appropriate time, however, renewal cannot be not guaranteed. Regulatory bodies in the PRC do not set down guidelines or offer guidance on their criteria for renewal and, therefore, there can be no certainty that the right will be renewed.

### **(m) Risk regarding native title in Australia**

Australia recognises a form of native title which reflects the rights, interests and entitlements of indigenous inhabitants to their traditional lands in circumstances where such title has not been extinguished. In respect of a land where native title has been registered, the applicant for an exploration or mining tenement over such piece of land has to negotiate with the party holding the native title with a view to reaching an agreement in respect of the granting of the tenement. If no agreement is reached within 6 months, any of the parties may apply to the National Native Title Tribunal for a determination as to whether the grant should be made, with or without conditions.

There is no assurance that the Combined Group will be able to reach agreement with parties holding native titles (if any further agreements are required) in respect of the Projects and the terms of these agreements may not be favourable to the Combined Group. In those circumstances, the prospects of the Combined Group may be adversely affected.

### **(n) Operational risk**

Wah Nam International and the Combined Group will face many operational risks, which include risk related to the geological structure of the mines and geological disasters that may occur during the mining process.

Additionally, Wah Nam International or the Combined Group may have to face catastrophic events such as fires, earthquakes, floods or other natural disasters.

Any unpredictable severe weather conditions may require Wah Nam International or the Combined Group to evacuate personnel or curtail activities due to natural disasters and may result in damage to its resources locations, which could result in temporary suspension of its operations. During periods of curtailed activity due to natural disasters or adverse weather conditions, Wah Nam International or the Combined Group may continue to incur operating expenses. Any damage to its resource locations could materially and adversely affect its business and operating results.

### **(o) Risks specific to the PRC**

In addition to exposure to the risks that are common to mining operators, Wah Nam International is also subject to the political and economic uncertainties associated with operating in the PRC. Whilst the mining regulatory environment is developing, it lacks clarity in a number of areas and is subject to interpretation, review and amendment.

## **7.4 Risks specific to the Damajianshan Mine**

### **(a) Current mining permit may provide lower Mineral Resources than current estimates**

Under the PRC laws, a mining permit has both horizontal limits and elevation limits. Luchun Xingtai holds a permit for a mining right of 3.6656 square kilometres with the elevation range for the mining permit from 680 metres to the current topographic surface.

As noted in the Independent Technical Report, a significant part of the currently defined mineral resources in the Damajianshan Mine is below the lower limit of the current mining permit. Luchun Xingtai has submitted applications to the relevant authorities in the PRC to adjust the lower limit of the mining permit to an elevation of 0 metres. It is yet to receive final approval on its applications.

Luchun Xingtai has obtained initial approval from the departments of land and resources at both Luchun County level and Honghe Prefecture level for the change of exploitation elevation from 680 metres to 350 metres. The change of exploitation elevation is subject to the final approval from Yunnan Provincial Department of Land and Resources.

Until the final approvals are obtained, the usable Mineral Resources of Damajianshan Mine may be lower than what is defined in the Mineral Resource Statement set out in Section 6.3 of the Independent Technical Report. All currently defined Mineral Resources and Ore Reserves are within the horizontal boundary of the mining permit.

### **(b) Environmental risks in relation to tailings storage facility**

Luchun Xingtai's operations involve the management of lead and arsenic which are environmentally hazardous. Lead is difficult to separate from copper concentrate and is therefore inherent in Luchun Xingtai's copper concentrate. Arsenic waste or tailings need to be carefully managed.

Luchun Xingtai needs to manage its tailings storage facility carefully to avoid any hazardous waste leakage. The current tailings storage facility is not at the location initially allocated by Luchun Xingtai when the Independent Technical Report was issued, as that initial location did not have sufficient tailings storage capacity for Luchun Xingtai's operation.

Luchun Xingtai has obtained all the necessary permits required, including but not limited to Temporary Permit for Discharge of Pollutants, the Permit for Occupation of Water and Soil Resources, the Processing Permit for Mineral Products and the Operating Permit for Mineral Products for its mine, processing plant and temporary tailing storage facility adjacent to the processing plant.

### **(c) Focus on further exploration while maintaining low production level**

Wah Nam International has adopted a strategy to conduct further exploration at the Damajianshan Mine. There is a risk, as is the case with all exploration, that the exploration may not be productive. As a result of the focus on exploration, Luchun Xingtai's production has been low compared to its capacity.

As a result of this emphasis on exploration, Luchun Xingtai may not be able to take advantage of the current favourable copper concentrate prices in the PRC. Alternatively, a promising result from the exploration may increase the value of Luchun Xingtai.

## **7.5 Risks specific to the limousine rental and airport shuttle bus services**

The business of limousine rental and airport shuttle bus services is directly correlated with the tourism and travel industries in Hong Kong and the PRC which in turn is directly influenced by economic conditions in the Hong Kong and PRC region in particular, and globally in general.

Any deterioration in economic conditions in the region will impact the revenue generation and profitability of the business. As an example, during the 2008 global financial crisis, the business experienced a decline in the number of passengers due to the slowdown in the tourism and travel industries in Hong Kong and PRC.

## **7.6 General risk factors**

In addition to the specific business risks above, there are a number of general risks associated with holding Wah Nam International Shares including, but not limited to, the following risks which may impact on the world economy, the operations or financial performance of Wah Nam International or the Combined Group, the market for its products or the price of Wah Nam International Shares:

- changes to government, legislation, regulations and policy; including taxation laws and policies, accounting laws, policies, standards and practices and fiscal, monetary and regulatory policies;
- the condition of the Australian and overseas economies; including the aggregate investment being undertaken and economic output occurring in those economies, inflation and interest rates and the prices of products which are inputs used in the operations of Wah Nam International or the Combined Group;
- investor sentiment, local and international stock market conditions, adverse industry publicity and recommendations by brokers and analysts;
- global geo-political events, hostilities and acts of terrorism; and
- the introduction of the Minerals Resource Rent Tax. The Australian Commonwealth Government announced on 2 July 2010 that it intends to introduce a MRRT which would be applicable from 1 July 2012, payable at the rate of 30% on profits made from the exploitation of a limited number of Australia's non-renewable resources. As currently proposed, the MRRT would extend to iron ore and coal mining activities. Whilst this is the current proposal, further details concerning the MRRT remain uncertain and the tax may be expanded to include profits from additional resources and the rate increased, although Wah Nam Australia is not aware of any proposed amendments to the current proposal at this time.

The Australian Commonwealth Government has formed a Policy Transition Group to analyse and review the technical issues surrounding the MRRT. The Policy Transition Group has been consulting directly with industry members with a view to finalising the MRRT. The full extent to which the MRRT may impact on Wah Nam International and/or its operations is therefore yet to be determined.

# 8. Wah Nam Australia's Intentions

## 8.1 Approach

This Section 8 sets out the intentions of Wah Nam Australia on the basis of the facts and information concerning Brockman Resources and the existing circumstances affecting the business of Brockman Resources which are known to Wah Nam Australia at the time of preparation of this Bidder's Statement in relation to the following:

- the continuation of the business of Brockman Resources;
- any major changes to be made to the business of Brockman Resources, including any redeployment of fixed assets of Brockman Resources; and
- the future employment of the present employees of Brockman Resources.

## 8.2 Review

Wah Nam Australia and its advisers have reviewed information publicly released by Brockman Resources regarding its current activities and its plans for the future. However, Wah Nam Australia does not currently have knowledge of all material information, facts and circumstances that are necessary to assess the operational, commercial, taxation and financial implications of its current intentions. Consequently, final decisions on these matters have not been made.

Following the close of the Offer, Wah Nam Australia intends to conduct a review of the operations, assets, structure and employees of Brockman Resources in light of that information to identify:

- business opportunities and areas of revenue generation which may provide overall strategic operational benefit;
- areas of costs saving which may provide overall strategic and operational benefit; and
- any business or businesses which do not fit into the strategic plan for Brockman Resources and to evaluate the best and most appropriate way of organising such business or businesses.

Final decisions will only be reached after that review and in light of all material facts and circumstances.

As such, statements set out in this Section 8 are statements of current intention only which may change as new information becomes available or circumstances change. The statements in this Section 8 should be read in this context.

## 8.3 Intentions upon acquisition of 90% or more of Brockman Resources

If Wah Nam Australia is successful in gaining 90% or more interest in Brockman Resources through acceptances of the Offer, and if entitled to do so, Wah Nam Australia intends to proceed with the compulsory acquisition of any Brockman Resources Shares not acquired under the Offer and any other Brockman Resources securities on issue which it is entitled to compulsorily acquire in accordance with the Corporations Act.

### (a) Compulsory acquisition

If it becomes entitled to do so under the Corporations Act, Wah Nam Australia will:

- give notices to compulsorily acquire any outstanding Brockman Resources Shares in accordance with section 661B of the Corporations Act; or
- if necessary, give notices to compulsorily acquire any outstanding Brockman Resources Shares in accordance with section 664C of the Corporations Act.

If it is required to do so under section 662A and section 663A of the Corporations Act, Wah Nam Australia intends to give notices to Brockman Resources Shareholders and option holders offering to acquire all outstanding Brockman Resources Shares and options, in accordance with sections 662B and 663B (respectively) of the Corporations Act.

### **(b) Directors and corporate structure**

Wah Nam Australia may appoint its own nominees to join the Brockman Resources board but has the intention to keep some, or possibly all, of the members of the Brockman Resources board and the board of directors of any company in respect of which Brockman Resources has nominee directors.

In addition, Wah Nam International intends to invite some of the Brockman Resources board members and key management to join the Wah Nam International board.

### **(c) ASX Listing**

As part of the compulsory acquisition process, Wah Nam Australia will arrange for Brockman Resources to be removed from the Official List of the ASX in accordance with the requirements of the ASX.

### **(d) Brockman Resources' operations and assets**

Wah Nam Australia's current intention is to continue the operation of Brockman Resources' existing business and in particular to focus on the rapid development of the Marillana Project. Although not finalised at this time, Wah Nam Australia's focus is likely to include:

- completing the bankable feasibility study on the Marillana Project;
- progressing the NWIOA Port definitive feasibility study;
- negotiating rail agreements necessary to support the Marillana Project;
- procuring funds (either debt or equity) for the capital expenditure required for the development of the Marillana Project;
- targeting the development of the Marillana Project to achieve first production (with a production rate of 17 million tonnes per annum) as soon as practicable; and
- assessing Brockman Resource's assets to determine the prospectivity of exploration potential and determining how best to assign resources to undertake such exploration.

### **(e) Employees**

Wah Nam Australia does not intend to make significant changes to Brockman Resources management or operational activities. Employment decisions will be made in the context of the expected growth of the Wah Nam International - Brockman Resources Group, particularly to support the development of the Marillana Project.

### **(f) Ongoing Management**

Wah Nam Australia will, after the end of the Offer Period and in the ordinary course of managing Brockman Resources' existing business, conduct a general review of the operations, assets, appropriate capital structure (including surplus cash) and employees.

## **8.4 Intentions upon ownership of less than 90% of Brockman Resources but gaining effective control of Brockman Resources**

Set out below are Wah Nam Australia's intentions if it were to close the Offer without becoming entitled to compulsorily acquire the outstanding Brockman Resources Shares but, by virtue of acceptance of the Offer, Wah Nam Australia was to gain effective control (but not 100%) of Brockman Resources.

In this situation Brockman Resources Shareholders should be aware that, if they do not accept the Offer, they may become a "locked-in" minority at the expiration of the Offer Period.

### **(a) ASX Listing**

Subject to maintaining a sufficient spread of Brockman Resources Shareholders, Wah Nam Australia intends to retain the listing of Brockman Resources on the ASX.

### **(b) Brockman Resources Board**

Wah Nam Australia may appoint its own nominee(s) to join the Brockman Resources board, but has the intention to keep some, or possibly all, of the members of the Brockman Resources board and of the board of directors of any company in respect of which Brockman Resources has nominees.

If Wah Nam Australia's nominees are appointed to the Brockman Resources board, it is Wah Nam Australia's intention that these nominees will seek to implement the intentions set out in Section 8.3. It should be noted that Wah Nam Australia expects that each of its nominees to the Brockman Resources board will exercise their own independent judgement and skill when it comes to the operational, financial and business decisions relating to Brockman Resources. Wah Nam Australia's only influence will be through its position as a shareholder in Brockman Resources.

In addition, Wah Nam International intends to invite some of the Brockman Resources board members and key management to join the Wah Nam International board.

### **(c) Review and general intentions**

Wah Nam Australia, through its nominees on the Brockman Resources board, is likely to propose that Brockman Resources implement a general review of operations, assets, appropriate capital structure (including surplus cash) and employees referred to in Section 8.2, with the aim of implementing, to the maximum extent possible and appropriate, the intentions detailed in Section 8.3 (subject to an assessment of the relevant benefits to each of Wah Nam Australia and Brockman Resources).

### **(d) Financing**

Wah Nam Australia, through its nominees on the Brockman Resources board, will participate in the board deliberations and decision making on the funding requirements for the Marillana Project and for Brockman Resources generally. The funding alternatives may include debt, equity or a combination of both.

In the event of any debt fundraising by Brockman Resources, Wah Nam Australia will use its reasonable endeavours to assist Brockman Resources in procuring funds required for the short and long term development of its projects.

In the event of any equity fundraising by Brockman Resources, it is Wah Nam Australia's current intention to participate in the fundraising, if the fundraising is by way of placement, by subscribing for shares or, if the fundraising is by way of a rights issue, by taking up its rights and offering to act as underwriter or sub-underwriter to the issue.

### **(e) Limitation on intentions**

The implementation of Wah Nam Australia's intentions in the event of less than 100% ownership of Brockman Resources, including the general review in Section 8.2, will be subject to the Corporations Act, the ASX Listing Rules, the Brockman Resources constitution and the obligations of Brockman Resources' directors to act in the best interests of Brockman Resources and all Brockman Resources Shareholders.

In particular, if Wah Nam Australia obtains control (but not 100%) of Brockman Resources, the related party provisions of the Corporations Act (and the ASX Listing Rules) will apply.

Wah Nam Australia will only make a decision on its courses of action in these circumstances after it receives appropriate legal and financial advice on such matters, where required, including in relation to any requirements for Brockman Resources Shareholder approval.

## **8.5 Intentions upon ownership of less than 90% of Brockman Resources but not gaining effective control of Brockman Resources**

This Section sets out Wah Nam Australia's current intentions if Wah Nam Australia does not gain effective control of Brockman Resources and it is not entitled to compulsorily acquire the outstanding Brockman Resources Shares.

If Wah Nam Australia does not acquire effective control of Brockman Resources as a result of the Offer, it is Wah Nam Australia's current intention to maximise value from its investment in Brockman Resources by any means available. Such means may include (but would not be limited to) further acquisitions of Brockman Resources Shares including acquisitions of Brockman Resources Shares by way of creep under item 9 of section 611 of the Corporations Act, or divestment of all or part of its investment in Brockman Resources.

While Wah Nam Australia has a Relevant Interest in 22.63% of Brockman Resources, it does not currently have any nominees on the Brockman Resources board. Depending on the result of the Offer, Wah Nam Australia may seek to obtain representation on the Brockman Resources board of directors.

It is important to note that if Wah Nam Australia does not acquire effective control of Brockman Resources, it will have little input on the financing decisions of Brockman Resources. Therefore, it is likely that current Brockman Resources Shareholders will be diluted as and when equity capital is raised to fund the development of Brockman Resources' assets. Wah Nam Australia may not assist Brockman Resources in securing the significant debt funding that will be required to develop the Marillana Project.

## **8.6 Intentions upon acquisition of 90% or more of Brockman Resources and acquisition of 90% or more of FerrAus**

If Wah Nam Australia is successful in gaining 90% or more interest in Brockman Resources through acceptances of the Offer and in gaining 90% or more interest in FerrAus through acceptances of the FerrAus Offer, it intends to carry out its intentions as set out in Section 8.3 of this Bidder's Statement with respect to Brockman Resources and the equivalent section of the FerrAus Bidder's Statement with respect to FerrAus, including:

### **(a) Compulsory acquisition**

If entitled to do so, Wah Nam Australia intends to proceed with the compulsory acquisition as set out in paragraph 8.3(a) in this Bidder's Statement with respect to Brockman Resources and as set out in paragraph 8.3(a) in the FerrAus Bidder's Statement with respect to FerrAus.

### **(b) Directors and corporate structure**

Wah Nam Australia may appoint its own nominee(s) to join Brockman Resources' board and/or FerrAus' board but has the intention to keep some, or possibly all, of the members of Brockman Resources' and FerrAus' boards, and the board of directors of any company in respect of which Brockman Resources and/or FerrAus has nominee directors.

In addition, Wah Nam International intends to invite some of the Brockman Resources and FerrAus board members and key management to join the Wah Nam International board.

### **(c) ASX Listing**

As part of the compulsory acquisition process, Wah Nam Australia will arrange for Brockman Resources and FerrAus to be removed from the Official List of the ASX in accordance with the requirements of the ASX.

### **(d) Brockman Resources' and FerrAus' Operations and Assets**

Wah Nam Australia's current intention is to continue the operation of both Brockman Resources' and FerrAus' existing businesses and, in particular, to focus on the rapid and concurrent development of the Marillana Project and the FerrAus Pilbara Project. Although not finalised at this time, Wah Nam Australia's focus is likely to include:

- commencing and completing the bankable feasibility study on the Marillana Project;
- completing a definitive feasibility study on the FerrAus Pilbara Project;
- negotiating rail agreements necessary to support the Marillana and FerrAus Pilbara Projects as well as studying the viability of an independent, 'end-to-end' rail line shared by the two projects;
- progressing the NWIOA Port definitive feasibility study;
- on completion of the feasibility studies, proceeding to secure the development capital and/or project finance required to develop the Marillana and FerrAus Pilbara Projects and related infrastructure;
- targeting the concurrent development of the Marillana Project and the FerrAus Pilbara Project to achieve first production as soon as practicable with a combined forecast production rate of 32 million tonnes per annum; and
- assessing the Wah Nam International - Brockman Resources - FerrAus Group's assets to determine the prospectivity of exploration potential and determining how best to assign resources to undertake such exploration.

### **(e) Employees**

Wah Nam Australia does not intend to make significant changes to Brockman Resources' or FerrAus' management or operational activities. Employment decisions will be made in the context of the expected growth of the Wah Nam International - Brockman Resources - FerrAus Group, particularly to support the development of the Marillana Project and the FerrAus Pilbara Project.

### **(f) Ongoing Management**

Wah Nam Australia will, after the end of the Offer Period and the FerrAus Offer Period, in the ordinary course of managing the Wah Nam International - Brockman Resources - FerrAus Group's existing businesses, conduct a general review of the operations, assets, appropriate capital structure (including surplus cash) and employees of the Wah Nam International - Brockman Resources - FerrAus Group.

## **8.7 Intentions upon acquisition of 90% or more of FerrAus but not gaining effective control of Brockman Resources**

If the minimum acceptance condition is waived and Wah Nam Australia is unsuccessful in gaining 50% of Brockman Resources through acceptances of the Offer but does gain 90% or more in FerrAus through acceptances of the FerrAus Offer, Wah Nam Australia intends to carry out its intentions as set out in Section 8.5 of this Bidder's Statement with respect to Brockman Resources and Section 8.3 of the FerrAus Bidder's Statement with respect to FerrAus. Wah Nam Australia's intentions with respect to FerrAus include the following:

### **(a) Compulsory acquisition**

If it becomes entitled to do so under the Corporations Act, Wah Nam Australia will:

- give notices to compulsorily acquire any outstanding FerrAus Shares in accordance with section 661B of the Corporations Act; or
- if necessary, give notices to compulsorily acquire any outstanding FerrAus Shares in accordance with section 664C of the Corporations Act.

If it is required to do so under section 662A and section 663A of the Corporations Act, Wah Nam Australia intends to give notices to FerrAus Shareholders and option holders offering to acquire all outstanding FerrAus Shares and options, in accordance with sections 662B and 663B (respectively) of the Corporations Act.

### **(b) Directors and corporate structure**

Wah Nam Australia may appoint its own nominees to join FerrAus' board but has the intention to keep some, or possibly all, of the members of FerrAus' board and the board of directors of any company in respect of which FerrAus has nominee directors.

In addition, Wah Nam International intends to invite some of the FerrAus board members and key management to join the Wah Nam International board.

### **(c) ASX Listing**

As part of the compulsory acquisition process, Wah Nam Australia will arrange for FerrAus to be removed from the Official List of the ASX in accordance with the requirements of the ASX.

### **(d) FerrAus' operations and assets**

Wah Nam Australia's current intention is to continue the operation of FerrAus' existing business and in particular to focus on the rapid development of the FerrAus Pilbara Project. Although not finalised at this time, Wah Nam Australia's focus is likely to include:

- completing a definitive feasibility study on the FerrAus Pilbara Project;
- progressing the NWIOA Port definitive feasibility study;
- negotiating rail agreements necessary to support the FerrAus Pilbara Project;
- on completion of the definitive feasibility studies, proceeding to secure the development capital and/or project finance required to develop the FerrAus Pilbara Project and related infrastructure;
- targeting the development of the FerrAus Pilbara Project to achieve first production (with a production rate of 15 million tonnes per annum) as soon as practicable;
- assessing FerrAus' assets to determine the prospectivity of exploration potential and determining how best to assign resources to undertake such exploration; and
- studying the viability of an independent, 'end-to-end' rail line.

### **(e) Employees**

Wah Nam Australia does not intend to make significant changes to FerrAus' management or operational activities. Employment decisions will be made in the context of the expected growth of the Wah Nam International - FerrAus Group, particularly to support the development of the FerrAus Pilbara Project.

### **(f) Ongoing Management**

Wah Nam Australia will, after the end of the FerrAus Offer Period, and in the ordinary course of managing FerrAus' existing businesses, conduct a general review of the operations, assets, appropriate capital structure (including surplus cash) and employees.

## **8.8 Other intentions**

Other than as set out in this Section 8, it is the present intention of Wah Nam Australia to procure that Brockman Resources will:

- generally continue the business of Brockman Resources;
- not make any major changes to the business of Brockman Resources nor redeploy any of the fixed assets of Brockman Resources;
- not redeploy any of the fixed assets of Brockman Resources; and
- continue the employment of Brockman Resources' present employees.

## **8.9 Limitations on intentions**

The intentions and statements of future conduct set out in this Section 8 must be read as being subject to:

- Brockman Resources' Constitution, the law (including the Corporations Act) and the ASX Listing Rules, including the requirements of the Corporations Act and the ASX Listing Rules in relation to conflicts of interest and Related Party transactions given that, if Wah Nam Australia obtains control of Brockman Resources but does not acquire all of the Brockman Resources Shares, it will be treated as a Related Party of Brockman Resources for these purposes;
- the legal obligation of the Brockman Resources directors at the time, including any nominees of Wah Nam Australia, to act in good faith in the best interest of Brockman Resources and for the proper purposes and to have regard to the interests of Brockman Resources Shareholders; and
- the outcome of reviews referred to in Section 8.2 and paragraphs 8.3(f), 8.4(c) and 8.6(f).

# 9. Australian Taxation Considerations

## 9.1 Introduction

This section provides a general summary of the Australian income tax consequences for Australian tax resident individuals that become Wah Nam International Shareholders as a result of accepting the Offer. Non-resident investors and investors holding their Brockman Resources Shares through a company, superannuation fund, partnership or trust should seek independent professional advice regarding the implications of accepting the Offer.

The summary set out below is based on existing law at the time of writing and does not take into account or anticipate changes in law (by legislation or judicial decision). In addition, the outline is not exhaustive of all income tax considerations that could apply in all circumstances of any given Brockman Resources Shareholder.

The comments are intended as a general guide to the Australian tax implications only. They should not be a substitute for advice from an appropriate professional adviser. All Brockman Resources Shareholders are strongly advised to obtain their own professional advice on the tax implications based on their own specific circumstances.

The comments do not apply to Brockman Resources Shareholders who are not resident of Australia for tax purposes. Any Brockman Resources Shareholders who are not residents of Australia for income tax purposes should seek their own independent taxation advice. Non-residents may be subject to tax in Australia on the disposal of their Brockman Resources Shares in certain circumstances.

The comments do not apply to shareholders who hold their shares on revenue account. Broadly, Brockman Resources Shareholders who trade their Brockman Resources Shares in the ordinary course of their business or who purchased their Brockman Resources Shares for speculative purposes with the intention of selling them at a profit rather than holding them longer term to earn future dividends may hold their Brockman Resources Shares on revenue account.

Further, special tax rules may apply to Brockman Resources Shareholders who have acquired or acquire their Brockman Resources Shares under employee share schemes, including rules imposing a charge to Australian income tax. Any Brockman Resources Shareholders who have acquired their shares in this way should seek their own independent taxation advice.

## 9.2 Australian resident individual shareholders

Brockman Resources Shareholders should consider the impact of the Australian CGT rules on the disposal of their Shares.

The time of recognition of the disposal for CGT purposes is relevant to the calculation of any capital gain or loss and to the income year in which such a gain or loss must be recorded in an income tax return. The time of recognition of the disposal is based on when the contract for disposal is entered into. The time at which a contract is entered into depends upon when a Brockman Resources Shareholder accepts the Offer and when the Offer becomes unconditional. If a Brockman Resources Shareholder accepts the Offer before the Offer becomes unconditional, the time of recognition of the disposal will be the date the Offer becomes unconditional. If a Brockman Resources Shareholder accepts the Offer on or after the Offer becomes unconditional, the time of recognition of the disposal will be the date the Brockman Resources Shareholder accepts the Offer.

Subject to the potential availability of CGT rollover relief discussed below, Brockman Resources Shareholders will derive a capital gain if the value of the Offer Consideration is greater than the CGT cost base of their respective Brockman Resources Shares. Very broadly, the amount of any capital gain liable to Australian tax will be the amount by which the market value of Wah Nam International Shares at the time of recognition of the disposal exceeds the CGT cost base of the Brockman Resources Shares.

Brockman Resources Shareholders will incur a capital loss if the value of the Wah Nam International Shares received is less than the CGT reduced cost base of their Brockman Resources Shares. Such a capital loss may be used to offset a capital gain made in the same income year or in a future income year. A capital loss may not be used to offset ordinary assessable income.

If a Brockman Resources Shareholder will otherwise derive a capital gain on the disposal of their Brockman Resources Shares and their Brockman Resources Shares were acquired on or after 20 September 1985, they may in some circumstances choose to apply the scrip-for scrip-CGT rollover rules with regard to the Offer Consideration. There are several conditions for scrip-for scrip CGT rollover relief which need to be satisfied and it is not possible to state at the time of writing and before the outcome of the Offer is known whether all of these conditions will be satisfied. If all the required conditions are met, Brockman Resources Shareholders may choose for the CGT rollover to apply thereby deferring any capital gain arising as a result of Brockman Resources Shareholders disposing of their Brockman Resources Shares.

Very broadly, in order for a Brockman Resources Shareholder to be able to choose to apply the rollover rules, this transaction must result in Wah Nam Australia becoming the owner of at least 80% of the ordinary shares in Brockman Resources. This 80% threshold may include Brockman Resources Shares already held by Wah Nam Australia.

As a consequence of choosing to apply the scrip-for-scrip rollover rules, Wah Nam International Shares received by Brockman Resources Shareholders should have a cost base equal to the cost base of the original Brockman Resources Shares. It is important to note that Brockman Resources Shareholders' cost base of the Wah Nam International Shares will be relevant in working out any future Australian CGT liability on the subsequent disposal of the Wah Nam International Shares.

The choice to apply the rollover rules must be made before the Brockman Resources Shareholder lodges the income tax return for the income tax year in which the Shares are disposed of.

If the Brockman Resources Shareholder chooses not to apply CGT scrip-for-scrip rollover or if CGT scrip-for-scrip rollover is unavailable, then a CGT discount may be available. Very broadly, a CGT discount is available if the Brockman Resources Shareholder is an Australian resident individual and has held his or her Brockman Resources Shares for more than 12 months. If available, in respect of individuals the CGT discount will reduce the net capital gain by 50%.

If the Brockman Resources Shareholder chooses not to apply CGT scrip-for-scrip rollover or if CGT scrip-for-scrip rollover is unavailable then the cost base of the acquired Wah Nam International Shares will be equal to the Wah Nam International Shares' market value at the time of recognition of the disposal of the relevant Brockman Resources Shares.

For the purposes of determining any entitlement to a discount on an otherwise assessable capital gain arising on a subsequent dealing in Wah Nam International Shares, Brockman Resources Shareholders that choose to apply the rollover rules will be taken to have acquired their Wah Nam International Shares at the time they acquired their original Brockman Resources Shares.

### **9.3 Dividends received from Wah Nam International**

Any dividends paid by Wah Nam International will not be franked. Broadly this means that any dividends paid on Wah Nam International Shares will be fully taxable to Brockman Resources Shareholders with no franking tax offset available.

### **9.4 Stamp duty and GST**

Brockman Resources Shareholders who dispose of their shares are not anticipated to incur Australian stamp duty in respect of the acquisition of Wah Nam International Shares.

Brockman Resources Shareholders are not anticipated to be subject to GST in respect of their disposal.

# 10. Independent Technical Report

# BEHRE DOLBEAR

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May 27, 2010

The Board of Directors  
Wan Nam International Holdings Limited  
Suite 3906 Far Finance Center  
16 Harcourt Road  
Admiralty, Hong Kong

**Re: Behre Dolbear Project 10-054, Status Update Letter for Wah Nam International's Damajianshan Copper-Polymetallic Mine in Luchun County, Yunnan Province of China**

Gentlemen,

Behre Dolbear Asia, Inc. ("BDASIA") conducted an independent technical review and completed an independent technical report ("ITR") for the Damajianshan copper-polymetallic mine (the "Damajianshan Mine") in Luchun County, Yunnan Province of the People's Republic of China ("PRC" or "China") on June 30, 2008 to support the acquisition of a 90% interest of the Damajianshan Mine by Wah Nam International Holdings Limited (the "Company"), a company listed on the Stock Exchange of Hong Kong Limited ("SEHK"). The acquisition was successfully completed in 2008. Now, the Company is planning to make takeover bids for two Australian companies and to apply to be listed on the Australian Securities Exchange ("ASX"). The ASX has reviewed the June 30, 2008 BDASIA ITR for the Damajianshan Mine and has informed the Company that the June 30, 2008 BDASIA ITR can be used to support the Company's ASX listing application, provided that a status update letter from BDASIA for the activities on the Damajianshan Mine since the BDASIA ITR is supplied. This BDASIA status update letter is provided to the Company for this stated purpose. BDASIA's Project Manager, Project Geologist and Competent Person for the June 30, 2008 ITR, Dr. Qingping Deng, Ph.D., CPG, conducted a site visit to the Damajianshan Mine from March 26 to 27, 2010 and discussed the activities that have been conducted by the Company since 2008 with the Company's management and technical staff.

The Damajianshan Mine is a copper-polymetallic underground mining operation with significant copper, arsenic, lead, and silver mineral resources and ore reserves. The mine was expanding from a production capacity of approximately 300 tonnes per day ("tpd") to 1,300 tpd, or 429,000 tonnes per annum ("tpa") based on a 330 working days per annum when BDASIA was conducting the independent technical review in early 2008. The operation would use underground mining and flotation processing methods to produce copper, lead and arsenic concentrates. Significant amounts of silver would be recovered in both the copper and lead concentrates; however, the mineralized system was not well defined when BDASIA reviewed the property in 2008 as it consists of higher-grade, structure-controlled, massive sulfide-quartz veins which are generally a few meters wide and the much-wider, but lower-grade, pervasively silicified and mineralized slates adjacent to the sulfide-quartz veins. The mineral resources and ore reserves defined in the 2008 BDASIA ITR were generally from the higher-grade zones as only limited samples were taken from the surrounding lower-grade zones. The lower-grade zones were also of economic interest at the conditions at that time and could be mined together with the higher-grade zones. If that is proved by systematic exploration work, the mining method to be utilized and production scale of the mine could be significantly different. Therefore, BDASIA recommended that the Company conduct additional exploration for the Damajianshan deposit before resuming expanded mining activities.

The Company took BDASIA's recommendations and concentrated its effort on exploration since the 2008 BDASIA review. However, due to the 2008-2009 financial crises, funding was reduced and only limited exploration work was completed in 2008 and 2009. The Company has recently re-focused on the exploration activities at the property, but it is expected that it will take at least another two years to complete the exploration work. It should be noted that the Company's resampling in the higher-grade zones in the deposit have identified the local presence of scheelite and molybdenite in the mineralized system. The significance of these newly-identified minerals will also be determined by the exploration work in the next two years.

In general, no formal mining was conducted at the Damajianshan Mine in 2008 and 2009. Only limited development ore produced from exploration adits was processed by the mill. The Company's records show that a total of 86,468 tonnes ("t") of ore with an average copper grade of 0.545% were processed and 1,816 t of copper concentrates with an average copper grade of 23.13% were produced in 2008, resulting in a copper processing recovery of approximately 89.1%; in 2009, a total of 50,707 t of ore with an average copper grade of 0.77% were processed and 1,242 t of copper concentrates with an average copper grade of 25.86% were produced, resulting in a copper processing recovery of approximately 82.3%.

At the 2008 BDASIA review of the Damajianshan Mine, the Company was planning to construct a new tailings storage facility ("TSF") in a river valley approximately 1.2 kilometers west of the mill site. This plan was changed for various reasons, and the company is now actively discussing the selection of a new site at which to construct the TSF with the local government. The limited tailings produced since 2008 were stored in a small TSF next to the current mill site. A local businessman has a contract with the Company to purchase all the tailings in the small TSF for making bricks and other construction materials. As the Company will focus its effort on exploration, the new TSF construction is not urgently needed at this stage.

Based on BDASIA's site visit and information review of the Damajianshan Mine, BDASIA believes that no material changes or upgrades occurred in the mineral resources and ore reserves for the Damajianshan Mine as they were stated in the June 30, 2008 BDASIA ITR. It is BDASIA's opinion that the on-going exploration work is likely to significantly increase the mineral resources and ore reserves on the property.

BDASIA is independent of Wah Nam International and the Damajianshan Mine. Neither BDASIA nor any of its employees or associates involved in this project holds any share or has any direct or indirect pecuniary or contingent interests of any kind in Wah Nam International or the Damajianshan Mine. BDASIA is to receive a fee for its services at its normal commercial rate and customary payment schedules. The payment of our professional fee is not contingent on the outcome of this status update letter.

Yours faithfully,

**BEHRE DOLBEAR ASIA, INC.**



**Qingping Deng, Ph.D. CPG**  
**President**

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## BEHRE DOLBEAR

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June 30, 2008

The Board of Directors  
Wan Nam International Holdings Limited  
Suite 3906 Far Finance Center  
16 Harcourt Road  
Admiralty, Hong Kong

Gentlemen,

Behre Dolbear Asia, Inc. ("BDASIA"), a subsidiary of Behre Dolbear & Company, Inc. ("Behre Dolbear"), herewith submits a report on the Independent Technical Review of the Damajianshan Copper Polymetallic Mine (the "Damajianshan Mine") of Luchun Xingtai Mining Company Limited ("Luchun Xingtai"), Luchun County, Yunnan Province, The People's Republic of China. The address for BDASIA is noted above. This letter of transmittal is part of the report.

The review covers the Damajianshan Mine in detail, which is 100% owned by Luchun Xingtai. The Damajianshan Mine constitutes the primary mining assets of Luchun Xingtai. BDASIA visited the Damajianshan Mine in February 2008. Luchun Xingtai is a Sino-foreign joint venture 90%-owned by Smart Year Investment Limited ("Smart Year"), a company incorporated in the British Virgin Islands, and 10% owned by a private Chinese company.

The purpose of this report is to provide an independent technical assessment of Luchun Xingtai's Damajianshan Mine in relation to the acquisition (the "Acquisition") of a 100% interest in Smart Year by Wah Nam International Holdings Limited ("Wah Nam International" or the "Company"), a company whose shares are listed on The Stock Exchange of Hong Kong Limited ("SEHK"). This technical report has been prepared in accordance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited ("Listing Rules"), in particular, Chapter 18. The reporting standard adopted by this report is the VALMIN Code and Guidelines for Technical Assessment and Valuation of Mineral Assets and Mineral Securities for Independent Expert Reports as adopted by the Australasian Institute of Mining and Metallurgy in 1995 and updated in 2005. Mineral resources and ore reserves defined at each property have been reviewed for conformity with the Australasian Code for Reporting Exploration Results, Mineral Resources and Ore Reserves (the "JORC Code") prepared by the Joint Ore Reserve Committee of the Australasian Institute of Mining and Metallurgy, Australian Institute of Geoscientists and Minerals Council of Australia in 1999 and revised in 2004.

The evidence upon which the estimated mineral resources and ore reserves are based includes the deposit geology, drilling and sampling information and project economics. The basis upon which BDASIA forms its view on the mineral resource and ore reserve estimates includes the site visit of BDASIA's professionals to the subject mining property, interviews with Luchun Xingtai's site personnel and consultants, and analysis of the drilling and sampling database, procedures and parameters used for the estimates.

The BDASIA project team consisted of senior-level mining professionals from Behre Dolbear's Denver office in the United States, London office in the United Kingdom, Sydney office in Australia and Toronto office in Canada. The scope of work conducted by BDASIA included site visit to the Damajianshan Mine, technical analysis of the project

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geology, mineral resource and ore reserve estimates, and review of project mining, processing, production, environment, occupational health and safety, operating costs, and capital costs.

BDASIA has not undertaken an audit of Luchun Xingtai's data, re-estimated the mineral resources, or reviewed the tenement status with respect to any legal or statutory issues.

BDASIA's report comprises an Introduction, followed by reviews of the technical aspects of Geology, Mineral Resources and Ore Reserves, Mining, Processing, Production, Operating and Capital Costs, Environmental, Occupational Health and Safety issues, and a Risk Analysis of the mining property. We trust that the report adequately and appropriately describes the technical aspects of the projects and addresses issues of significance and risk.

BDASIA is independent of Wah Nam International, Smart Year, Luchun Xingtai and the Damajianshan Mine. Neither BDASIA nor any of its employees or associates involved in this project holds any share or has any direct or indirect pecuniary or contingent interests of any kind in Wah Nam International, Smart Year, Luchun Xingtai or the Damajianshan Mine. BDASIA is to receive a fee for its services (the work product of which includes this report) at its normal commercial rate and customary payment schedules. The payment of our professional fee is not contingent on the outcome of this report.

This report documents the findings of BDASIA's review of the Damajianshan Mine completed to the date of this transmittal letter. The sole purpose of this report is for the use of the Directors of Wah Nam International and their financial advisors for inclusion in circular of Wah Nam International to its shareholders in relation to the Acquisition and should not be used or relied upon for any other purpose. Neither the whole nor any part of this report nor any reference thereto may be included in or with or attached to any document or used for any other purpose, without BDASIA's written consent to the form and context in which it appears. BDASIA consents to the inclusion of this report in the circular of Wah Nam International to its shareholders in relation to the Acquisition.

Yours faithfully,

**BEHRE DOLBEAR ASIA, INC.**



**Qingping Deng**  
President

Behre Dolbear Project 08-003

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## 1.0 INTRODUCTION

Wah Nam International Holdings Limited (“Wah Nam International” or the “Company”) is a company listed on The Stock Exchange of Hong Kong Limited (“SEHK”). Wah Nam International is proposing to acquire (the “Acquisition”) a 100% interest in Smart Year Investment Limited (“Smart Year”), a company incorporated in the British Virgin Islands (“BVI”), which owns a 90% interest of Luchun Xingtai Mining Company Limited (“Luchun Xingtai”), a Sino-foreign joint venture company registered in Yunnan Province of the People’s Republic of China (“PRC” or “China”). The remaining 10% interest of Luchun Xingtai is owned by a private Chinese company.

Luchun Xingtai has a 100% interest in the Damajianshan copper polymetallic mine (the “Damajianshan Mine”) located in Luchun County, Yunnan Province, near the border between China and Vietnam (Figure 1.1). The Damajianshan Mine is currently under expansion from a production capacity of 300 tonnes per day (“tpd”) to 1,300 tpd, or 429,000 tonnes per annum (“tpa”) based on a 330 working days per annum. The operation will use underground mining and flotation processing methods to produce copper, lead and arsenic concentrates. Significant amounts of silver will be recovered in both the copper and lead concentrates. BDASIA believes that further expansion of the production capacity can be supported by the project mineral resource basis and significant exploration potential.

The Board of Directors of Wah Nam International engaged Behre Dolbear Asia, Inc. (“BDASIA”), a subsidiary of Behre Dolbear & Company, Inc. (“Behre Dolbear”), as their independent technical advisor to undertake an independent technical review of the Damajianshan Mine and to prepare an independent technical report in connection with the Wah Nam International acquisition. This BDASIA report is intended to be included in the circular of Wah Nam International to its shareholders in relation to the Acquisition.

BDASIA’s project team for this technical review consists of senior-level professionals from Behre Dolbear’s Denver office in the United States, London office in the United Kingdom, Sydney office in Australia and Toronto office in Canada. Behre Dolbear personnel contributing to the study and to this technical report include:

- ◆ **Dr. Qingping Deng**, President of BDASIA and Global Director of Ore Reserves and Mine Planning for Behre Dolbear, was BDASIA’s **Project Manager** and **Project Geologist** for this technical review. Dr. Deng is a geologist with more than 24 years of professional experience in the areas of exploration, deposit modeling and mine planning, estimation of mineral resources and ore reserves, geostatistics, cash-flow analysis, project evaluation/valuation, and feasibility studies in North, Central and South America, Asia, Europe and Africa. Dr. Deng is a Certified Professional Geologist of the American Institute of Professional Geologists and meets all the requirements for “Competent Person” as defined in the 2004 Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves (“the JORC Code”) and the requirements for “Qualified Person” as defined in Canadian National Instrument 43-101. Dr. Deng is fluent in both English and Chinese.
- ◆ **Mr. David Libby**, a Senior Consultant of Behre Dolbear’s Toronto office, was BDASIA’s **Project Mining Engineer** for this study. Mr. Libby has over 30 years of experience in the mining industry in operations and management of open pit and underground mines. He has participated in new project development as well as upgrading existing operations. At the executive level, Mr. Libby conducted due diligence reviews for corporate development purposes. The experience provided a broad exposure to all aspects of operations management. Mr. Libby has operating mining experience on three continents, overseeing mines in Ireland, Canada, and Chile. He is a licensed professional mining engineer in Canada.
- ◆ **Mr. Vuko Lepetic**, a Senior Associate of Behre Dolbear’s London office, was BDASIA’s **Project Metallurgist**. Mr. Lepetic has over 30 years of worldwide experience in mineral processing and metallurgy. He has worked with and has extensive knowledge of processes employed and products produced by Luchun Xingtai. Mr. Lepetic holds patents for stibnite and cassiterite flotation (both industrially employed) as well as records of invention for the processing of iron, lead and zinc oxide minerals, rare earths and phosphates.



Figure 1.1 Location Map of the Damajianshan Mine

- ◆ **Ms. Janet Epps**, a Senior Associate of Behre Dolbear's Sydney office, was BDASIA's **Project Environment, Occupational Health and Safety Specialist**. She has over 30 years experience in environmental and community issues management, sustainability, policy development and regulatory consultancy services. Ms. Epps has worked extensively with the private sector, with government and the UN, World Bank, the IFC and the Multilateral Investment Guarantee Agency (MIGA), and with the mining industry, providing policy advice to governments of developing countries on designated projects and contributing towards sustainable development and environmental management strategies. She has

completed assignments in Australasia, the Pacific, Asia, Middle East, CIS, Africa, Eastern Europe, South America and the Caribbean.

- ◆ **Mr. Bernard J. Guarnera**, President and Chief Executive Officer of Behre Dolbear & Company, Inc. was subcontracted to act as BDASIA's **Project Advisor**. He is a Certified Mineral Appraiser with extensive experience in the valuation of mineral properties and mining companies. He is a registered Professional Engineer, a Registered Professional Geologist and a Chartered Professional (Geology) of the Australasian Institute of Mining and Metallurgy. Mr. Guarnera has over 30 years of professional experience and his career includes senior-level positions in exploration and development at a number of major U. S. natural resource companies. Mr. Guarnera meets all the requirements for "Competent Person" in Australia and "Qualified Person" in Canada.

BDASIA's project team, with the exception of Mr. Guarnera, traveled to China and visited the Damajianshan Mine in Luchun, Yunnan that is reviewed in this report from February 15 to February 21, 2008. During BDASIA's visit, discussions were held with technical and managerial staff at the mine sites and with technical, management personnel and consultants of Luchun Xingtai in Kunming, capital city of Yunnan Province. Production schedules, budgets and forecasts for 2008-2011 were reviewed, together with longer term development plans.

This BDASIA report contains forecasts and projections prepared by BDASIA, based on information provided by Luchun Xingtai. BDASIA's assessment of the projected production schedule, capital and operating costs are based on technical reviews of project data and a project site visit.

The metric system is used throughout this report. The currency used is the Chinese Yuan (or RMB) and/or the United States dollar (US\$). The exchange rate used in the report is RMB7.11 for US\$1.00, the rate of the People's Bank of China prevailing on February 29, 2008.

## 2.0 QUALIFICATIONS OF BEHRE DOLBEAR

Behre Dolbear & Company, Inc. is an international minerals industry consulting group which has operated continuously in North America and worldwide since 1911, currently with offices in Beijing, Denver, Guadalajara, London, New York, Santiago, Sydney, Toronto, Vancouver, and Hong Kong.

The firm specializes in performing mineral industry studies for mining companies, financial institutions, and natural resource firms, including mineral resource/ore reserve compilations and audits, mineral property evaluations and valuations, due diligence studies and independent expert reviews for acquisition and financing purposes, project feasibility studies, assistance in negotiating mineral agreements, and market analyses. The firm has worked with a broad spectrum of commodities including base and precious metals, coal, ferrous metals, and industrial minerals on a worldwide basis. Behre Dolbear has acted on behalf of numerous international banks, financial institutions and mining clients and is well regarded worldwide as an independent expert engineering consultant in the minerals industry. Behre Dolbear has prepared numerous independent technical reports for mining projects worldwide to support securities exchange filings of mining companies in Hong Kong, the United States, Canada, Australia, the United Kingdom, and other countries.

Most of Behre Dolbear's associates and consultants have occupied senior corporate management and operational roles and are thus well-experienced from an operational view point as well as being independent expert consultants.

BDASIA is a wholly-owned subsidiary of Behre Dolbear established in 2004 to manage Behre Dolbear's projects in China and other Asian countries. Project teams of BDASIA commonly consist of senior-level professionals from Behre Dolbear's Denver office in the United States, Sydney office in Australia, London office in the United Kingdom and other worldwide offices. Since its establishment, BDASIA has conducted approximately 20 technical studies for mining projects in China or oversea mining projects to be acquired by SEHK-listed Chinese companies, including independent technical reports for SEHK IPO prospectus of Hunan Nonferrous Metals Corporation Limited, Zhaojin Mining Industry Company Limited, and Hidili Industry International Development Limited and for the Shanghai Stock Exchange ("SSE") IPO listing of Western Mining Company Limited. These four reports were prepared in accordance with the SEHK Listing Rules, the JORC Code and the VALMIN Code, and these four companies were successfully listed on the SEHK/SSE in 2006 and 2007.

### 3.0 DISCLAIMER

BDASIA has conducted an independent technical review of Luchun Xingtai's Damajianshan mining property and holdings. A site visit was made to the project site by BDASIA professionals involved in this project. BDASIA has exercised all due care in reviewing the supplied information and believes that the basic assumptions are factual and correct and the interpretations are reasonable. BDASIA has independently analyzed Luchun Xingtai's data, but the accuracy of the conclusions of the review largely relies on the accuracy of the supplied data. BDASIA does not accept responsibility for any errors or omissions in the supplied information and does not accept any consequential liability arising from investment or other financial decisions or actions.

## 4.0 PROPERTY DESCRIPTION

### 4.1 Location, Infrastructure and Access

The Damajianshan Mine is located in Qimaba Township, Luchun County of Yunnan Province, and near the border between China and Vietnam (Figure 1.1). The project location is remote and the access is rather difficult because of the steep terrain in the area. Road distance is approximately 13 kilometers (“km”) from the mine to the town of Qimaba located to the northwest and approximately 114 km from the town of Qimaba to the Luchun County seat located to the north. Roads from Qimaba to Luchun are cement-paved or stone-paved, mountainous winding roads. The road from the mine to Qimaba is a winding gravel/dirt road and is rather difficult to travel. Driving time is approximately 45 minutes from the mine to Qimaba and approximately 4 hours from Qimaba to Luchun. Significant delays could occur during the rainy season when the road is damaged by heavy rains and storms. The road distance from the mine to Kunming, the capital city of Yunnan Province located to the north, is approximately 550 km. Supplies for the mine generally come from Qimaba and Luchun. Concentrates produced from the mine will be trucked by contractors to the smelters located in Kunming and other places in Yunnan Province.

Electricity for the mine is supplied by the local power grid. A 10-kilovolt (“kV”) power transmission line has been constructed from the mine to the 35-kV Dashui substation located 6 km to the northwest. BDASIA was advised by Luchun Xingtai that this 10-kV power line will be sufficient to supply electric power for the 1,300 tpd mine and mill production and that power supply in the area is generally sufficient. The power transmission line will need to be upgraded if production is further expanded.

The mine is located in a humid sub-tropical region with abundant surface and ground water. Water supply for production will be from drained underground mine water and nearby springs. Water from the tailings ponds will also be recycled for production.

### 4.2 Climate and Physiography

The Damajianshan Mine is located in a mountainous region in southern China with a local elevation ranging from 480 meters (“m”) at the Zhama river valley located to the north of the mine to approximately 1,276 m at the summit of the Damajianshan Mountain located to the south of the mine. The ground is generally high in the south and low to the north. Surface in the area is quite steep and the surface slope generally ranges from 20° to 60°. Hills in the area are generally covered by heavy vegetation, and land in the valleys and gentle slopes is generally used for agricultural purposes. Primary crops in the area include rice, corn and tea.

The mine is located on the northern slope of the Damajianshan Mountain, and the main transportation adit (YD2) is at an elevation of 650 m. The distance from the main adit to the concentrating plant is only approximately 200 m.

The climate is humid sub-tropical in the area. Summers are hot and long with a temperature high of approximately 35 to 40°C, and winters are warm with the daily average temperature ranging from 9 to 23°C. Average annual precipitation is approximately 2,100 millimeters (“mm”), and May to October is the rainy season, accounting for about 80% of the annual precipitation. November to April of the next year is the dry season.

Luchun is a minority-dominant autonomous county. Approximately 85% of the population is Hani, with many other smaller minorities. The local economy is currently underdeveloped because of the remote location. The development of the Damajianshan Mine will contribute significantly to the local economy, and therefore is supported by the local government and residents.

### 4.3 Property Ownership

Under the “Mineral Resource Law of the PRC”, all mineral resources in China are owned by the state. A mining or exploration enterprise may obtain a permit for the mining or exploration right for conducting mining or exploration activities in a specific area during a specified license period. The permits are generally extendable at the end of the license period. A mining license has both horizontal limits and elevation limits, but an exploration license has only horizontal limits.

Details of the effective date and geographic area of the permit for the mining right relating to the Damajianshan Mine reviewed in this technical report have been provided to BDASIA by Luchun Xingtai and is presented in Table 4.1. BDASIA has not undertaken a legal due diligence review of this permit as such is outside the scope of BDASIA's technical review. BDASIA has relied upon Luchun Xingtai's advice as to the validity of this mining right. BDASIA understands that the legal due diligence review of the mining right has been undertaken by the Company's legal consultants.

Property	License Type	Number	Area (km <sup>2</sup> )	Elevation Range (m)	Term
Damajianshan Copper Mine	Mining	5300000720259	3.6656	680 ~ 1,230	Sep 2007 – Sep 2012

As shown in Table 4.1, Luchun Xingtai holds a permit for a mining right of 3.6656 square kilometers ("km<sup>2</sup>") in area; the elevation range for the mining license is from 680 m to the current topographic surface. The current mining license is valid until September 2012 and is extendable. BDASIA notes that a significant part of the currently defined mineral resources in the Damajianshan Mine is below the lower limit of the current mining license. Luchun Xingtai has advised that an application to adjust the lower limit of the mining license to an elevation of 0 m has been submitted to the relevant authority. BDASIA's review of the mineral resources and ore reserves for the Damajianshan Mine in this report is conditioned on the premise that the revised mining license with a lower limit of 0 m will be granted to Luchun Xingtai. All currently defined mineral resources and ore reserves are within the horizontal boundary of the mining license.

#### **4.4 Project History and Current Status**

Copper and arsenic mineralization at Damajianshan was discovered in the 1960s. However, very limited exploration work was done until the 1990s. The mine was first explored for arsenic from October 1992 to February 1994 by the No.1 Geological Team of the Yunnan Provincial Geological Bureau, and a report titled "Exploration Report for the Damajianshan Arsenic Mine in Luchun County, Yunnan Province" was produced from the study. Small scale mining for arsenic from the deposit by local miners started in 1989, and the mining scale was significantly increased in 1994 after the No.1 Geological Team's study. Arsenic mining was from both the surface and the underground. No detailed production records are available for BDASIA's review. It is reported that the total mined-out arsenic ore to 2004 was estimated to be approximately 500,000 tonne ("t").

The project was further explored as a copper-arsenic project and a report titled "Exploration Report for the Damajianshan Copper-Arsenic Mine in Luchun County, Yunnan Province" was completed by the No.2 Mineral Resource Research Institute of Yunnan Geological Survey in April 2005. Gejiu City Chuantian Mining Limited Liability Company ("Gejiu Chuantian") acquired the Damajianshan property in February 2004 and a flotation concentrator with a production capacity of 100 tpd was constructed in the same year. The concentrator has been expanded to a processing capacity of 300 tpd to the end of 2006. Mining for copper and arsenic ore from underground workings by Luchun Xingtai started in 2005 and it is reported that a total of approximately 25,000 t of ore with an average grade of 1.59% copper and 6.02% arsenic was produced from the property from 2005 to the end of the first quarter of 2007. Mining at the property was then suspended for the acquisition of a 90% interest of Gejiu Chuantian by Smart Year and for the project expansion. After the acquisition, Gejiu Chuantian was renamed Luchun Xingtai and became a Sino-foreign joint venture in December 2007.

Luchun Xingtai engaged Kunming University of Science and Technology ("KUST"), a licensed exploration entity in China, in early 2007 to conduct a systematic detailed sampling program from existing surface trenches and underground workings and to conduct an updated mineral resource estimation based on the sampling results. A report with an updated mineral resource estimate was submitted to Luchun Xingtai in July 2007. The new sampling program shows that copper polymetallic mineralization is not only limited to the structural zones, which was the primary target of previous mining activities, but also widely distributed in the strong, pervasive alteration zones adjacent to the structural zones. Therefore, the deposit size has increased significantly. Based on the new mineral resource estimate, Xian Nonferrous Metallurgical Engineering and Research Institute (the "Xian Institute"), located in Xian, Shanxi Province, completed a feasibility study for a 1,300 tpd underground mining and flotation processing

project for Damajianshan in January 2008. BDASIA's technical review of the Damajianshan Mine is generally based on the updated mineral resource estimate by KUST and the project feasibility study by the Xian Institute.

The project is currently under expansion from a 300 tpd operation to a 1,300 tpd operation. A new flotation mill with a production capacity of 1,000 tpd was basically completed during BDASIA's site visit to the property in mid-February 2008. Mine development was underway and construction of a new tailings dam was expected to commence soon. Production of the 1,300 tpd project is expected to commence late in 2008 and full production is to be reached at the end of 2008.

However, BDASIA's observation during the site visit shows that the Damajianshan deposit has not been well defined by the latest sampling program as most of the existing underground workings do not penetrate the mineralized bodies. Therefore, the location of the hangingwall and footwall as well as the actual dimension of the orebodies in the deposit is basically unknown and the actual mineral resources could be significantly larger than those defined by the current mineral resource estimate. BDASIA believes that it is very important for Luchun Xingtai to conduct a new phase of exploration work to define the dimensions of the mineralized system using systematical underground development and/or drilling. The mining system and mining methods need be redesigned based on the findings of the new exploration work, likely in a larger production capacity. Because of the needed additional exploration work, initial mine production will likely be postponed from the current plan, but will be on a more solid basis and perhaps on a larger scale.

## 5.0 GEOLOGY AND DATABASE

### 5.1 Geology of the Damajianshan Deposit

The Damajianshan Mine is a structurally-controlled hydrothermal copper polymetallic deposit related to Mesozoic late Yanshanian granitic intrusives. Stratigraphy in the deposit area includes the Lower Silurian System and the Quaternary alluviums and colluviums. The Lower Silurian System is divided into two members. The lower member consists of metamorphosed quartz arkoses at the lower section, and metamorphosed fine-grained quartz sandstones, quartz siltstones and sericitic slates at the upper section. The upper member of the system is subdivided into four sections. The lower section consists of sandy sericite slates and quartz siltstones; the second section consists of metamorphosed silicic sericite quartz sandstones with interbedded phyllitic slates; the third section consists of metamorphosed quartz siltstone with interbedded sandy sericite slates; the upper section consists of interbedded sandy sericite slates and phyllitic sericite slates. The Silurian strata in the deposit area generally dip to the northeast at angles between 25° and 60°. The upper section of the lower member of the Lower Silurian System is the most-widely distributed strata and is the primary host of copper polymetallic mineralization in the area.

The Silurian strata were intruded by several small late-Yanshanian quartz porphyry stocks. It is expected that these small quartz porphyry stocks are connected to a larger granitic intrusive at the depth, which controls the alteration and mineralization system in the deposit area. The mineralized system was also intruded by some post-mineral mafic intrusive dikes.

A set of northwest- to north-northwest-striking normal faults with a high-angle dip to the northeast, control the distribution of copper polymetallic mineralization in the deposit and the mineralized system was offset by a set of northeast-striking normal faults with a high-angle northwest dip. The mineralization-controlling faults generally exhibit multiple-stage structural movement.

The copper polymetallic mineralization in the deposit consists of a series of mineralized bodies controlled by the northwest- to north-northwest-striking faults. A total of eleven orebodies have been identified to date and the No.I orebody by far is the best known and the most important, which accounts for approximately 77% of the estimated mineral resources. The No.VIII orebody is next and accounts for approximately 17% of the estimated mineral resources.

The No.I orebody is the best defined ore zone at Damajianshan. It is controlled by 13 surface trenches at an approximately 100-m spacing and 13 underground levels at a vertical interval of approximately 50 m. The orebody outcrops at the surface at elevations from 580 m to 1,170 m; its controlled strike length is over 1,200 m and the controlled extension along the dip direction ranges from less than 10 m to over 150 m. The orebody consists of massive sulfide-quartz veins within the main mineralization-controlling structures and strongly and pervasively silicified and mineralized slates adjacent to the structure. The true horizontal width of the orebody is generally unknown at this stage as almost all the sampling crosscuts have not completely penetrated the orebody. The controlled horizontal width of the orebody ranges from less than 10 m to over 70 m with an average of 18.0 m. BDASIA believes that the true horizontal width of the orebody could be significantly larger than the controlled horizontal width. The No.I orebody was offset by a northeast-striking post-mineral fault into two sub-orebodies, the No.I-1 and the No.I-2. The No.I-1 orebody is much larger and well defined; it accounts for approximately 94% of the defined mineral resources in the No.I orebody. Its grade ranges from 0.54% to 2.49% with an average of 1.82% for copper, 0.43% to 14.51% with an average of 7.20% for arsenic, 0.84% to 15.38% with an average of 1.75% for lead, 0.15% to 20.12% with an average of 0.45% for zinc, 0.19% to 10.71% with an average of 0.24% for bismuth, and 1.56 to 188 g/t with an average of 56.3 g/t for silver. The orebody is open in almost all directions except to the surface.

The No.VIII orebody is located about 200 m west of the No.I orebody and is currently the second largest in the deposit. It is currently defined by two surface trenches and two underground levels. The orebody outcrops at elevations between 750 m to 900 m and has a controlled strike length of 227 m. Similar to the No.I orebody, the true horizontal width of the No.VIII orebody is unknown as the current sampling by underground workings did not penetrate the mineralization. The controlled horizontal width ranges from less than 5 m to over 50 m with an

average of 24.0 m. The mineralization is also open to depth and along strike. Current sampling data indicates an average grade of 1.31% for copper, 1.81% for lead and 5.44% for arsenic.

The nine other mineralized bodies are generally located to the east of the No.I orebody and are defined only by limited surface trenches. The controlled length of the mineralized bodies ranges from less than 100 m to over 300 m. True widths and down-dip extensions of the mineralized bodies are currently unknown. Limited surface trench sampling data shows similar metal grades as the No.I and No.VIII orebodies.

Primary metallic minerals for the copper-polymetallic mineralization are chalcopyrite, arsenopyrite, pyrite, pyrrhotite and galena, with small amounts of chalcocite, sphalerite, covellite, tennantite and bismuthinite. Sulfide minerals occur as massive to semi-massive veins in the structures or as veinlets and disseminations throughout the pervasively silicified slates. The mineralized slates are extremely hard and competent because of strong pervasive silicification. Oxidation of the sulfide minerals is limited to surface exposures and limited fractural surfaces in the deposit. Gangue minerals are mostly quartz, silicified slates with a small amount of sericite, chlorite, calcite and dolomite.

Figure 5.1 is a geological plan of the Damajianshan copper deposit and Figure 5.2 is a typical cross section of No.I orebody in the deposit. BDASIA notes that the entire area in Figure 5.1 is within Luchun Xingtai's current mining license and that the orebody width in Figure 5.2 is based on the current available data and the true width should be larger than that shown in the section.

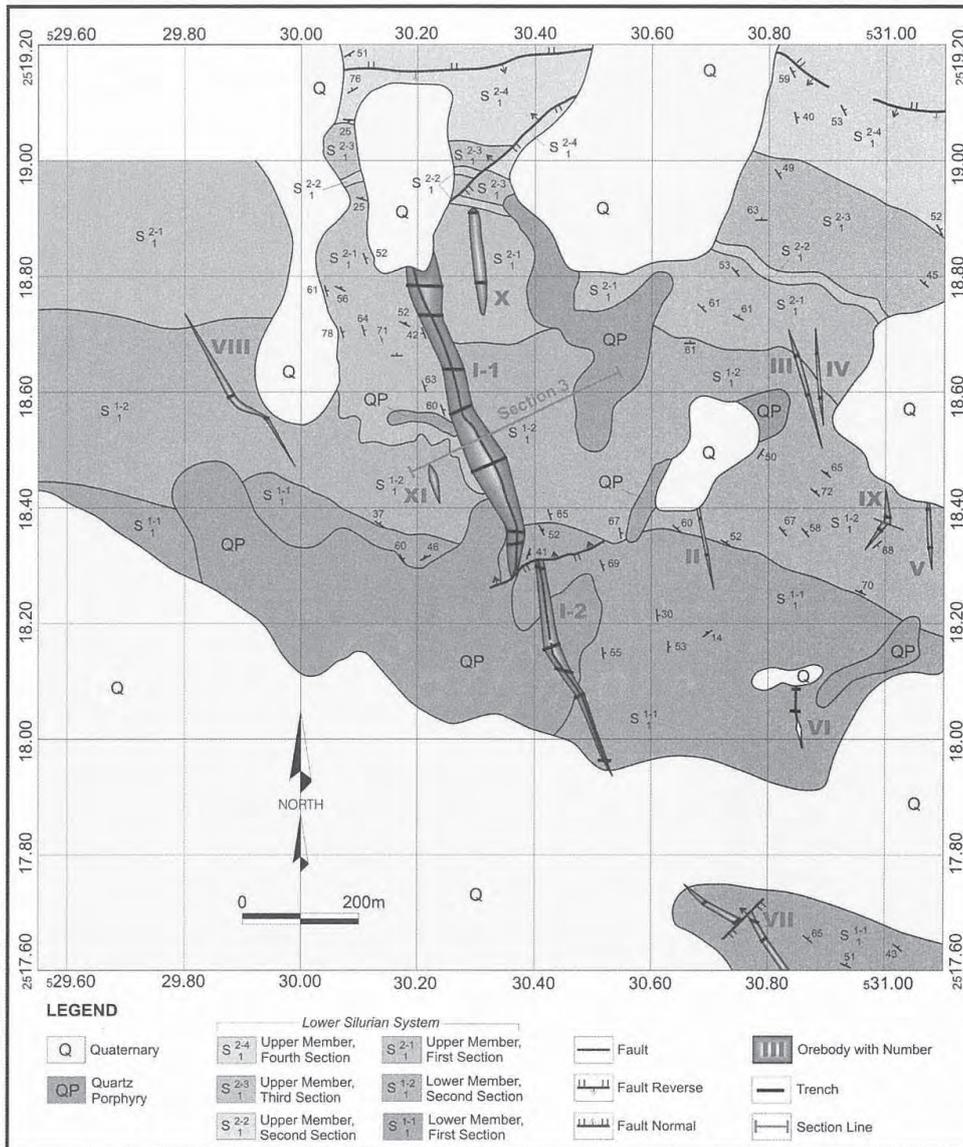


Figure 5.1 Geology Plan Map of the Damajianshan Copper Deposit

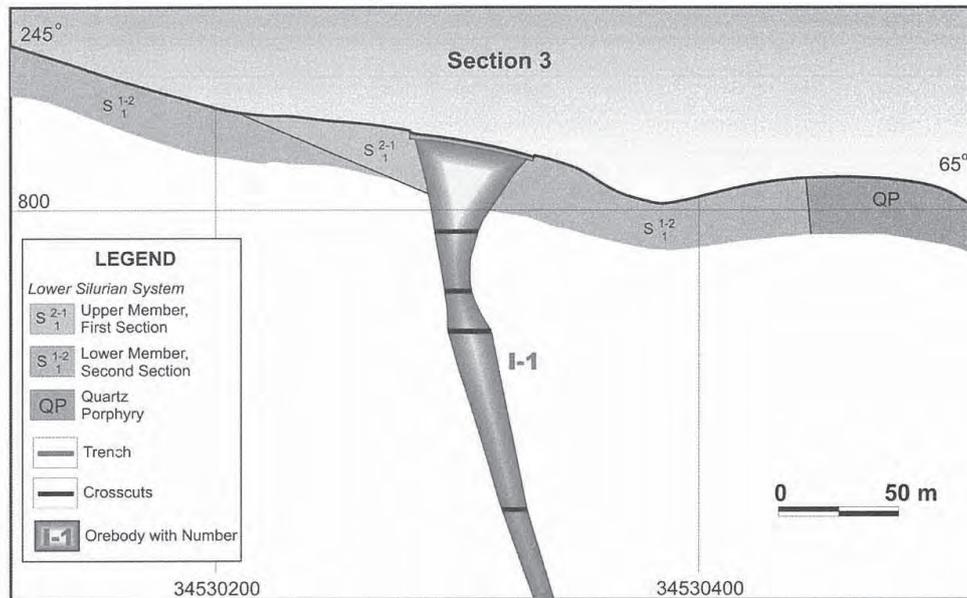


Figure 5.2 A typical Cross Section of the No. I-1 Orebody in Damajianshan Deposit  
(Location of the section is shown in Figure 5.1.)

## 5.2 Geological Database

### 5.2.1 Database Used for Mineral Resource Estimates

Databases used for mineral resource estimation are generated by licensed exploration entities and/or by the mines in China. Guidelines specifying the appropriate sampling, sample preparation and assaying techniques and procedures for different types of mineral deposits are issued by the relevant government authorities. The databases used for mineral resource estimation are generally produced following these set guidelines.

The Damajianshan deposit has been explored by surface trenches and underground workings. These surface trenches and underground workings were developed by different operators of the property at different times, and their distributions are somewhat irregular. In general, surface trenches at approximately 100-m spacing were developed to define the surface exposures of the mineralized bodies. Systematic underground workings at an approximately 50-m vertical spacing have only been developed for the primary No. I orebody. A total of 13 levels, from an elevation of 586 m to 1,180 m, were developed for the No. I orebody. Each level consists of a drift at the footwall of the massive mineralized structural zone and a number of crosscuts with limited length at an irregular spacing (generally 50 m to 100 m). A systematic sampling program along all accessible surface trenches and underground workings forms the basis for the current mineral resource estimation for the Damajianshan deposit.

As discussed previously, due to historical reasons, almost none of the underground workings penetrate the mineralized bodies. Sample assay results show that the last samples for almost all crosscuts are still ore grade. Therefore, the true width of the mineralization system is unknown. The mineralized system is also open to the depth and along strike, indicating significant additional upside potential. The current mineral resource estimate was conducted using the controlled width of the mineralized bodies, which BDASIA believes is conservative.

Table 5.1 summarizes the database used for the mineral resource estimation for the Damajianshan deposit reviewed in this report.

Sample Type	Number
<i>U/G Development</i>	
Meters	3,071
<i>Surface Trenching</i>	
Meters	800
<i>Assays</i>	
Individual Samples	1,203
Composites	25
Internal Check Assays	138
External Check Assays	76
<i>Density Measurements</i>	
Rock	30

#### 5.2.2 Sampling, Sample Preparation and Analysis

Sampling for the current resource estimation was undertaken by staff from KUST. Underground channel samples were taken at around waist height in crosscuts and sometimes in drifts. Surface trench channel samples were taken from one trench wall below the overburden. The channel samples were generally cut 10 centimeters (“cm”) wide and 3 cm deep. The sample length was typically 2 m, but variable lengths may be used based on geological characteristics. Location of the underground workings and surface trenches has been surveyed using survey instruments.

Sample preparation and analysis was undertaken by Gejiu No. 308 Mineral Analytic Laboratory, a licensed commercial analytic laboratory located in Gejiu, Yunnan. BDASIA visited this analytic laboratory during the February 2008 site visit to the Damajianshan Mine and found the facilities in good order and the sample preparation procedures generally consistent with mining industry practice.

Copper, arsenic, lead, zinc, bismuth and silver grade analysis of the samples was conducted by ICP-AES (Inductively Coupled Plasma-Atomic Emission Spectroscopy) and AAS (Atomic Absorption Spectroscopy) methods. High-grade samples above the detection limits of ICP-AES and AAS were determined using wet chemical analysis. These analytical methods are widely used in the mining industry in China, and generally produce reliable results, if conducted correctly.

A total of 1,203 samples were taken from the deposit and their assay results were used for the current resource estimation. BDASIA reviewed the original assay certificates from Gejiu No. 308 Mineral Analytic Laboratory, and has compared the assays certificates with sample grades used for resource estimation for some randomly selected intervals. No data entry errors were found.

#### 5.2.3 Quality Control and Quality Assurance

Assay quality control and quality assurance programs include internal check assays, external check assays, and analysis of assay standards. For 1,203 samples used for mineral resource estimation, 138 (11.5%) were subject to an internal check assay and 76 (6.3%) were sent for external check assays. The external check assays were conducted by an unpaired commercial assay laboratory. In order to determine the assay quality, check assay results were compared with the original assay results and the variance compared with permitted random error limits specified by government regulation for various grade ranges. Check assay results indicate that the assay results from Gejiu No. 308 Mineral Analytic Laboratory are generally reliable and can be used for mineral resource estimation of the Damajianshan deposit.

#### 5.2.4 Bulk Density Measurements

Bulk density data were collected using rock samples from underground workings. The bulk density of rock samples was measured using a wax-coated water immersion method.

A total of 30 bulk density measurements were undertaken for the current mineral resource estimation and the average bulk density from the measurements is 3.05 grams per cubic centimeter ( $\text{g/cm}^3$ ). BDASIA considers that the average bulk density adopted is reasonable and appropriate based on the mineral composition of the deposit.

## 6.0 MINERAL RESOURCES AND ORE RESERVES

### 6.1 Mineral Resource/Ore Reserve Classification System

The Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves, prepared by the Joint Ore Reserves Committee of the Australasian Institute of Mining and Metallurgy, Australian Institute of Geoscientists and Minerals Council of Australia in September 1999 and revised in December 2004 (“the JORC Code”) is a mineral resource/ore reserve classification system which has been widely used and is internationally recognized. It has also been used previously in independent technical reports for mineral resource and ore reserve statements for other Chinese public companies reporting to SEHK. The JORC Code is used by BDASIA to report the mineral resources and ore reserves of the Damajianshan Mine in this report.

A Mineral Resource is defined in the JORC Code as an identified in-situ mineral occurrence from which valuable or useful minerals may be recovered. Mineral Resources are classified as Measured, Indicated or Inferred according to the degree of confidence in the estimate:

- ◆ a Measured Resource is one which has been intersected and tested by drill holes or other sampling procedures at locations which are close enough to confirm continuity and where geoscientific data are reliably known;
- ◆ an Indicated Resource is one which has been sampled by drill holes or other sampling procedures at locations too widely spaced to ensure continuity, but close enough to give a reasonable indication of continuity and where geoscientific data are known with a reasonable level of reliability; and
- ◆ an Inferred Resource is one where geoscientific evidence from drill holes or other sampling procedures is such that continuity cannot be predicted with confidence and where geoscientific data may not be known with a reasonable level of reliability.

An Ore Reserve is defined in the JORC Code as that part of a Measured or Indicated Resource which could be mined and from which valuable or useful minerals could be recovered economically under conditions reasonably assumed at the time of reporting. Ore reserve figures incorporate mining dilution and allow for mining losses, and are based on an appropriate level of mine planning, mine design and scheduling. Proved and Probable Ore Reserves are based on Measured and Indicated Mineral Resources respectively. Under the JORC Code, Inferred Mineral Resources are deemed to be too poorly delineated to be transferred into an ore reserve category, and therefore no equivalent Possible Ore Reserve category is recognized or used.

The general relationships between exploration results, mineral resources and ore reserves under the JORC Code are summarized in Figure 6.1.

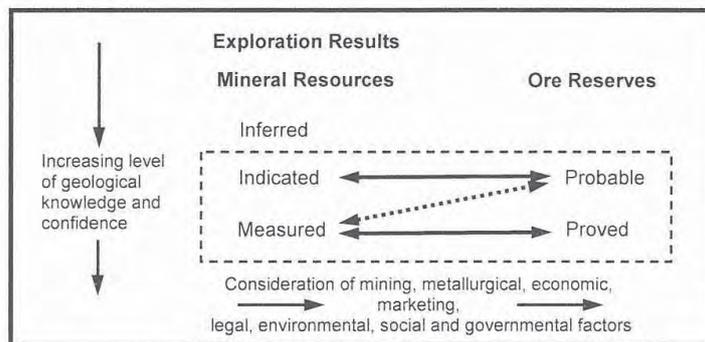


Figure 6.1 Schematic Mineral Resources and Their Conversion to Ore Reserves

Generally ore reserves are quoted as comprising part of the total mineral resource body rather than the mineral resources being additional to the ore reserves quoted. The JORC Code allows for either procedure, provided the system adopted is clearly specified. In this BDASIA report, all the ore reserves are included within the mineral resource statements.

## 6.2 General Procedure and Parameters for Mineral Resource Estimation

The methods used to estimate mineral resources and the parameters used to categorize the mineral resources for a particular type of mineral deposit are generally prescribed by the relevant Chinese government authorities. The mineral resource estimates are based on strictly defined parameters, which include minimum grades, minimum thicknesses, and cutting procedures for high grades. The mineral resources for a deposit can be estimated by the mine geologists and engineers or by an independent engineering entity.

In order to provide a reliable mineral resource base for the Acquisition, Luchun Xingtai has retained Kunming University of Science and Technology, an independent government-owned entity with a valid exploration license in China, to conduct an independent mineral resource estimation in 2007 for the Damajianshan deposit reviewed in this BDASIA report. KUST's address is 68 Wenchang Road, The 121 Avenue, Kunming City, Yunnan Province. KUST's mineral resource estimates for the Damajianshan deposit were dated July 31, 2007. As there was no production for the project since then to the end of 2007, the mineral resources for the project as of December 31, 2007 will not change from that estimated by KUST in July 2007.

The drill hole or channel sampling density required to define a certain class of mineral resource depends on the type of deposit. Based on the orebody size and complexity, a deposit is classified into certain exploration types before mineral resource estimation. The primary No.1 orebody for the Damajianshan deposit comprises large tabular mineralized zones hundreds of meters in dimension with good continuity in both grade and thickness; it is categorized as exploration type I. Other smaller mineralized bodies in the deposit have been categorized as exploration type III.

For the purpose of mineral resource estimation, all surface trench and underground channel sampling data, along with other relevant geological information, were digitized into the MAPGIS System by KUST. MAPGIS is a computer software system widely used in China for preparation of plans and sections for mineral resource estimation. Sections and plans used for the 2007 mineral resource estimation were produced by the software.

The geological block method, a polygonal method on projected longitudinal sections, was used by KUST for the mineral resource estimation of the Damajianshan Mine. Based on information provided by KUST and discussions with the KUST's technical personnel, the general procedures and parameters used in the mineral resource estimation are described as follows.

### 6.2.1 Determination of "Deposit Industrial Parameters"

The economic parameters for mineral resource estimation are referred to as "Deposit Industrial Parameters" ("DIP") in Chinese literature or technical reports, and are normally approved by government authorities for each deposit. These parameters generally include the cutoff grades (separated into boundary cutoff grade, block cutoff grade and sometimes deposit cutoff grade), minimum mining width, and minimum waste exclusion width. The DIP used for the mineral resource estimates of the Damajianshan deposit reviewed in this report are summarized in Table 6.1.

Deposit	Metal	Cutoff Grade			Minimum Width	Minimum Waste Exclusion Width
		Boundary	Block	Deposit		
Damajianshan	Cu	0.3%	0.5%	0.7%	1 m	2 m

BDASIA has reviewed these parameters under the economic conditions assumed by Luchun Xingtai for the Damajianshan Mine and found them are in general reasonably defined.

### 6.2.2 Grade Capping

As copper and other metal grades in the Damajianshan deposits are quite consistent, and no significant samples with extremely high metal grades (outliers) are present. KUST believes that grade capping is unnecessary in resource estimation for the Damajianshan deposit. BDASIA concurs with KUST's conclusion.

### 6.2.3 Determination of Block Boundaries and Confidence Level

In the block resource estimation, the orebody is separated into a number of blocks, with each block assigned a resource confidence class based on the type and density of available geological data. For the Damajianshan resource estimation, Measured blocks were based on underground channel sampling and surface trench sampling data at a spacing of 50-m by 50-m to 100-m. Indicated category blocks were also based on underground channel sampling and surface trench sampling data, but the sample spacing was up to 100-m by 100-m. Generally, the Measured and Indicated blocks were limited to the boundary formed by the economic sampling crosscut/trenches with no extrapolation. Inferred category blocks were defined by wider-spaced surface trench samples or extrapolating 100-m to 120-m from the defined Measured and Indicated blocks for the No.1 orebody and 30-m to 40-m for other mineralized bodies. Block mineral resource classification for the No.1-1 orebody on the longitudinal section is illustrated in Figure 6.2.

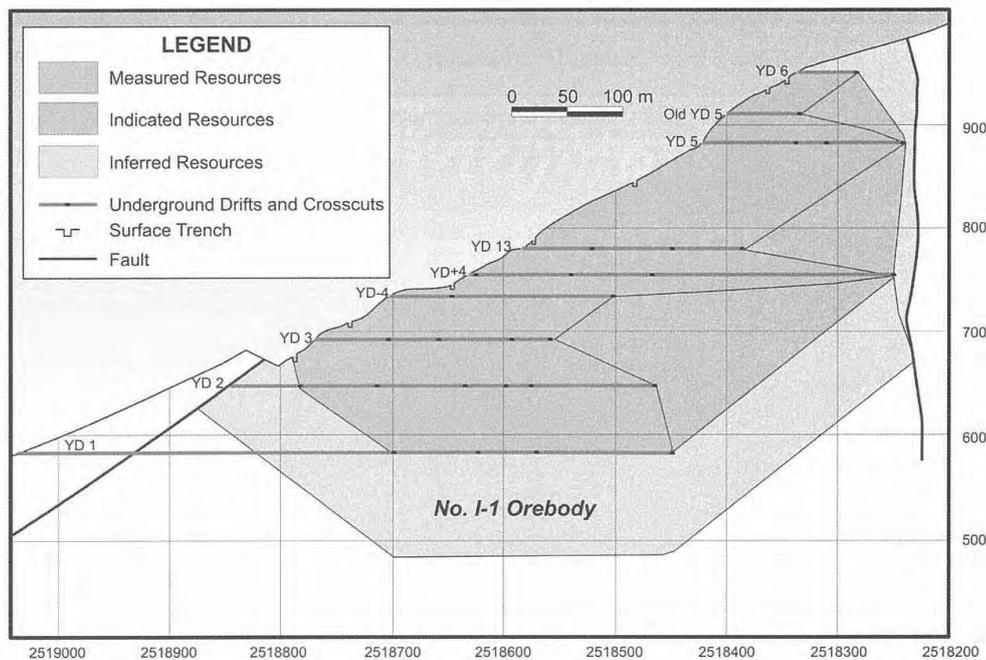


Figure 6.2 Block Mineral Resource Classification for the No.1-1 Orebody

### 6.2.4 Mineral Resource Estimation

In the resource estimation process, the average channel sample metal grades were calculated using the length-weighted average of all the channel samples within the orebody intersection. The block average metal grade was calculated using the horizontal width weighted average of all drill channel intersections inside the block. The

orebody metal grade was calculated using the tonnage weighted average of all blocks inside the orebody. The deposit metal grade was calculated using the tonnage weighted average of all the orebodies in the deposit.

The block horizontal width was the arithmetic average of all channels within the block. Block tonnages were calculated based on the block areas and thickness and the average bulk density. Orebody and deposit tonnages were based on the sum of the block tonnages.

#### **6.2.5 Discussions and Recommendations**

Based on our review, BDASIA considers the mineral resource estimation procedures and parameters applied by the KUST to the Damajianshan deposit to be generally reasonable and appropriate. The Measured and Indicated blocks were defined by underground channel sampling and surface trench sampling data, with a sample spacing of 50-m to 100-m, and have a high level of geological control. There is no extrapolation from data points for the Measured and Indicated category mineral resource blocks. The Inferred category blocks were defined by wider-spaced surface sampling trenches or extrapolated from existing data points.

As discussed previously, the orebody horizontal width for the current resource estimation was conservatively defined from existing underground crosscuts as these crosscuts generally have not penetrated the orebodies. When a new systematic underground development and/or drilling program is completed, the average orebody horizontal width is expected to increase significantly, which will result in a significant increase for the currently-estimated mineral resources for the deposit.

Historical production for arsenic mining from Damajianshan was not well recorded, and a total 500,000 t of ore production was estimated to the end of 2004. Mine production for copper and arsenic from 2005 to 2007 by Luchun Xingtai totals approximately 25,000 t with an average grade of 1.56% copper, 6.28% arsenic, 1.35% lead, and 43.9 g/t silver. Considering the mining dilution factors occurred during mining, these metal grades are in line with the current resource metal grades. The exact location of the historical mine production could not be determined, at least a part of the production was from underground stopes along the primary ore-control fault for the No.1 orebody. To be conservative for the current resource estimation, a total of 525,000 t of resources were deducted from the current Measured mineral resources. BDASIA believes that this deduction eliminated the resource uncertainty associated with the historical mine production for the Damajianshan deposit.

Based on reviewing the drilling and sampling data, procedures and parameters used for the estimation of mineral resources, BDASIA is of the opinion that the Measured, Indicated and Inferred mineral resources estimated under the 1999 Chinese mineral resource system for the Damajianshan deposit by KUST also conform to the equivalent JORC mineral resource categories. The economic portion of the Measured and Indicated resources can be used to estimate Proved and Probable ore reserves, respectively.

BDASIA recommends that Luchun Xingtai undertake a new systematic exploration program for the No.1 orebody as soon as possible to define the hangingwall and footwall, the nature of ore-waste contacts and the grade distribution together with structural and geotechnical information of the mineralized zones. The exploration can be conducted by underground development and/or underground drilling at an initial spacing of approximately 100 m by 100 m. Results of this new exploration work will allow detailed mine design and planning.

#### **6.3 Mineral Resource Statement**

The mineral resource estimates under the JORC Code as of December 31, 2007 for the Damajianshan deposit in Luchun, Yunnan, as reviewed by BDASIA, are summarized in Table 6.2. The mineral resources estimated by KUST were dated July 31, 2007. As there was no mine production from July to December in 2007, the mineral resources as of December 31, 2007 do not change from that of July 31, 2007. The mineral resource estimates are inclusive of mineralization comprising the ore reserves.

JORC Mineral Resource Category	Tonnage (kt)	Grades						Contained Metals					
		Cu %	As %	Pb %	Zn %	Bi %	Ag g/t	Cu kt	As kt	Pb kt	Zn kt	Bi kt	Ag t
Measured	4,652	1.79	6.83	1.54	0.37	0.24	51.1	83.1	318	71.6	17.1	10.9	237
Indicated	3,153	1.70	7.52	1.79	0.52	0.25	57.4	53.5	237	56.4	16.5	8.0	181
<b>Subtotal</b>	<b>7,805</b>	<b>1.75</b>	<b>7.11</b>	<b>1.64</b>	<b>0.43</b>	<b>0.24</b>	<b>53.6</b>	<b>136.5</b>	<b>555</b>	<b>128.0</b>	<b>33.6</b>	<b>18.9</b>	<b>418</b>
Inferred	7,678	1.61	6.48	2.18	0.48	0.24	63.1	123.9	498	167.2	36.9	18.3	484
<b>Total</b>	<b>15,483</b>	<b>1.68</b>	<b>6.80</b>	<b>1.91</b>	<b>0.46</b>	<b>0.24</b>	<b>58.3</b>	<b>260.4</b>	<b>1,053</b>	<b>295.2</b>	<b>70.5</b>	<b>37.2</b>	<b>903</b>

#### 6.4 Procedure and Parameters for Ore Reserve Estimation

Ore reserves comprise that portion of the Measured and Indicated mineral resource that is planned to be mined economically and delivered to the mill for processing. In line with most Chinese mining companies, Luchun Xingtai does not traditionally produce an external ore reserve statement, rather this is an exercise which is carried out by the mining teams in order to produce short- and medium-term mine plans and production schedules. However, given the requirements for the Acquisition, BDASIA has formalized Luchun Xingtai's mine production planning processes and estimated an ore reserve for the Damajianshan Mine. These ore reserve estimates have been produced from the in-situ mineral resource estimates based on the economic Measured and Indicated resource categories from which a mine plan has been generated.

For the purpose of converting the economic Measured and Indicated mineral resources to ore reserves, the overall mining dilution factor and mining recovery factor between the in-situ mineral resources and the ore delivered to the mill for processing have to be determined as converting factors. An overall mining dilution factor of 16.50% under the Chinese definition and a mining recovery factor of 83.42% were determined by the Xian Institute for the Damajianshan Mine based on the orebody characteristics and selected mining methods. No historical production data are available to validate these factors. It was assumed that the dilution waste has a zero metal grade when applying the mining dilution factor and mining recovery factor to the ore reserve estimation.

It should be noted that the definition of the mining dilution factor in China is different from that in most Western countries. The mining dilution factor in China is defined as the ratio of the waste tonnage in the mill feed to the total mill feed tonnage, but the mining dilution factor in the West is defined as the ratio of the waste tonnage in the mill feed to the ore tonnage in the mill feed. Therefore, when using the same data for calculation, the Western mining dilution factor is always higher than the Chinese mining dilution factor, with the difference getting larger when the dilution factor is higher. For example, the Chinese mining dilution factor of 5.00% is equivalent to a Western mining dilution factor of 5.26%, and the Chinese mining dilution factor of 16.50% is equivalent to a Western mining dilution factor of 19.76%. As the JORC Code is used for mineral resource/ore reserve reporting for this BDASIA report, the Western definition of the mining dilution factor is used throughout this report.

BDASIA considers that the mining dilution factor and mining recovery factor selected by the Xian Institute generally reasonable at this planning stage and will use them to convert the economic Measured and Indicated mineral resources into Proved and Probable ore reserves. The Chinese dilution factor of 16.50% has been converted to a JORC dilution factor of 19.76% in ore reserve estimation.

The mine design loss has been reflected in the overall mining recovery factors. The Proved ore reserves are estimated from the economic Measured mineral resources, and the Probable ore reserves are estimated from the economic Indicated mineral resources.

BDASIA recommends that Luchun Xingtai monitor the actual mining dilution factor and mining recovery factors carefully when the mine is in full production, and use the actually achieved mining dilution factors and mining recovery factors in future ore reserve updates.

### 6.5 Ore Reserve Statement

The ore reserve statement as of December 31, 2007 generated by BDASIA for the Damajianshan Mine is summarized in Table 6.3. The ore reserve estimates include both Proved and Probable ore reserves, and the Probable ore reserves are estimated for the long-term future of the Damajianshan Mine. The Proved and Probable ore reserves have been estimated from the Measured and Indicated mineral resources respectively.

JORC Ore Reserve Category	Tonnage (kt)	Grades				Contained Metals			
		Cu %	As %	Pb %	Ag g/t	Cu kt	As kt	Pb kt	Ag t
Proved	4,648	1.49	5.70	1.28	42.6	69.3	265	59.7	198c
Probable	3,150	1.42	6.28	1.49	47.9	44.6	198	47.1	151
<b>Total</b>	<b>7,798</b>	<b>1.46</b>	<b>5.94</b>	<b>1.37</b>	<b>44.8</b>	<b>113.9</b>	<b>463</b>	<b>106.8</b>	<b>349</b>

### 6.6 Mine Life Analysis

BDASIA has conducted a mine life analysis for the Damajianshan Mine reviewed in this study based on the December 31, 2007 ore reserve estimates and the anticipated 2009 production rate (Table 6.4). It can be seen that the existing ore reserves are sufficient to support production at the anticipated 2009 production level for 18.2 years. This ore reserve mine life may change significantly in the future due to the following reasons:

- ◆ Additional exploration and development of the mine could convert some of the Inferred mineral resources to Measured and Indicated mineral resources, which in turn might be converted to Proved and Probable ore reserves. These new ore reserves will increase the mine life;
- ◆ Additional exploration may also find additional mineral resources within the mining license areas. Some of these additional mineral resources might be converted to ore reserves, which will extend the mine life; and
- ◆ Changes in the production rate will also change the mine life. The mine life will be shortened if the production rate is increased to a level higher than the anticipated 2009 production level.

Mine	2009 Production Rate (Mtpa)	Ore Reserve Mine Life		Additional Resource Mine Life	
		Ore Reserve (Mt)	Mine Life (a)	Additional Resource (Mt)	Mine Life (a)
Damajianshan	0.429	7,798	18.2	7.80	9 – 18

*Note: Additional resource mine life is estimated based on extracting 50-100% of the mineable portion of the additional mineral resources.*

### 6.7 Exploration Potential

BDASIA believes that significant additional exploration potential exists for the Damajianshan deposit because of the following reasons:

- ◆ The ore zone horizontal width for the No.I and No.VIII orebodies in the current resource estimation was conservatively measured as most of the sampling underground crosscuts do not penetrate the ore zones. Additional drifting and/or drilling are expected to increase the orebody horizontal width significantly, and therefore, increase the mineral resource significantly;

- ◆ The ore zones for the No.I and No.VIII orebodies are defined by both underground development and surface trenches. The orebodies are still open to the depth and along strike;
- ◆ The nine other mineralized bodies in the deposit were only defined by limited surface trenches. Further exploration to depth and along strike should increase mineral resources; and
- ◆ Additional mineralization could also be found outside the 11 identified mineralized bodies in the deposit.

## 7.0 MINING

The Damajianshan Mine is an underground operation currently undergoing a production capacity expansion from 300 tpd to 1,300 tpd or 429,000 tpa. Mine production was suspended at the end of the first quarter 2007 for the planned expansion. Luchun Xingtai retained Xian Nonferrous Metallurgical Engineering and Research Institute to carry out a feasibility study for the expansion. The mine design in the feasibility study is based on current Chinese practice and current understanding of the mineralization system. In BDASIA's opinion, it can only be considered conceptual due to uncertainties with the geometry of the orebodies to be mined and lack of geotechnical information. While this is considered a limitation, examination of the existing geological data together with an underground inspection of the exposed ore occurrences indicates that the assumptions contained in the feasibility study report are generally reasonable.

### 7.1 Orebodies to be Mined

The current mine plan produced by the Xian Institute will only mine the Measured and Indicated mineral resources in the largest No.I and No.VIII orebodies in the Damajianshan deposit. The No.I orebody is a large tabular zone consisting of mineralization controlled by a north-northwest-striking fault. The fault zone is steeply dipping to the northeast at an angle of 48° to 87° and is filled by 1 to 6 m of massive quartz-sulfide veins and surrounded by strongly silicified and mineralized slates. The orebody extends from an elevation of 580 m to 1,170 m at the surface and is offset by a post-mineral fault into two sub-orebodies.

The No.I-1 orebody is the largest ore zone identified to date in the Damajianshan deposit and contains approximately 85% of the currently defined Measured and Indicated mineral resources to be mined. The orebody is approximately 700 m long at the surface, extending at the surface from the elevation of 580 m to 960 m. As discussed previously, its controlled horizontal width from underground crosscuts and surface trenches ranges from less than 10 m to over 70 m with a stated average of 21.5 m. The true width of the orebody, however, is unknown as the sampling crosscuts generally failed to intersect the hanging wall or footwall.

The No.I-2 orebody is not currently well defined. It contains only about 1% of the Measured and Indicated mineral resources to be mined. It is approximately 500 m long with an average controlled width of 4.6 m, extending from an elevation of 960 m to 1,170 m at the surface. As in the case of the No.I-1 orebody the true width of the orebody is unknown but could be much larger as the crosscuts generally did not penetrate the ore zone.

The No.VIII orebody contains about 14% of the defined Measured and Indicated mineral resources and is located about 200 m west of the No.I orebody. The orebody is 227 m long along strike and averagely 24.0 m wide. It is only defined by two surface trenches and two underground levels currently and is open in almost all directions.

### 7.2 Mining System

Mine access together with ore and waste transportation is by adits connected with ore passes, waste passes, ventilation raises and sub-level access ramps. Each adit will provide access to a haulage drift driven in the footwall and connected to the raises on each level. The ore and waste passes will be equipped with vibrating feeders to load the haulage cars for transfer of the ore and waste to surface. Currently the adits are not connected. Production above the 650-m level (YD2, which is at the mill elevation), will be transferred through ore passes to that level for haulage to the mill's coarse ore bin, a distance of approximately 200 m beyond the adit entrance. Production from mining areas at levels below YD2 will be transported to the respective adit entrance and hoisted, via an exterior inclined rope haulage way, to the mill's coarse ore storage. Track haulage is employed on the YD2 adit utilizing 50-pound rail on concrete ties. Ore and waste passes will be equipped with vibrating feeders for loading 1.2-cubic meter ("m<sup>3</sup>") side tipping mine cars hauled by 7-t electric locomotives. A total of seven locomotives will be required. Waste from mine development will be dumped into the existing tailings area. Ventilation raises connected to each level and sub-level will provide adequate ventilation for all working levels.

The host rock for the orebodies is generally sericitic slates exhibiting some phyllic alteration. Ground conditions were reported to be generally good throughout the mining area except in the immediate vicinity of the main fault which appeared to be in the middle of the defined ore zone. No geotechnical data was available, therefore this

statement is purely based on limited observation underground as no visible ground support was seen in areas that had been open for a number of years from the previous arsenic and copper-arsenic mining activities or in crosscuts driven in recent years to delineate the ore zones. There was no indication of high inherent stress levels in the underground drifts visited. The main haulages will be supported with shotcrete and additional mechanical support as dictated by the local conditions.

Ground water is not expected to be significant, however, during the wet season considerable amounts of water would ingress through any stopes which were open to surface together with seepage through faults. No large quantities of ground water have been intersected to date and there is no increase in water with depth. Therefore, it would appear that the water flow is seasonal and can be adequately drained through the adits without pumping and collected in the mill process water system or tailings pond for treatment and recycling.

### 7.3 Mining Methods

Sub-level stoping, with and without pillars, has been considered as the mining method for the No.1-1 orebody based on currently assumed dimensions. The Xian Institute considered this method to be sub-level caving; however, when reviewed in detail, the caving refers to the waste rock and not to the ore. Therefore, BDASIA believes that the correct terminology is sublevel retreat mining. The Xian Institute believes that due to the good ground conditions and high production rate, mining with pillars was not necessary. However, it has recognized that a lower ore recovery of only 83%, a higher dilution factor of 19.8%, and difficult ventilation conditions would result. BDASIA is of the opinion that this approach is adequate but the dilution could be slightly higher than expected by the Xian Institute. Sublevel mining with pillars would be preferable when mining widths average over 20 m with a competent hanging wall. Should the ore width increase to +30 m the mining would be changed to transverse, which would necessitate rib pillars. Therefore, until the true width has been determined the detailed mining method cannot be finalized. With the current planning concept and the incorporation of pillars, the sublevel interval could be increased to 12.5-m or more for a 50-m stope height compared to the current layout of 10-m sublevels, resulting in more tonnes per meter of development. This would maximize ore recovery (+90%) and lower dilution (to possibly 12.5%) at a slightly higher cost due to an estimated 20% increase in development. It is understood that larger than currently planned drilling equipment is available in China, therefore, increasing the sublevel interval and utilizing longer/larger blast holes is possible.

Notwithstanding the foregoing, the current production forecast is based on mining without pillars. To facilitate mining in this zone it is essential that the ore boundaries be accurately defined to enable a higher degree of mine planning. Current planning is to utilize 65-mm upholes, retreating from the hanging wall. Mucking on each sublevel is planned with 2.0-m<sup>3</sup> electric load-haul-dump ("LHD") machines to transfer ore from the sublevel drawpoints to the ore pass. The planned development will create stopes 50-m in height with access provided from each haulage level. Sublevels are planned at 10-m intervals with a ramp access to the adits and connected to the ore, waste and ventilation raises. From each sublevel a slot raise is driven to the sublevel or main level above. Main haulage ways are planned at a size of 3.0-m×4.0-m, sublevels and stope drifts at 3.0-m×2.0-m, ore passes and waste passes are at a diameter of 3.0 m and 2.0 m, respectively.

It is proposed to employ overhand flat back shrinkage stoping for the No.1-2 orebody due to the narrow projected width to provide flexibility as the ore contacts are not clearly defined as noted in the No.1-1 orebody. More accurate delineation of the contacts is essential to improve the mine planning. With the current indicated width of 4.6 m, this zone could also be mined with a sublevel long-hole mining method and definitely so if the true width is greater than currently assumed. The current stope planning involves 50-m high stopes as per the sublevel open stopes and 50 m on strike. The resulting crown pillar is 3-m thick, the sill pillar 5 m and the rib pillars 6-7 m. Drilling will utilize both jacklegs and stopers taking a 2-m lift. Sufficient ore is drawn after each blast to maintain the correct working elevation within the stope. This is an acceptable approach to mining steeply dipping narrow ore zones.

### 7.4 Mine Production and Development Rates

Based on the currently indicated tonnes per vertical meter, a mining rate in the order of 600,000 tpa should be sustainable provided that the necessary development work is completed. The proposed production rate of 1,300 tpd is therefore considered achievable. Given that the current ore outlines appear to understate the reserve as the

exploration crosscuts did not intersect the hangingwall and footwall contacts, the potential for a further increase in production rate is not unreasonable.

Prior to the commencement of production at the planned rate of 1,300 tpd at the end of 2008, it is planned that three stopes will be developed and a further two under development. This will involve the completion of approximately 6,000 m of development (2 years with four development crews). The annual development requirement after that is 9,230 m, comprising 1,804 m of access development, 2,706 m of exploration development, 3,512 m of stope preparation and 1,208 m of ramp development.

The forecast mine development and production for 2009 to 2011 is shown in Table 7.1. The development rates are considered reasonable given the planned manpower and the number of working areas available.

<b>Table 7.1 Forecast Mine Development and Production, 2009-2011</b>			
	<b>Forecast</b>		
	<b>2009</b>	<b>2010</b>	<b>2011</b>
<b>Development (m)</b>	9,230	9,230	9,230
<b>Production (kt)</b>	429.0	429.0	429.0

Mine development is undertaken with hand-held air-operated equipment with mucking carried out with electric track mounted rocker shovels. Ramp development and production mucking will be carried out with trackless equipment. Development dimensions are adequate to satisfy the ventilation requirements.

#### **7.5 Recommendations**

In the previous sections, BDASIA has recommended conducting a new phase of exploration work for the No.1 orebody as soon as possible to better define the geometry of the mineralized zone as well as its grade distribution, structural and geotechnical information. When this exploration work is completed, a new mine design and detailed mine planning should be conducted. Appropriate mining methods and production rate will be selected based on the new data for this orebody. BDASIA believes that Luchun Xingtai should postpone the currently planned 1,300-tpd startup and restart the mine development when the new ore outlining exploration work has been completed and the mine design updated in accordance with the new reserves. This will delay the initial mine production, but the mine will be more profitable in the long run.

## 8.0 METALLURGY AND PROCESSING

The concentrator feed for the Damajianshan Mine will mostly come from the No.1-1 orebody under the current feasibility study. The minerals of economic importance are copper, lead and arsenic sulfides. This ore was treated previously, on a limited scale, in a 300-tpd flotation plant in 2005, 2006 and 2007. The processing rate in 2009 is planned to reach 1,300 tpd once the additional concentrating and tailings disposal facilities are completed. Flotation will remain the concentration process of choice.

### 8.1 Testwork

Comprehensive laboratory testwork on the ore was conducted by the Research and Design Institute of Yunnan Tin Group Company Limited and reported in "Test Report on Mineral Separation of Luchun Copper, Lead, Arsenic and Bismuth Polymetallic Sulfide Deposit" dated May 2005. This report discussed the sample tested, the testwork conducted and test results, which are all summarized below.

#### 8.1.1 Sample

The sample used in the testwork appears to have been taken from the development ore. The sample preparation was conventional: crushing, screening, blending and splitting into required test changes. The latter were used for various analyses as well as grinding and concentration tests.

The semi-quantitative spectrographic analysis of the sample revealed the presence of arsenic, aluminum, iron, silica, copper and calcium (all above 1%), followed by manganese (0.8%), magnesium, lead and titanium (all 0.5%). Small quantities of bismuth, tin and zinc (all 0.05%), as well as beryllium (both 0.001%) were also detected.

The quantitative chemical analysis established the presence of the following values: 1.58% Cu, 0.85% Pb, 0.083% Zn, 0.139% Bi, 8.83% Fe, 5.39% As, 6.24% S, 0.275% CaO, 0.569% MgO, 61.44% SiO<sub>2</sub>, 8.57% Al<sub>2</sub>O<sub>3</sub>, 0.068% Sn, 36.9 g/t Ag and less than 0.2 g/t Au.

The mineralogical composition analysis of the ore established the presence of twenty-nine minerals, of which nineteen were metal and ten were gangue minerals. Copper minerals are mainly chalcopyrite and cubanite with small amount of covellite, tennantite and malachite. Lead minerals are mainly galena, anglesite, and cerussite with small amounts of lead arsenates. The arsenic mineral is mainly arsenopyrite along with small amounts of arsenates. The bismuth mineral is bismuthinite. Iron minerals are mainly pyrite, pyrrhotite and limonite. Gangue minerals are quartz, feldspar and chlorite.

Close to 83% of the copper occurs as chalcopyrite with minor covellite, both readily recoverable by flotation. The remaining copper occurs as malachite and tennantite, or as sulfide inclusions (which cannot be floated) in quartz or as inclusions in arsenopyrite and pyrite (which downgrade copper concentrates). Chalcopyrite grains are generally between 0.01 and 0.15 mm. The minimum size is below 0.0001 mm. It may be locked, to a smaller degree, with arsenopyrite, quartz and chlorite and with galena and bismuthinite. A covellite film often covers the chalcopyrite surface.

Arsenic is mainly present as arsenopyrite (over 97%); its arsenic content is close to 40%. It has a copper content of about 0.1%. The arsenopyrite grain size is between 0.01 and 0.15 mm. It may be locked, to a smaller degree, with other sulfides and quartz and chlorite.

Lead mineral occurrence is complicated from the processing point of view. The lead minerals include galena (floatable sulfide), anglesite and cerussite (lead sulfate and lead carbonate which require a complex flotation regime hardly applicable and economical in this case) and arsenate (undesirable due to arsenic impurity). Galena usually contains small inclusions of silver, bismuth and antimony. The galena grain size is generally 0.009 to 0.13 mm. The lead present as galena accounts for 39% of the total lead and it should be noted that only this lead mineral could be economically processed and recovered in the plant under construction.

Bismuth occurs as bismuthinite. Its common grain size is from 0.005 to 0.074 mm, and its shape is acicular and/or columnar. It may be found free or with quartz, chlorite, pyrite, arsenopyrite and chalcopyrite

#### 8.1.2 Testwork and Results

Several approaches for concentration of copper, lead, silver and arsenic were evaluated, including various bulk flotation procedures followed by separation of the bulk concentrate components into individual concentrates, combined gravity concentration and flotation, and selective flotation. Evaluation of the above approaches along with changes in fineness of grinding and reagent regimes showed that the most advantageous concentration method was the bulk flotation of copper, lead and silver followed by arsenopyrite flotation. This approach yields copper/lead/silver rougher bulk concentrate, arsenic rougher concentrate and final tail. After several cleanings, the copper/lead/silver rougher bulk concentrate is subjected to copper and lead separation. The arsenic concentrate is cleaned several times until the required purity is obtained. The tail from the arsenic flotation is disposed in a tailings pond. The optimum grinding was determined to be 80% less than 0.074 mm. The reagents were conventional and readily available.

The flotation results obtained in the closed circuit laboratory test showed that copper concentrate contained 25.66% Cu, 2.054% As, 5.93% Pb, 1.35% Bi, 463.3 g/t Ag and 0.50 g/t Au, while recoveries (distributions) of the relevant metals were 82.00% Cu, 1.28% As, 37.15% Pb and 22.84% Bi.

Arsenic concentrate contained 0.558% Cu, 26.56% As, 1.446% Pb and 0.395% Bi. These same metals were distributed in the concentrate at 11.59%, 82.97%, 36.71% and 45.04%, respectively.

#### 8.1.3 Discussion of Testwork Results

The two aspects of the copper concentrate i.e. high arsenic content (2.05%) and low lead distribution (37.15%) are noted. Both are related to the nature of the ore in the deposit.

Regarding the arsenic, the mineralogical analysis discussed earlier demonstrated that chalcopyrite and arsenopyrite are, in some cases, finely dispersed and locked in each other. The grinding which would be required to liberate these two minerals from each other and thus reduce arsenic in the copper concentrate would have to be so fine so that it would gravely affect the efficiency of flotation and result in low metal recoveries. Therefore, a sharp separation of copper and arsenic in industrial practice cannot be expected.

The high arsenic content of the copper concentrates produced from the Damajianshan Mine is of concern to BDASIA as it could impact the salability and sale price of the copper concentrates. Based on the current concentrate sale contract, there will be a price deduction if the arsenic content is from 0.3 to 2.0% in the copper concentrates and the copper concentrate will be rejected if the arsenic content is higher than 2%. Luchun Xingtai has presented data for the arsenic contents of the copper concentrates produced by the 300-tpd mill. They generally range from 1.2 to 1.6%, which are within the saleable range. BDASIA believes that it is very important for Luchun Xingtai to closely monitor the arsenic content in the copper concentrates produced by the new 1,000 tpd mill and control them at the current or a lower level.

Regarding low lead distribution it is noted that only about 39% of the total lead present in the ore is in galena (readily floatable sulfide) while other lead minerals (sulfate, carbonate, arsenate) cannot, in this case, be economically recovered. Therefore, when the lead and copper are separated, less than 40% of the total lead present can be expected to find its way into the lead concentrate. The most likely lead recovery to the lead concentrate in an industrial process will be in the 33-36% range.

If the future ore is the same or similar to that represented by the testwork sample, it cannot be realistically expected that results better than those obtained in the laboratory locked-cycle test can be industrially obtained unless an additional and suitable process and flotation section are incorporated in the design. It is recommended that more testwork on a fully representative sample should be performed in order to settle the issue of copper and lead recoveries.

## 8.2 Processing

The flotation processing of this ore type is well understood and employed worldwide. Generally, it consists of crushing and grinding to the necessary fineness and the flotation of copper sulfides followed by arsenopyrite flotation. In the case of the Damajianshan ore the lead, bismuth and silver minerals will report in the copper concentrate. They may be separated from the copper if desired. The arsenopyrite, pyrite, etc. are depressed during copper flotation step. In the following stage, the arsenopyrite is activated and floated into a separate concentrate.

### 8.2.1 Process and Flowsheet

The copper, lead, silver and arsenic concentration process, designed based on the described testwork, comprises:

- ◆ Crushing (open circuit) of the run-of-the-mine ore in a 600-mm×900-mm jaw crusher;
- ◆ Screening of the jaw crusher product on a vibrating screen at 12 mm;
- ◆ Crushing (closed circuit) the +12 mm screen product in a H3800 hydrocone crusher;
- ◆ Grinding, in a closed circuit with double screw classifiers, of the -12 mm screen product (in MQG 2,700×4,000) to 80% -0.074 mm;
- ◆ Conditioning of the ground product prior to copper-lead bulk flotation;
- ◆ Bulk flotation of copper, lead, bismuth and silver minerals;
- ◆ Cleaning the bulk flotation concentrate and scavenging the bulk flotation tails;
- ◆ Flotation separation of copper and lead values from the third bulk cleaner concentrate into separate concentrates of copper and lead. Part of silver and bismuth report with the lead;
- ◆ Rougher flotation of arsenopyrite from the copper-lead bulk flotation tails;
- ◆ Cleaning of arsenopyrite rougher flotation concentrate to produce the final arsenic concentrate; and
- ◆ Dewatering of separate copper, lead and arsenic concentrates in individual settling tanks.

The process flowsheet is schematically presented in Figure 8.1. It is noted that all equipment, except the hydrocone crusher, is designed and made in China. The flotation reagents are conventional and readily available. The flotation reagents (and their consumption in g/t) are as follows: calcium oxide (6,000), calcium hypochlorite (2,800), copper sulfate (56), ammonium chloride (756), sodium carbonate (756), sodium ethyl xanthate (33.6), ammonium butyl xanthate (44.8), a dithiophosphate (33.6), sodium methyl glycolate (252), sodium sulfide (200-400), zinc sulfate (4,000) and sodium silicate (300).

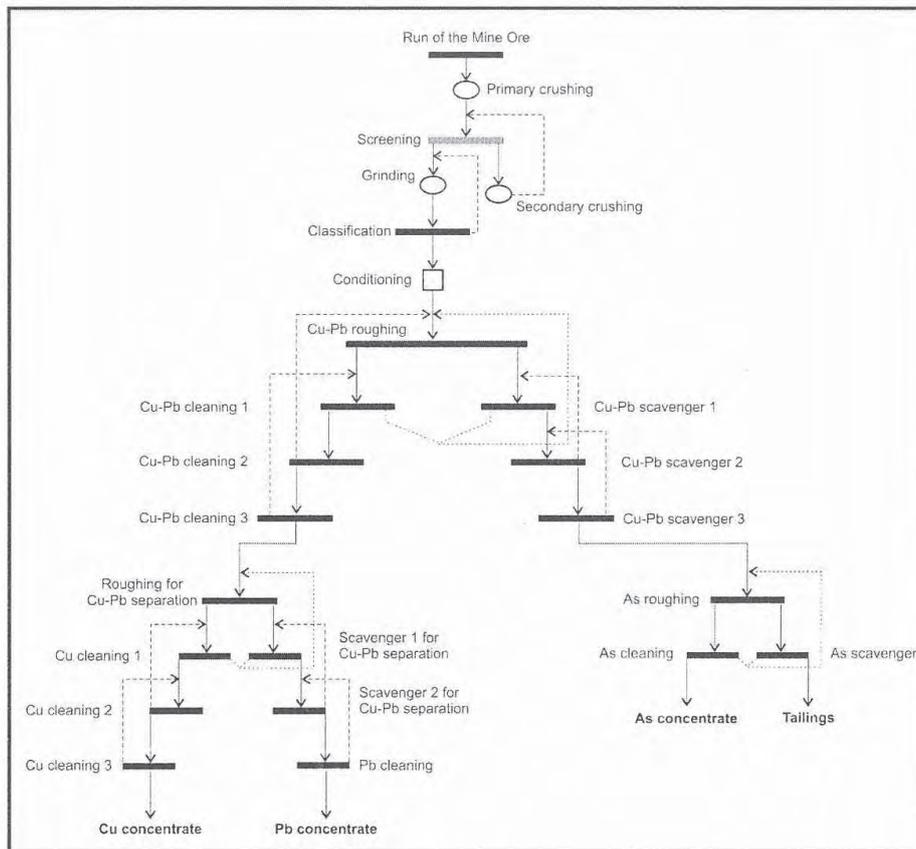


Figure 8.1 Ore Processing Flowsheet for the Damajianshan Mine

### 8.2.2 Discussions and Recommendations

The process is well chosen and it is believed that when fine-tuned, it could yield the results that would be optimum for this ore type. The fine-tuning (reagent adjustment, flow modifications) can take place in the course of the production.

One feature of the flowsheet, in BDASIA's opinion, requires further consideration, namely the settling tanks for the three individual concentrates. BDASIA is concerned that the settling tanks will not perform satisfactorily and that, perhaps, significant metal losses could occur in the settling tanks' overflows as well as in handling (spillage, etc.) and transfer of the concentrates. Consideration should be given to drum or disc filters to dewater the concentrates.

## 9.0 PRODUCTION

Forecast concentrator production for the Damajianshan Mine based on the Xian Institute feasibility study for the 2009-2011 period is summarized in Table 9.1. This forecast is based on the expectation that full production capacity of 1,300 tpd will be reached at the end of 2008. The forecast mill feed grade varies between 1.40% and 1.76% for copper, 0.99% and 1.17% for lead and 5.76% and 6.29% for arsenic in different years reflecting the grade distribution in the deposit. The forecast mill recoveries for copper, lead, and arsenic for the period are 82%, 35% and 75%, respectively, which is in line with the metallurgical tests discussed in the previous section. The reports by Luchun Xingtai showing that the actual overall mill recovery from 2005 to 2007 in the 300-tpd plant was 82% for copper and 70% for arsenic also provide support for the forecast mill recoveries.

**Table 9.1  
Forecast Production for the Damajianshan Mine, 2009-2011**

	Forecast		
	2009	2010	2011
<b>Milled Ore</b>			
Tonnage (kt)	429	429	429
Cu Grade (%)	1.76	1.40	1.40
Pb Grade (%)	0.99	1.17	1.17
As Grade (%)	6.29	5.76	5.76
Cu Metal (t)	7,560	6,020	6,020
Pb Metal (t)	4,250	5,040	5,040
As Non-metal (t)	27,000	24,700	24,700
<b>Mill Recovery</b>			
Cu (%)	82%	82%	82%
Pb (%)	35%	35%	35%
As (%)	75%	75%	75%
<b>Final Products</b>			
Copper Concentrate (t)	24,780	19,730	19,730
Cu Grade (%)	25%	25%	25%
Cu Metal (t)	6,200	4,930	4,930
Lead Concentrate (t)	3,310	3,920	3,920
Pb Grade (%)	45%	45%	45%
Pb Metal (t)	1,490	1,760	1,760
Arsenic Concentrate (t)	67,410	61,800	61,800
As Grade (%)	30%	30%	30%
As Non-metal (t)	20,220	18,540	18,540

Three concentrates will be produced from the mine: copper, lead and arsenic. The copper concentrate grade is forecast at 25% Cu, the lead concentrate grade 45% Pb, and the arsenic concentrate 30% As. They are all in the range indicated by the metallurgical test work. Total copper production in the copper concentrates will be 6,200 t in 2009 and 4,930 t in 2010 and 2011, reflecting the higher grade ore processed by the mill in 2009. Forecast lead production in lead concentrate is 1,490 t in 2009 and 1,760 t in 2010 and 2011, and forecast arsenic production in arsenic concentrate is 20,220 t in 2009 and 18,540 t in 2010 and 2011.

BDASIA believes that the forecast production is generally achievable for the current 1,300 tpd plan. However, BDASIA has recommended that Luchun Xingtai carry out additional resource definition exploration work for the No.1 orebody as soon as possible and redesign the mine based on the findings of this exploration work. This will likely result in a delay in initial production of the project, but the mine production rate will likely be higher and the mine will be more profitable.

## 10.0 OPERATING COSTS

Based on information in Xian Institute's feasibility study, BDASIA has developed forecast unit mining, milling, G&A and other costs on a per tonne basis for ore milled from 2009, when the mine will be in full production, to 2011 for the Damajianshan Mine. BDASIA has also calculated a unit product operating cash cost and total production cost for the equivalent primary product (copper in copper concentrate) of the operation by converting all other products to equivalent primary product using the projected product sale prices as provided by Luchun Xingtai. The primary product for the operation was selected based on its economic importance.

The operating cash costs include mining costs, processing costs, G&A costs, selling costs, environmental protection costs, production taxes, resource compensation levy, interests on loans and other cash cost items. The total production costs comprise the operating cash costs, depreciation/amortization costs and other non-cash cost items. These costs are expressed in Chinese currency with a unit of RMB. For the benefit of international investors, BDASIA has converted these costs into United States dollars (US\$).

Table 10.1 summarizes forecast unit costs from 2009 to 2011 for the Damajianshan Mine.

Cost Item	Forecast		
	2009	2010	2011
Mining Cost (RMB/t of ore milled)	39.1	39.1	39.1
(US\$/t of ore milled)	5.50	5.50	5.50
Milling Cost (RMB/t of ore milled)	82.0	83.5	83.5
(US\$/t of ore milled)	11.53	11.74	11.74
G&A and Other Costs (RMB/t of ore milled)	102.1	100.3	100.3
(US\$/t of ore milled)	14.35	14.11	14.11
<b>Total Operating Cash Costs (RMB/t of ore milled)</b>	<b>217.0</b>	<b>222.9</b>	<b>222.9</b>
(US\$/t of ore milled)	<b>30.51</b>	<b>31.35</b>	<b>31.35</b>
<b>Unit Product Operating Cash Cost*</b>			
Equivalent Copper Metal in Concentrate (RMB/t)	12,100	15,100	15,100
(US\$/t)	1,700	2,120	2,120
<b>Unit Product Total Production Cost*</b>			
Equivalent Copper Metal in Concentrate (RMB/t)	13,500	17,000	17,000
(US\$/t)	1,890	2,390	2,400

\* In calculation of the unit product operating cash cost and total production cost, all other products have been converted to equivalent copper metal in concentrate based on the product sales prices provided by the mine.

The total operating cash cost is forecast at RMB217.0/t (US\$30.51/t) of milled ore in 2009 and RMB222.9/t (US\$31.35/t) in 2010 and 2011. The mining and milling cost estimates are based on self mining and milling operations. The mining cost is forecast at RMB39.1/t (US\$5.50/t) of ore milled and the milling cost at RMB82.0/t (US\$11.53/t) in 2009 and RMB83.5/t (US\$11.74/t) in 2010 and 2011. The G&A and other cost is forecast at RMB102.1/t (US\$14.35/t) in 2009 and RMB100.3/t (US\$14.11/t) in 2010 and 2011. BDASIA believes that these costs reflect current Chinese cost structures for similar mining operations and therefore are considered reasonable for the presented 1,300-tpd mine plan.

Copper is the primary metal in concentrates produced from the Damajianshan Mine; lead, arsenic, and silver credit in concentrates were converted to equivalent copper metal in concentrate for cost analysis. Forecast unit operating cash costs and unit total production costs for equivalent copper metal in concentrate are shown in Table 10.1. These costs are related to the operating cash costs, the sales price ratio of the final products (metals in concentrates), and also to the average mill feed metal grades. The forecast unit total production costs for equivalent copper metal in concentrate are significantly lower than the current market price for copper metal in concentrate, indicating that Damajianshan would be a very profitable operation if the future metal prices would be consistent with the current metal prices.

The additional resource definition work recommended and the resulting changes to the mine/mill production plan will affect the forecast costs and metal production. It is the opinion of BDASIA that these changes should have a positive impact on the operating cost structure.

## 11.0 CAPITAL COSTS

The forecast capital costs for the Damajianshan to 2011 are shown in Table 11.1. These costs are based on Xian Institute's feasibility study for the 1,300 tpd mining project and reflect the current cost structure of the work being carried out on the site and projected future capital expenditures. BDASIA notes that construction for the new 1,000 tpd mill was nearly completed during BDASIA's site visit and it was reported by Luchun Xingtai that the actual capital cost for the expansion will be lower than estimated in the Xian Institute feasibility study. Based on Luchun Xingtai's estimate, the capital expenditure for remaining of 2008, as of May 31, 2008, will be approximately RMB18.0 million (US\$2.57 million). Upon completion of the above expansion, the mine is expected to reach the designed production capacity of 1,300 tpd at the end of 2008.

	Forecast			
	Pre-2009	2009	2010	2011
<b>Capital Cost in RMB×10<sup>3</sup></b>				
Mine	27,070	1,610	1,610	1,610
Mill	15,800	410	290	400
Admin	4,630	-	-	-
Tailings	16,490	15,000	-	-
Ancillary Production Facility	10,620	-	-	-
Mining License	-	14,000	14,000	14,000
Others	21,330	-	-	-
Contingency	12,400	-	-	-
<b>Total</b>	<b>108,340</b>	<b>31,020</b>	<b>15,900</b>	<b>16,000</b>
<b>Capital Cost in US\$×10<sup>3</sup></b>				
<b>Total</b>	<b>15,477</b>	<b>4,431</b>	<b>2,236</b>	<b>2,250</b>

The additional resource definition work recommended by BDASIA together with the revised mine and mill production plan will most likely increase the production capacity of the Damajianshan Mine, and therefore, the capital cost will also likely be increased for the expanded construction.

## 12.0 ENVIRONMENTAL MANAGEMENT

The Damajianshan Mine is in the process of applying for the environmental permit, from the Luchun County Environment Protection Bureau (“EPB”), for mining and processing activities at a production level of 1,300 tpd. Environmental measures proposed to be implemented at the upgraded operations will comprise:

- ◆ Dust mitigation: including the use of dust collectors, exhaust fans fitted with filters, water sprays and enclosure of dust generating activity. Personal protection devices (“PPE”) to provide additional personal protection from dust will be provided;
- ◆ Waste water treatment: Luchun Xingtai intends to recycle at least 80% of its waste water, the remainder being discharged from the site in accordance with regulatory requirements. Waste water (including tailings effluent and seepage) will be recycled to the process plant for use in mineral processing or will be used for dust suppression. Top up water is to be pumped to a water storage tank from the mine water and nearby springs. Sewage effluent will be treated to meet regulatory requirements and discharged to the river;
- ◆ Solid waste: some waste rock from mine development will be used for construction and civil works purposes, but it is expected that most will be stored in the new engineered waste rock dump. Tailings from the new processing plant will all be stored in a new tailings storage facility (“TSF”) to be constructed this year. The new waste rock dump and TSF have been designed by the Xian Nonferrous Metallurgical Engineering and Research Institute;
- ◆ Noise control: methods of noise control include use of silencers, noise and vibration dampening and absorbing materials, and isolation and enclosure of noisy equipment. Company policy will require PPE use, such as ear muffs, for noise-affected workers;
- ◆ Environmental monitoring: Luchun Xingtai will be undertaking a schedule of regular noise, water and air quality monitoring. Monitoring results will be regularly submitted to the EPB; and
- ◆ Rehabilitation: a rehabilitation and planting program for disturbed areas will be ongoing.

<b>Design Capacity and Estimated life</b>	<b>Comments</b>
The new TSF will be constructed to meet the requirements of the mill over a 17 year mine life, with a capacity of approximately 5.3 million cubic meters.	The TSF will be constructed in a river valley 1.2 km from the mill site, with the capacity designed to meet 17 years’ tailings production requirements at a 1,300 tpd production rate. Tailings will be pumped to the TSF from the process plant at a density of 50% solids (by weight), and the supernatant water, together with collected seepage, will be returned to the process plant for recycling.  The initial stage of the TSF emplacement (4-5 years production) will be designed with a 1 in 100 year flood design factor, rising to 1 in 500 years for later extensions. The initial emplacement dam height will be 40 m high and be followed by nine 10-m lifts, each separated by 5-m berms, to a total height of 130 m. A 2.5-m underdrain, connected to four 3.5-m diameter downpipes, will permanently drain the emplacement. The TSF is designed to accommodate a local seismic risk factor of 7 (on the Chinese Richter scale equivalent). The TSF will be topsoiled and grassed upon closure.

### 13.0 OCCUPATIONAL HEALTH AND SAFETY

Luchun Xingtai intends to implement a corporate safety policy which will incorporate national safety standards, regular health checks, and will apply to contractors as well as to company employees. A safety permit will be applied for at the appropriate time.

Luchun Xingtai intends to conduct its operations in accordance with the relevant national laws and regulations covering occupational health and safety (“OH&S”) in mining, production, blasting and explosives handling, mineral processing, TSF design, environmental noise, emergency response, construction, fire protection and fire extinguishment, sanitary provision, power provision, labor and supervision.

## 14.0 RISK ANALYSIS

When compared with many industrial and commercial operations, mining is a relatively high risk business. Each orebody is unique. The nature of the orebody, the occurrence and grade of the ore, and its behavior during mining and processing can never be wholly predicted.

Estimations of the tonnes, grade and overall metal content of a deposit are not precise calculations but are based on interpretation and on samples from drilling or channel sampling which, even at close sample spacing, remain very small samples of the whole orebody. There is always a potential error in the projection of sampling data when estimating the tonnes and grade of the surrounding rock and significant variations may occur. Reconciliations of past production and ore reserves can confirm the reasonableness of past estimates, but cannot categorically confirm the accuracy of future predictions.

Estimations of project capital and operating costs are rarely more accurate than  $\pm 10\%$  and will be at least  $\pm 15\%$  for projects in the planning stages. Mining project revenues are subject to variations in metal prices and exchange rates, though some of this uncertainty can be removed with hedging programs and long-term contracts.

The Damajianshan Mine reviewed in this report is in the development stage. Development and construction are still on-going, which introduces a degree of uncertainty.

In reviewing the Damajianshan Mine, BDASIA has considered areas where there is perceived technical risk to the operation, particularly where the risk component could materially impact the projected production and resulting cashflows. The assessment is necessarily subjective and qualitative. Risk has been classified from low, moderate to high based on the following definitions:

- ◆ High Risk: the factor poses an immediate danger of a failure, which if uncorrected, will have a material effect ( $>15\%$ ) on the project cash flow and performance and could potentially lead to project failure.
- ◆ Moderate Risk: the factor, if uncorrected, could have a significant effect ( $>10\%$ ) on the project cash flow and performance unless mitigated by some corrective action.
- ◆ Low Risk: the factor, if uncorrected, will have little or no effect on project cash flow and performance.

Risk Component	Comments
Mineral Resources <i>Low Risk</i>	<p>The primary No.1 orebody for the Damajianshan deposit is a structurally-controlled, large tabular mineralized zone hundreds of meters in dimension and has relatively stable metal grade and thickness distribution. The orebody is currently defined by reasonably close-spaced underground crosscuts and surface trenches. The hangingwall and footwall of the orebody, however, are currently undefined as most of the sampling crosscuts have not penetrated the orebody. Further exploration to define the true dimension of the orebody could significantly increase the mineral resources. Other smaller mineralized bodies have only explored by limited surface trenches and underground workings and further exploration work could also significantly increase their contained mineral resources.</p> <p>The resource estimates follow set processes and procedures which in general have been diligently carried out. The Measured and Indicated category resources are mostly based on detailed channel sampling along underground crosscuts and surface trenches typically 50-100 m apart; there was generally no extrapolation from any data point. The Inferred category resources were also reasonably estimated by limited extrapolating from the Measured and Indicated resource blocks or based on surface trench channel sampling spaced 100 m to 200 m apart.</p>
Ore Reserves <i>Low Risk</i>	Luchun Xingtai does not formally estimate and publish ore reserves. The Xian Institute has undertake feasibility mine design and planning work for a 1,300 tpd

<b>Risk Component</b>	<b>Comments</b>
	<p>operation, and has selected reasonable mining recovery factor and mining loss factor based on the orebody geometry and mining methods to be employed.</p> <p>BDASIA has estimated Proved ore reserves based on the Measured mineral resource category and Probable ore reserves based on the Indicated mineral resource category for the portions of the Measured and Indicated mineral resources with a production plan using selected mining dilution and mining recovery factors.</p> <p>The defined Proved and Probable ore reserves support a mine life of approximately 17 years at the production rate of 1,300 tpd. In addition, there are significant, less reliable, Inferred class mineral resources present at the deposit and significant exploration potential also exists at the property.</p>
<p>Mining <i>Moderate Risk</i></p>	<p>Limited geological and geotechnical information is available for mine planning. As a result reliable mine design cannot be achieved and planning must be flexible to accommodate changes as dictated by the evolving mine development. A satisfactory feasibility study has been completed given the information available, however, detailed mine plans and schedules require detailed information concerning the ore zones. A significant amount of development is required to bring the mine to the planned level of production and to sustain it.</p> <p>The proposed mining methods are appropriate given the limited exposure to the orebodies, but the slope dimensions could be conservative based on observations underground and previous mining activities. Limited allowance has been made for maintenance facilities within the mine. The operation of electric locomotives and scooptrams requires adequate maintenance facilities and preventive maintenance, without which the reliable movement of ore from slope to the mill will be at risk.</p>
<p>Processing <i>Low Risk</i></p>	<p>The process and flowsheet are relatively simple and conventional. It is expected that both will perform well within the constraints imposed by the nature of the ore. Minor corrections will be necessary and the impact on cash flow will be minor. Therefore, the processing risk here is low.</p>
<p>Infrastructure <i>Low to Moderate Risk</i></p>	<p>The basic infrastructure is in place at the mine for the 1,300 tpd operation. Adequate electric power is available at the site, however, the reliability of supply is questionable. Some standby capacity will be installed but may not be sufficient for continuous operation. Water is abundant in the area and sufficient for mine and mill production.</p> <p>The remote location and difficult access will result in difficulties in recruiting and maintaining qualified professional and technical staff for the project. Transportation of concentrates and supplies may also be interrupted sometimes due to weather conditions.</p>
<p>Production Targets <i>Low to Moderate Risk</i></p>	<p>The planned production rate for the Damajianshan Mine is generally considered as achievable by BDASIA under the current 1,300 tpd production plan. However, BDASIA believes it is more important now for the Company to carry out additional exploration work in order to fully define the geometry of the orebodies. In this case, the initial production of the 1,300 tpd plant will likely be postponed again.</p> <p>The arsenic content of the copper concentrates produced from the mine should be closely monitored and controlled at the current level of 1.2 to 1.6% or a lower level as the high arsenic content in copper concentrate could impact its salability and sale price.</p>
<p>Operating Cost <i>Low Risk</i></p>	<p>The mine costs have been developed from first principles and appear to be reasonable.</p>
<p>Capital Cost <i>Low Risk</i></p>	<p>The mine capital costs are considered to be comprehensible and reasonable for the current level of mine planning. The construction of the new 1,000 tpd mill is nearly</p>

Risk Component	Comments
Environment <i>Low Risk</i>	completed during BDASIA's site visit.  Mitigation measures are to be put in place to ensure environmental risks are minimized and regulatory environmental requirements are satisfied. The new TSF is designed to withstand potential flood and seismic impact. The Company is in the process of applying for an environmental permit for the project expansion. Any delays in issuing the environmental permit may delay construction of the tailings dam and the proposed production schedule.
Occupational Health and Safety <i>LowRisk</i>	Luchun Xingtai intends to conduct its operations in accordance with national safety regulations.

# 11. Investigating Accountant's Report



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Our ref: SA:

2 December 2010

The Directors  
Wah Nam International Holdings Limited  
Room 2805, 28/F, West Tower  
Shun Tak Centre  
168-200 Connaught Road Central  
Sheung Wan  
Hong Kong

Dear Sirs

## INVESTIGATING ACCOUNTANT'S REPORT

### 1. Introduction

We have prepared this Investigating Accountant's Report ("**Report**") on historical financial information of Wah Nam International Holdings Limited ("**Wah Nam International**" or "**the Company**") for inclusion in the Bidders Statement issued by Wah Nam International Australia Pty Ltd ("**Wah Nam Australia**"), a wholly owned subsidiary of Wah Nam International. Wah Nam International are also issuing a Prospectus. Broadly, the Prospectus will offer up to 10 million shares at an issue price of \$0.20 each plus one free attaching option for every one share issued ("**the Offer**").

Under the proposed issue \$2 million will be raised before costs. There is provision for the over subscription of a further 5 million ordinary shares to raise a further \$1 million before costs.

BDO Corporate Finance (WA) Pty Ltd ABN 27 124 031 045 AFS Licence No 316158  
BDO is the brand name for the BDO International network and for each of the BDO Member Firms. BDO in Australia is a national association of separate entities.



#### Basis of Preparation

This Report has been prepared to provide investors with information on the pro-forma Balance Sheets as noted in Section 6.12 of the Bidders Statement.

This Report does not address the rights attaching to the shares to be issued in accordance with the Prospectus, nor the risks associated with the investment, and has been prepared based on the oversubscription of the Offer being achieved. BDO Corporate Finance (WA) Pty Ltd (“BDO”) has not been requested to consider the prospects for the Company, the shares on offer and related pricing issues, nor the merits and risks associated with becoming a shareholder and accordingly has not done so, and does not purport to do so. BDO accordingly takes no responsibility for these matters or for any matter or omission in the Prospectus, other than responsibility for this Report. Risk factors are set out in the Prospectus.

Expressions defined in the Prospectus have the same meaning in this Report.

## 2. Background

Wah Nam is an investment holding company incorporated in Bermuda which has been listed on the Hong Kong Stock Exchange since 2002. Wah Nam is involved in a number of activities including

- The exploitation, processing and sales of mineral resources in the People’s Republic of China (“PRC”);
- The provision of limousine rental and airport shuttle bus transportation services in Hong Kong and the PRC; and
- Investments in equity securities.

## 3. Scope

You have requested BDO to prepare an Investigating Accountant's Report covering the following financial information:

- the consolidated statement of comprehensive income;
- the proforma balance sheets as at 30 June 2010 reflecting the actual position as at that date, major transactions between that date and the date of our report and the proposed capital raising under the Prospectus;
- the accounting policies applied by Wah Nam in preparing its financial statements.

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The historical financial information set out in section 3.5 has been extracted from the financial statements of the Company for the period ended 30 June 2010.

The Directors are responsible for the preparation of the historical financial information including determination of the adjustments.

We have conducted our review of the historical financial information in accordance with the Australian Auditing and Assurance Standard ASRE 2405 “Review of Historical Financial Information Other than a Financial Report”. We made such inquiries and performed such procedures as we, in our professional judgment, considered reasonable in the circumstances including:

- a review of work papers, accounting records and other documents pertaining to balances in existence at 30 June 2010;
- a review of the assumptions used to compile the pro-forma Balance Sheet;
- a review of the adjustments made to the pro-forma historical financial information;
- a comparison of consistency in application of the recognition and measurement principles in Accounting Standards and other mandatory professional reporting requirements in Australia, and the accounting policies adopted by the Company disclosed in the appendices to this Report; and
- enquiry of Directors and others.

These procedures do not provide all the evidence that would be required in an audit, thus the level of assurance provided is less than given in an audit. We have not performed an audit and, accordingly, we do not express an audit opinion.

Our review was limited primarily to an examination of the historical financial information and audit files, the pro-forma financial information, analytical review procedures and discussions with both management and directors. A review of this nature provides less assurance than an audit and, accordingly, this Report does not express an audit opinion on the historical information or pro-forma financial information included in this Report or elsewhere in the Prospectus.

In relation to the information presented in this Report:-

- support by another person, corporation or an unrelated entity has not been assumed;
- the amounts shown in respect of assets do not purport to be the amounts that would have been realised if the assets were sold at the date of this Report; and

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- the going concern basis of accounting has been adopted.

## 4. Conclusion

### Statement on Historical Financial Information

Based on our review, which was not an audit, nothing has come to our attention which would cause us to believe the historical financial information as set out in sections 3.5 and 6.12 of the Bidders Statement does not present fairly the financial position as at 30 June 2010 in accordance with the measurement and recognition requirements (but not all of the disclosure requirements) of applicable Accounting Standards and other mandatory professional reporting requirements in Australia. There are no material differences between the Australian Accounting Standards and the Hong Kong Accounting Standards, differences relating to the application of accounting policies have been disclosed in the bidders statement.

### Statement of Pro-forma Financial Information

Based on our review, which was not an audit, nothing has come to our attention which would cause us to believe the pro-forma financial information does not present fairly the financial position of the Company as at 30 June 2010, in accordance with the measurement and recognition requirements (but not all of the disclosure requirements) of applicable Accounting Standards and other mandatory professional reporting requirements in Australia as if the pro-forma transactions had occurred on that date.

## 5. Subsequent Events

Apart from the matters dealt with in this Report, and having regard to the scope of our Report, to the best of our knowledge and belief, no other material transactions or events outside of the ordinary business of the Company have come to our attention that would require comment on, or adjustment to, the information referred to in our Report or that would cause such information to be misleading or deceptive other than those detailed below which have been reviewed:

- Subsequent to 30 June 2010, the Company acquired 4,513,900 Brockman Resources Shares for approximately \$17.25 million.
- Subsequent to 30 June 2010, the Company acquired 10,732,825 FerrAus Shares for

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approximately \$8.81 million.

- on 17 September 2010, the Company raised approximately HK\$204.7 million by the issue of 178 million Shares.
- a fair value gain of approximately HK\$515 million on financial instruments classified as available for sale being Wah Nam International's shareholding in Brockman Resources and FerrAus

## 6. Assumptions Adopted in Compiling the Pro-forma Balance Sheet

The pro-forma balance sheets post issue under various scenarios set out in section 6.12 are shown in section 6.13. This has been prepared based on the reviewed financial statements as at 30 June 2010 and the transactions, events relating to the issue of shares under the Prospectus, assuming oversubscription is achieved, as well as the bids for Brockman Resources Limited and FerrAus Limited.

## 7. Disclosures

BDO Corporate Finance (WA) Pty Ltd is the corporate advisory arm of BDO in Perth.

Neither BDO Corporate Finance (WA) Pty Ltd nor BDO Kendalls, nor any director or executive or employee thereof, has any financial interest in the outcome of the proposed transaction except for the normal professional fee due for the preparation of this Report.

Consent to the inclusion of the Investigating Accountant's Report in the Bidders Statement in the form and context in which it appears, has been given. At the date of this Report, this consent has not been withdrawn.

Yours faithfully

**BDO Corporate Finance (WA) Pty Ltd**

**Sherif Andrawes**

Director

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# 12. Other Material Information

## 12.1 Shares

The maximum number of Wah Nam International Shares which would be required to be issued under the Offer if acceptances are received in respect of all the Brockman Resources Shares on issue as at the date of this Bidder's Statement was approximately 3,318,472,380 Wah Nam International Shares.

If all Brockman Resources option holders convert their options into Brockman Resources Shares before the end of the Offer Period and accept the Offer, then 3,507,172,380 Wah Nam International Shares will be required to be issued.

In order to accommodate the issue of the maximum number of Consideration Shares under the Offer, Wah Nam International proposes to increase its authorised share capital. The proposed increase in authorised share capital is subject to the approval of Wah Nam International Shareholders.

Upon obtaining Wah Nam International Shareholder approval, Wah Nam International will have the capacity to increase its authorised share capital and issue the maximum number of Wah Nam International Shares which it may be required to issue under the Offer.

Wah Nam International has agreed with Wah Nam Australia that, subject to prior shareholder approval, it will issue sufficient Wah Nam International Shares to satisfy the Offer Consideration payable to Brockman Resources Shareholders.

## 12.2 Share Option Scheme

Wah Nam International adopted the Share Option Scheme on 14 August 2002, pursuant to the written resolutions of its then sole shareholder. The Share Option Scheme is valid and effective for a period of 10 years from that date unless terminated earlier by Wah Nam International in general meeting or by the board of directors of Wah Nam International.

The purpose of the Share Option Scheme is to provide incentives or rewards to selected participants, including full time employees, executives or officers of the Wah Nam International Group (including executive and non-executive directors of the Wah Nam International Group) and any suppliers, consultants, agents or advisers who contribute or have contributed to the Wah Nam International Group (**Eligible Participants**), for their contribution to the Wah Nam International Group.

Under the Share Option Scheme, the board of directors of Wah Nam International may grant options to Eligible Participants to subscribe for Wah Nam International Shares. The board of directors of Wah Nam International may grant Wah Nam International Scheme Options to any Eligible Participants and set the exercise price, expiry date, a minimum period for which an option must be held before it can be exercised, performance targets (if any) which must be achieved before it can be exercised and other conditions applying to the options.

Wah Nam International Scheme Options are not, and will not be listed on the HKEx or the ASX.

### (a) Maximum number of Shares

The total number of Wah Nam International Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other share option scheme(s) of Wah Nam International at any time shall not exceed 30% of the number of Wah Nam International Shares on issue from time to time, provided that once options equivalent to 10% of the issued share capital have been issued, further shareholder approval is required for each subsequent 10% up to the 30% limit. No Wah Nam International Scheme Options shall be granted under any scheme(s) of the Wah Nam International Group if this will result in the 30% limit being exceeded.

### (b) Maximum number of options to any on individual

The total number of Shares issued and which may be issued upon exercise of the Wah Nam International Scheme Options granted under the Share Option Scheme and any other share option scheme(s) of Wah Nam International (including both exercised and outstanding options) to each Eligible Participant in any 12-month period up to the date of grant shall not exceed 1% of the Wah Nam International Shares on issue as at the date of grant.

Any further grant of Wah Nam International Scheme Options in excess of this 1% limit shall be subject to the issue of a circular by Wah Nam International and the approval of the Wah Nam International Shareholders in general meeting with such Eligible Participant and their Associates abstaining from voting and/or other requirements prescribed under the HKEx Listing Rules from time to time.

### **(c) Granting options to connected persons**

Any grant of options to a chief executive or substantial shareholder of Wah Nam International or any of their respective associates is required to be approved by the independent non-executive directors of Wah Nam International (excluding any independent non-executive director who is the grantee of the Wah Nam International Scheme Options).

The grant of options to a Related Party is subject to the approval of the Wah Nam International Shareholders and where the Related Party is also a director or an associate of a director, the approval of the independent non-executive directors of Wah Nam International (excluding any independent non-executive director who is the grantee of the Wah Nam International Scheme Options).

In addition, if Wah Nam International proposes to grant Wah Nam International Scheme Options to a substantial shareholder (as defined in the HKEx Listing Rules) of Wah Nam International or any independent non-executive director or their respective associates which will result in the number of Wah Nam International Shares issued and to be issued upon exercise of options granted (including options exercised, cancelled and outstanding) to such person in the 12-month period up to and including the date of the offer of such grant:

- representing in aggregate in excess of 0.1% of the Wah Nam International Shares on issue on the date of the offer; and
- having an aggregate value in excess of HK\$5 million, based on the closing price of Wah Nam International Shares at the date of each offer,

such further grant of Wah Nam International Scheme Options will be subject to the issue of a circular by Wah Nam International and the approval of the Wah Nam International Shareholders in general meeting on a poll at which all connected persons (as defined in the HKEx Listing Rules) of Wah Nam International shall abstain from voting, and/or such other requirements prescribed under the HKEx Listing Rules from time to time. A connected person (as defined in the HKEx Listing Rules) of Wah Nam International will be permitted to vote against the grant only if his intention to do so has been stated in the circular.

### **(d) Rights are personal to grantee**

A Wah Nam International Scheme Option is personal to the grantee and the grantee may not in any way sell, transfer, charge, mortgage, encumber or create any interest in favour of any third party over or in relation to any Wah Nam International Scheme Option or attempt to do so.

In the event that a grantee ceases to be an Eligible Participant, other than by reason of:

- death; or
- termination of employment with Wah Nam International or a Subsidiary for certain events set out in the Share Option Scheme, including termination for just cause,

the options granted under the Share Option Scheme will expire 1 month after such cessation.

In the event of death, options granted under the Share Option Scheme will expire 12 months from the date of death unless extended by the board of Wah Nam International.

In the event that a grantee ceases to be an Eligible Participant by reason of termination of employment with Wah Nam International or a Subsidiary for certain events set out in the Share Option Scheme, including termination for just cause, the option shall lapse automatically on the date on which the grantee ceases to be an Eligible Participant.

### **(e) Time of exercise of option**

There is no general requirement that a Wah Nam International Scheme Option must be held for any minimum period before it can be exercised but the board of directors of Wah Nam International is empowered to impose at its discretion any such minimum period at the time of grant of any particular Wah Nam International Scheme Option.

Upon acceptance of the grant of Wah Nam International Scheme Options under the Share Option Scheme, the grantee shall pay HK\$1.00 to Wah Nam International by way of consideration for the grant.

### **(f) Exercise price**

The exercise price of each Wah Nam International Scheme Option granted under the Share Option Scheme shall be such price as the board of directors of Wah Nam International in its absolute discretion shall determine, save that such price will not be less than the highest of:

- the closing price of Wah Nam International Shares as stated in the HKEx's daily quotations sheet on the date of grant, which must be a Business Day (and for this purpose shall be taken to be the date of the meeting of the board of directors of Wah Nam International at which the board proposes to grant the Wah Nam International Scheme Options);
- the average of the closing prices of Wah Nam International Shares as stated in the HKEx's daily quotations sheet for the 5 Business Days immediately preceding the date of grant; and
- the nominal value of a Wah Nam International Share.

Shares arising on the exercise of Wah Nam International Scheme Options will have the same rights as, and rank equally with, other Wah Nam International Shares.

### **(g) Capital restructuring**

If there is a capitalisation issue, rights issue, sub-division, consolidation of shares or reduction of capital of Wah Nam International, there will be a corresponding adjustment to the number of Wah Nam International Shares subject to any outstanding Wah Nam International Scheme Options and/or the exercise price of each Wah Nam International Option. If Wah Nam International undertakes a rights issue, sub-division, consolidation of shares or reduction of capital, the adjustments must be made in accordance with the HKEx Listing Rules and the ASX Listing Rules. These provisions are designed to preserve the Eligible Participant's proportionate entitlement to Wah Nam International Shares on the exercise of Wah Nam International Scheme Options.

### **(h) Performance target**

The board of directors of Wah Nam International has the discretion to require a particular grantee to achieve certain performance targets specified at the time of grant before any option granted under the Share Option Scheme can be exercised.

### **(i) Alteration of Share Option Scheme**

The Share Option Scheme may be altered in any respect by resolution of the board of directors of Wah Nam International except that:

- any alteration to the advantage of the grantees or the Eligible Participants (as the case may be) in respect of the matters contained in Rule 17.03 of the HKEx Listing Rules; and
- any material alteration to the terms and conditions of the Share Option Scheme or any change to the terms of Wah Nam International Scheme Options granted (except any alterations which take effect automatically under the terms of the Share Option Scheme),

shall first be approved by the Wah Nam International Shareholders in general meeting provided that if the proposed alteration shall adversely affect a Wah Nam International Option granted or agreed to be granted prior to the date of alteration, such alteration shall be further subject to the grantees' approval in accordance with the terms of the Share Option Scheme.

The amended terms of the Share Option Scheme shall still comply with the Chapter 17 of the HKEx Listing Rules and any change to the authority of the board of directors of Wah Nam International in relation to any alteration to the terms of the Share Option Scheme must be approved by Wah Nam International Shareholders in general meeting.

### **(j) Options on issue**

A total of 75,000,000 Wah Nam International Scheme Options have been granted under the Share Option Scheme.

Pursuant to a resolution passed by Wah Nam International Shareholders on 14 May 2010, Wah Nam International is currently authorised to grant Wah Nam International Scheme Options which are exercisable into 354,443,548 Wah Nam International Shares (being 10% of Wah Nam International Shares on issue as at the date of the resolution and approximately 9.1% of the current issued share capital).

Subject to the terms of the Share Options Scheme and the HKEx Listing Rules, Wah Nam International may seek further approval from Wah Nam International Shareholders after it has used up the above general mandate.

## **12.3 Interests and benefits of Wah Nam Australia's and Wah Nam International's directors**

Other than as set out below or elsewhere in this Bidder's Statement, no Wah Nam Australia or Wah Nam International director or proposed director holds, at the time of lodgment of the Original Bidder's Statement with ASIC, or has held in the 2 years before lodgment of the Original Bidder's Statement with ASIC, an interest in:

- the formation or promotion of Wah Nam International or Wah Nam Australia;
- property acquired or proposed to be acquired by Wah Nam International or Wah Nam Australia in connection with its formation or promotion, or in connection with the offer of Wah Nam International Shares under the Offer; or
- the Offer.

Other than as disclosed in this Bidder's Statement, no amount (whether in cash, shares or otherwise) has been paid or agreed to be paid, nor has any benefit been given or agreed to be given to any Wah Nam Australia or Wah Nam International director:

- to induce a person to become, or qualify as a Wah Nam International or Wah Nam Australia director; or
- for services provided by a Wah Nam International or Wah Nam Australia director in connection with the formation or promotion of Wah Nam International, Wah Nam Australia or the Offer.

## **12.4 Interests and fees of experts, advisers and other named persons**

Other than as set out below or elsewhere in this Bidder's Statement no:

- person named in this Bidder's Statement as performing a function in a professional, advisory or other capacity in connection with the preparation or distribution of this Bidder's Statement;
- promoter of Wah Nam International or Wah Nam Australia; or

- Australian Financial Service licensee involved in the Offer,

holds at the time of lodgment of the Original Bidder's Statement with ASIC, or has held in the 2 years before lodgment of the Original Bidder's Statement with ASIC, an interest in:

- the formation or promotion of Wah Nam International or Wah Nam Australia;
- property acquired or proposed to be acquired by Wah Nam International or Wah Nam Australia in connection with its formation or promotion, or in connection with the Offer; or
- the Offer, and

no amount (whether in cash, shares or otherwise) has been paid or agreed to be paid, nor has any benefit been given or agreed to be given to any such persons for services in connection with the formation or promotion of Wah Nam International or Wah Nam Australia or the Offer:

- Capital Investment Partners has agreed to act as Australian corporate adviser to Wah Nam Australia and Wah Nam International in relation to the Offer. Wah Nam International has paid, or agreed to pay, approximately A\$250,000 for these services, as at the date of the Original Bidder's Statement and will receive a success fee of 0.5% of the value of the Brockman Resources Shares acquired pursuant to the Offer if the minimum acceptance Condition is met;
- OSK Capital Hong Kong Limited has agreed to act as Hong Kong corporate adviser to Wah Nam Australia and Wah Nam International in relation to the Offer. Wah Nam International has paid, or agreed to pay, approximately HK\$1,126,000 for these services, as at the date of the Original Bidder's Statement;
- Clayton Utz has acted as Australian legal adviser to Wah Nam Australia and Wah Nam International in relation to the Offer. Wah Nam International has paid, or agreed to pay, approximately A\$750,000 for these services, as at the date of the Original Bidder's Statement. Further amounts may be paid to Clayton Utz in accordance with its normal time based charge-out rates;
- Michael Li & Co has acted as Hong Kong legal adviser to Wah Nam Australia and Wah Nam International in relation to the Offer. Wah Nam International has paid, or agreed to pay, approximately HK\$100,000 for these services, as at the date of the Original Bidder's Statement. Further amounts may be paid to Micheal Li & Co in accordance with its normal time based charge-out rates;
- Behre Dolbear has prepared the Independent Technical Report dated 30 June 2008 for the inclusion in a Wah Nam International Circular dated 30 June 2008 and the status update letter both of which are included in Section 10 of this Bidder's Statement, the FerrAus Bidder's Statement and Section 9 of the Prospectus. Wah Nam International has paid, or agreed to pay, approximately US\$35,000 for the preparation of the status update letter, as at the date of the Original Bidder's Statement;
- BDO Corporate Finance has prepared the Investigating Accountant's Report included in Section 11 of this Bidder's Statement, the FerrAus Bidder's Statement and Section 8 in the Prospectus. Wah Nam International has paid, or agreed to pay, approximately A\$125,000 for these services, as at the date of the Original Bidder's Statement;
- PricewaterhouseCoopers Australia has provided certain taxation services to Wah Nam International in relation to the disclosures in this Bidder's Statement on the Australian income tax implications arising for Australian resident investors who accept the Offer. Wah Nam International has paid, or agreed to pay, approximately A\$3,750 for these tax services, as at the date of the Original Bidder's Statement. Further amounts may be paid to PricewaterhouseCoopers in accordance with its normal time based charge-out rates; and
- PricewaterhouseCoopers Hong Kong is Wah Nam International's auditor. Fees billed by PricewaterhouseCoopers Hong Kong to Wah Nam International for the FY2009 was HK\$1,400,000.

## 12.5 Corporate Governance

The Wah Nam International board is committed to the principles of best practice in corporate governance. The board has relied on the Revised Principles of Corporate Governance Principles and Recommendations, developed by the ASX Corporate Governance Council and the Code of Corporate Governance Practices as set out in Appendix 14 of the HKEx Listing Rules, in formulating its corporate governance policies and practices. The board seeks, where appropriate, to adopt the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations and the Code of Corporate Governance Practices as set out in Appendix 14 of the HKEx Listing Rules. To the extent to these principles have not been adopted appropriate justification has been set out below.

Wah Nam International's corporate governance principles and policies are guided by the ASX Corporate Governance Council's recommendations. The format of this Part is structured accordingly.

### (a) Principle 1: Lay solid foundation for management and oversight

The Wah Nam International board and senior management have agreed on their respective roles and responsibilities, and the functions reserved to the board and to senior management. Wah Nam International has in place a Board Charter which sets out the duties and responsibilities of the board and clarifies the respective roles and responsibilities of board members. The board has also established various Board committees, including an Executive Committee, for the purposes of implementing Wah Nam International's corporate governance principles.

## **(b) Principle 2: Structure the board to add value**

The Wah Nam International board comprises of a majority of independent directors.

The Wah Nam International board ultimately takes responsibility for considering and reviewing corporate governance policies.

The composition, function and responsibilities of the board are set out in Wah Nam International's Bye-laws and Board Charter, and include the following:

- One third of the board retires and is subject to re-election at each Annual General Meeting of Wah Nam International.
- Subsequent or additional directors are initially appointed by the board and then are subject to re-election by Wah Nam International Shareholders at the next annual general meeting.
- The chairman of the Wah Nam International board is to be elected by the board, and the performance of the directors is to be reviewed by the Remuneration and Performance Committee on an ongoing basis.
- The Wah Nam International board monitors the strategic objectives and performance in the achievement of these objectives.
- The Wah Nam International board approves budgets and monitors financial objectives and performance in achieving the budgets.
- The Wah Nam International board reviews and ratifies risk management strategies to ensure that all major business risks are identified and effectively managed.
- The Wah Nam International board is responsible for overseeing effective internal control systems.
- The Wah Nam International board schedules meetings on a regular basis, and other meetings as and when required.
- The Wah Nam International directors have the right, in connection with their duties and responsibilities as directors, to delegate any of their powers and discretions to committees responsible to the board. To this end, the board has established the following committees:
  - Executive Committee;
  - Remuneration and Performance Committee;
  - Audit Committee;
  - Risk Management Committee;
  - Nomination Committee; and
  - Health, Safety, Environment and Sustainability Committee.

Committee charters and terms of reference have been established to govern each committee's duties and responsibilities with such charters and terms of reference being reviewed regularly by the board.

- The Wah Nam International directors have the right, in connection with their duties and responsibilities as directors, to seek independent professional advice at Wah Nam International's expense. Prior approval of the chairman is required, which will not be unreasonably withheld.

The board has determined, given Wah Nam International's current strategy, it is not appropriate to separate the role of the chairman from the chief executive officer and accordingly, the chairman of Wah Nam International is not an independent director. Currently, Mr Luk Kin Peter Joseph has assumed the role of both chairman and chief executive officer of Wah Nam International. As Wah Nam International's business becomes more diversified, the board will review the needs of appointing a suitable candidate to assume the role of the chief executive officer.

The board has established a Nomination Committee which is responsible for providing advice and recommendations to the board regarding:

- the identification of suitable candidates for nomination to the board, board committees and senior management;
- succession planning for the board and senior management;
- the appointment and re-election of directors (both executive and non executive); and
- ensuring the skills needed are available to the board to discharge its duties and add value to Wah Nam International.

The Nomination Committee may obtain information from and consult with management and external advisers, if it considers it is appropriate.

## **(c) Principle 3: Promote ethical and responsible decision making**

All directors, senior management and employees are expected to conduct themselves with integrity, openness, honesty and fairness, and in the best interests of Wah Nam International. The board has established a Code of Conduct and Ethics to guide all directors, members of senior management and employees.

The board has also established a Securities Trading Policy which extends to all directors, members of senior management and all other employees for the purposes of ensuring, amongst other things, that the personal investments of any employee do not conflict with the interests of Wah Nam International and those of other holders of Wah Nam International securities and to preserve market confidence in the integrity of dealings in Wah Nam International securities.

#### **(d) Principle 4: Safeguard integrity in financial reporting**

The Wah Nam International directors are committed to ensuring the truthful and factual presentation of Wah Nam International's financial position. The board has established an Audit Committee which comprises 3 non-executive directors and a chairman who is appointed from the independent non-executive directors.

The Audit Committee reviews and monitors Wah Nam International's financial statements, financial reporting processes, risk management systems, internal audit, external audit and such other matters as the board may request from time to time.

#### **(e) Principle 5: Make timely and balanced disclosure**

The Wah Nam International directors are committed to keeping the market fully informed of material developments to ensure compliance with the ASX Listing Rules, the HKEx Listing Rules, and the Companies Act. At each board meeting, specific consideration is given as to whether any matters should be disclosed under Wah Nam International's continuous disclosure policy.

The directors have established written policies and procedures to ensure compliance with the disclosure requirements of the ASX Listing Rules and the HKEx Listing Rules, and to ensure accountability at a senior management level for that compliance.

#### **(f) Principle 6: Respect the rights of shareholders**

The Wah Nam International directors have established a communications strategy to promote effective communication with shareholders, and encourage effective participation at general meetings. As well as ensuring timely and appropriate access to information for all investors via announcements to the ASX, Wah Nam International will also ensure that all relevant documents are released on Wah Nam International's website for the purpose of both stakeholders and shareholders. Copies of all corporate governance policies, charters and terms of references are also freely available on Wah Nam International's website.

The Communications Strategy and Continuous Disclosure Policy includes a guideline to notices of meeting in accordance with Wah Nam International's Bye-laws, pursuant to which Wah Nam International is required to give at least 21 days' notice of an annual general meeting or any special general meeting at which the passing of a special resolution is to be considered and at least 14 days' notice of all other special general meetings, unless that meeting is a continuation of a meeting which has previously been adjourned or a shorter notice period is so agreed in accordance with Wah Nam International's Bye-laws. Appendix 14 of the HKEx Listing Rules recommends the notice to shareholders be sent at least 20 clear Business Days before an annual general meeting and at least 10 clear Business Days before all other general meetings. The notice periods in Appendix 14 of the HKEx Listing Rules have not been adopted as the directors believe that the notice periods in the Communications Strategy and Continuous Disclosure Policy and Wah Nam International's Bye-laws provide Wah Nam International with more flexibility and are more efficient which is beneficial to Wah Nam International Shareholders.

#### **(g) Principle 7: Recognise and manage risk**

Wah Nam International has established a Risk Management Committee, an Audit Committee and a Health, Safety, Environment and Sustainability Committee for the purposes of overseeing, monitoring and managing all material business risks.

The committees must regularly report to the board on compliance with any risk, audit and health, safety, environment and sustainability policies and protocols in place at the time.

Although Wah Nam International is not required to comply with section 295A of the Corporations Act (being a company incorporated in Bermuda), the directors require the chief executive officer and financial controller to state in writing to the board that:

- Wah Nam International's financial reports present a true and fair view, in all material respects, of Wah Nam International's financial condition and operational results, and are in accordance with the relevant accounting standards;
- the above statement is founded on a sound system of risk management and internal compliance and control which implements the policies established by the board; and
- Wah Nam International's risk management and internal control systems are operating efficiently and effectively in all material respects.

#### **(h) Principle 8: Remunerate fairly and responsibly**

The Wah Nam International board has established a Remuneration and Performance Committee comprising of a majority of independent non-executive directors.

The Remuneration and Performance Committee's duties and responsibilities are set out in the terms of references and include:

- evaluating the board's performance and the performance of individual directors; and
- review and make recommendations to the Board in respect of directors and senior management's remuneration.

The terms of reference in respect of the Remuneration and Performance Committee distinguishes the structure of the non-executive directors' remuneration from that of executive directors and senior executives. The board is determined to attract and retain high calibre non-executive directors to work with Wah Nam International, and to save the cash output as salary payment by cash. Accordingly, the structure of the non-executive directors' remuneration allows for remuneration in the form of Wah Nam International Scheme Options, granted under the Share Option Scheme, details of which are set out in Section 12.2.

The Remuneration and Performance Committee may obtain information from and consult with external professional advisers if it considers it is appropriate.

## 12.6 Expenses of the Offer

The total costs of the Offer to be borne by Wah Nam International are estimated at approximately A\$2.9 million. This includes legal, accounting, independent experts, share registrar, ASIC and other professional fees.

## 12.7 ASIC modifications

ASIC has published various Class Orders that modify, or exempt parties from compliance with, the operation of various provisions of Chapter 6 of the Corporations Act. Wah Nam Australia has relied on this Class Order relief.

This Bidder's Statement includes statements which are made, in or based on statements made in, documents lodged with ASIC or given to the ASX. Under the terms of ASIC Class Order 01/1543, the parties making those statements are not required to consent to, and have not consented to, inclusion of those statements in this Bidder's Statement. Brockman Resources Shareholders are entitled to obtain from Wah Nam Australia free of charge any document which contains such a statement. If you would like to receive a copy of any of those documents, or the relevant part of the documents containing the statements, (free of charge), during the Offer Period, please contact the Shareholder Information Line on 1300 085 644 (toll free for callers in Australia) or +61 3 9415 4142 (for callers outside Australia) Monday to Friday 5:30am to 5:00pm (WST).

In addition, as permitted by ASIC Class Order 03/635, this Bidder's Statement may include or be accompanied by certain statements:

- fairly representing a statement by an official person; or
- from a public official document or a published book, journal or comparable publication.

Wah Nam Australia has been granted a modification to the Corporations Act the effect of which is to enable it to include as a condition to the Offer that Wah Nam International Shareholders approve:

- the acquisition of all of the Brockman Resources Shares on the terms set out in the Offer and on any amended terms by Wah Nam Australia; and
- the allotment and issue of the Consideration Shares.

## 12.8 ASX Listing Rule Waivers

Wah Nam International has applied for a waiver of ASX Listing Rule 1.1 condition 11 to the extent necessary to permit Wah Nam International to have on issue the following securities:

- 27,000,000 unquoted options exercisable at HK\$1.24 on or before 10 February 2014; and
- 9,000,000 unquoted options exercisable at HK\$1.164 on or before 17 January 2014.

## 12.9 HKEx Listing Rule Waivers

The HKEx Listing Rules require Wah Nam International to include, amongst other things, technical reports on the resources of Brockman Resources and FerrAus in its circular to be sent to Wah Nam International Shareholders for the purposes of seeking shareholder approval for the acquisition of the Brockman Resources and FerrAus Shares.

Wah Nam International has received a letter from the HKEx accepting Wah Nam International's proposal that, rather than including the technical reports in its initial circular, it will, after the end of the Offer Period and subject to the results of the Offer and the FerrAus Offer, issue supplementary circulars to Wah Nam International Shareholders with the inclusion of, amongst other things, technical reports on the resources of Brockman Resources and FerrAus.

## 12.10 Date for determining holders of Brockman Resources Shares

For the purposes of section 633(2) of the Corporations Act, the date for determining the persons to whom information is to be sent under items 6 and 12 of section 633(1) of the Corporations Act is 4:00pm (WST) on 7 December 2010. You should note that this date has changed from the date stated in Section 12.10 of the Original Bidder's Statement.

## 12.11 Consents

The Bidder's Statement contains information about Brockman Resources and FerrAus. This information has been sourced from information released to the ASX. In particular the information has been sourced from:

- NiQuest Limited Prospectus dated 8 December 2003
- Yilgarn Mining Limited Annual Financial Report 2004
- Brockman Resources Annual Report 2008
- Brockman Resources ASX Announcement 'Marillana Project Development Update - Brockman to Suspend Stage 1 to focus on larger 15-25 Mtpa Stage 2 Project' dated 4 November 2008
- Brockman Resources ASX Announcement 'Marillana Project Development Update -Brockman Awards Stage 2 Pre- Feasibility Study to Ausenco' dated 3 December 2008

- Brockman Resources Annual Report 2009
- FerrAus Annual Report 2009
- Hunter Hall Investment Ltd 'Notice of Change of Interest of Substantial Holder' - Form 604 to Brockman Resources dated 2 April 2009
- Brockman Resources ASX Announcement 'Brockman moves to Definitive Feasibility Study Following Completion of Positive Pre-Feasibility Study at Marillana' dated 10 August 2009
- Brockman Resources ASX Announcement 'Brockman Receives Key Environmental Approval for Marillana Iron Ore Project' dated 18 August 2009
- Brockman Resources ASX Announcement 'Brockman Secures Final Key Native Title Mining Agreement for Marillana Project' dated 2 December 2009
- Brockman Resources ASX Announcement 'Brockman's Marillana Iron Ore Project on Track with Grant of Mining Lease' dated 5 January 2010
- Brockman Resources Company Presentation dated February 2010
- Brockman Resources ASX Announcement 'Major Resource Upgrade takes Brockman's Iron Ore Project Closer to Development' dated 9 February 2010
- Brockman Resources ASX Announcement 'Major Boost for Brockman as Test Work Confirms Upgradeability of Marillana Detrital Ore' dated 24 February 2010
- FerrAus ASX Announcement 'FerrAus Moves to Pre-Feasibility Study After Scoping Study Indicates Potential A\$1.1 Billion NPV' dated 24 February 2010
- Brockman Resources Company Presentation dated March 2010
- FerrAus Investor Presentation dated 29 March 2010
- FerrAus ASX Announcement Third Quarter Activities Report for the period ending 31 March 2010
- Brockman Resources ASX Announcement 'Brockman Identifies Significant New Hematite Targets at West Hamersley' dated 1 June 2010
- Brockman Resources ASX Announcement 'Brockman Appoints Barry Cusack as Chairman' dated 10 June 2010
- FerrAus ASX Announcement 'Major Upgrade Underpins PFS at FerrAus Pilbara Project' dated 16 June 2010
- Ross Norgard 'Notice of Change of Interests of Substantial Holder' - Form 604 to Brockman Resources dated 22 June 2010
- Brockman Resources Quarterly Report for the period ending 30 June 2010
- Brockman Resources Annual Report 2010
- Brockman Resources ASX Announcement – Brockman Delivers Positive Marillana Feasibility Study dated 29 September 2010
- Brockman Resources Appendix 5B for the quarter ended 30 September 2010
- Brockman Resources Quarterly report for the period ending 30 September 2010
- ASX Company Information for Brockman Resources dated 9 November 2010
- ASX Company Information for FerrAus dated 9 November 2010
- FerrAus ASX Announcement 'Pre Feasibility Study Confirms Robust Project' dated 15 November 2010
- FerrAus ASX Announcement 'Maiden Iron Ore Reserve of 126Mt, New Mirrin Mirrin Results Lift Total Resources to 328.7Mt' dated 15 November 2010
- Brockman Resources Appendix 3B dated 18 November 2010
- FerrAus Appendix 3B dated 26 November 2010
- Brockman Resources ASX Announcement 'Cancellation of Options' dated 2 December 2010
- Brockman Resources ASX Announcement 'Marillana Development on Track Following Award of Key Engineering Services Contract' dated 3 December 2010

You may obtain a copy of the announcements (free of charge) from the ASX website at [www.asx.com.au](http://www.asx.com.au) or by contacting the Shareholder Information Line on 1300 085 644 (toll free for callers in Australia) or +61 3 9415 4142 (for callers outside Australia). Monday to Friday between 8.30am and 5.00pm (WST) during the Offer Period.

Clayton Utz has given and has not, before lodgement of this Bidder's Statement with ASIC, withdrawn its written consent to be named as Australian legal adviser to Wah Nam Australia and Wah Nam International in the form and context in which it is named.

Michael Li & Co has given and has not, before lodgement of this Bidder's Statement with ASIC, withdrawn its written consent to be named as Hong Kong legal adviser to Wah Nam Australia and Wah Nam International in the form and context in which it is named.

Capital Investment Partners has given and has not, before lodgement of this Bidder's Statement with ASIC, withdrawn its written consent to be named as Australian corporate adviser to Wah Nam Australia and Wah Nam International in the form and context in which it is named.

Behre Dolbear has given and has not, before lodgement of this Bidder's Statement with ASIC, withdrawn its written consent to:

- the inclusion of the Technical Assessment Report and the status update letter in Section 10 and the inclusion of the mine location map, Table 1 and Table 2 included in Section 3.3 in the form and context in which they appear; and
- be named as Independent Technical adviser to Wah Nam Australia in the form and context in which it is named.

Behre Dolbear has not otherwise authorised or caused the issue of this Bidder's Statement.

OSK Capital Hong Kong Limited has given and has not, before lodgement of this Bidder's Statement with ASIC, withdrawn its written consent to be named as Hong Kong corporate adviser to Wah Nam Australia and Wah Nam International in the form and context in which it is named.

BDO Corporate Finance has given and has not, before lodgement of this Bidder's Statement with ASIC, withdrawn its written consent to:

- the inclusion of its Investigating Accountant's Report in Section 11 in the form and context in which it is included; and
- be named as Investigating Accountant to Wah Nam Australia and Wah Nam International in the form and context in which it is named.

BDO Corporate Finance has not otherwise authorised or caused the issue of this Bidder's Statement.

PricewaterhouseCoopers Hong Kong gave its consent on 9 November 2010 to the reference to its name in paragraph 12.4(viii) and in the Corporate Directory in the form and context which it appears and has not, before lodgement of this Bidder's Statement with ASIC, withdrawn its written consent.

PricewaterhouseCoopers Australia has given and has not, before lodgement of this Bidder's Statement with ASIC, withdrawn its written consent to the statement in paragraph 12.4(vii) above in the form and context in which it appears.

Tricor has given and has not, before lodgement of this Bidder's Statement with ASIC, withdrawn its written consent to be named as Hong Kong Registrar to Wah Nam International in the form and context in which it is named.

Computershare Investor Services Pty Limited has given and has not, before lodgement of this Bidder's Statement with ASIC, withdrawn its written consent to be named as Australian Registrar to Wah Nam International in the form and context in which it is named.

The information in this Bidder's Statement that relates to Mineral Resources and Ore Reserves for the Damajianshan Mine is based on information compiled by Qingping Deng who is a member of the American Institute of Professional Geologists, being a recognised overseas professional organisation for the purposes of the ASX Listing Rules. At the time of compiling the information Qingping Deng was a full time employee of Behre Dolbear. Qingping Deng has sufficient experience which is relevant to the style of mineralisation and type of deposit under consideration and to the activity which Wah Nam International is undertaking to qualify as a competent person as defined in the JORC Code. Qingping Deng consents to the inclusion in this Bidder's Statement of the matters based on the information prepared by him, in the form and context in which it appears.

Subject to the paragraph next following, each person named in this Section 12.11 as having given its consent to the inclusion of a statement or being named in this Bidder's Statement:

- does not make, or purport to make, any statement in this Bidder's Statement or any statement on which a statement in this Bidder's Statement is based, other than a statement included in this Bidder's Statement with the consent of that person; and
- to the maximum extent permitted by law, expressly disclaims and takes no responsibility for any part of this Bidder's Statement, other than a reference to its name and, in the case of a person referred to above as having given their consent to the inclusion of a statement, any statement which has been included in this Bidder's Statement with the consent of that party.

Capital Investment Partners has agreed to certain statements being included in this Bidder's Statement and has specifically agreed to take responsibility for those statements.

## 12.12 Status of Conditions

At the date of this Bidder's Statement, Wah Nam Australia is not aware of any events which would result in a breach or inability to satisfy the Conditions except that on 3 December 2010, Brockman Resources announced to the ASX that it had awarded a Front End Engineering & Design (**FEED**) Services Contract to UGL Resources Pty Ltd for design and construction of the Marillana Project. Wah Nam Australia does not intend to rely on the Condition set out in Section 13.9(e) in respect of the entry into this contract by Brockman Resources.

The Wah Nam International Shareholder's meeting referred to in the Condition set out at paragraph 13.9(a), which will consider approval of the Offer, is expected to be held on 13 December 2010.

## **12.13 Announcement of Offer**

The text of the announcements of the Offer which were announced to the HKEx and given to Brockman Resources on 10 November 2010 are set out in Appendix 1.

## **12.14 Litigation of Wah Nam International**

Wah Nam Australia is not aware of any litigation, pending or threatened, or other legal proceeding in relation to Wah Nam International.

## **12.15 Expiry date**

No securities will be issued on the basis of this Bidder's Statement after the date which is 13 months after the date of the Original Bidder's Statement.

## **12.16 No other material information**

Except as set out in this Bidder's Statement, there is no other information that is material to the making of the decision by a holder of Brockman Resources Shares whether or not to accept the Offer, which is known to Wah Nam Australia and has not previously been disclosed to the Brockman Resources Shareholders.

# 13. The Offer

## 13.1 General Terms

### (a) The Offer

Wah Nam Australia offers to acquire all of your Brockman Resources Shares on the terms and conditions of this Offer.

### (b) Shares subject to the Offer

This Offer relates to all Brockman Resources Shares:

- (i) which exist (or will exist) as at the day set by Wah Nam Australia under section 633(2) of the Corporations Act (**Register Date**); and
- (ii) that are issued during the period from the Register Date to the end of the Offer Period due to the conversion of, or exercise of the rights attached to, Convertible Securities.

### (c) The Consideration

The consideration offered for each of your Brockman Resources Shares is 30 Wah Nam International Shares. The Wah Nam International Shares received will rank equally in all respects with the existing Wah Nam International Shares.

## 13.2 Date of Offer

This Offer is dated 15 December 2010.

## 13.3 Offer Period

### (a) Offer Period

Unless withdrawn, this Offer will remain open for acceptance during the period commencing on the date of this Offer, being 15 December 2010, and ending at 4.00pm (WST) on the later of:

- (i) 17 January 2011; and
- (ii) any date to which the Offer Period is extended in accordance with the Corporations Act, provided that Wah Nam Australia expressly reserves its rights under section 650C of the Corporations Act to extend the period during which this Offer remains open or otherwise to vary this Offer in accordance with the Corporations Act.

### (b) Automatic extension

If, within the last seven days of the Offer Period, either of the following events occurs:

- (i) the Offer is varied to improve the consideration offered; or
- (ii) Wah Nam Australia's Voting Power in Brockman Resources increases to more than 50%,

then the Offer Period will be automatically extended so that it ends 14 days after the relevant event.

## 13.4 Who may accept

### (a) Who may accept

During the Offer Period:

- (i) any person who is able to give good title to a parcel of your Brockman Resources Shares may accept (if they have not already accepted an offer in the form of the Offer) as if an offer on terms identical with the Offer has been made to them;
- (ii) any person who holds one or more parcels of Brockman Resources Shares as trustee or nominee, or otherwise on account of another person, may accept as if a separate and distinct offer had been made in relation to:
  - A. each of those parcels; and
  - B. any parcel they hold in their own right; and

- (iii) any person who is issued Brockman Resources Shares during the period from the Register Date to the end of the Offer Period due to the conversion of, or exercise of the rights attached to, Convertible Securities.

#### **(b) Registered holders**

A person is taken to hold Brockman Resources Shares if the person is registered as the holder of those Brockman Resources Shares.

#### **(c) Trustees and nominees**

A person is taken to hold Brockman Resources Shares on trust for, as nominee for, or on account of, another person if they:

- (i) are registered as the holder of particular Brockman Resources Shares; and
- (ii) hold their interest in the Brockman Resources Shares on trust for, as nominee for, or on account of, that other person.

#### **(d) Required notice**

In the case of a person who may accept under paragraph 13.4(c) as if a separate and distinct offer on the same terms and conditions as the Offer, has been made to that person for a distinct parcel of Brockman Resources Shares within a holding, an acceptance of that offer is ineffective unless:

- (i) the person gives Wah Nam Australia a notice stating that the Brockman Resources Shares consist of a separate and distinct parcel; and
- (ii) the acceptance specifies the number of Brockman Resources Shares in the parcel.

#### **(e) How to provide notice**

A notice under paragraph 13.4(d) must be made:

- (i) if it relates to Brockman Resources Shares in a CHESS Holding, in an electronic form approved under the ASX Settlement Operating Rules for the purposes of Part 6.8 of the Corporations Act; or
- (ii) otherwise, in writing.

#### **(f) Two or more parcels**

A person may, at the one time, accept for two or more parcels under this Section 13.4 as if there had been a single offer for a separate parcel consisting of those distinct parcels.

## **13.5 How to accept this Offer**

### **(a) All of your Brockman Resources Shares**

The Offer is for all of your Brockman Resources Shares. You may accept the Offer only in respect of all of your Brockman Resources Shares.

You may accept the Offer at any time during the Offer Period.

### **(b) Acceptance procedure for Brockman Resources Shareholders**

To validly accept the Offer:

- (i) for Brockman Resources Shares held in your name on Brockman Resources' **issuer sponsored subregister** (as indicated on the Acceptance Form), you must:
  - A. complete and sign the Acceptance Form in accordance with the terms of the Offer and the instructions on the Acceptance Form;
  - B. ensure that you have made a valid and distinct selection for either Australian registered Wah Nam International Shares or Hong Kong registered Wah Nam International Shares in accordance with the instructions on the Acceptance Form. Where no selection is made, or where the selection made is made in such a manner that it cannot be validly distinguished as constituting a selection for either the Australian registered Wah Nam International Share alternative or the Hong Kong registered Wah Nam International Share alternative, then subject to paragraph 13.5(f), the acceptance of the Offer will be deemed by Wah Nam Australia to have been made for the Australian registered Wah Nam International Share alternative; and
  - C. ensure that the Acceptance Form (including any documents required by the terms of the Offer and the instructions on the Acceptance Form) is sent so that it is received before the end of the Offer Period, to the address shown in paragraph 13.5(c); or
- (ii) for Brockman Resources Shares held in your name in a **CHESS Holding** (as indicated on the Acceptance Form):
  - A. if you are not a Participant, you should advise your Controlling Participant whether you wish to receive Australian or Hong Kong registered Wah Nam International Shares and instruct your Controlling Participant to initiate acceptance of the Offer on your behalf in accordance with Rule 14.14 of the ASX Settlement Operating Rules before the end of the Offer Period; or
  - B. if you are a Participant, you should initiate acceptance of the Offer in accordance with Rule 14.14 of the ASX Settlement Operating Rules before the end of the Offer Period.

Alternatively, you may:

- A. complete and sign the Acceptance Form in accordance with the terms of the Offer and the instructions on the Acceptance Form;
- B. ensure that you have made a valid and distinct selection for either Australian registered Wah Nam International Shares or Hong Kong registered Wah Nam International Shares in accordance with the instructions on the Acceptance Form. Where no selection is made, or where the selection made is made in such a manner that it cannot be validly distinguished as constituting a selection for either the Australian registered Wah Nam International Share alternative or the Hong Kong registered Wah Nam International Share alternative, then subject to paragraph 13.5(f), the acceptance of the Offer will be deemed by Wah Nam Australia to have been made for the Australian registered Wah Nam International Share alternative; and
- C. ensure that it (including any documents required by the terms of the Offer and the instructions on the Acceptance Form) is sent so that it is received in sufficient time for it to be despatched to your Controlling Participant before the end of the Offer Period, to the address shown on the Acceptance Form.

### **(c) Mailing and delivery details**

The mailing and delivery addresses for completed Acceptance Forms and any associated documents are as follows:

Wah Nam International Australia Pty Ltd  
C/O Computershare Investor Services Pty Limited  
GPO Box 52  
Melbourne, Victoria, 3001 Australia

A reply paid envelope has been enclosed for Brockman Resources Shareholders with Australian addresses to return their completed Acceptance Form. Overseas Brockman Resources Shareholders should return their Acceptance Form by airmail.

### **(d) Acceptance Form and instructions on it**

The Acceptance Form which accompanies the Offer forms part of the Offer. The requirements on the Acceptance Form must be observed in accepting the Offer in respect of your Brockman Resources Shares.

### **(e) Power of attorney, deceased estate**

When accepting the Offer, you must also forward for inspection:

- (i) if the Acceptance Form is executed by an attorney, a certified copy of the power of attorney; and
- (ii) if the Acceptance Form is executed by the executor of a will or the administrator of the estate of a deceased Brockman Resources Shareholder, the relevant grant of probate or letters of administration.

### **(f) When acceptance is complete**

Acceptance of the Offer is complete once either:

- (i) the completed Acceptance Form (together with all other documents required by the instructions on it) has been received at the address in paragraph 13.5(c) above and all requirements of this Section 13.5 have been met, provided that:
  - A. Wah Nam Australia may, in its sole discretion, waive any or all of those requirements at any time; and
  - B. where such requirements have been complied with in respect of some but not all of your Brockman Resources Shares, Wah Nam Australia may, in its sole discretion, deem your acceptance of the Offer complete in respect of all or none of your Brockman Resources Shares, and Wah Nam Australia is not required to communicate with you prior to making its determination as to the above matters and the determination of Wah Nam Australia will be final and binding on all of the parties; or
- (ii) in relation to a CHESS Holding, acceptance has been carried out in accordance with Rule 14.14 of the ASX Settlement Operating Rules.

## **13.6 Ineligible Overseas Shareholders**

### **(a) Scrip consideration**

If you are an Ineligible Overseas Shareholder, you will not be entitled to receive Wah Nam International Shares as the Offer Consideration for your Brockman Resources Shares as a result of accepting the Offer.

### **(b) Nominee procedure**

In respect of those Wah Nam International Shares which you would have become entitled to receive under Section 13.1 but for paragraph 13.6(a), Wah Nam Australia will:

- (i) arrange for the issue to the Nominee of the number of Wah Nam International Shares which you and all other Ineligible Overseas Shareholders would have been entitled to under Section 13.1 but for paragraph 13.6(a);
- (ii) cause the Nominee to sell on-market, or cause the Nominee to procure the on-market sale of, all of the Wah Nam International Shares issued to it under paragraph 13.6(b)(i) as soon as practicable and in any event not more than 10 Business Days after the close of the Offer;

- (iii) after the sale of the Wah Nam International Shares pursuant to paragraph 13.6(b)(ii), cause the Nominee to pay, or procure the payment of, the amount which is received by the Nominee upon the sale of all Wah Nam International Shares under paragraph 13.6(b)(ii) less brokerage and other sale expenses (**Proceeds of Sale**) to Wah Nam Australia; and
- (iv) pay, or procure the payment of the proportion of the Proceeds of Sale which you are entitled to receive, ascertained in accordance with the following formula:

Proceeds of Sale x (A/B)

where:

**A** is the number of Wah Nam International Shares which Wah Nam Australia would otherwise be required to cause Wah Nam International to issue to you as a result of your acceptance of the Offer under Section 13.1; and

**B** is the total number of Wah Nam International Shares issued to the Nominee under paragraph 13.6(b)(i).

- (v) The amount payable to you under paragraph 13.6(b)(iv) will be paid by cheque in one lump sum in Australian currency. The cheque will be sent to you at your risk by pre-paid airmail to your address as shown on the copy of the register of Brockman Resources Shareholders held by Wah Nam Australia. Under no circumstances will interest be paid on the proceeds of this sale, regardless of any delay in remitting these proceeds to you.
- (vi) Notwithstanding anything else contained in this document, Wah Nam Australia is not under any obligation to spend any money, or undertake any action, in order to satisfy itself that a person is not an Ineligible Overseas Shareholder and is therefore eligible to receive Wah Nam International Shares under the Offer.

## 13.7 The effect of acceptance

### (a) Your agreement

By signing and returning the Acceptance Form or otherwise accepting the Offer in accordance with Section 13.5, you will be deemed to have:

- (i) irrevocably accepted this Offer in respect of all the Brockman Resources Shares registered in your name to which this Offer relates as specified in the Acceptance Form;
- (ii) agreed to transfer your Brockman Resources Shares to Wah Nam Australia, subject to this Offer being declared free from Conditions or the Conditions being fulfilled or waived;
- (iii) authorised Wah Nam Australia and each of its officers and agents to complete the Acceptance Form by correcting any errors in or omissions from the Acceptance Form as may be necessary:
  - A. to make the Acceptance Form an effective acceptance of this Offer; and/or
  - B. to enable registration of the transfer to Wah Nam Australia of your Brockman Resources Shares;
- (iv) if any of your Brockman Resources Shares are in a CHESS Holding, authorised Wah Nam Australia and each of its officers and agents to:
  - A. instruct your Controlling Participant to give effect to your acceptance of the Offer for those Brockman Resources Shares under Rule 14.14 of the ASX Settlement Operating Rules; and
  - B. give to your Controlling Participant on your behalf any other instructions in relation to those Brockman Resources Shares which are contemplated by the sponsorship agreement between you and your Controlling Participant and are necessary or appropriate to facilitate your acceptance of the Offer;
- (v) irrevocably authorised and directed Brockman Resources to pay to Wah Nam Australia or to account to Wah Nam Australia for all dividends and other distributions and entitlements which are declared, paid or which arise or accrue after the date of this Offer in respect of your Brockman Resources Shares which Wah Nam Australia acquires pursuant to this Offer (subject to Wah Nam Australia accounting to you for any dividends, distributions or entitlements received by it if your acceptance of this Offer is validly withdrawn pursuant to section 650E of the Corporations Act or the contract resulting from that acceptance becomes void);
- (vi) represented and warranted to Wah Nam Australia, as a fundamental condition of the contract resulting from your acceptance of this Offer, that at the time of your acceptance of this Offer and at the time of transfer to Wah Nam Australia:
  - A. all of your Brockman Resources Shares are fully paid up;
  - B. Wah Nam Australia will acquire good title to and beneficial ownership of all of your Brockman Resources Shares free from all mortgages, charges, liens, encumbrances (whether legal or equitable), adverse interests of any nature and restrictions on transfer of any kind; and
  - C. you have full power, capacity and authority to accept the Offer and to sell your Brockman Resources Shares (including the legal and beneficial ownership in those Brockman Resources Shares);
- (vii) represented and warranted to, and agreed with Wah Nam Australia, that your Brockman Resources Shares in respect of which you have accepted this Offer will be purchased by Wah Nam Australia with all Rights and that you will execute all such instruments as Wah Nam Australia may require for the purpose of vesting in it any such Rights;
- (viii) represented and warranted to Wah Nam Australia that, unless you have notified Wah Nam Australia in accordance with paragraph 13.4(d), your Brockman Resources Shares do not consist of separate parcels of Brockman Resources Shares;

- (ix) agreed to indemnify Wah Nam Australia and each of its agents fully in respect of any claim, demand, action, suit or proceeding made or brought against any of them and any loss, cost, expense, damage or liability whatsoever suffered or incurred by any of them as a result of them not receiving your Holder Identification Number or Security Holder Reference Number or in consequence of the transfer of your Brockman Resources Shares being registered by Brockman Resources without production of your Holder Identification Number or Security Holder Reference Number;
- (x) if and when the Offer or any contract resulting from your acceptance of the Offer becomes unconditional (even though Wah Nam Australia has not yet allotted the Offer Consideration due to you) and with effect from such date until registration of a transfer of your Brockman Resources Share to Wah Nam Australia, irrevocably appointed Wah Nam Australia and each director of, and any nominee of, Wah Nam Australia severally as your agent and attorney to:
  - A. exercise all your powers and rights in relation to your Brockman Resources Shares, including (without limitation) powers and rights to requisition, convene, attend and vote in respect of your Brockman Resources Shares at all general and class meetings of Brockman Resources or appoint a proxy or proxies to attend and vote in the manner directed by Wah Nam Australia on your behalf in respect of your Brockman Resources Shares at any such meeting and to request Brockman Resources to register, in the name of Wah Nam Australia or its nominee, your Brockman Resources Shares, as appropriate, with full power of substitution;
  - B. execute all forms, notices, documents (including a document appointing a director of Wah Nam Australia as a proxy for any of your Brockman Resources Shares) and resolutions relating to your Brockman Resources Shares and generally to exercise all powers and rights which you have as the registered holder of your Brockman Resources Shares; and
  - C. direct Brockman Resources to pay to Wah Nam Australia or to account to Wah Nam Australia for all Rights attaching to your Brockman Resources Shares, subject however to any such Rights received by Wah Nam Australia being accounted for by Wah Nam Australia to you, in the event that the Offer is withdrawn or avoided;
- (xi) agreed that the appointment in paragraph 13.7(a)(x) is being given for valuable consideration to secure the interest acquired in your Brockman Resources Shares and is irrevocable;
- (xii) agreed that in exercising the powers conferred by the power of attorney in paragraph 13.7(a)(x), Wah Nam Australia or its nominee is entitled to act in the interest of Wah Nam Australia as the beneficial owner and intended registered holder of your Brockman Resources Shares in respect of which you have accepted this Offer;
- (xiii) agreed to do all such acts, matters and things that Wah Nam Australia may require to give effect to the matters the subject of this Section 13.7 (including the execution of a written form of proxy to the same effect as Section 13.7 which complies in all respect with the requirements of the constitution of Brockman Resources) if requested by Wah Nam Australia;
- (xiv) if and when the Offer or any contract resulting from your acceptance of the Offer becomes unconditional (even though Wah Nam Australia has not yet allotted the Offer Consideration due to you), agreed not to attend or vote in person at any general meeting of Brockman Resources or to exercise or purport to exercise any of the powers conferred on Wah Nam Australia or its nominee in paragraph 13.7(a)(x);
- (xv) irrevocably authorised Wah Nam Australia to notify Brockman Resources on your behalf that your address for the purpose of serving notices upon you in respect of your Brockman Resources Shares is the address as specified by Wah Nam Australia in the notification and that all such notices are to be marked care of Wah Nam Australia and to have directed Brockman Resources to serve all correspondence, payments or notifications in respect of any Rights and other communications and documents whatsoever in respect of those Brockman Resources Shares to Wah Nam Australia at that address; and
- (xvi) if and when this Offer or any contract resulting from your acceptance of this Offer becomes unconditional (even though Wah Nam Australia has not yet allotted the Offer Consideration due to you), and your Brockman Resources Shares are in a CHESS Holding, authorised Wah Nam Australia to cause a message to be transmitted to ASX Settlement in accordance with Rule 14.17.1 of the ASX Settlement Operating Rules so as to transfer your Brockman Resources Shares to Wah Nam Australia's Takeover Transferee Holding.

**(b) Power of attorney**

If the Acceptance Form is signed under power of attorney, the attorney declares that the attorney has no notice of revocation of the power.

**(c) Validation of otherwise ineffective acceptances**

Except in relation to Brockman Resources Shares in a CHESS Holding, Wah Nam Australia may at any time in its absolute discretion:

- (i) treat the receipt by it of an Acceptance Form during the Offer Period (or in an envelope post-marked before the expiry of the Offer Period) as a valid acceptance notwithstanding that one or more of the other requirements for a valid acceptance have not been complied with; and
- (ii) where you have satisfied the requirements for acceptance in respect of only some of your Brockman Resources Shares, treat the acceptance as a valid acceptance in respect of all of your Brockman Resources Shares.

If Wah Nam Australia does treat such an Acceptance Form as valid, subject to Section 13.8, Wah Nam Australia will not be obliged to allot the Offer Consideration to you until Wah Nam Australia receives all those documents and all of the requirements for acceptance referred to in Section 13.5 and in the Acceptance Form have been met.

## 13.8 Allotment of Offer Consideration

### (a) When you will receive your Offer Consideration

Subject to this Section 13.8 and the Corporations Act, if you accept this Offer and the Conditions are satisfied or waived, Wah Nam Australia will allot the Offer Consideration that you are entitled to under the terms of this Offer on or before the earlier of:

- (i) 1 month after the date you validly accepted this Offer or, if at the time of your acceptance this Offer is subject to Conditions, within 1 month after the contract resulting from your acceptance of this Offer becomes, or is declared, unconditional; and
- (ii) 21 days after the end of the Offer Period.

### (b) Where additional documents are required

Where the Acceptance Form requires additional documents to be given to Wah Nam Australia with your acceptance of the Offer to enable Wah Nam Australia to become the holder of your Brockman Resources Shares (such as a power of attorney):

- (i) if the documents are given with your acceptance, Wah Nam Australia will allot the Offer Consideration in accordance with paragraph 13.8(a) above;
- (ii) if the documents are given after acceptance and before the end of the Offer Period and the Offer is subject to the Conditions at the time that Wah Nam Australia is given the documents, Wah Nam Australia will allot the Offer Consideration by the end of whichever period ends earlier:
  - A. within 1 month after the contract resulting from your acceptance of the Offer becomes unconditional; and
  - B. 21 days after the end of the Offer Period; or
- (iii) if the documents are given after acceptance and before the end of the Offer Period and the Offer is unconditional at the time that Wah Nam Australia is given the documents, Wah Nam Australia will allot the Offer Consideration by the end of whichever period ends earlier:
  - A. 1 month after Wah Nam Australia is given the documents; and
  - B. 21 days after the end of the Offer Period; or
- (iv) if the documents are given after the end of the Offer Period, and the Offer is unconditional at that time, Wah Nam Australia will allot the Offer Consideration within 21 days after the documents are given; but if at the time Wah Nam Australia is given the documents, the Offer is still subject to the Conditions, Wah Nam Australia will allot the Offer Consideration within 21 days after the Offer becomes unconditional.

If you do not provide Wah Nam Australia with the required additional documents within 1 month after the end of the Offer Period, Wah Nam Australia may, in its sole discretion, rescind the contract resulting from your acceptance of this Offer.

### (c) Return of documents

If the Offer does not become unconditional or any contract arising from the Offer is rescinded by Wah Nam Australia on the ground of a breach of a condition of that contract, Wah Nam Australia will, at its election, return by post to you at the address shown on the Acceptance Form any Acceptance Form and any other documents sent by you or destroy those documents and notify the ASX of this.

### (d) Where Wah Nam Australia is entitled to Rights

If you accept this Offer and Wah Nam Australia becomes entitled to any Rights in respect of your Brockman Resources Shares, you must give Wah Nam Australia all documents necessary to vest title to those Rights in Wah Nam Australia. If you do not give those documents to Wah Nam Australia, or if you have received the benefit of those Rights, Wah Nam Australia will be entitled to deduct from the Offer Consideration that you are entitled to in accordance with the terms of this Offer the amount (or an amount equal to the value, as reasonably assessed by Wah Nam Australia) of those Rights.

### (e) Clearance for offshore residents

If, at the time of acceptance of this Offer:

- (i) any authority or clearance of a public authority is required for you to receive the Offer Consideration under this Offer; or
- (ii) you are a:
  - A. resident in, or a resident of, a place to which, or
  - B. person to whom,any law of Australia that would make it unlawful for Wah Nam Australia to allot the Offer Consideration that you are entitled to under the terms of this Offer, applies,

then acceptance of this Offer will not create or transfer to you any right (contractual or contingent) to have to Offer Consideration allotted to you unless and until all requisite authorities or clearances have been obtained.

#### **(f) Allotment to Public Authorities**

If any amount (the **Withholding Amount**) is required, under Australian law, to be withheld from the Offer Consideration that you are entitled to under this Offer and allotted to a public authority, the allotment of the Withholding Amount to the relevant public authority by Wah Nam Australia will constitute full discharge of Wah Nam Australia's obligation to allot the Offer Consideration to you to the extent of that Withholding Amount.

#### **(g) Allotment of Wah Nam International Shares**

The obligation of Wah Nam Australia to cause Wah Nam International to allot any Wah Nam International Shares to which you are entitled under the Offer will be satisfied by Wah Nam International:

- (i) entering your name on the register of Wah Nam International Shareholders; and
- (ii) despatching or procuring the despatch to you of an uncertificated holding statement or other notice confirming issue in your name by pre-paid ordinary mail or, in the case of addresses outside Australia, by pre-paid airmail, to your address as shown on the copy register of Brockman Resources held and maintained by Wah Nam Australia. If your Brockman Resources Shares are held in a joint name, an uncertificated holding statement or notice will be issued in the name of the joint holders and forwarded to the address that appears first in the copy of the register of Wah Nam International Shareholders maintained by Wah Nam International.

## **13.9 Conditions of the Offer**

Subject to Section 13.12, this Offer and any contract that results from acceptance of this Offer is subject to the following Conditions:

#### **(a) Wah Nam International Shareholder approval**

The requisite majority of Wah Nam International Shareholders approving:

- (i) the acquisition by Wah Nam Australia of all of the Brockman Resources Shares not already owned by Wah Nam Australia on the terms as set out in Section 13.1; and
- (ii) the allotment and issue of the Consideration Shares; and

where Wah Nam Australia has announced a variation in the Offer pursuant to section 650B of the Corporations Act:

- (iii) the acquisition of Brockman Resources Shares by Wah Nam Australia on those varied terms, and
- (iv) the allotment and issue of the Consideration Shares,  
at general meeting by poll.

#### **(b) Prescribed Occurrences**

Between the Announcement Date and the end of the Offer Period, (each inclusive) no Prescribed Occurrence occurs.

#### **(c) 50% minimum acceptance**

At the end of the Offer Period, Wah Nam Australia has a Relevant Interest in more than 50% of all Brockman Resources Shares.

#### **(d) No regulatory actions**

Between the Announcement Date and the end of the Offer Period (each inclusive):

- (i) there is not in effect any preliminary or final decision, order or decree issued by a Government Agency;
- (ii) no action or investigation is announced, commenced or threatened by any Government Agency; and
- (iii) no application is made to any Government Agency (other than by Wah Nam International or any of its Associates),

in consequence of or in connection with the Offer (other than an application to, or a decision or order of, ASIC or the Takeovers Panel under, or relating to a breach of, Chapter 6, 6A, 6B or 6C of the Corporations Act or relating to unacceptable circumstances within the meaning of section 657A of the Corporations Act) which restrains, prohibits or impedes, or threatens to restrain, prohibit or impede, the making of the Offer or the acquisition of Brockman Resources Shares under the Offer or the completion of any transaction contemplated by the Bidder's Statement, or seeks to require the divestiture by Wah Nam Australia of any Brockman Resources Shares, or the divestiture of any material assets of Brockman Resources or the Wah Nam International Group.

#### **(e) No material transactions**

Between the Announcement Date and the end of the Offer Period (each inclusive), neither Brockman Resources nor any Subsidiary of Brockman Resources:

- (i) acquires, offers to acquire or agrees to acquire one or more companies or assets (or an interest in one or more companies or assets) for an amount in aggregate greater than A\$5 million or makes an announcement about such a transaction;
- (ii) disposes, offers to dispose or agrees to dispose of one or more companies or assets (or an interest in one or more companies or assets) for an amount in aggregate greater than A\$5 million or makes an announcement about such a disposal;

- (iii) enters into, offers to enter into or announces that it proposes to enter into any joint venture or partnership or dual listed company structure, involving a commitment of in aggregate greater than A\$5 million, other than in the ordinary course of business, or makes an announcement in relation to such entry, offer or agreement;
- (iv) incurs or commits to, or grants to another person a right the exercise of which would involve Brockman Resources incurring or committing to, any capital expenditure or liability in respect of one or more related items of in aggregate greater than A\$5 million or makes an announcement about such a commitment; or
- (v) discloses (without having disclosed to the ASX prior to the Announcement Date) the existence of any matter described in sub-paragraphs (i) to (iv) above, or announces an intention or proposal to do anything described in sub paragraphs (i) to (iv) above.

**(f) No material adverse change**

Between the Announcement Date and the end of the Offer Period (each inclusive), no event, change or condition occurs, is announced or becomes known to Wah Nam Australia (whether or not it becomes public) where that event, change or condition has had, or could reasonably be expected to have, a material adverse effect on:

- (i) the business, assets, liabilities, financial or trading position, profitability or prospects of Brockman Resources, since 30 June 2010;
- (ii) the status or terms of arrangements entered into by Brockman Resources; or
- (iii) the status or terms of any approvals, licences or permits from Government Agencies applicable to Brockman Resources, except for events, changes and conditions publicly announced by Brockman Resources or otherwise disclosed in public filings by Brockman Resources or any of its Subsidiaries prior to the Announcement Date where the relevant disclosure is not, and is not likely to be, incomplete, incorrect, untrue or misleading.

**(g) Non-existence of certain rights**

No person (other than a member of the Wah Nam International Group) has or will have any right (whether subject to conditions or not) as a result of Wah Nam Australia acquiring Brockman Resources Shares under the Offer to:

- (i) acquire, or require the disposal of, or require Brockman Resources or its Subsidiaries to offer to dispose of, any material asset of Brockman Resources or any of its Subsidiaries; or
- (ii) terminate, or vary the terms of performance of, any material agreement of Brockman Resources or any of its Subsidiaries.

**(h) No dividends or distributions**

Between the Announcement Date and the end of the Offer Period (each inclusive), neither Brockman Resources nor any Subsidiary of Brockman Resources, declares, distributes, or resolves to pay or provide any dividend, bonus or other share of its profits or assets.

**(i) No Related Party transactions**

Between the Announcement Date and the end of the Offer Period (each inclusive), Brockman Resources does not enter into or otherwise become a party to any transaction with a related party or related entity (as those terms are defined in the Corporations Act).

**(j) Stock Market Index Decline**

Between the Announcement Date and the end of the Offer Period (each inclusive), the S&P/ASX300 index does not fall more than 15% from the closing level of that index on the day before the Announcement Date at any time on any ASX trading day.

**(k) Exchange Rate Variation**

Between the Announcement Date and the end of the Offer Period (each inclusive), the exchange rate of A\$ to HK\$ does not appreciate more than 10% from the closing level of that rate on the day before the Announcement Date.

**(l) No incorrect or misleading filings**

Between the Announcement Date and the end of the Offer Period (each inclusive), Wah Nam Australia does not become aware through ASIC or otherwise, that any document filed by or on behalf of Brockman Resources with the ASX or ASIC contains a statement which is incorrect or misleading in any material particular or from which there is a material omission.

## 13.10 The nature of the Conditions

Each of the Conditions set out in each paragraph of Section 13.9 constitutes and will be construed as a separate, several and distinct condition.

Each of the Conditions set out in each paragraph of Section 13.9 is a condition subsequent.

### 13.11 Effect of breach or non-fulfilment

Subject to Section 13.10 above, the breach or non-fulfilment of any of the Conditions does not, until the end of the Offer Period, prevent a contract arising to acquire your Brockman Resources Shares resulting from your acceptance of the Offer, but if:

- (i) Wah Nam Australia has not declared the Offer to be free from the Conditions before the date applicable under section 650F(1) of the Corporations Act; and
- (ii) the Conditions have not been fulfilled at the end of the Offer Period,

all contracts resulting from acceptance of the Offer and all acceptances that have not resulted in binding contracts are void. If this occurs, Wah Nam Australia will, at its election, return by post the Acceptance Form (if any) together with all documents forwarded by you to the address shown on the Acceptance Form or destroy those documents, and notify ASX Settlement of the lapse of the Offer in accordance with Rule 14.19 of the ASX Settlement Operating Rules.

### 13.12 Freeing the Offer from the Conditions

Subject to section 650F of the Corporations Act, Wah Nam Australia may, at any time and at its sole discretion, declare the Offer free from all Conditions (except the Condition set out in paragraph 13.9(a)) generally and in relation to any specific occurrence or any specific entity by giving notice in writing to Brockman Resources not less than seven days before the end of the Offer Period.

If, at the end of the Offer Period, the Conditions have not been fulfilled and Wah Nam Australia has not declared the Offer free from the Conditions, all contracts resulting from the acceptance of the Offer will be automatically void.

### 13.13 Benefit of the Conditions

Subject to the provisions of the Corporations Act only, Wah Nam Australia shall be entitled to the benefit of the Conditions in Section 13.9 and any non-fulfilment of such Conditions may be relied upon only by Wah Nam Australia.

### 13.14 Notice on the status of the Conditions

The date for giving the notice on the status of the Conditions required by section 630(3) of the Corporations Act is 7 January 2011, subject to variation in accordance with section 630(2) of the Corporations Act if the period during which the Offer remains open for acceptance is extended.

### 13.15 Statutory Condition

The Offer and any contract that results from acceptance of it is subject to a Statutory Condition that:

- (i) an application is made to the HKEx for admission to quotation of the Consideration Shares within 7 days after the start of the Bid Period; and
- (ii) an application is made to the ASX for admission to quotation of all Wah Nam International Shares within 7 days after the start of the Bid Period; and
- (iii) permission for admission to quotation of the Consideration Shares on the HKEx and all Wah Nam International Shares on the ASX is granted no later than 7 days after the end of the Bid Period.

The Offer will not be freed from this Statutory Condition.

If any part of the Statutory Condition set out above is not fulfilled, any contracts that results from your acceptances of this Offer will be automatically void.

### 13.16 Benefit of Improved Offer Consideration

If Wah Nam Australia improves the Offer Consideration the Corporations Act contains conditions to ensure that any Brockman Resources Shareholder who has already accepted the Offer receives the benefit of the improved Offer Consideration.

### 13.17 Withdrawal of Offer

Wah Nam Australia may withdraw the Offer at any time with the written consent of ASIC and subject to the conditions (if any) specified in such consent.

Subject to any conditions imposed by ASIC on its consent, where Wah Nam Australia withdraws this Offer:

- (i) this Offer, if not previously accepted, automatically becomes incapable of acceptance; and
- (ii) any contract resulting from an acceptance of this Offer before the withdrawal is automatically void.

### 13.18 Variation

Wah Nam Australia may vary this Offer in accordance with the Corporations Act.

## 13.19 Brokerage

Provided that your Brockman Resources Shares are registered in your name and you deliver them directly to Wah Nam Australia, you will not incur any brokerage in connection with your acceptance of this Offer. If you hold your Brockman Resources Shares through a bank, Broker or other nominee, you should ask your bank, Broker or other nominee whether it will charge any transaction fee or service charges in connection with your acceptance of this Offer.

## 13.20 Notice and return of documents

### (a) Communication given by Wah Nam Australia

Subject to the Corporations Act, a notice or other communication given by Wah Nam Australia to you in connection with the Offer will be deemed to be duly given if it is in writing and is signed or purports to be signed on behalf of Wah Nam Australia by any director of Wah Nam Australia and:

- (i) is delivered at your address as recorded in the register of Brockman Resources Shareholders or the address shown on the Acceptance Form; or
- (ii) is sent by prepaid ordinary post, or in the case of any address outside Australia, by prepaid airmail, to you at either of those addresses.

### (b) Return of Acceptance Form

If:

- (i) this Offer is withdrawn after your Acceptance Form has been sent to Wah Nam Australia, but before it has been received; or
- (ii) for any other reason Wah Nam Australia does not acquire the Brockman Resources Shares to which your Acceptance Form relates,

Wah Nam Australia will either despatch at your risk your Acceptance Form together with all other documents forwarded by you to your address as shown on the Acceptance Form or such other address as you may notify in writing to Wah Nam Australia by, where such address is inside Australia, prepaid ordinary post, or where such address is outside Australia, prepaid airmail or destroy those documents and notify the ASX of this.

### (c) Notice given by you

A notice to be given to Wah Nam Australia by you in connection with the Offer will be deemed to be duly given to Wah Nam Australia if it is in writing and is delivered to them or sent to them by post to Wah Nam Australia (or other means provided for in this Bidder's Statement) to the following address:

Wah Nam International Australia Pty Ltd  
C/O Computershare Investor Services Pty Limited  
Reserve Bank Building  
Level 2, 45 St George's Terrace  
Perth, Western Australia, 6000 Australia

## 13.21 Governing Law

This Offer and any contract that results from your acceptance of this Offer are governed by the laws in force in Western Australia.

# 14. Definitions and Interpretation

In this Bidder's Statement (including its annexures), unless the context otherwise requires:

<b>ACCC</b>	Australian Competition and Consumer Commission
<b>Acceptance Form</b>	the form of acceptance and transfer accompanying this Offer
<b>Announcement Date</b>	being the day the Offer was announced, being 10 November 2010
<b>ASIC</b>	Australian Securities and Investments Commission
<b>Associate</b>	has the meaning given in section 12 of the Corporations Act, and in Section 12.2 the meaning given in the HK Listing Rules
<b>ASX</b>	ASX Limited ACN 008 624 691, or the financial products market, the Australian Securities Exchange, as the situation requires
<b>ASX Listing Rules</b>	the official listing rules of the ASX, as amended from time to time
<b>ASX Settlement</b>	ASX Settlement Pty Ltd ACN 008 504 532
<b>ASX Settlement Operating Rules</b>	the operating rules of ASX Settlement
<b>Australian Registrar</b>	Computershare Investor Services Pty Limited ACN 078 279 277
<b>Australian Share Register</b>	the share register in Australia, comprising the CHESS Subregister and the Issuer Sponsored Subregister, which is maintained on behalf of Wah Nam International by the Australian Registrar
<b>Australian Share Register Alternative</b>	the acceptance alternative whereby Brockman Resources Shareholders can choose to receive Wah Nam International Shares registered on the Australian Share Register
<b>BDO Corporate Finance</b>	BDO Corporate Finance (WA) Pty Ltd ACN 124 031 045
<b>Behre Dolbear</b>	Behre Dolbear Asia, Inc.
<b>BHP</b>	BHP Billiton Limited ACN 004 028 077
<b>Bid Period</b>	the period that starts when the Original Bidder's Statement was given to Brockman Resources and ends at the end of the Offer Period
<b>Bidder's Statement</b>	this bidder's statement
<b>BMA</b>	Bermuda Monetary Authority
<b>Brockman Resources</b>	Brockman Resources Limited ACN 009 372 150
<b>Brockman Resources Share</b>	a fully paid ordinary share in Brockman Resources, and all Rights attaching to that share
<b>Brockman Resources Shareholder</b>	a holder of Brockman Resources Shares who is able to accept the Offer
<b>Broker</b>	a person who is a share broker and a participant under the ASX Settlement Operating Rules
<b>Business Day</b>	has the meaning given in the HKEx Listing Rules or the ASX Listing Rules, as the case requires
<b>Bye-laws</b>	Wah Nam International's constitution as amended from time to time
<b>Capital Investment Partners</b>	Capital Investment Partners Pty Ltd ACN 110 468 589
<b>CCASS</b>	the Central Clearing and Settlement System established and operated by the HKSCC
<b>CCASS Participant</b>	a person admitted to participate in CCASS
<b>CCASS Rules</b>	the general rules of CCASS and the CCASS operational procedures
<b>CGT</b>	Capital Gains Tax
<b>CHESS</b>	Clearing House Electronic Sub register System which provides for electronic share transfers in Australia
<b>CHESS Holding</b>	has the meaning given to it in the ASX Settlement Operating Rules
<b>Combined Group</b>	the Wah Nam International Group following its acquisition of all or a majority of the Brockman Resources Shares and/or FerrAus Shares

<b>Companies Act</b>	the Companies Act 1981 of Bermuda
<b>Conditions</b>	the conditions set out in Section 13.9
<b>Consideration Shares</b>	Wah Nam International Shares to be issued to Brockman Resources Shareholders who accept the Offer
<b>Controlling Participant</b>	a Broker or Participant who is designated as the controlling participant for shares in a CHESS Holding in accordance with the ASX Settlement Operating Rules
<b>Convertible Securities</b>	any securities which confer on the holder the right to have Brockman Resources Shares issued to them
<b>Corporations Act</b>	the Corporations Act 2001 (Cth)
<b>Damajianshan Mine</b>	the Damajianshan copper polymetallic mine in Luchun County, Yunnan Province, PRC
<b>FerrAus</b>	FerrAus Limited ACN 097 422 529
<b>FerrAus Bidder's Statement</b>	a bidder's statement issued by Wah Nam Australia which includes the FerrAus Offer
<b>FerrAus Consideration Shares</b>	Wah Nam International Shares to be issued to FerrAus Shareholders who accept the FerrAus Offer
<b>FerrAus Offer</b>	the offer by Wah Nam Australia to acquire all of the FerrAus Shares on the terms set out in the FerrAus Bidder's Statement
<b>FerrAus Offer Period</b>	the offer period set out in the FerrAus Bidder's Statement, or such later date to which the FerrAus Offer has been extended
<b>FerrAus Share</b>	a fully paid ordinary share in FerrAus, and all Rights attaching to that share
<b>FerrAus Shareholder</b>	a holder of FerrAus Shares who is able to accept the FerrAus Offer
<b>FIRB</b>	Foreign Investment Review Board
<b>FMG</b>	Fortescue Metals Group Limited ACN 002 594 872
<b>FP2010</b>	the financial period beginning on 1 January 2010 and ending on 30 June 2010
<b>FY2008</b>	the financial year ended 31 December 2008
<b>FY2009</b>	the financial year ended 31 December 2009
<b>Government Agency</b>	any government or governmental, semi governmental, administrative, fiscal, regulatory or judicial body, department, commission, authority, office, instrumentality, tribunal, agency, delegate, organisation or entity, or any minister of the crown
<b>GST</b>	goods and services tax
<b>HKEx</b>	Hong Kong Exchanges and Clearing Company Limited or the financial products market or the Hong Kong Exchange, as the situation requires
<b>HKEx Listing Rules</b>	the rules governing the listing of securities on the HKEx, as amended from time to time
<b>HKSCC</b>	the Hong Kong Securities Clearing Company Limited
<b>Hong Kong Registrar</b>	Tricor Secretaries Limited
<b>Hong Kong Share Register</b>	the share register in Hong Kong, which is maintained on behalf of Wah Nam International by the Hong Kong Registrar
<b>Hong Kong Share Register Alternative</b>	the acceptance alternative whereby Brockman Resources Shareholders can choose to receive Wah Nam International Shares registered on the Hong Kong Share Register
<b>Implied Offer Value</b>	is the value of the Offer Consideration based on the VWAP of Wah Nam International Shares on the HKEx during the 2 full trading days of 8 November 2010 and 9 November 2010
<b>Independent Technical Report</b>	the report set out in Section 10 of this Bidder's Statement
<b>Ineligible Overseas Shareholder</b>	Brockman Resources Shareholders whose address on the Brockman Resources share register on the Register Date is in a jurisdiction other than Australia and its external territories, New Zealand, Singapore or Hong Kong provided that in relation to Hong Kong, Wah Nam Australia is able to rely on an exemption from the need to prepare and publish a prospectus under Hong Kong laws, which will be the case if there are no more than 50 Brockman Resources Shareholders whose address as shown in the Brockman Resources share register is in Hong Kong
<b>IPO</b>	an initial public offer made pursuant to the Prospectus
<b>JORC Code</b>	the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves (4th Edition)
<b>Luchun Xingtai</b>	Luchun Xingtai Mining Company Limited

<b>Mineral Resources</b>	has the meaning given in the JORC Code
<b>MRRT</b>	Mineral Resource Rent Tax
<b>Nominee</b>	a nominee appointed by Wah Nam Australia and approved by ASIC for the purposes of s619(3) of the Corporations Act and Section 13.6 of the Offer
<b>NWIOA</b>	North West Iron Ore Alliance
<b>Offer</b>	the offer by Wah Nam Australia to acquire Brockman Resources Shares on the terms set out in Section 13 and pursuant to this Bidder's Statement
<b>Offer Consideration</b>	30 Wah Nam International Shares for every Brockman Resources Share held
<b>Offer Period</b>	the period commencing on 15 December 2010 and ending on 17 January 2011, or such later date to which the Offer has been extended
<b>Ore Reserve</b>	has the meaning given in the JORC Code
<b>Participant</b>	a non-broker participant under the ASX Settlement Operating Rules
<b>Placement Mandate</b>	has the meaning given in Section 3.12
<b>Placement Shares</b>	up to 600 million Wah Nam International Shares issued pursuant to the Placement Mandate
<b>PRC</b>	The People's Republic of China
<b>Pre-Announcement Price</b>	the closing price of Brockman Resources Shares on the ASX on 9 November 2010, being the trading day prior to the announcement of the Offer on the Announcement Date
<b>Prescribed Occurrence</b>	<p>any of the following events:</p> <ul style="list-style-type: none"> <li>(a) Brockman Resources converts all or any of its shares into a larger or smaller number of shares;</li> <li>(b) Brockman Resources or a Subsidiary of Brockman Resources resolves to reduce its capital in any way;</li> <li>(c) Brockman Resources or a Subsidiary of Brockman Resources: <ul style="list-style-type: none"> <li>(i) enters into a buy-back agreement; or</li> <li>(ii) resolves to approve the terms of a buy-back agreement under subsection 257C(1) or 257D(1) of the Corporations Act;</li> </ul> </li> <li>(d) Brockman Resources or a Subsidiary of Brockman Resources issues shares, or grants an option over its shares, or agrees to make such an issue or grant such an option;</li> <li>(e) Brockman Resources or a Subsidiary of Brockman Resources issues, or agrees to issue, convertible notes;</li> <li>(f) Brockman Resources or a Subsidiary of Brockman Resources disposes, or agrees to dispose, of the whole, or a substantial part, of its business or property;</li> <li>(g) Brockman Resources or a Subsidiary of Brockman Resources charges, or agrees to charge the whole, or a substantial part, of its business or property;</li> <li>(h) Brockman Resources or a Subsidiary of Brockman Resources resolves to be wound up;</li> <li>(i) a liquidator or provisional liquidator of Brockman Resources or of a Subsidiary of Brockman Resources is appointed;</li> <li>(j) a court makes an order for the winding up of Brockman Resources or of a Subsidiary of Brockman Resources;</li> <li>(k) an administrator of Brockman Resources or of a Subsidiary of Brockman Resources is appointed under section 436A, 436B or 436C of the Corporations Act;</li> <li>(l) Brockman Resources or a Subsidiary of Brockman Resources executes a deed of company arrangement; or</li> <li>(m) a receiver, or a receiver and manager, is appointed in relation to the whole, or a substantial part, of the property of Brockman Resources or of a Subsidiary of Brockman Resources</li> </ul>
<b>PricewaterhouseCoopers Australia</b>	PricewaterhouseCoopers, an Australian partnership whose registered office is Freshwater Place, 2 Southbank Boulevard, Southbank, Victoria, 3006, Australia
<b>PricewaterhouseCoopers Hong Kong</b>	PricewaterhouseCoopers, a Hong Kong partnership whose registered office is at 22nd floor Prince's Building, Central, Hong Kong

<b>Projects</b>	the projects set out in Section 5.3 and/or Section 6.5
<b>Prospectus</b>	a prospectus issued by Wah Nam International and lodged with ASIC on 11 November 2010
<b>Register Date</b>	has the meaning given in paragraph 13.1(b)(i)
<b>Related Party</b>	has the meaning given in Chapter 2E of the Corporations Act
<b>Relevant Interest</b>	has the meaning given in section 608 of the Corporations Act
<b>Rights</b>	all accretions to and rights attaching to the relevant Brockman Resources Shares or FerrAus Shares, as the case requires, at or after the date of this Bidder's Statement or in the case of FerrAus Shares, the FerrAus Bidder's Statement (including, but not limited to, all dividends and all rights to receive dividends and to receive and subscribe for shares, notes or options declared, paid or issued by Brockman Resources or FerrAus)
<b>SFC</b>	the Securities and Futures Commission of Hong Kong
<b>Share Option Scheme</b>	has the meaning given in Section 12.2
<b>Smart Year</b>	Smart Year Investments Limited, a company incorporated in the British Virgin Islands
<b>Statutory Condition</b>	has the meaning given in Section 13.15
<b>Subsidiary</b>	has the meaning set out in Division 6 of Part 1.2 of the Corporations Act
<b>Takeovers Code</b>	The Code on Takeovers and Mergers issued by the SFC (June 2010)
<b>Takeover Transferee Holding</b>	has the meaning given to it in the ASX Settlement Operating Rules
<b>Tricor</b>	Tricor Secretaries Limited
<b>VALMIN Code</b>	the code for the technical assessment and valuation of mineral and petroleum assets and securities for independent expert reports
<b>Voting Power</b>	has the meaning given in Section 610 of the Corporations Act
<b>VWAP</b>	volume weighted average price
<b>Wah Nam Australia</b>	Wah Nam International Australia Pty Ltd ACN 134 696 727
<b>Wah Nam International</b>	Wah Nam International Holdings Limited ARBN 143 211 867, a company incorporated in Bermuda and listed on The Stock Exchange of Hong Kong (Stock Code 159)
<b>Wah Nam International-Brockman Resources-FerrAus Group</b>	the Wah Nam International Group following its acquisition of all or a majority of both Brockman Resources Shares and FerrAus Shares
<b>Wah Nam International - Brockman Resources - Group</b>	the Wah Nam International Group following its acquisition of all or a majority of the Brockman Resources Shares but not gaining effective control of FerrAus
<b>Wah Nam International - FerrAus - Group</b>	the Wah Nam International Group following its acquisition of all or a majority of the FerrAus Shares but not gaining effective control of Brockman Resources
<b>Wah Nam International Group</b>	Wah Nam International and each of its Subsidiaries
<b>Wah Nam International Option</b>	an option offered pursuant to the Prospectus attaching to every Wah Nam International Share subscribed for
<b>Wah Nam International Scheme Option</b>	an option issued on the terms set out in Section 4.8
<b>Wah Nam International Share</b>	an ordinary fully paid share in the share capital of Wah Nam International
<b>Wah Nam International Shareholder</b>	the holder of a Wah Nam International Share
<b>Withholding Amount</b>	has the meaning given to it in paragraph 13.8(f)
<b>WST</b>	Australian Western Standard Time

Words and phrases have the same meaning (if any) as given to them by the Corporations Act.

Words importing one gender include other genders.

Words (including defined terms) importing the plural include the singular and vice versa.

A reference to a person includes a reference to a corporation.

Headings are for ease of reference only and do not affect the interpretation of this Bidder's Statement.

Reference to Sections are to Sections of this Bidder's Statement.

Annexures and appendices to this Bidder's Statement form part of this Bidder's Statement.

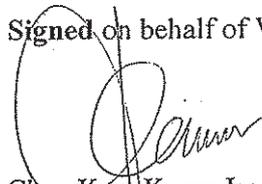
All references to time in this Bidder's Statement are to Australian Western Standard Time (WST) unless expressly specified otherwise.

## 15. Approval of Bidder's Statement

The copy of this Bidder's Statement to be lodged with the ASIC has been approved by a resolution of the directors of Wah Nam Australia.

Dated: 6 December 2010

Signed on behalf of Wah Nam International Australia Pty Ltd



Chan Kam Kwan Jason

Director  
Wah Nam International Australia Pty Ltd

# Appendix 1

## Australian Announcement

## Announcement to the HKEx

# 華南

華南投資控股有限公司  
WAH NAM INTERNATIONAL HOLDINGS LIMITED  
(於百慕達註冊成立之有限公司)  
Incorporated in Bermuda with Limited Liability

香港聯合交易所上市公司股票號碼: 0159  
SEHK Stock Code: 0159

**CONFIDENTIAL**

10 November 2010

## **Wah Nam International Holdings Limited Announces Takeover Offer for Brockman Resources Limited (Brockman Resources)**

Wah Nam International Holdings Limited ARBN 143 211 867 (**Wah Nam**) today announces its intention to make an off-market takeover offer, through its wholly owned subsidiary, Wah Nam International Australia Pty Ltd ACN 134 696 727 (**Wah Nam Australia**), for all of the ordinary fully paid shares in Brockman Resources Limited ACN 009 372 150 (**Brockman Resources Share**) that it does not already own (the **Offer**).

Wah Nam has also today announced an intention to make an off-market takeover offer, through Wah Nam Australia, for all of the ordinary fully paid shares in FerrAus Limited ACN 097 422 529 (ASX: FRS) (**FerrAus**) that it does not already own.

Wah Nam is a limited liability company incorporated in Bermuda and listed on the Hong Kong Stock Exchange (**HKEx**) (Stock code: 159).

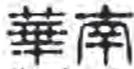
Brockman Resources is a limited liability company incorporated in Australia and listed on the Australian Securities Exchange (ASX: BRM).

The all scrip Offer is based on 30 Wah Nam ordinary fully paid shares (**Wah Nam Share**) for every 1 Brockman Resources Share.

Total consideration payable by Wah Nam under the Offer, assuming 100% acceptance (including all Brockman Resources option holders exercising their options and accepting the Offer), would be approximately 3,508,672,380 Wah Nam Shares.

香港上環干諾道中168-200號信德中心西座28樓2805室  
Room 2805, 28 Floor, West Tower, Shun Tak Centre, 168-200 Connaught Road Central, Sheung Wan, Hong Kong.  
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華南投資控股有限公司  
WAH NAM INTERNATIONAL HOLDINGS LIMITED  
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Incorporated in Bermuda with Limited Liability

香港聯合交易所上市公司股票號碼: 0169  
SEHK Stock Code: 0169

The Offer equates to a value of approximately A\$6.47 per Brockman Resources Share based on the VWAP of Wah Nam Shares on the HKEx during the 2 full trading days of 8 November 2010 and 9 November 2010 and an Australian dollar/Hong Kong dollar exchange rate of 7.82 (at close of trade in Hong Kong on 9 November 2010).

The Offer is subject to conditions which are set out in the Annexure to this announcement.

Wah Nam is currently entitled to a:

- 22.63% relevant interest in Brockman Resources; and
- 19.90% relevant interest in FerrAus.

#### Benefits to Brockman Resources shareholders

Wah Nam Australia believes the Offer is compelling to Brockman Resources shareholders for the following key reasons:

- Brockman Resources shareholders are being offered a substantial and attractive premium to the closing price of Brockman Resources Shares on the ASX on 9 November 2010, being the trading day prior to this announcement, and VWAP of Brockman Resources Shares on the ASX across a broad range of time periods, namely:
  - a 89.9% premium to the VWAP for the 180 days to 9 November 2010 (the last trading day before the date of this announcement);
  - a 79.6% premium to the VWAP for the 90 days to 9 November 2010;
  - a 74.2% premium to the VWAP for the 60 days to 9 November 2010;
  - a 61.5% premium to the VWAP for the 30 days to 9 November 2010; and
  - a 42.8% premium to the closing price of Brockman Resources Shares on 9 November 2010.
- As a Wah Nam shareholder, Brockman Resources shareholders may benefit from the Wah Nam group's ability to attract financing for the Marillana Project.
- Brockman Resources shareholders will become shareholders in Wah Nam. If the Offer is successful, to Wah Nam's knowledge, it will become the only HKEx listed company developing a significant Australian hematite iron ore deposit.
- If the Offer is successful, Wah Nam Shares will be listed on the ASX in addition to its listing on the HKEx.

香港上環千禧道中168-200號信德中心西座28樓2805室  
Room 2805, 28 Floor, West Tower, Shan Tak Centre, 168-200 Connaught Road Central, Sheung Wan, Hong Kong.  
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# 華南

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SEHK Stock Code: 0169

## About Wah Nam

Wah Nam, through its subsidiaries, is principally engaged in:

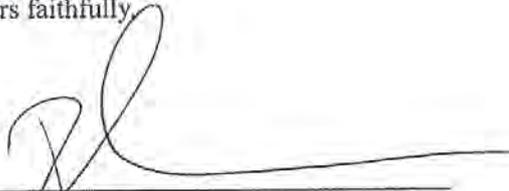
- the exploitation, processing and sale of mineral resources, including copper, zinc and lead ore concentrates in the PRC;
- the provision of limousine rental and airport shuttle bus transportation services in Hong Kong and the PRC; and
- the investment of funds in equity securities.

Further information about Wah Nam can be found on its website [www.wnintl.com](http://www.wnintl.com).

Wah Nam is in the process of preparing a formal bidder's statement and will lodge that document with the ASX, ASIC and Brockman Resources as soon as practicable.

OSK Capital Hong Kong Limited is acting as Hong Kong corporate adviser, Capital Investment Partners is acting as Australian corporate adviser and Clayton Utz is acting as legal adviser to Wah Nam in relation to the Offer.

Yours faithfully



**Luk Kin Peter Joseph**  
Chairman – Wah Nam International Holdings Limited

香港上環干諾道中168-200號信德中心西座28樓2805室  
(Room 2805, 28 Floor, West Tower, Shun Tak Centre, 168-200 Connaught Road Central, Sheung Wan, Hong Kong)  
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## Annexure - Conditions of the Offer

### Defeating Conditions

The Offer will be subject to the following defeating conditions:

#### (a) Wah Nam shareholder approval

The requisite majority of Wah Nam shareholders approving:

- (i) the acquisition by Wah Nam Australia of all of the Brockman Resources Shares not already owned by Wah Nam Australia; and
- (ii) the allotment and issue of the consideration Wah Nam Shares; and

where Wah Nam Australia has announced a variation in the Offer pursuant to section 650B of the Corporations Act:

- (iii) the acquisition of Brockman Resources Shares by Wah Nam Australia on those varied terms, and
- (iv) the allotment and issue of the consideration Wah Nam Shares,

at general meeting by poll.

#### (b) Prescribed Occurrences

Between the date of this announcement and the end of the offer period (each inclusive), no prescribed occurrence (the events listed in sub sections 652C (1) and (2) of the Corporations Act) occurs.

#### (c) 50% minimum acceptance

At the end of the offer period, Wah Nam Australia has a relevant interest in more than 50% of all Brockman Resources Shares.

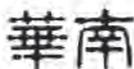
#### (d) No regulatory actions

Between the date of this announcement and the end of the offer period (each inclusive):

- (i) there is not in effect any preliminary or final decision, order or decree issued by a government agency;
- (ii) no action or investigation is announced, commenced or threatened by any government agency; and
- (iii) no application is made to any government agency (other than by Wah Nam or any of its associates),

in consequence of or in connection with the Offer (other than an application to, or a decision or order of, ASIC or the Takeovers Panel under, or relating to a breach of, Chapter 6, 6A, 6B or 6C of the Corporations Act or relating to unacceptable circumstances within the meaning of section 657A of the Corporations Act) which restrains, prohibits or impedes, or threatens to restrain, prohibit or impede, the making of the Offer or the acquisition of Brockman Resources Shares under the Offer or the completion of any transaction contemplated by the bidder's statement, or seeks to require the divestiture by Wah Nam Australia of any Brockman Resources Shares, or the divestiture of any material assets of Brockman Resources or the Wah Nam group.

香港上環干諾道中168-200號信德中心西座28樓2805室  
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SEHK Stock Code: 0169

**(e) No material transactions**

Between the date of this announcement and the end of the offer period (each inclusive), neither Brockman Resources nor any subsidiary of Brockman Resources:

- (i) acquires, offers to acquire or agrees to acquire one or more companies or assets (or an interest in one or more companies or assets) for an amount in aggregate greater than A\$5 million or makes an announcement about such a transaction;
- (ii) disposes, offers to dispose or agrees to dispose of one or more companies or assets (or an interest in one or more companies or assets) for an amount in aggregate greater than A\$5 million or makes an announcement about such a disposal;
- (iii) enters into, offers to enter into or announces that it proposes to enter into any joint venture or partnership or dual listed company structure, involving a commitment of in aggregate greater than A\$5 million, other than in the ordinary course of business, or makes an announcement in relation to such entry, offer or agreement;
- (iv) incurs or commits to, or grants to another person a right the exercise of which would involve Brockman Resources incurring or committing to, any capital expenditure or liability in respect of one or more related items of in aggregate greater than A\$5 million or makes an announcement about such a commitment; or
- (v) discloses (without having disclosed to the ASX prior to the date of this announcement) the existence of any matter described in sub-paragraphs (i) to (iv) above, or announces an intention or proposal to do anything described in sub paragraphs (i) to (iv) above.

**(f) No material adverse change**

Between the date of this announcement and the end of the offer period (each inclusive), no event, change or condition occurs, is announced or becomes known to Wah Nam Australia (whether or not it becomes public) where that event, change or condition has had, or could reasonably be expected to have, a material adverse effect on:

- (i) the business, assets, liabilities, financial or trading position, profitability or prospects of Brockman Resources, since 30 June 2010;
- (ii) the status or terms of arrangements entered into by Brockman Resources; or
- (iii) the status or terms of any approvals, licences or permits from government agencies applicable to Brockman Resources,

except for events, changes and conditions publicly announced by Brockman Resources or otherwise disclosed in public filings by Brockman Resources or any of its subsidiaries prior to the date of this announcement where the relevant disclosure is not, and is not likely to be, incomplete, incorrect, untrue or misleading.

香港上環干諾道中168-200號信德中心西座28樓2805室  
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# 華南

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(註冊於百慕達之有限公司)  
Incorporated in Bermuda with Limited Liability

香港聯合交易所上市公司股票號碼: 0169  
SEHK Stock Code: 0169

**(g) Non-existence of certain rights**

No person (other than a member of the Wah Nam group) has or will have any right (whether subject to conditions or not) as a result of Wah Nam Australia acquiring Brockman Resources Shares under the Offer to:

- (i) acquire, or require the disposal of, or require Brockman Resources or its subsidiaries to offer to dispose of, any material asset of Brockman Resources or any of its subsidiaries; or
- (ii) terminate, or vary the terms of performance of, any material agreement of Brockman Resources or any of its subsidiaries.

**(h) No dividends or distributions**

Between the date of this announcement and the end of the offer period (each inclusive), neither Brockman Resources nor any subsidiary of Brockman Resources, declares, distributes, or resolves to pay or provide any dividend, bonus or other share of its profits or assets.

**(i) No related party transactions**

Between the date of this announcement and the end of the offer period (each inclusive), Brockman Resources does not enter into or otherwise become a party to any transaction with a related party or related entity.

**(j) Stock Market Index Decline**

Between the date of this announcement and the end of the offer period (each inclusive), the S&P/ASX300 index does not fall more than 15% from the closing level of that index on the day before the date of this announcement at any time on any ASX trading day.

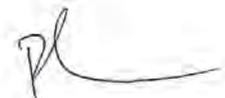
**(k) Exchange Rate Variation**

Between the date of this announcement and the end of the offer period (each inclusive), the exchange rate of A\$ to HK\$ does not appreciate more than 10% from the closing level of that rate on the day before this date of the announcement.

**(l) No incorrect or misleading filings**

Between the date of this announcement and the end of the offer period (each inclusive), Wah Nam Australia does not become aware through ASIC or otherwise, that any document filed by or on behalf of Brockman Resources with the ASX or ASIC contains a statement which is incorrect or misleading in any material particular or from which there is a material omission.

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# 華南

華南投資控股有限公司  
WAH NAM INTERNATIONAL HOLDINGS LIMITED  
(前百慕達註冊成立之有限公司)  
Incorporated in Bermuda with Limited Liability

香港聯合交易所上市公司股票號碼: 0169  
SEHK Stock Code: 0169

## Statutory Condition

The Offer and any contract that results from acceptance of it is subject to a statutory condition that:

- (i) an application is made to the HKEx for admission to quotation of the consideration Wah Nam Shares within 7 days after the start of the bid period; and
- (ii) an application is made to the ASX for admission to quotation of all Wah Nam Shares within 7 days after the start of the bid period; and
- (iii) permission for admission to quotation of the consideration Wah Nam Shares on the HKEx and all Wah Nam Shares on the ASX is granted no later than 7 days after the end of the bid period.

The Offer will not be freed from this statutory condition.

## Definitions for the purposes of this Annexure

Words used in this announcement that are defined in the Corporations Act 2001 (Cth) have the meaning given by the Corporations Act 2001 (Cth).

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*This announcement appears for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for the securities.*



**WAH NAM INTERNATIONAL HOLDINGS LIMITED**

**華南投資控股有限公司\***

*(incorporated in Bermuda with limited liability)*

**(Stock code: 159)**

**VERY SUBSTANTIAL ACQUISITIONS**

**(I) CONDITIONAL GENERAL OFFER**

**FOR ALL SHARES IN BROCKMAN RESOURCES LIMITED**

**NOT ALREADY OWNED BY**

**WAH NAM INTERNATIONAL AUSTRALIA PTY LTD; AND**

**(II) CONDITIONAL GENERAL OFFER**

**FOR ALL SHARES IN FERRAUS LIMITED**

**NOT ALREADY OWNED BY**

**WAH NAM INTERNATIONAL AUSTRALIA PTY LTD**

**DUAL LISTING APPLICATION ON ASX AND**

**OFFER FOR SUBSCRIPTION OF NEW SHARES IN AUSTRALIA**

**ISSUE OF NEW SHARES UNDER A SPECIFIC MANDATE**

**RESUMPTION OF TRADING**

**THE CONDITIONAL OFFERS**

The Board announces:

**BRM Conditional Offer**

WN Australia, a wholly-owned subsidiary of the Company, intends to make a takeover offer for:

- (1) all BRM Shares in issue not already owned by WN Australia as at the Register Date; and
- (2) all BRM Shares that are issued during the period from the Register Date to the end of the Offer Period as a result of the exercise of BRM Options,

for a consideration of 30 Consideration WN Shares for each BRM Share held.

As at 9 November 2010, there were 142,913,151 BRM Shares and 6,390,000 BRM Options in issue, of which 32,347,405 BRM Shares are held by WN Australia.

If no BRM Shares are issued as a result of the exercise of the BRM Options before the end of the Offer Period and 39,109,171 BRM Shares in issue as at 9 November 2010 not already owned by WN Australia are acquired by WN Australia pursuant to the BRM Conditional Offer resulting in WN Australia holding just over 50% of all BRM Shares in issue as at 9 November 2010 (the BRM Conditional Offer is conditional upon, amongst other things, WN Australia having a Relevant Interest in more than 50% of all BRM Shares in issue), the Company will have to issue approximately 1,173.3 million Consideration WN Shares, representing approximately 30.0% of the number of WN Shares in issue as at the date of this announcement; and approximately 23.1% of the number of WN Shares which will be in issue as enlarged by the issue of such Consideration WN Shares.

If all BRM Shares in issue not already owned by WN Australia and the BRM Options are exercised in full before the end of the Offer Period and all BRM Shares that are issued as a result of the exercise of BRM Options are acquired by WN Australia pursuant to the BRM Conditional Offer, the Group will have to issue approximately 3,508.7 million Consideration WN Shares, representing approximately 89.8% of the number of WN Shares in issue as at the date of this announcement; and approximately 47.3% of the number of WN Shares which will be in issue as enlarged by the issue of such Consideration WN Shares.

#### **FRS Conditional Offer**

WN Australia also proposes to make a takeover offer for:

- (1) all FRS Shares in issue not already owned by WN Australia as at the Register Date; and
- (2) all FRS Shares that are issued during the period from the Register Date to the end of the Offer Period as a result of the exercise of FRS Options,

for a consideration of 6 Consideration WN Shares for each FRS Share held.

As at 9 November 2010, there were 205,700,890 FRS Shares and 7,525,000 FRS Options in issue, of which 40,934,400 FRS Shares are held by WN Australia.

If no FRS Shares are issued as a result of the exercise of the FRS Options before the end of the Offer Period and 144,196,401 FRS Shares in issue as at 9 November 2010 not already owned by WN Australia are acquired by WN Australia pursuant to the FRS Conditional Offer resulting in WN Australia holding 90% of all FRS Shares in issue as at 9 November 2010 (the FRS Conditional Offer is conditional upon, amongst other things, WN Australia having a Relevant Interest in at least 90% of all FRS Shares in issue), and WN Australia proceeds to compulsorily acquire any remaining FRS Shares not acquired during the Offer Period (the compulsory acquisition right is further detailed below), the Company will have to issue approximately 988.6 million Consideration WN Shares, representing approximately 25.3% of the number of WN Shares in issue as at the date of this announcement; and approximately 20.2% of the number of WN Shares which will be in issue as enlarged by the issue of such Consideration WN Shares.

If all FRS Shares in issue not already owned by WN Australia and the FRS Options are exercised in full before the end of the Offer Period and all FRS Shares that are issued as a result of the exercise of FRS Options are acquired by WN Australia pursuant to the FRS Conditional Offer, the Group will have to issue approximately 1,033.7 million Consideration WN Shares, representing approximately 26.5% of the number of WN Shares in issue as at the date of this announcement; and approximately 20.9% of the number of WN Shares which will be in issue as enlarged by the issue of such Consideration WN Shares.

The BRM Conditional Offer and the FRS Conditional Offer are independent from each other.

Announcements in relation to the Company's intention to make the Conditional Offers through WN Australia are released to BRM and FRS respectively on the date of this announcement. Copies of which will be made available at the Company's websites at [www.wnintl.com](http://www.wnintl.com) and [www.irasia.com/listco/hk/wahnam](http://www.irasia.com/listco/hk/wahnam). The Bidder's Statements will be lodged with the ASIC shortly after this announcement and shall be despatched to BRM Shareholders and FRS Shareholders respectively within 14 to 28 days after the Bidder's Statements are given to BRM and FRS (as the case may be).

#### **Conditions of the Conditional Offers**

Each of the Conditional Offers is conditional on a number of conditions including, but not limited to, the following:

- (1) the requisite majority of Shareholders approving at a general meeting by poll: the acquisition by WN Australia of all of the BRM Shares not already owned by WN Australia pursuant to the BRM Conditional Offer (in the case of the BRM Conditional Offer) and all of the FRS Shares not already owned by WN Australia pursuant to the FRS Conditional Offer (in the case of the FRS Conditional Offer), and the allotment and issue of the Consideration

WN Shares and, where WN Australia has announced a variation in any of the Conditional Offers pursuant to section 650B of the Corporations Act: the acquisition of BRM Shares and/or FRS Shares (as the case may be) by WN Australia on those varied terms, and the allotment and issue of the Consideration WN Shares;

- (2) an application being made to the Stock Exchange for admission to quotation of (i.e. the grant of the listing of, and permission to deal in) the Consideration WN Shares within 7 days after the start of the Bid Period;
- (3) an application being made to the ASX for admission to quotation of all the WN Shares within 7 days after the start of the Bid Period;
- (4) permission for admission to quotation of (i.e. the grant of the listing of, and permission to deal in) the Consideration WN Shares on the Stock Exchange and permission for admission to quotation of all WN Shares on the ASX is granted no later than 7 days after the end of the Bid Period; and
- (5) at the end of the Offer Period, WN Australia having a Relevant Interest in more than 50% of all BRM Shares in respect of the BRM Conditional Offer and at least 90% of all FRS Shares in respect of the FRS Conditional Offer.

WN Australia may waive condition (5) above depending on the circumstances as it considers appropriate and in the interests of the Group. In view of the requirements under the Listing Rules, the Company will only consider waiving the above condition if it is able to set out in its supplemental circular to be issued (as detailed in the paragraph headed "Listing Requirements" below) the disclosures as required by Rules 14.66, 14.67 and 18.09 of the Listing Rules after closing of the relevant Conditional Offer.

If at the end of the Offer Period, WN Australia and its Associates have a Relevant Interest in at least 90% of the BRM Shares or FRS Shares (as the case may be) in issue and WN Australia and its Associates have acquired at least 75% (by number) of BRM Shares or FRS Shares (as the case may be) that WN Australia offered to acquire under the Conditional Offers, WN Australia will be entitled to acquire the remaining BRM Shares or FRS Shares (as the case may be) through a compulsory acquisition procedure.

Should this compulsory acquisition right become available to WN Australia, WN Australia intends to exercise its right to acquire any remaining BRM Shares and/or FRS Shares not acquired during the Offer Period; following which BRM Shares and/or FRS Shares (as the case may be) would be delisted from the ASX.

Based on the present terms and conditions of the Conditional Offers, BRM and FRS may become subsidiaries of the Company after completion of the Conditional Offers.

As the applicable size test percentages (as defined under Rule 14.07 of the Listing Rules) in respect of the Conditional Offers (in aggregate with the Group's acquisitions of BRM Shares and FRS Shares in the 12 months prior to the date of this announcement) are more than 100%, the Conditional Offers constitute, in aggregate, very substantial acquisitions for the Company under Chapter 14 of the Listing Rules. Accordingly, the Conditional Offers are subject to the reporting, announcement and shareholders' approval requirements under Chapter 14 of the Listing Rules.

## **DUAL LISTING APPLICATION ON ASX AND THE OFFER FOR SUBSCRIPTION**

### **Dual Listing**

In connection with the Conditional Offers, the Company intends to apply for the listing of all of the WN Shares (including all WN Shares in issue, the Consideration WN Shares and the Offer Shares) and the WN Options on the ASX. The Company will issue the Prospectus for the purposes of offering the Offer Shares (as described below) and listing of all of the WN Shares and WN Options on the ASX. The Prospectus will be lodged with the ASIC shortly after this announcement.

WN Shares will continue to be listed on the Stock Exchange. The Company will make an application to the Stock Exchange for the grant of the listing of, and permission to deal in, the Offer Shares, the WN Option Shares and the WN Consideration Shares.

If the Company's application for admission to the ASX's Official List is approved, WN Shares will be listed on the Stock Exchange and the ASX on a dual primary basis and the Company will have to comply with the requirements under the Listing Rules and the ASX Listing Rules.

### **The Offer for Subscription**

In connection with the proposed application for listing of WN Shares on the ASX, the Company is inviting subscriptions from the Australian public for 10 million Offer Shares (with one free attaching WN Option for each Offer Share subscribed for), with provision to accept oversubscriptions of up to a further 5 million Offer Shares, at the Issue Price of AUD0.20 (equivalent to approximately HK\$1.56) per Offer Share. The minimum level of subscription amount under the Offer for Subscription is AUD1 million (equivalent to approximately HK\$7.8 million).

The maximum number of Offer Shares of 15 million represent (i) approximately 0.38% of the existing issued share capital of the Company, (ii) 0.38% of the issued share capital of the Company as enlarged by the issue of the Offer Shares only; and (iii) 0.18% of the issued share capital of the Company as enlarged by the issue of the Offer Shares and the Consideration WN Shares (assuming full acceptance of the Conditional Offers but no exercise of the BRM Options and FRS Options outstanding as at 9 November 2010).

The proceeds raised from the Offer for Subscription will be used to finance the transaction costs incurred by the Group in connection with the Conditional Offers and the Offer for Subscription.

On the date of this announcement, the Company entered into a mandate letter with the Lead Manager, pursuant to which the Lead Manager has agreed to act as Lead Manager of the Offer for Subscription and to assist on a 'best endeavours' basis in the raising of capital for the Company.

As stated above, the Company will make an application to the Stock Exchange for the grant of the listing of, and permission to deal in, the Offer Shares and the WN Option Shares.

The Offer for Subscription is not underwritten. If the minimum subscription amount of AUD1 million is not reached or if the Offer for Subscription fails for any other reason, the listing of WN Shares on the ASX will also not proceed and the Conditional Offers will not become unconditional and will lapse.

#### **ISSUE OF NEW SHARES UNDER A SPECIFIC MANDATE**

The Company proposes to seek the Issue Mandate from the Shareholders for the placement of up to 600,000,000 HK Placing Shares to places which are Independent Third Parties at the HK Placing Price.

The Issue Mandate is subject to (1) the BRM Conditional Offer and/or the FRS Conditional Offer becoming unconditional; (2) the Stock Exchange granting or agreeing to grant the listing of and permission to deal in all of the HK Placing Shares; and (3) the approval of the Shareholders at general meeting.

#### **GENERAL**

The Conditional Offers, the Offer for Subscription and the Issue Mandate are conditional on, among other things, Shareholders' approval at general meeting, voting by poll. No Shareholder is required to abstain from voting at the SGM, unless such Shareholder has a material interest in the Conditional Offers, the Offer for Subscription or the Issue Mandate (as the case may be) other than being a Shareholder.

The Company will issue a circular setting out, among other things, details of the Conditional Offers, further information on the Group, BRM and FRS, details of the Offer for Subscription, details of the Issue Mandate and the notice of the SGM to the Shareholders. The circular is expected to be despatched to Shareholders as soon as possible before 1 December 2010.

The Company will issue further announcements informing Shareholders and potential investors about the progress on the Conditional Offers, the Offer for Subscription and/or the Issue Mandate as and when appropriate or required.

If after Shareholders have approved the Conditional Offers on the existing terms, WN Australia revises any material terms of the Conditional Offers, the Company will seek approval from the Shareholders again and re-comply with the applicable requirements under the Listing Rules.

Trading in the WN Shares on the Stock Exchange was suspended at the request of the Company with effect from 2:30 p.m. on 10 November 2010 pending the release of this announcement. An application has been made to the Stock Exchange for resumption of trading in the WN Shares with effect from 9:30 a.m. on 11 November 2010.

## **THE CONDITIONAL OFFERS**

### **Terms of the Conditional Offers**

#### *BRM Conditional Offer*

The Board announces that WN Australia, a wholly-owned subsidiary of the Company, intends to make a takeover offer to acquire:

- (1) all BRM Shares in issue not already owned by WN Australia as at the Register Date; and
- (2) all BRM Shares that are issued during the period from the Register Date to the end of the Offer Period as a result of the exercise of BRM Options,

for a consideration of 30 Consideration WN Shares for each BRM Share held.

As at 9 November 2010, there were 142,913,151 BRM Shares and 6,390,000 BRM Options in issue, of which 32,347,405 BRM Shares are held by WN Australia.

If no BRM Shares are issued as a result of the exercise of the BRM Options before the end of the Offer Period and 39,109,171 BRM Shares in issue as at 9 November 2010 not already owned by WN Australia are acquired by WN Australia pursuant to the BRM Conditional Offer resulting in WN Australia holding just over 50% of all BRM Shares in issue as at 9 November 2010 (the BRM Conditional Offer is conditional upon, amongst other things, WN Australia having a Relevant Interest in more than 50% of all BRM Shares in issue), the Company will have to issue approximately 1,173.3 million Consideration WN Shares, representing:

- (1) approximately 30.0% of the number of WN Shares in issue as at the date of this announcement; and
- (2) approximately 23.1% of the number of WN Shares which will be in issue as enlarged by the issue of such Consideration WN Shares.

If all BRM Shares in issue not already owned by WN Australia and the BRM Options are exercised in full before the end of the Offer Period and all BRM Shares that are issued as a result of the exercise of BRM Options are acquired by WN Australia pursuant to the BRM Conditional Offer, the Group will have to issue approximately 3,508.7 million Consideration WN Shares, representing:

- (1) approximately 89.8% of the number of WN Shares in issue as at the date of this announcement; and
- (2) approximately 47.3% of the number of WN Shares which will be in issue as enlarged by the issue of such Consideration WN Shares.

*FRS Conditional Offer*

The Board announces that WN Australia also proposes to make a takeover offer for:

- (1) all FRS Shares in issue not already owned by WN Australia as at the Register Date; and
- (2) all FRS Shares that are issued during the period from the Register Date to the end of the Offer Period as a result of the exercise of FRS Options,

for a consideration of 6 Consideration WN Shares for each FRS Share held.

As at 9 November 2010, there were 205,700,890 FRS Shares and 7,525,000 FRS Options in issue, of which 40,934,400 FRS Shares are held by WN Australia.

As at 9 November 2010, there were 7,500,000 FRS Class B Shares in issue. Each FRS Class B Share, subject to certain conditions which are yet to be met, is convertible into one FRS Share. The FRS Conditional Offer does not extend to the FRS Class B Shares.

If no FRS Shares are issued as a result of the exercise of the FRS Options before the end of the Offer Period and 144,196,401 FRS Shares in issue as at 9 November 2010 not already owned by WN Australia are acquired by WN Australia pursuant to the FRS Conditional Offer resulting in WN Australia holding 90% of all FRS Shares in issue as at 9 November 2010 (the FRS Conditional Offer is conditional upon, amongst other things, WN Australia having a Relevant Interest in at least 90% of all FRS Shares in issue), and WN Australia proceeds to compulsorily acquire any remaining FRS Shares not acquired during the Offer Period (the compulsory acquisition right is further detailed below), the Company will have to issue approximately 988.6 million Consideration WN Shares, representing approximately 25.3% of the number of WN Shares in issue as at the date of this announcement; and approximately 20.2% of the number of WN Shares which will be in issue as enlarged by the issue of such Consideration WN Shares.

If all FRS Shares in issue not already owned by WN Australia and the FRS Options are exercised in full before the end of the Offer Period and all FRS Shares that are issued as a result of the exercise of FRS Options are acquired by WN Australia pursuant to the FRS Conditional Offer, the Group will have to issue approximately 1,033.7 million Consideration WN Shares, representing approximately 26.5% of the number of WN Shares in issue as at the date of this announcement; and approximately 20.9% of the number of WN Shares which will be in issue as enlarged by the issue of such Consideration WN Shares.

Announcements in relation to the Company's intention to make the Conditional Offers through WN Australia are released to BRM and FRS respectively on the date of this announcement. Copies of which will be made available at the Company's websites at [www.wnintl.com](http://www.wnintl.com) and [www.irasia.com/listco/hk/wahnam](http://www.irasia.com/listco/hk/wahnam). The Bidder's Statements will be lodged with the ASIC shortly after this announcement and shall be despatched to BRM Shareholders and FRS Shareholders respectively within 14 to 28 days after the Bidder's Statements are given to BRM and FRS (as the case may be).

#### **Value of the Conditional Offers**

There is no stated issue price of the Consideration WN Shares under the Conditional Offers.

##### *BRM Conditional Offer*

As stated above, assuming 100% acceptance of the BRM Conditional Offer (and assuming that all holders of BRM Options exercise their options and accept the BRM Conditional Offer), the Company will have to issue approximately 3,508.7 million Consideration WN Shares. The aggregate value of such Consideration WN Shares is approximately HK\$ 5,913.9 million (equivalent to approximately AUD756.2 million) based on the VWAP of WN Shares on the Stock Exchange during the 2 full trading days of 8 and 9 November 2010, being approximately HK\$1.69. Based on such value, the BRM Conditional Offer equates to a value of approximately AUD6.47 per BRM Share, which represents:

- (1) a premium of 42.8% over the closing price of BRM Shares as quoted on the ASX on 9 November 2010 (being the last day of trading in BRM Shares before the Announcement Date);
- (2) a premium of 61.5% over the VWAP of BRM Shares for the 30 days to 9 November 2010;
- (3) a premium of 74.2% over the VWAP of BRM Shares for the 60 days to 9 November 2010;
- (4) a premium of 79.6% over the VWAP of BRM Shares for the 90 days to 9 November 2010; and

- (5) a premium of 89.9% over the VWAP of BRM Shares for the 180 days to 9 November 2010.

*FRS Conditional Offer*

As stated above, assuming 100% acceptance of the FRS Conditional Offer (and assuming that all holders of FRS Options exercise their options and accept the FRS Conditional Offer), the Company will have to issue approximately 1,033.7 million Consideration WN Shares. The aggregate value of such Consideration WN Shares is approximately HK\$1,742.4 million (equivalent to approximately AUD222.8 million) based on the VWAP of WN Shares on the Stock Exchange during the 2 full trading days of 8 and 9 November 2010, being approximately HK\$1.69. Based on such value, the FRS Conditional Offer equates to a value of approximately AUD1.29 per FRS Share, which represents:

- (1) a premium of 52.2% over the closing price of FRS Shares as quoted on the ASX on 9 November 2010 (being the last day of trading in FRS Shares before the Announcement Date);
- (2) a premium of 63.2% over the VWAP of FRS Shares for the 30 days to 9 November 2010;
- (3) a premium of 62.3% over the VWAP of FRS Shares for the 60 days to 9 November 2010;
- (4) a premium of 59.9% over the VWAP of FRS Shares for the 90 days to 9 November 2010; and
- (5) a premium of 44.4% over the VWAP of FRS Shares for the 180 days to 9 November 2010.

Based on the relevant regulations in Australia, the Implied Offer Value will be fixed based on the weighted average traded price of WN Shares over two consecutive trading days within the five business days prior to the despatch of the Bidder's Statements. It is expected that the Bidder's Statements will be despatched by WN Australia to BRM Shareholders and FRS Shareholders respectively within 14 to 28 days after the Bidder's Statements are given to BRM and FRS (as the case may be). The Company will issue further announcements when the Bidder's Statements are despatched and when the Implied Offer Value of each of the Conditional Offer is fixed.

For illustrative purposes only, as set out above, based on the VWAP of WN Shares for the two consecutive trading days on 8 and 9 November 2010 (being the last two days of trading in WN Shares immediately before the Announcement Date), the implied offer value of (1) a BRM Share is AUD6.47; and (2) a FRS Share is AUD1.29.

Having considered the recent market value of the BRM Shares, the FRS Shares and the WN Shares, the amount of estimated ore reserves of BRM's principal project of Marillana Project (as set out in the paragraph headed "Information on BRM" below) as published by BRM and the estimated mineral resources of FRS's principal project of FerrAus Pilbara Project (as set out in the paragraph headed "Information on FRS" below) as published by FRS, and the reasons for and benefits of the Conditional Offers as stated below in this announcement, the Directors (including the independent non-executive Directors) consider that the terms of the Conditional Offers are fair and reasonable based on current market conditions and that the Conditional Offers are in the interests of the Company and the Shareholders as a whole. When assessing the terms of the Conditional Offers, the Company has only taken into account publicly available information on BRM and FRS, in particular the Marillana Project and the FerrAus Pilbara Project as mentioned above. The Company believes that these two major principal projects of BRM and FRS constitute a key component of the valuation of the two companies.

#### **Revised offer**

Subject to the applicable laws and regulations in Australia, WN Australia reserves its right to revise the terms of the Conditional Offers. Should the terms of the Conditional Offers be revised materially, the Company will issue further announcements and will re-comply with the then applicable requirements of the Listing Rules (including seeking Shareholders' approval if required).

#### **Offer Periods**

The Offer Periods will commence on the date when the Bidder's Statements are despatched to BRM Shareholders and FRS Shareholders (as the case may be) and are expected to close one month after, unless extended by WN Australia. The Company will issue further announcements when the Offer Periods are determined.

If within the last 7 days of the relevant Offer Period, either of the following events occurs:

- (1) the BRM Conditional Offer or the FRS Conditional Offer (as the case may be) is varied to improve the consideration offered; or
- (2) WN Australia's Voting Power in BRM or FRS (as the case may be) increases to more than 50%,

then the relevant Offer Period will be automatically extended so that it ends 14 days after the relevant event. Further announcements will be made by the Company regarding the Offer Periods as and when appropriate.

## Conditions

The Conditional Offers and any contract that results from acceptances of the Conditional Offers will be subject to the following conditions:

1. The requisite majority of Shareholders approving:
  - a. the acquisition by WN Australia of all of the BRM Shares not already owned by WN Australia in the case of the BRM Conditional Offer, and all of the FRS Shares not already owned by WN Australia in the case of the FRS Conditional Offer; and
  - b. the allotment and issue of the Consideration WN Shares; andwhere WN Australia has announced a variation in the Conditional Offers pursuant to section 650B of the Corporations Act:
  - c. the acquisition of BRM Shares and/or FRS Shares (as the case may be) by WN Australia on those varied terms; and
  - d. the allotment and issue of the Consideration WN Shares,  
at general meeting by poll.
2. An application being made to the Stock Exchange for admission to quotation of (i.e. the grant of the listing of, and permission to deal in), the Consideration WN Shares within 7 days after the start of the Bid Period.
3. An application being made to the ASX for admission to quotation of all WN Shares within 7 days after the start of the Bid Period.
4. Permission for admission to quotation of (i.e. the grant of the listing of, and permission to deal in) the Consideration WN Shares on the Stock Exchange and permission for admission to quotation of all the WN Shares on the ASX is granted no later than 7 days after the end of the Bid Period.
5. At the end of the relevant Offer Period, WN Australia having a Relevant Interest in more than 50% of all BRM Shares in issue in respect of the BRM Conditional Offer and at least 90% of all FRS Shares in issue in respect of the FRS Conditional Offer.
6. Between the Announcement Date and the end of the Offer Period (each inclusive), no Prescribed Occurrence occurring.
7. Between the Announcement Date and the end of the Offer Period (each inclusive):

- a. there is not in effect any preliminary or final decision, order or decree issued by a government agency;
- b. no action or investigation is announced, commenced or threatened by any government agency; and
- c. no application is made to any government agency (other than by the Company or any of its Associates),

in consequence of or in connection with the Conditional Offers (other than an application to, or a decision or order of, ASIC or the Australian Takeovers Panel under, or relating to a breach of, Chapter 6, 6A, 6B or 6C of the Corporations Act or relating to unacceptable circumstances within the meaning of section 657A of the Corporations Act) which restrains, prohibits or impedes, or threatens to restrain, prohibit or impede, the making of the Conditional Offers or the acquisition of BRM Shares in the case of the BRM Conditional Offer, or the acquisition of FRS Shares in the case of the FRS Conditional Offer, or the completion of any transaction contemplated by each of the Bidder's Statements, or seeks to require the divestiture by WN Australia of any BRM Shares in the case of the BRM Conditional Offer, or of any FRS Shares in the case of the FRS Conditional Offer, or the divestiture of any material assets of BRM in the case of the BRM Conditional Offer, or of FRS in the case of the FRS Conditional Offer or the Group.

8. Between the Announcement Date and the end of the Offer Period (each inclusive), neither BRM nor any subsidiary of BRM, in the case of the BRM Conditional Offer, or FRS nor any subsidiary of FRS, in the case of the FRS Conditional Offer:
  - a. acquiring, offering to acquire or agreeing to acquire one or more companies or assets (or an interest in one or more companies or assets) for an amount in aggregate greater than AUD5 million (equivalent to approximately HK\$39.1 million) or makes an announcement about such a transaction;
  - b. disposing, offering to dispose or agreeing to dispose of one or more companies or assets (or an interest in one or more companies or assets) for an amount in aggregate greater than AUD5 million (equivalent to approximately HK\$39.1 million) or makes an announcement about such a disposal;
  - c. entering into, offering to enter into or announcing that it proposes to enter into any joint venture or partnership or dual listed company structure, involving a commitment of in aggregate greater than AUD5 million (equivalent to approximately HK\$39.1 million), other than in the ordinary course of business, or makes an announcement in relation to such entry, offer or agreement;

- d. incurring or committing to, or granting to another person a right the exercise of which would involve BRM in the case of the BRM Conditional Offer, or FRS in the case of the FRS Conditional Offer, incurring or committing to, any capital expenditure or liability in respect of one or more related items of in aggregate greater than AUD5 million (equivalent to approximately HK\$39.1 million) or makes an announcement about such a commitment; or
  - e. disclosing (without having disclosed to the ASX prior to the Announcement Date) the existence of any matter described in this condition, or announcing an intention or proposal to do anything described in this condition.
9. Between the Announcement Date and the end of the Offer Period (each inclusive), no event, change or condition occurs, is announced or becomes known to WN Australia (whether or not it becomes public) where that event, change or condition has had, or could reasonably be expected to have, a material adverse effect on:
- a. the business, assets, liabilities, financial or trading position, profitability or prospects of BRM (in the case of the BRM Conditional Offer), or of FRS (in the case of the FRS Conditional Offer), since 30 June 2010;
  - b. the status or terms of arrangements entered into by BRM (in the case of the BRM Conditional Offer), or by FRS (in the case of the FRS Conditional Offer); or
  - c. the status or terms of any approvals, licences or permits from government agencies applicable to BRM (in the case of the BRM Conditional Offer), or to FRS (in the case of the FRS Conditional Offer),

except for events, changes and conditions publicly announced by BRM in the case of the BRM Conditional Offer, or by FRS in the case of the FRS Conditional Offer or otherwise disclosed in public filings by BRM or any of its subsidiaries in the case of the BRM Conditional Offer, or by FRS or any of its subsidiaries in the case of the FRS Conditional Offer, prior to the Announcement Date where the relevant disclosure is not, and is not likely to be, incomplete, incorrect, untrue or misleading.

10. No person (other than a member of the Group) has or will have any right (whether subject to conditions or not) as a result of WN Australia acquiring BRM Shares under the BRM Conditional Offer or FRS Shares under the FRS Conditional Offer to:
- a. acquire, or require the disposal of, or require BRM or its subsidiaries in the case of the BRM Conditional Offer, or FRS or its subsidiaries in the case of the FRS Conditional Offer, to offer to dispose of, any material asset of BRM or any of its subsidiaries in the case of the BRM Conditional Offer, or of FRS or any of its subsidiaries in the case of the FRS Conditional Offer; or

- b. terminate, or vary the terms of performance of, any material agreement of BRM or any of its subsidiaries in the case of the BRM Conditional Offer, or of FRS or any of its subsidiaries in the case of the FRS Conditional Offer.
11. Between the Announcement Date and the end of the Offer Period (each inclusive), neither BRM nor any subsidiary of BRM in the case of the BRM Conditional Offer, or FRS or any of its subsidiaries in the case of the FRS Conditional Offer, declares, distributes, or resolves to pay or provide any dividend, bonus or other share of its profits or assets.
12. Between the Announcement Date and the end of the Offer Period (each inclusive), BRM in the case of the BRM Conditional Offer, or FRS in the case of the FRS Conditional Offer, does not enter into or otherwise become a party to any transaction with a related party or related entity (as those terms are defined in the Corporations Act).
13. Between the Announcement Date and the end of the Offer Period (each inclusive), the S&P/ASX300 index does not fall more than 15% from the closing level of that index on the day before the Announcement Date at any time on any ASX trading day.
14. Between the Announcement Date and the end of the Offer Period (each inclusive), WN Australia does not become aware that any document filed by or on behalf of BRM in the case of the BRM Conditional Offer, or of FRS in the case of the FRS Conditional Offer, with the ASX or ASIC contains a statement which is incorrect or misleading in any material particular or from which there is a material omission.
15. Between the Announcement Date and the end of the Offer Period (each inclusive), the exchange rate of AUD to HK\$ does not appreciate more than 10% from the closing level of that rate on the day before the Announcement Date.

Subject to the Corporations Act, WN Australia may, at any time and at its sole and absolute discretion, waive any of the above conditions (except conditions 1, 2, 3 and 4) and declare the Conditional Offers free from those conditions and in relation to any specific occurrence or any specific entity by giving notice in writing to BRM in the case of the BRM Conditional Offer, or to FRS in the case of the FRS Conditional Offer, not less than seven days before the end of the relevant Offer Period. Save for conditions 1, 2, 3 and 4 which are required by specific laws, rules or regulations, the other conditions to the Conditional Offers are voluntary conditions for the benefit of the offeror i.e. WN Australia and thus can be waived by WN Australia. The Company will consider the risks and benefits to the Company when considering whether to waive any of such conditions. It will only waive a condition if the Board (including the independent non-executive Directors) considers it to be in the interests of the Company and the Shareholders as a whole.

In view of the requirements under the Listing Rules, the Company will only consider waiving condition (5) in respect of the level of acceptance of the Conditional Offers if it is able to set out in its supplemental circular to be issued (as detailed in the paragraph headed "Listing Requirements" below) the disclosures as required by Rules 14.66, 14.67 and 18.09 of the Listing Rules after closing of the relevant Conditional Offer.

The BRM Conditional Offer and the FRS Conditional Offer are independent from each other.

To the extent not accepted at the relevant time, WN Australia may withdraw the relevant Conditional Offer at any time with the written consent of ASIC and subject to the conditions (if any) specified in such consent.

If the BRM Conditional Offer or the FRS Conditional Offer is withdrawn and at the time of withdrawal, the conditions of such Conditional Offer have been satisfied or waived, all contracts arising from acceptance of such Conditional Offer before it was withdrawn will remain enforceable.

If the BRM Conditional Offer or the FRS Conditional Offer is withdrawn and at the time of withdrawal, not all of the conditions of such Conditional Offer have been satisfied or waived, all contracts arising from its acceptance will become void.

The Company will make an application to the ASX for admission to quotation of all WN Shares, including the Consideration WN Shares within 7 days after the start of the relevant Bid Period.

The Company will make an application to the Stock Exchange for the grant of listing of, and permission to deal in, the Consideration WN Shares within 7 days after the start of the relevant Bid Period.

#### **Compulsory acquisition**

If at the end of the Offer Period WN Australia and its Associates have a Relevant Interest in at least 90% of the BRM Shares or FRS Shares (as the case may be) in issue and WN Australia and its Associates have acquired at least 75% (by number) of BRM Shares or FRS Shares (as the case may be) that WN Australia offered to acquire under the Conditional Offers, WN Australia will be entitled to acquire the remaining BRM Shares or FRS Shares (as the case may be) through a compulsory acquisition procedure. Should this compulsory acquisition right become available to WN Australia, WN Australia intends to exercise its right to acquire any remaining BRM Shares and/or FRS Shares not acquired during the Offer Period; following which the BRM Shares and/or FRS Shares (as the case may be) would be delisted from the ASX.

## **DUAL LISTING APPLICATION ON ASX AND THE OFFER FOR SUBSCRIPTION**

### **Dual Listing**

In connection with the Conditional Offers, the Company intends to apply for the listing of all of the WN Shares (including all WN Shares in issue, the Consideration WN Shares and the Offer Shares) and the WN Options on the ASX. The Company will issue the Prospectus for the purposes of offering the Offer Shares and obtaining Australian shareholder spread for the listing on the ASX. The Prospectus will be lodged with the ASIC shortly after this announcement.

WN Shares will continue to be listed on the Stock Exchange. The Company will make an application to the Stock Exchange for the grant of the listing of, and permission to deal in, the Offer Shares, the WN Option Shares and the Consideration WN Shares.

If the Company's application for admission to the ASX's Official List is approved, WN Shares will be listed on the Stock Exchange and the ASX on a dual primary basis and the Company will have to comply with the requirements under the Listing Rules and the ASX Listing Rules.

The Company's application for the listing of all the WN Shares and the WN Options on the ASX is not subject to the completion of the Conditional Offers. But each of the BRM Conditional Offer and the FRS Conditional Offer is conditional on, among other conditions, the dual listing of all the WN Shares on the ASX which will be subject to (among other things) the completion of the Offer for Subscription (as set out below).

### **The Offer for Subscription**

In connection with the proposed application for listing of WN Shares on the ASX, the Company will invite subscriptions from the Australian public for 10 million Offer Shares (with an aggregate nominal value of HK\$1 million) (with one free attaching WN Option for each Offer Share subscribed for) with provision to accept oversubscriptions of up to a further 5 million Offer Shares (with an aggregate nominal value of HK\$500,000), at the Issue Price of AUD0.20 (equivalent to approximately HK\$1.56) per Offer Share. The minimum level of subscription amount under the Offer for Subscription is AUD1 million (equivalent to approximately HK\$7.8 million).

On the date of this announcement, the Company entered into a mandate letter with the Lead Manager, pursuant to which the Lead Manager has agreed to act as Lead Manager of the Offer for Subscription and to assist on a best endeavours basis in the raising of capital for the Company under the Offer for Subscription. To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, the Lead Manager and its ultimate beneficial owners are Independent Third Parties. The Lead Manager is entitled to receive a placement fee of 5% of the amount raised under the Offer for Subscription which was determined after arm's length negotiations between the parties having regard to the structure of the Offer for Subscription and the prevailing market rates in Australia.

As stated above, the Company will lodge the Prospectus with the ASIC shortly after this announcement. The offer of the Offer Shares is expected to commence on 19 November 2010.

The Company will make an application to the Stock Exchange for the grant of the listing of, and permission to deal in, the Offer Shares and the WN Option Shares.

### **WN Options**

To promote the subscription for the Offer Shares, the WN Options will be issued on the basis of one WN Option for each Offer Share subscribed for. Each WN Option will entitle the holder thereof to subscribe for one new WN Share at an exercise price of AUD0.20 (equivalent to approximately HK\$1.56) per WN Share (subject to adjustment pursuant to the terms of the WN Options) at any time from the date of issue of the WN Options until the expiry date of 30 September 2014. The initial exercise price of AUD0.20 (equivalent to approximately HK\$1.56) per WN Share was determined with reference to the prevailing market price and the recent trading volume of the WN Shares, as well as the minimum exercise price imposed under the listing requirements of the ASX Listing Rules.

The Company will make an application to the ASX for the listing of the WN Options on the ASX. The Company currently does not have any plan to list the WN Options on the Stock Exchange or any other stock exchange (other than ASX).

The maximum number of WN Option Shares to be issued upon exercise of the subscription rights attaching on the WN Options at the initial exercise price of AUD0.20 (equivalent to approximately HK\$1.56) per WN Share (subject to adjustment pursuant to the terms of the WN Options) is 15 million WN Option Shares (with an aggregate nominal value of HK\$1,500,000), which represents:

- (1) approximately 0.38% of the existing issued share capital of the Company;
- (2) approximately 0.38% of the issued share capital of the Company as enlarged by the allotment and issue of the maximum number of Offer Shares;
- (3) approximately 0.38% of the issued share capital of the Company as enlarged by the allotment and issue of the maximum number of Offer Shares and such number of WN Option Shares; and
- (4) approximately 0.18% of the issued share capital of the Company as enlarged by the allotment and issue of the maximum number of Offer Shares, such number of WN Option Shares and the Consideration WN Shares (assuming full acceptance of the Conditional Offers but no exercise of the BRM Options and FRS Options outstanding as at 9 November 2010).

The issue of the WN Options will comply with the applicable requirements under Chapter 15 of the Listing Rules. The Company will issue a circular setting out, among other things, the proposed terms of the WN Options in accordance with the applicable requirements under the ASX Listing Rules and Chapter 15 of the Listing Rules.

#### **Terms of the Offer for Subscription**

##### *Selling restrictions*

The Offer for Subscription does not constitute a public offer in any jurisdiction other than Australia.

##### *Issue Price*

The Issue Price of AUD0.20 (equivalent to approximately HK\$1.56) per Offer Share represents:

- (1) a discount of approximately 4.3% to the closing price of HK\$1.63 per WN Share as quoted on the Stock Exchange on 9 November 2010 being the last day of trading in WN Shares prior to the date of the Lead Manager Mandate; and
- (2) a discount of approximately 6.6% to the average of the closing prices per WN Share of HK\$1.67 as quoted on the Stock Exchange for the five consecutive trading days up to and including 9 November 2010 being the last day of trading in WN Shares prior to the date of the Lead Manager Mandate.

The Issue Price was determined with reference to the prevailing market price and the recent trading volume of the WN Shares, as well as the minimum issue price imposed under the listing requirements of the ASX Listing Rules.

The Directors (including the independent non-executive Directors) consider that the terms of the Offer for Subscription are fair and reasonable based on current market conditions and that the Offer for Subscription is in the interests of the Company and the Shareholders as a whole.

##### *Number of Offer Shares*

The minimum number of Offer Shares to be issued under the Offer for Subscription pursuant to the Prospectus in order to raise the minimum subscription amount of AUD1 million (equivalent to approximately HK\$7.8 million) is 5 million Offer Shares (with an aggregate nominal value of HK\$500,000) which represents:

- (1) approximately 0.13% of the existing issued share capital of the Company;

- (2) approximately 0.13% of the issued share capital of the Company as enlarged by the allotment and issue of such number of Offer Shares; and
- (3) approximately 0.06% of the issued share capital of the Company as enlarged by the issue of such number of Offer Shares, WN Option Shares and the Consideration WN Shares (assuming full acceptance of the Conditional Offers but no exercise of the BRM Options and FRS Options outstanding as at 9 November 2010).

The maximum number of Offer Shares to be issued under the Offer for Subscription pursuant to the Prospectus is 15 million Offer Shares (with an aggregate nominal value of HK\$1,500,000) which represents:

- (1) approximately 0.38% of the existing issued share capital of the Company;
- (2) approximately 0.38% of the issued share capital of the Company as enlarged by the allotment and issue of such number of Offer Shares; and
- (3) approximately 0.18% of the issued share capital of the Company as enlarged by the issue of such number of Offer Shares, WN Option Shares and the Consideration WN Shares (assuming full acceptance of the Conditional Offers but no exercise of the BRM Options and FRS Options outstanding as at 9 November 2010).

*Conditions of the Offer for Subscription*

Completion of the Offer for Subscription is conditional upon:

- (1) the Stock Exchange granting or agreeing to grant listing of and permission to deal in all of the Offer Shares and WN Option Shares;
- (2) the ASX granting or agreeing to grant listing of the WN Shares (including, among others, the Offer Shares) and WN Options on the ASX; and
- (3) the passing of necessary resolution(s) by Shareholders to approve the Offer for Subscription and the transactions contemplated thereunder, including but not limited to the issue and allotment of the Offer Shares and the WN Option Shares.

The Offer for Subscription is not underwritten. If the minimum subscription amount of AUD1 million is not reached or if the Offer for Subscription fails for any other reason, the listing of WN Shares and WN Options on ASX will also not proceed and the Conditional Offers will not become unconditional and will lapse.

### *Completion of the Offer for Subscription*

The Offer for Subscription is expected to close on 17 December 2010 and the Offer Shares and WN Options are expected to commence trading on the ASX on 10 January 2011. Trading of the Offer Shares on the Stock Exchange is also expected to commence concurrently on 10 January 2011.

### *Rights of Offer Shares*

The Offer Shares, as well as the WN Option Shares, will rank, upon issue, pari passu in all respect with WN Shares in issue on the date of allotment and issue of the Offer Shares.

### **Fund raising activities in the past 12 months**

The following equity fund raising activities have been conducted by the Group in the past 12 months immediately preceding the date of this announcement:

<b>Date of announcement</b>	<b>Event</b>	<b>Net proceeds</b>	<b>Intended use of proceeds</b>	<b>Actual application of the net proceeds</b>
9 February 2010	Placing of existing WN Shares and subscription of new WN Shares	Approximately HK\$297 million	Not more than HK\$10 million for general working capital and not less than HK\$287 million for potential acquisitions or investment in mineral-related businesses	Approximately HK\$289 million has been used to invest in mineral-related companies and HK\$8 million has been used for general working capital.
19 June 2010	Placing of existing WN Shares and subscription of new WN Shares	Approximately HK\$199 million	Not more than HK\$29 million for general working capital and not less than HK\$170 million for potential acquisitions or investment in mineral-related businesses.	Approximately HK\$188 million has been used to invest in mineral-related companies and approximately HK\$11 million has been used for general working capital.
17 September 2010	Placing of existing WN Shares and subscription of new WN	Approximately HK\$200 million	Not more than HK\$20 million for general working capital and not less than HK\$180	Approximately HK\$94 million has been used to invest in mineral-related companies (including

Date of announcement	Event	Net proceeds	Intended use of proceeds	Actual application of the net proceeds
	Shares		million for potential acquisitions or investment in mineral-related businesses.	related transaction costs) and approximately HK\$3 million has been used for general working capital. The Company intends to use the remaining proceeds to invest in mineral-related businesses (including related transaction costs) and not more than HK\$17 million for general working capital of the Group. In the interim, the remaining net proceeds have been placed in bank deposits.

#### ISSUE MANDATE

The Company proposes to seek the Issue Mandate from the Shareholders for the placement of up to 600,000,000 HK Placing Shares (with an aggregate nominal value of HK\$60,000,000) to placees which are Independent Third Parties.

The Company expects that there will be more than six placees under any share placement pursuant to the Issue Mandate. Such placees are expected to be independent individuals, corporate and/or institutional investors, and who and whose ultimate beneficial owners are Independent Third Parties, none of which are expected to become a substantial Shareholder.

The Company will make an application to the Stock Exchange for the listing of, and permission to deal in, such HK Placing Shares to be issued.

#### *HK Placing Price*

The HK Placing Price shall be equal to or higher than the higher of (A) HK\$1.30 or (B) a discount of not more than 30% to the average closing price for the 20 trading days immediately prior to the date of the agreement in respect of the placing of the HK Placing Shares. The HK Placing Price of HK\$1.30 represents:

- (1) a discount of approximately 20.2% to the closing price of HK\$1.63 per WN Share as quoted on the Stock Exchange on 9 November 2010 being the last day of trading in WN Shares prior to the date of this announcement; and
- (2) a discount of approximately 22.2% to the average of the closing prices per WN Share of HK\$1.67 as quoted on the Stock Exchange for the five consecutive trading days up to and including 9 November 2010 being the last day of trading in WN Shares prior to the date of this announcement.

In determining the parameters for fixing the HK Placing Price, the Company considers the references to an average closing price for a longer trading period and a larger discount limit are in the interests of the Company in view of recent fluctuation of the trading prices and volume of the WN Shares on the Stock Exchange preceding the date of this announcement. The minimum HK Placing Price of HK\$1.30 was determined with reference to the prevailing market price and the recent trading volume of the WN Shares. The actual placing price will be determined based on the above conditions and negotiations between the Company and the places then.

Taking into account, among other things, the parameters for determining the HK Placing Price and the reasons for the Issue Mandate and use of proceeds set out below in this announcement, the Directors (including the independent non-executive Directors) consider that the terms of the Issue Mandate are fair and reasonable based on current market conditions and that the Issue Mandate is in the interests of the Company and the Shareholders as a whole.

*Maximum number of HK Placing Shares*

600,000,000 HK Placing Shares (with an aggregate nominal value of HK\$60,000,000) represent:

- (1) approximately 15.4% of the existing issued share capital of the Company;
- (2) approximately 13.3% of the issued share capital of the Company as enlarged by the allotment and issue of such number of HK Placing Shares; and
- (3) approximately 6.8% of the issued share capital of the Company as enlarged by such number of HK Placing Shares, the maximum number of Offer Shares and WN Option Shares, and the Consideration WN Shares (assuming full acceptance of the Conditional Offers but no exercise of the BRM Options and FRS Options outstanding as at 9 November 2010).

*Conditions of the Issue Mandate*

The Issue Mandate is subject to:

- (1) the BRM Conditional Offer and/or the FRS Conditional Offer becoming unconditional;

- (2) the Stock Exchange granting or agreeing to grant listing of and permission to deal in all of the HK Placing Shares; and
- (3) the passing of necessary resolution(s) by the Shareholders to approve the Issue Mandate and the transactions contemplated thereunder, including but not limited to the issue and allotment of the HK Placing Shares.

The Issue Mandate will be valid for a period of six months from the date the BRM Conditional Offer and/or the FRS Conditional Offer is declared unconditional.

*Rights of HK Placing Shares*

The HK Placing Shares will be sold free from all liens, charges and encumbrances and together with the rights attaching to them. The HK Placing Shares will rank, upon issue, pari passu in all respect with WN Shares in issue on the date of allotment and issue of the HK Placing Shares.

## SHAREHOLDING OF THE COMPANY

The table below sets out the shareholding structure of the Company as at the date of this announcement and immediately after the Conditional Offers, the Offer for Subscription and the issue of the HK Placing Shares under the Issue Mandate based on the assumptions stated below:

	As at the date of this announcement		Immediately after the Conditional Offers (i) assuming there are no BRM Shares or FRS Shares issued as a result of the exercise of BRM Options or FRS Options outstanding as at 9 November 2010 before the end of the Offer Period, (ii) the maximum number of Offer Shares is issued, and (iii) the maximum number of HK Placing Shares is issued		Immediately after the Conditional Offers (i) assuming all BRM Options and FRS Options outstanding as at 9 November 2010 are exercised before the end of the Offer Period, (ii) the maximum number of Offer Shares is issued, and (iii) the maximum number of HK Placing Shares is issued	
	No. of WN Shares	%	No. of WN Shares	%	No. of WN Shares	%
Leading Highway Limited (note 1)	440,500,000	11.3%	440,500,000	6.6%	440,500,000	6.5%
Shimmer Expert Investments Limited (note 2)	279,548,000	7.2%	279,548,000	4.2%	279,548,000	4.1%
Parklane International Holdings Limited (note 3)	140,592,592	3.6%	140,592,592	2.1%	140,592,592	2.1%
Equity Valley Investments Limited and Pridel Future Investments Limited (note 4)	199,456,276	5.1%	199,456,276	3.0%	199,456,276	2.9%
<b>Public Shareholders</b>						
Gracious Fortune Investments Limited	157,000,000	4.0%	157,000,000	2.3%	157,000,000	2.3%
Villas Green Investments Limited	257,760,000	6.6%	257,760,000	3.9%	257,760,000	3.8%
Smartpath Investments Limited	204,752,000	5.2%	204,752,000	3.1%	204,752,000	3.0%
BRM Shareholders who accept the BRM Conditional Offer	-	-	1,173,275,130	17.5%	3,316,972,380	37.6%
FRS Shareholders who accept the FRS Conditional Offer	-	-	988,598,940	14.8%	1,033,748,940	15.1%
Holders of the Offer Shares	-	-	15,000,000	0.2%	15,000,000	0.2%
Holders of the HK Placing Shares	-	-	600,000,000	9.0%	600,000,000	8.8%
Other existing public Shareholders	2,227,826,617	57.0%	2,227,826,617	33.3%	2,227,826,617	32.6%
	3,907,435,465	100.0%	6,684,309,555	100.0%	8,828,006,805	100.0%
					6,825,309,540	100.0%
					9,064,856,805	100.0%

*Notes:*

- 1. These WN Shares are held by Leading Highway Limited, a company incorporated in the British Virgin Islands, and the entire issued share capital of which is beneficially owned by Mr. Cheng Yung Pun, a former Director who resigned on 16 February 2009.*
- 2. These WN Shares are held by Shimmer Expert Investments Limited, a company incorporated in the British Virgin Islands, and the entire issued share capital of which is beneficially owned by Groom High Investments Limited. Groom High Investments Limited is a company incorporated in the British Virgin Islands, the entire issued share capital of which is beneficially owned by Ms. Zhang Li, a director of a subsidiary of the Company.*
- 3. These WN Shares are held by Parklane International, a company incorporated in the British Virgin Islands, and the entire issued share capital of which is beneficially owned by Mr. Leung Chi Yan, a director of certain subsidiaries of the Company.*
- 4. 96,008,000 WN Shares are held by Equity Valley Investments Limited, a company incorporated in the British Virgin Islands, and the entire issued share capital of which is beneficially owned by Mr. Luk Kin Peter Joseph, an executive Director, and 103,448,276 WN Shares are held by Prideful Future Investments Limited, a company controlled by Mr. Luk's spouse.*

Based on publicly available information, the Company understands that WN Australia is the single largest shareholder (as detailed below) of BRM and FRS and that (1) the second largest shareholder of BRM holds 9.4% of the BRM Shares in issue as at 9 November 2010 and (2) the second largest shareholder of FRS holds 12.6% of the FRS Shares in issue as at 9 November 2010. Assuming (1) none of the BRM Options and FRS Options outstanding as at 9 November 2010 are exercised; (2) acceptances under the Conditional Offers resulting in WN Australia holding just over 50% of all BRM Shares and 90% of all FRS Shares (and WN Australia proceeds to compulsorily acquire any remaining FRS Shares not acquired during the Offer Period) are received; (3) such second largest shareholder of BRM accepts the BRM Conditional Offer; and (4) such second largest shareholder of FRS accepts the FRS Conditional Offer, such second largest shareholder of BRM and FRS will hold approximately 6.1% and 0.4% of the issued share capital of the Company respectively as enlarged by the issue of the Consideration WN Shares, the issue of the maximum number of Offer Shares under the Offer for Subscription and the issue of the maximum number of HK Placing Shares under the Issue Mandate.

Assuming that only the BRM Conditional Offer completes where (1) all BRM Options outstanding as at 9 November 2010 are exercised, (2) the BRM Conditional Offer is fully accepted, (3) the maximum number of Offer Shares are issued, and (4) the maximum number of HK Placing Shares are issued, the Company's issued share capital will increase to 8,031,107,865 WN Shares, of which 43.7% will be held by BRM Shareholders.

Assuming that only the FRS Conditional Offer completes where (1) all FRS Options outstanding as at 9 November 2010 are exercised, (2) the FRS Conditional Offer is fully accepted, (3) the maximum number of Offer Shares are issued, and (4) the maximum number of HK Placing Shares are issued, the Company's issued share capital will increase to 5,556,184,425 WN Shares, of which 18.6% will be held by FRS Shareholders.

In any case, the Company is not aware that any individual shareholder of BRM or FRS will become a substantial shareholder of the Company upon completion of the Conditional Offers.

#### **THE GROUP'S SHAREHOLDING IN BRM AND FRS**

The Company refers to its announcements dated 24 June 2009, 29 June 2009, 18 February 2010, 1 March 2010, 22 June 2010 and 16 September 2010. As at the date of this announcement, WN Australia holds (1) 32,347,405 BRM Shares, representing 22.6% of all BRM Shares in issue and (2) 40,934,400 FRS Shares, representing 19.9% of all FRS Shares in issue. Save for the above, to the best of the Director's knowledge, information and belief and having made all reasonable enquiries, (1) BRM and the ultimate beneficial owners of BRM and (2) FRS and the ultimate beneficial owners of FRS are Independent Third Parties.

Based on the present terms and conditions of the Conditional Offers, BRM and FRS may become subsidiaries of the Company after completion of the Conditional Offers.

All BRM Shares, including those held by WN Australia and those which may be acquired by WN Australia under the BRM Conditional Offer, rank *pari passu*.

All FRS Shares, including those held by WN Australia and those which may be acquired by WN Australia under the FRS Conditional Offer, rank *pari passu*.

#### **INFORMATION ON BRM**

##### *Overview*

BRM is an ASX-listed Australian iron ore development company with a market capitalisation of approximately A\$647.4 million as at 9 November 2010.

BRM was originally listed on the ASX on 17 August 2004 as Yilgarn Mining Ltd and was renamed BRM to reflect the company's strategic decision to position itself as an iron ore developer. BRM's main focus is the development of the Marillana Project (as described below).

##### *BRM's projects*

###### (1) Marillana Project

The Marillana Project is BRM's principal project and is located in the Hamersley Iron Province, 100 kilometres north west of Newman, Western Australia. The Marillana Project covers an area of 96 square kilometres. BRM has reported that the Marillana Project contains a JORC Code compliant ore reserve of 1,001.2 million tonnes of detrital ore grading 42.36% Fe (Table 1) and 48.5 million tonnes of channel iron deposit ore grading 55.5% Fe (Table 2).

Table 1: Marillana Detrital Ore Reserves

Reserve Classification	Tonnes (Mt)	Fe (%)
Proven	133.2	41.55
Probable	868.0	42.48
<b>Total</b>	<b>1,001.2</b>	<b>42.36</b>

Table 2: Marillana CID Ore Reserves

Reserve Classification	Tonnes (Mt)	Fe (%)	Al <sub>2</sub> O <sub>3</sub> (%)	SiO <sub>2</sub> (%)	P (%)	LOI (%)
Probable	48.5	55.5	3.7	5.3	0.09	9.7
<b>Total</b>	<b>48.5</b>	<b>55.5</b>	<b>3.7</b>	<b>5.3</b>	<b>0.09</b>	<b>9.7</b>

The pre-feasibility study of the Marillana Project was completed on 10 August 2009 and confirmed the technical and financial robustness of a conventional mining and processing operation at the Marillana Project. As a result of the positive pre-feasibility study, a definitive feasibility study for the Marillana Project (the "DFS") commenced in September 2009 and was completed and announced on the ASX on 29 September 2010.

The development and success of the Marillana Project is heavily dependent on access to rail and port infrastructure to economically transport the ore to future customers. For port infrastructure, BRM has partnered with FRS and Atlas Iron Limited to form the North West Iron Ore Alliance ("NWIOA"), a group that has secured the rights to construct a 50 million tonnes per annum ("mtpa") berth at Port Hedland (the "NWIOA Port"). The NWIOA has also been successful with regard to progressing rail infrastructure access, with the Australian Competition and Consumer Commission granting NWIOA interim authorisation to engage in collective negotiations with the providers of rail infrastructure in the Pilbara region. The rail infrastructure options available to BRM are:

- (a) the negotiation of haulage on BHP Billiton Limited's rail infrastructure;
- (b) the construction of a spur line to, and negotiation of access to or haulage on, Fortescue Metals Group Limited's rail infrastructure; and
- (c) construction of an independent, 'end-to-end' rail line.

Successful development and commercialisation of the Marillana Project will require the achievement of a number of successful milestones, including:

- a positive bankable feasibility study;
- ministerial environmental approval;
- completion of the NWIOA Port definitive feasibility study; and
- commercial agreements with owners of key infrastructure providers or the development of an independent, 'end-to-end' rail line.

Given the early stage of development of the Marillana Project, BRM will require a significant amount of capital to advance it to eventual production. Current estimates from the DFS announced on 29 September 2010 indicate capital costs of up to AUD1.9 billion which is significantly more than BRM's cash balance of approximately AUD78 million (as disclosed in BRM's Mining Exploration Entity Quarterly Report for the quarter ended 30 September 2010). The DFS did not consider an independent, 'end-to-end' railway option – this capital expenditure would be in addition to the estimates released by BRM.

(2) Other iron ore projects

BRM also owns the Duck Creek, West Hamersley, Mt Stuart and Ophthalmia iron ore projects in the West Pilbara region of Western Australia. BRM has planned exploration programs for a number of these projects but to date has not delineated any JORC Mineral Resources or JORC Ore Reserves at these projects.

(3) Other projects

**Irwin-Coglia Nickel-Cobalt Laterite Project**

BRM has a 40% interest in the Irwin–Coglia nickel-cobalt laterite joint venture (the "JV") located 150 kilometres south east of Laverton in Western Australia. The remaining 60% interest in the JV is held by Murrin Murrin Holdings Pty Ltd and Glenmurrin Pty Ltd. Since establishing the JV, the co-venturers have completed extensive drilling programs and reported an indicated mineral resource at Irwin-Coglia of 16.8 million tonnes grading 1.07% Ni and 0.14% Co.

The above-mentioned amounts in respect of BRM's mineral resources are prepared in compliance with the JORC Code.

### *Financial information*

Based on BRM's annual financial report for the year ended 30 June 2010, it recorded audited net assets of approximately AUD81.7 million (equivalent to approximately HK\$638.9 million) as at 30 June 2010. BRM's projects were under exploration development stage and did not generate any turnover for the years ended 30 June 2009 and 2010. The table below sets out the loss before and after taxation of BRM for the years ended 30 June 2009 and 2010.

	For the year ended 30 June 2009		For the year ended 30 June 2010	
	Audited		Audited	
	AUD'000	HK\$'000	AUD'000	HK\$'000
Loss before taxation	15,212	118,958	24,239	189,549
Loss after taxation	14,751	115,353	24,239	189,549

### **INFORMATION ON FRS**

#### *Overview*

FRS is an ASX-listed Australian iron ore development company with a market capitalisation of approximately A\$174.8 million as at 9 November 2010.

FRS was incorporated on 6 July 2001 as Metals Quest Australia Limited for the purpose of compiling a portfolio of gold and base metals projects for exploration. On 10 November 2003, the company changed its name to NiQuest Limited. On 21 December 2005, following the acquisition of its current iron ore projects the company changed its name to FRS. FRS's main focus is the development of the FerrAus Pilbara Project (as described below).

#### *FRS's projects*

(1) FerrAus Pilbara Project

The FerrAus Pilbara Project is located northwest of Robertson Range and 35 kilometres east of BHP Billiton Limited's mining operations and rail infrastructure at Jimblebar. The FerrAus Pilbara Project is a combination of the Davidson Creek Iron Ore Project, the Robertson Range Iron Ore Project and the Murrumunda Iron Ore Project. The JORC Code compliant mineral resource at the FerrAus Pilbara Project totals 316.4 million tonnes with 210.7 million tonnes of higher grade resource (Table 3) and 105.6 million tonnes of medium grade resource (Table 4).

Table 3: High Grade Mineral Resources (+55% Fe)

Area	Resource Classification	Tonnes (Mt)	Fe (%)	Al <sub>2</sub> O <sub>3</sub> (%)	SiO <sub>2</sub> (%)	P (%)	LOI (%)
Robertson Range	Measured	23.4	58.93	2.71	4.54	0.109	7.69
	Indicated	20.7	58.98	2.99	5.40	0.104	6.48
	Inferred	10.6	58.11	3.37	6.56	0.097	6.15
	<b>Total</b>	<b>54.6</b>	<b>58.79</b>	<b>2.94</b>	<b>5.26</b>	<b>0.105</b>	<b>6.93</b>
Davidson Creek	Measured	9.5	58.10	2.83	4.31	0.078	9.12
	Indicated	91.6	58.70	2.43	4.44	0.082	8.63
	Inferred	55.0	57.96	2.67	4.92	0.100	8.72
	<b>Total</b>	<b>156.1</b>	<b>58.40</b>	<b>2.54</b>	<b>4.60</b>	<b>0.088</b>	<b>8.69</b>
<b>Total (+55% Fe)</b>		<b>210.7</b>	<b>58.50</b>	<b>2.64</b>	<b>4.77</b>	<b>0.092</b>	<b>8.23</b>

Table 4: Medium Grade Inferred Mineral Resources (50-55% Fe)

Area	Tonnes (Mt)	Fe (%)	Al <sub>2</sub> O <sub>3</sub> (%)	SiO <sub>2</sub> (%)	P (%)	LOI (%)
Robertson Range	16.2	53.00	5.40	8.51	0.123	8.85
Davidson Creek	89.4	53.21	5.12	8.38	0.080	9.32
<b>Total</b>	<b>105.6</b>	<b>53.18</b>	<b>5.17</b>	<b>8.40</b>	<b>0.086</b>	<b>9.25</b>

On 24 February 2010, FRS completed a positive scoping study on the FerrAus Pilbara Project and as a result, commenced the pre-feasibility study. FRS aims to complete the pre-feasibility study in November 2010 and definitive feasibility study by early 2011. In addition to the pre-feasibility study, FRS's core activities are the completion of infill drilling activities, metallurgical test work, hydrology studies, environmental studies, process flow design, regulatory approvals and technical marketing of the product.

The development and success of the FerrAus Pilbara Project is heavily dependent on access to rail and port infrastructure to economically transport the ore to future customers. As stated above, FRS is also a member of the NWIOA that has secured the rights to construct the NWIOA Port and has been granted authorisation to engage in collective negotiations with the providers of rail infrastructure in the Pilbara region. The two rail infrastructure options available to FRS are:

- (a) the construction of a spur line to, and negotiation of haulage on, BHP Billiton Limited's rail infrastructure; and
- (b) the construction of a spur line to, and negotiation of access to or haulage on, Fortescue Metals Group Limited's rail infrastructure.

Successful development and commercialisation of the FerrAus Pilbara Project will require the achievement of a number of successful milestones, including:

- a positive pre-feasibility study;
- a positive definitive feasibility study; and
- finalisation of port and rail infrastructure.

Given the early stage of development of the FerrAus Pilbara Project, FRS will require a significant amount of capital to advance it to eventual production. Current estimates from FRS's scoping study announced on 24 February 2010 indicate capital costs which are significantly greater than FRS's cash balance of approximately AUD22 million (as disclosed in FRS's Mining Exploration Entity Quarterly Report for the quarter ended 30 September 2010). The scoping study did not consider an independent 'end-to-end' railway option – this capital expenditure would be addition to the estimates released by FRS.

The above-mentioned mineral resources amounts of the FerrAus Pilbara Project are prepared in compliance with the JORC Code.

(2) Enachedong

Enachedong is located approximately 200 kilometres north east of Newman and 60 kilometres south of the manganese mining operation at Woodie Woodie, Western Australia. The project is prospective for manganese mineralisation.

*Financial information*

Based on FRS's annual financial report for the year ended 30 June 2010, it recorded audited net assets of approximately AUD84.9 million (equivalent to approximately HK\$663.9 million) as at 30 June 2010. FRS's projects were under exploration development stage and did not generate any turnover for the years ended 30 June 2009 and 2010 apart from interest income, fuel sales and other income. The table below sets out the loss before and after taxation of FRS for the years ended 30 June 2009 and 2010.

	For the year ended 30 June 2009		For the year ended 30 June 2010	
	Audited		Audited	
	AUD'000	HK\$'000	AUD'000	HK\$'000
Loss before taxation	3,151	24,641	8,325	65,102
Loss after taxation	2,918	22,819	8,290	64,828

## REASONS FOR AND BENEFITS OF THE TRANSACTIONS

### Background information on the Group

The Company, through its subsidiaries, is principally engaged in:

- (a) the exploitation, processing and sales of mineral resources, including copper, zinc and lead ore concentrates in the PRC;
- (b) the provision of limousine rental and airport shuttle bus transportation services in Hong Kong and the PRC; and
- (c) the investment of funds in equity securities.

### *Mining business*

Luchun Xingtai Mining Company Limited ("Luchun Xingtai"), a Sino-foreign equity joint venture enterprise established in February 2004 in the PRC which is indirectly 90% owned by the Company, is engaged in the exploitation, processing and sale of copper ore concentrate. Luchun Xingtai owns 100% of the Damajianshan Mine. In the financial year ended 31 December 2009 ("FY2009") and the six-month period ended 30 June 2010 ("FP2010"), Luchun Xingtai's production volume of copper concentrate was approximately 340 tonnes and 125 tonnes respectively, and its sales of copper concentrate was amounted to approximately 410 tonnes and 74 tonnes. For FY2009 and FP2010, the Company recorded a turnover of approximately HK\$14.8 million and HK\$3.4 million respectively from Luchun Xingtai.

During FY2009 and FP2010, production was relatively low as the emphasis was on exploration and the delineation of additional resources to support an expanded operation. Subject to the progress of further exploration and the production plan, the Company plans to increase the production volume to meet the growing demand in the PRC market and thus improve the present production efficiency as the scale of production increases. The Company will continue to develop its existing mine in the PRC with a view to increasing the Group's copper production and revenue.

The Company plans to be a developer of strategic mining assets in politically stable, mineral resource-rich countries. Over the past two years, the Group has restructured its business to focus on strategic acquisitions of iron ore projects and, to augment this objective, the development of its copper operation. The Company will continue to develop the Damajianshan Mine through further exploration in order to delineate and upgrade mineral resources and subsequently increase copper metal production of the mine.

Following the Conditional Offers, the Directors will pursue additional strategic acquisitions in order to realise their plan. It is expected these future assets will continue to enhance shareholder value, above the anticipated benefit provided by the assets of BRM and FRS.

#### *Other business of the Group*

The limousine rental and airport shuttle bus business is carried through another wholly-owned subsidiary of the Company, Perryville Group Limited.

This business segment provides high end limousine rental services in Hong Kong and the PRC (including Shenzhen, Guangzhou, Shanghai and Beijing) and airport shuttle bus services in Hong Kong. Currently, the Group has a fleet of 133 limousine cars serving major hotels, corporate and individual customers. The Group recorded a total turnover of HK\$80.6 million from its limousine rental and airport shuttle business in Hong Kong and the PRC for the FY2009 and approximately HK\$51.8 million for the FP2010. The Company believes that this business segment will continue to provide a stable revenue and income source to the Group.

The Company does not have any current intention to downsize its existing business, nor are there any agreement, arrangement, understanding or negotiation for the disposal or termination of the Group's existing business.

#### **Reasons for and benefits of the Conditional Offers**

The Conditional Offers represent a significant step for the Company in achieving its plan to become a developer of strategic mining assets. If the Conditional Offers are successful, to the Company's knowledge, the Company will become the only listed company on the Stock Exchange developing significant Australian hematite iron ore projects. The Enlarged Group's JORC Code compliant iron ore mineral resource currently totals more than 1.8 billion tonnes. With such a large resource inventory, the Enlarged Group will be able to position itself as a meaningful iron ore producer both in the Pilbara region, and globally.

Through the Conditional Offers, the Company is seeking to maximise benefits to its current and future shareholders. The Enlarged Group expects to progress its Australian iron ore projects to production and aims to be a significant iron ore producer by global standards. The Enlarged Group will be a larger, more financially secure and growth focused company with an expanded multi-mine asset base. Accordingly, the Directors believe that investing in the BRM Shares and the FRS Shares through the Conditional Offers represents a good investment and business opportunity.

Following the close of the Conditional Offers, the Company intends to conduct a review of the operations, assets, structure and employees of BRM and FRS (the "Review") to identify:

- (1) business opportunities and areas of revenue generation which may provide overall strategic operational benefit;
- (2) areas of costs saving which may provide overall strategic and operational benefit; and
- (3) any business or businesses which do not fit into the strategic plan for BRM and/or FRS and to evaluate the best and most appropriate way of organising such business or businesses.

Final decisions will only be reached after the Review and in light of all material facts and circumstances.

#### *BRM Conditional Offer*

It is the Company's current intention to continue the operation of BRM's existing business and in particular to focus on the rapid development of the Marillana Project. Although not finalised at the time of this announcement, if WN Australia is successful in gaining a 90% or more interest in BRM through acceptances of the BRM Conditional Offer and then compulsorily acquires any minority interests, the Company's focus is likely to include:

- completing the bankable feasibility study on the Marillana Project;
- progressing the NWIOA Port definitive feasibility study;
- negotiating rail agreements necessary to support the Marillana Project;
- on completion of the feasibility studies, proceeding to secure the development capital and/or project finance required to develop the Marillana Project and related infrastructure;
- targeting the development of the Marillana Project to achieve first production (with a production rate of 17 mtpa) as soon as practicable; and
- assessing BRM's assets to determine the prospectivity of exploration potential and determining how best to assign resources to undertake such exploration.

The Company may appoint its own nominees to join the BRM Board. The Company currently intends to keep some, or possibly all, of the members of the BRM Board and the board of directors of any company in respect of which BRM has nominee directors.

If upon completion of the BRM Conditional Offer, WN Australia obtains ownership of less than 90% of BRM but gains effective control of BRM, the Company will, through its nominees on the BRM Board, participate in the board deliberations and decision making on the funding requirements for the Marillana Project and for BRM generally. The funding alternatives may

include debt, equity or a combination of both. In the event of any debt fund raising by BRM, the Company will use its reasonable endeavours to assist BRM in procuring funds required for the short and long term development of its projects. In the event of any equity fund raising by BRM, it is the Company's current intention to participate in the fund raising by, (1) if the fundraising is by way of placement, subscribing for shares or, (2) if the fundraising is by way of a rights issue, by taking up its rights and offering to act as underwriter or sub-underwriter to the issue.

#### *FRS Conditional Offer*

It is the Company's current intention to continue the operation of FRS's existing business and in particular to focus on the development of the FerrAus Pilbara Project. Although not finalised at the time of this announcement, if WN Australia is successful in gaining a 90% or more interest in FRS through acceptances of the FRS Conditional Offer and then compulsorily acquires any minority interests, the Company's focus is likely to include:

- completing the pre-feasibility study and subsequently commencing a definitive feasibility study on the FerrAus Pilbara Project;
- progressing the NWIOA Port definitive feasibility study;
- negotiating rail agreements necessary to support the FerrAus Pilbara Project;
- on completion of the definitive feasibility studies, proceeding to secure the development capital and/or project finance required to develop the FerrAus Pilbara Project and related infrastructure
- targeting the development of the FerrAus Pilbara Project to achieve first production (with a production rate of 15 mtpa) as soon as practicable; and
- assessing FRS's assets to determine the prospectivity of exploration potential and determining how best to assign resources to undertake such exploration.

The Company may appoint its own nominees to join the FRS Board. The Company currently intends to keep some, or possibly all, of the members of the FRS Board and the board of directors of any company in respect of which FRS has nominee directors.

If upon completion of the FRS Conditional Offer, WN Australia obtains ownership of less than 90% of FRS but gains effective control of FRS, the Company will, through its nominees on the FRS Board, participate in the board deliberations and decision making on the funding requirements for the FerrAus Pilbara Project and for FRS generally. The funding alternatives may include debt, equity or a combination of both. In the event of any debt fund raising by FRS, the Company will use its reasonable endeavours to assist FRS in procuring funds required for the short and long term development of its projects. In the event of any equity fund raising by FRS, it

is the Company's current intention to participate in the fund raising by, (1) if the fundraising is by way of placement, subscribing for shares or, (2) if the fundraising is by way of a rights issue, by taking up its rights and offering to act as underwriter or sub-underwriter to the issue.

The Company will issue further announcements and comply with the then applicable requirements under the Listing Rules if the Company decides to provide any financial support to BRM and/or FRS after completion of the Conditional Offers.

#### **Reasons for the Offer for Subscription and use of proceeds**

The purposes of the Offer for Subscription are to:

- (1) list the Company on the ASX, which will provide the Company with additional financial flexibility to pursue growth opportunities and improve its access to capital markets;
- (2) provide a sufficient shareholder spread in Australia for the Company's ASX listing application;
- (3) finance the transaction costs incurred by the Group in connection with the Offer for Subscription and the Conditional Offers; and
- (4) provide certain level of market liquidity for trading in the WN Shares on the ASX.

The gross proceeds of the Offer for Subscription will be up to AUD3 million (equivalent to approximately HK\$23.5 million). The estimated net proceeds, after the deduction of all related expenses, will be up to approximately AUD2.2 million (equivalent to approximately HK\$17.2 million), representing a net issue price of approximately AUD0.15 (equivalent to approximately HK\$1.17) per Offer Share. The proceeds will be used to finance the transaction costs incurred by the Group, as detailed above. Any proceeds from the exercise of the WN Options will be used as general working capital for the Group.

For illustrative purposes, if the maximum number of WN Options are issued pursuant to the Offer for Subscription and are exercised in full, the maximum gross and net proceeds would be approximately AUD3 million (equivalent to approximately HK\$23.5 million; representing a net issue price of AUD0.20 (equivalent to approximately HK\$1.56 per WN Share).

#### **Reasons for the Issue Mandate and use of proceeds**

For illustration purposes only, based on the average closing price of the WN Shares for the 20 trading days immediately prior to the issue of this announcement on 9 November 2010 of HK\$1.68 and the above conditions on determining the HK Placing Price, the minimum issue price per new WN Share under the Issue Mandate would be HK\$1.30. If the Issue Mandate is utilised in full, based on the above illustrative HK Placing Price, the maximum gross proceeds would be

approximately HK\$780 million; and the estimated net proceeds, after the deduction of commission and other related expenses, is estimated to be approximately HK\$741 million (equivalent to a net issue price of approximately HK\$1.24).

It is intended that the net proceeds will be used to support any financing of capital expenditure of the projects of BRM and/or FRS after completion of the Conditional Offers. As mentioned above, BRM and FRS may require more funding to finance their respective exploration and development activities. The Company considers that this Issue Mandate will allow the Company additional flexibility in supporting the development of BRM and/or FRS after the Group has acquired further significant interests in each of BRM and FRS via the Conditional Offers.

Pursuant to a general mandate granted to the Directors, up to 345,887,097 new WN Shares may be issued. The currently available general mandate does not allow the Company to allot and issue such number of new WN Shares which the Company considers may be needed. The Issue Mandate, if approved by the Shareholders, will allow the Company to allot and issue up to 600,000,000 new WN Shares. The Company considers that it is in its interests to save the available general mandate for possible future fund raising should any attractive business opportunity arise. The Company is also of the view that the Issue Mandate will allow it to issue new WN Shares for fund raising within a relatively short period of time after completion of the Conditional Offers as compared with other equity fund raising means, including rights issue and open offer which involve a longer timeframe to complete. The Company believes that this will allow them better flexibility in providing quick financial support (if necessary) to BRM and/or FRS with a view to facilitating and expediting their development and growth.

#### **LISTING RULES REQUIREMENTS**

Under the Listing Rules, based on implied offer value of the Conditional Offers, the acquisition of BRM Shares under the BRM Conditional Offer, and the acquisition of FRS Shares under the FRS Conditional Offer, together with the acquisitions or subscriptions of BRM Shares and FRS Shares by the Group in the 12 months prior to the date of this announcement, in aggregate, constitutes very substantial acquisitions for the Company as some of the size tests, calculated pursuant to Rule 14.07 of the Listing Rules, exceed 100%. Accordingly, the Conditional Offers are subject to the reporting, announcement and shareholders' approval requirements under Chapter 14 of the Listing Rules.

The transactions under the Conditional Offers, the Offer for Subscription and the Issue Mandate are conditional on, among other things, Shareholders' approval at general meeting, voting by poll. No Shareholder is required to abstain from voting at the SGM, unless such Shareholder has a material interest in the Conditional Offers, the Offer for Subscription or the Issue Mandate (as the case may be), other than being a Shareholder. The Company is not aware of any Shareholder required to abstain from voting at the SGM.

The Company will issue a circular as soon as possible before 1 December 2010, setting out, among other things, details of the Conditional Offers, further information on the Group, BRM, FRS, details of the Offer for Subscription (including, among other things, detailed terms of the WN Options), details of the Issue Mandate and the notice of the SGM to the Shareholders. If the Company enters into any agreement in respect of the placing of the HK Placing Shares before the despatch of the circular, the Company will make an announcement regarding the entering into of the placing agreement and set out the terms of the placing agreement in the circular.

Pursuant to the Listing Rules, the Company is required to set out in the circular, among other things, an accountants' report on BRM and FRS setting out financial information for at least the last three completed financial years and any additional interim period ended within 6 months from the date of the circular, pro forma financial statements of the Enlarged Group, an indebtedness statement of the Enlarged Group, a working capital sufficiency statement of the Enlarged Group, technical reports on the estimated mineral reserves owned by the BRM Group and the FRS Group, details of any litigation and claims of the BRM Group or the FRS Group which are of material importance and any material contracts of the BRM Group and the FRS Group. BRM and FRS are listed companies on the ASX. As the Conditional Offers are not invited by the BRM Board and FRS Board, and in view of the restriction on purchasing BRM Shares and FRS Shares which BRM and FRS required in connection with the Company's request for non-publicly available information the Company does not have the co-operation of the respective board of directors of BRM and FRS and thus does not have access to non-public information and records necessary for the preparation of the above reports and disclosures. Accordingly, the Company will not be able to include such information/reports in its circular. Nevertheless, the Company will include in its circular the information required under Rule 14.67A(2), including, among other things, the published audited financial information of BRM and FRS for the preceding three years and the latest published unaudited interim accounts together with qualitative explanation of the principal differences between the accounting standards of BRM and FRS, and those of the Company which may have a material impact on the financial statements of BRM and/or FRS, the relevant published information of the mining operations of BRM and FRS and any other publicly available information of the BRM Group and FRS Group which will enable Shareholders to evaluate the Conditional Offers and make an informed voting decision with respect to the Conditional Offers.

Pursuant to a letter issued by the Stock Exchange and Rule 14.67A of the Listing Rules, the Company will, after the completion of the Conditional Offers, issue a supplemental circular to Shareholders in the manner described in Rule 14.67A(3) which will contain all the disclosures required under Rules 14.66, 14.67 and 18.09 of the Listing Rules that would have been excluded from the initial circular. Pursuant to Rule 14.67A(3), the Company is required to despatch the supplemental circular to Shareholders within 45 days of the earlier of (1) the Group being able to gain access to the necessary books and records of the BRM Group or the FRS Group and (2) the Group being able to exercise control over BRM or FRS. Should the Company require more time to prepare the supplemental circular, the Company will apply to the Stock Exchange for an

extension for the despatch of the supplemental circular and make an announcement in this regard.

In connection with the proposed listing of WN Shares on the ASX and to comply with the relevant rules of ASX, the Company proposes to make some relative amendments to the Bye-laws, which are subject to the approval of Shareholders at general meeting. The Company will set out the detailed proposed changes to the Bye-laws in the circular to be despatched to Shareholders in connection with the Conditional Offers.

#### **INCREASE IN AUTHORISED SHARE CAPITAL**

Furthermore, in order to accommodate the issue of the maximum number of Consideration WN Shares under the Conditional Offers, the maximum number of Offer Shares and WN Option Shares under the Offer for Subscription and the number of HK Placing Shares under the Issue Mandate, the Company proposes to increase its authorised share capital. The current authorised share capital of the Company is HK\$400,000,000 divided into 4,000,000,000 WN Shares, of which 3,907,435,485 WN Shares are in issue as at the date of this announcement. The Board proposes to increase the authorised share capital of the Company to HK\$1,000,000,000 divided into 10,000,000,000 WN Shares, by the creation of an additional 6,000,000,000 WN Shares. The proposed increase in authorised share capital of the Company is subject to the approval of Shareholders at general meeting. In connection with the Conditional Offers, the Company will seek approval from the Shareholders for, among other things, the allotment and issue of the Consideration WN Shares. The resolution in respect of the allotment and issue of the Consideration WN Shares will in turn be subject to the Shareholders' approval of a separate resolution increasing the authorised share capital of the Company. Accordingly, if the Shareholders do not approve the increase in authorised share capital of the Company, any approval of the Shareholders for the allotment of and issue of the Consideration WN Shares will not become effective and thus the Conditional Offers will not become unconditional and will lapse. The Company will set out the details of the proposed increase in authorised share capital of the Company in the circular to be despatched to Shareholders in connection with the Conditional Offers.

#### **REMUNERATION OF DIRECTORS**

The Bye-laws provide that the Directors' remuneration shall be determined by the Company in general meeting. The Shareholders passed the resolution at the Company's annual general meeting on 14 May 2010 to authorise the Board to fix the Directors' remuneration. The Company intends to fix a maximum sum of AUD2 million (equivalent to approximately HK\$15.6 million) in aggregate for executive Directors and AUD1 million (equivalent to approximately HK\$7.8 million) in aggregate for non-executive Directors, per annum. Such maximum Directors' remuneration will be put to Shareholders for approval at the SGM.

## GENERAL

The Company will issue further announcements informing Shareholders and potential investors on the progress of the Conditional Offers, the Offer for Subscription and/or the Issue Mandate as and when appropriate or required.

Shareholders and potential investors should note that the Conditional Offers, the Offer for Subscription and the listing of WN Shares on the ASX and the Issue Mandate are conditional on and subject to various terms and conditions and may or may not be completed. They are advised to be cautious when dealing in the Company's securities.

Trading in the WN Shares on the Stock Exchange was suspended at the request of the Company with effect from 2:30 p.m. on 10 November 2010 pending the release of this announcement. An application has been made to the Stock Exchange for resumption of trading in the WN Shares with effect from 9:30 a.m. on 11 November 2010.

As at the date of this announcement, the Board 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.

## DEFINITIONS

In this announcement, unless the context otherwise requires, the following terms shall have the following meanings:

"Announcement Date"	the day the Conditional Offers were announced, being 10 November 2010
"ASIC"	Australian Securities and Investments Commission
"Associate"	has the meaning given in section 12 of the Corporations Act
"ASX"	ASX Limited (trading as the Australian Securities Exchange)
"ASX Listing Rules"	the official listing rules of the ASX, as amended from time to time
"AUD"	Australian dollars, the lawful currency of Australia
"Bidder's Statement(s)"	each of, and where the case requires it, both, the offer documents to be issued by WN Australia in respect of each of the Conditional Offers
"Bid Period"	the period starting when the Bidder's Statement is given to BRM or

	FRS (as the case may be) and ending at the end of the Offer Period
“Board”	the board of Directors of the Company
“BRM”	Brockman Resources Limited ACN 009 372 150, the ordinary shares of which are listed on ASX
“BRM Board”	the board of directors of BRM
“BRM Conditional Offer”	the takeover offer by WN Australia to acquire all the BRM Shares not held by it as set out in the Bidder’s Statement
“BRM Group”	BRM and its subsidiaries
“BRM Options”	options issued by BRM carrying rights to subscribe for new BRM Shares subject to the terms and conditions of the options
“BRM Shareholders”	holders of any BRM Shares
“BRM Shares”	ordinary fully paid shares in BRM
“Bye-laws”	the bye-laws of the Company
“Company”	Wah Nam International Holdings Limited, the shares of which are listed on the Stock Exchange
“Conditional Offer(s)”	the BRM Conditional Offer and/or the FRS Conditional Offer (as the case may be)
“Consideration WN Shares”	WN Shares which may be issued by the Company as the consideration for the Conditional Offers
“Corporations Act”	the Australian Corporations Act 2001 (Cth)
“Directors”	the directors of the Company
“Enlarged Group”	the Group, the BRM Group and the FRS Group
“FRS”	FerrAus Limited ACN 097 422 529, the ordinary shares of which are listed on ASX
“FRS Board”	the board of directors of FRS

“FRS Class B Shares”	class B performance shares issued by FRS
“FRS Conditional Offer”	the takeover offer by WN Australia to acquire all the FRS Shares not held by it as set out in the Bidder’s Statement
“FRS Group”	FRS and its subsidiaries
“FRS Options”	options issued by FRS carrying rights to subscribe for new FRS Shares subject to the terms and conditions of the options
“FRS Shareholders”	holders of any FRS Shares
“FRS Shares”	ordinary fully paid shares in FRS
“Group”	the Company and its subsidiaries
“HK Placing Price”	the placing price per HK Placing Share determined in accordance with the conditions set out in the paragraph headed “HK Placing Price” of this announcement
“HK Placing Shares”	up to 600,000,000 new WN Shares to be issued by the Company pursuant to the Issue Mandate
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Implied Offer Value”	the value of the offer consideration for the BRM Conditional Offer and/or the FRS Conditional Offer (as the case may be) based on the volume weighted average price of WN Shares over two consecutive trading days within the five business days prior to the despatch of the Bidder’s Statements
“Independent Third Parties”	independent third parties who is/are not connected person(s) of the Company and is/are independent of and not connected with the Company and directors, chief executive, controlling shareholders and substantial shareholders of the Company or any of its subsidiaries or their respective associates (as defined in the Listing Rules)

“Issue Mandate”	a specific mandate proposed to be granted by Shareholders at general meeting to the Board by way of an ordinary resolution authorising and allowing the Board to allot and issue up to 600,000,000 new WN Shares subject to the terms and conditions as detailed in the paragraph headed “Conditions of the Issue Mandate” in this announcement
“Issue Price”	the issue price of AUD0.20 (equivalent to approximately HK\$1.56) per Offer Share
“JORC Code”	the Australasia Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves (4 <sup>th</sup> Edition)
“Lead Manager”	Capital Investment Partners Pty Ltd ACN 110 468 589, a firm which provides investment banking services primarily in Australia
“Lead Manager Mandate”	the mandate letter entered into between the Company and the Lead Manager on the date of this announcement in relation to the Offer for Subscription
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Offer for Subscription”	the invitation to subscribe for up to 10 million Offer Shares with provision to accept up to a further 5 million Offer Shares (with one free attaching WN Option for each Offer Share subscribed for) pursuant to the Prospectus
“Offer Period”	the period during which the Conditional Offers remain open which will commence on the date when the Bidder’s Statement is despatched to BRM Shareholders and FRS Shareholders and will end on such date as set out in the Bidder’s Statement, or such later date to which the Conditional Offers have been extended
“Offer Shares”	up to 15 million new WN Shares to be issued by the Company pursuant to the Prospectus
“PRC”	the People’s Republic of China
“Prescribed Occurrence”	the events set out in sections 652C(1) and (2) of the Corporations Act
“Prospectus”	the prospectus which will be lodged by the Company with the ASIC shortly after this announcement which includes the offer of the Offer

	Shares
"Register Date"	the day set by WN Australia under section 633(2) of the Corporations Act
"Relevant Interest"	has the meaning given in sections 608 and 609 of the Corporations Act
"S&P/ASX300 Index"	the S&P/ASX 300 index is a market-capitalisation weighted and float-adjusted stock market index of Australian stocks listed on the ASX from Standard & Poor's
"SGM"	the special general meeting to be convened and held by the Company to seek approvals from Shareholders for, among other things, the Conditional Offers, the Offer for Subscription and the Issue Mandate
"Shareholders"	holders of any WN Shares
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Takeovers Panel"	the Australia Takeovers Panel, a peer review body that regulates corporate control transactions in widely held Australian entities, and resolution of takeover disputes
"Voting Power"	has the meaning given in section 610 of the Corporations Act
"VWAP"	volume weighted average price
"WN Australia"	Wah Nam International Australia Pty Ltd, a wholly-owned subsidiary of the Company
"WN Shares"	ordinary shares of HK\$0.10 each in the share capital of the Company
"WN Options"	up to 15 million options to be issued by the Company free pursuant to the Offer for Subscription, on the basis of one free attaching option for each Offer Share subscribed for; each entitles the holder to subscribe for one WN Option Share at the exercise price of AUD0.20 (subject to adjustment pursuant to the terms of the WN Options) at any time before the expiry date of 30 September 2014
"WN Option Shares"	new WN Shares which may fall to be issued by the Company upon exercise of the subscription rights attaching to the WN Options

By order of the board  
**Wah Nam International Holdings Limited**  
Luk Kin Peter Joseph  
*Chairman*

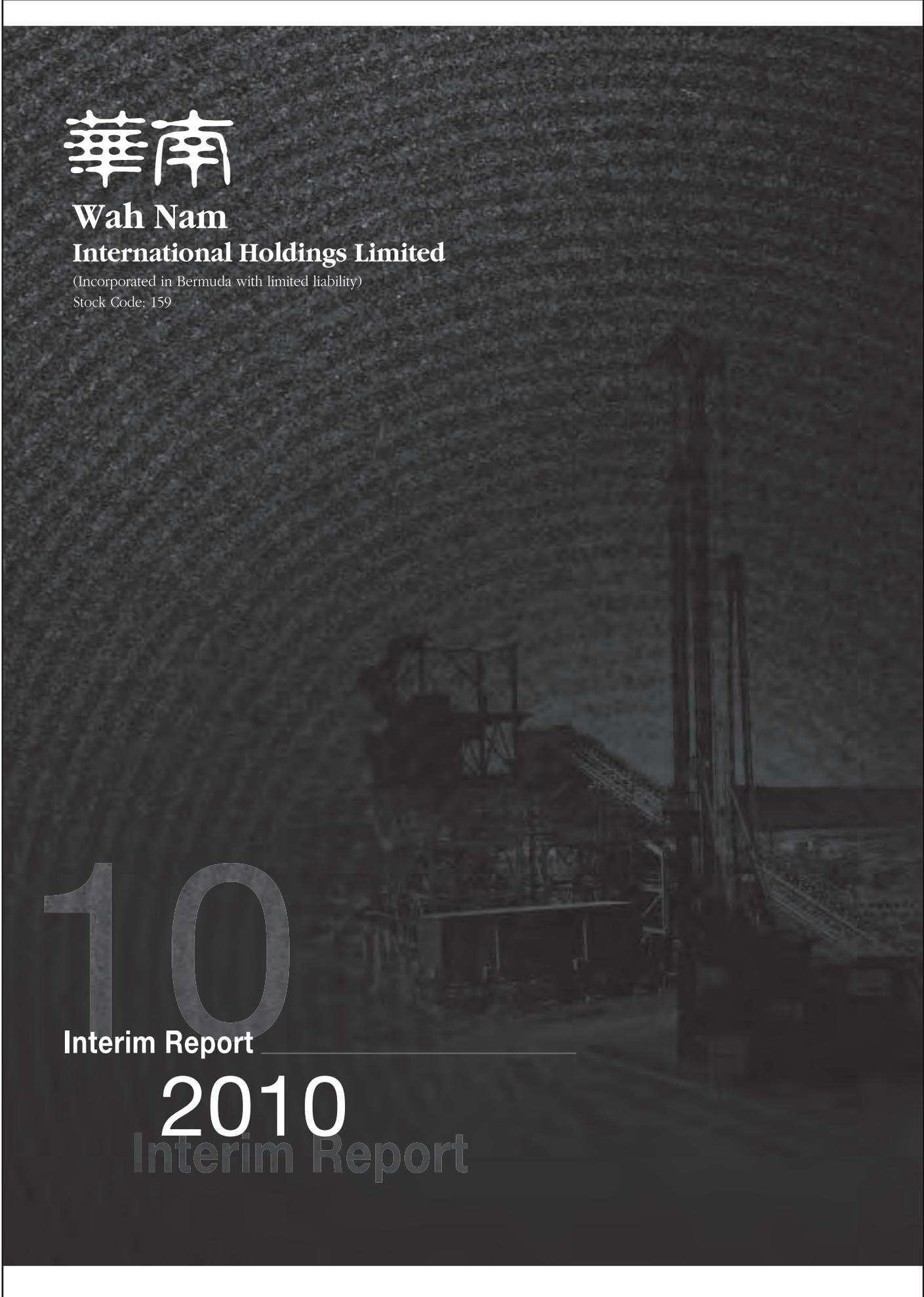
10 November 2010, Hong Kong

*AUD is converted into HK\$ at an exchange rate of AUD1.00 = HK\$7.82 for illustrative purposes in this announcement.*

\* *For identification purposes only*

# Appendix 2

## Wah Nam International's 30 June 2010 financial statements



華南

**Wah Nam**

**International Holdings Limited**

(Incorporated in Bermuda with limited liability)

Stock Code: 159

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Interim Report

2010

Interim Report

## CORPORATE INFORMATION

### BOARD OF DIRECTORS

#### Executive Directors

Luk Kin Peter Joseph (*Chairman*)  
Chan Kam Kwan, Jason

#### Independent Non-executive Directors

Lau Kwok Kuen, Eddie  
Uwe Henke Von Parpart  
Yip Kwok Cheung, Danny

### COMPANY SECRETARY

Chan Kam Kwan, Jason

### AUDITOR

PricewaterhouseCoopers  
*Certified Public Accountants*

### REGISTERED OFFICE

Clarendon House  
2 Church Street  
Hamilton HM11  
Bermuda

### PRINCIPAL SHARE REGISTRARS AND TRANSFER OFFICE

Butterfield Fulcrum Group (Bermuda) Limited  
Rosebank Centre  
11 Bermudiana Road  
Pembroke HM08  
Bermuda

### BRANCH SHARE REGISTRARS AND TRANSFER OFFICE IN HONG KONG

Tricor Secretaries Limited  
26/F., Tesbury Centre  
28 Queen's Road East  
Wanchai, Hong Kong

### PRINCIPAL PLACE OF BUSINESS

Room 2805, 28/F., West Tower  
Shun Tak Centre  
168-200 Connaught Road Central  
Sheung Wan, Hong Kong

### PRINCIPAL BANKER

Hang Seng Bank Limited  
Standard Chartered Bank (Hong Kong) Limited  
The Hongkong and Shanghai  
Banking Corporation Limited

### WEBSITE

[www.wnintl.com](http://www.wnintl.com)  
[www.irasia.com/listco/hk/wahnam](http://www.irasia.com/listco/hk/wahnam)

### STOCK CODE

159  
(Main Board of The Stock Exchange of Hong Kong  
Limited)

## CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the six months ended 30 June 2010

	Note	Six months ended 30 June	
		2010 HK\$'000 (Unaudited)	2009 HK\$'000 (Unaudited)
Revenue	4	55,189	41,988
Direct costs	8	(45,349)	(41,710)
Gross Profit		9,840	278
Other income		295	10,166
Selling and administrative expenses	8	(26,377)	(15,059)
Impairment loss		(153,000)	—
Other losses, net		(210)	(126)
Finance costs	6	(3,286)	(14,940)
Loss before income tax		(172,738)	(19,681)
Income tax (expense)/credit	7	(264)	165
Loss for the period		(173,002)	(19,516)
<b>Other comprehensive income:</b>			
Exchange differences arising on translation of foreign operations		11,403	(1,182)
Change in fair value on available-for-sale investments, net of tax		(35)	9,882
Other comprehensive income for the period, net of tax		11,368	8,700
Total comprehensive loss for the period		(161,634)	(10,816)
<b>Loss for the period attributable to:</b>			
Equity holders of the Company		(157,363)	(18,902)
Minority interest		(15,639)	(614)
		(173,002)	(19,516)
<b>Total comprehensive loss attributable to:</b>			
Equity holders of the Company		(147,045)	(10,088)
Minority interest		(14,589)	(728)
		(161,634)	(10,816)
Loss per share attributable to the equity holders of the Company during the period	9	HK cents	HK cents
— Basic		(5.58)	(1.03)
— Diluted		N/A	N/A

## CONDENSED CONSOLIDATED BALANCE SHEET

As at 30 June 2010

	Note	30 June 2010 HK\$'000 (Unaudited)	31 December 2009 HK\$'000 (Audited)
<b>Non-current assets</b>			
Mining right	10	835,671	980,568
Property, plant and equipment	11	83,552	81,726
Goodwill		11,405	11,405
Intangible asset		12,018	12,819
Available-for-sale investments	12	707,689	309,929
Deferred income tax assets		337	337
Other non-current assets		8,997	8,900
		<b>1,659,669</b>	<b>1,405,684</b>
<b>Current assets</b>			
Inventories		8,590	4,516
Trade receivables	13	26,530	21,456
Other receivables, deposits and prepayments		10,781	7,470
Amount due from a related party		1,783	1,139
Financial assets at fair value through profit or loss		3,187	3,397
Restricted cash		5,200	5,200
Cash and cash equivalents		124,434	16,758
		<b>180,505</b>	<b>59,936</b>
<b>Current liabilities</b>			
Trade payables	14	9,195	9,738
Other payables and accrued charges		39,542	44,529
Amounts due to related companies		7,107	1,363
Bank borrowings due within one year	15	43,241	39,258
Obligations under finance leases		2,211	1,965
		<b>101,296</b>	<b>96,853</b>
<b>Net current assets/(liabilities)</b>		<b>79,209</b>	<b>(36,917)</b>
<b>Total assets less current liabilities</b>		<b>1,738,878</b>	<b>1,368,767</b>
<b>Capital and reserves</b>			
Share capital	17	372,944	278,226
Reserves		1,184,842	844,930
Equity attributable to the equity holders of the Company		<b>1,557,786</b>	<b>1,123,156</b>
Minority interest		<b>80,836</b>	<b>95,425</b>
<b>Total equity</b>		<b>1,638,622</b>	<b>1,218,581</b>
<b>Non-current liabilities</b>			
Obligations under finance leases		1,612	1,168
Amount due to a related party		28,745	21,353
Convertible notes	16	—	74,119
Deferred income tax liabilities		69,422	53,074
Provision for restoration costs		477	472
		<b>100,256</b>	<b>150,186</b>
		<b>1,738,878</b>	<b>1,368,767</b>

## CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the six months ended 30 June 2010

	Attributable to equity holders of the Company									
	Share capital HK\$'000	Share premium HK\$'000	Statutory surplus reserve HK\$'000	Convertible notes reserve HK\$'000	Available-for-sale investment reserve HK\$'000	Translation reserve HK\$'000	Accumulated losses HK\$'000	Total HK\$'000	Minority interest HK\$'000	Total HK\$'000
Balance as at 1 January 2009 (audited)	151,534	340,473	225	587,450	–	(8,024)	(310,106)	761,552	96,503	858,055
<b>Comprehensive income</b>										
Loss for the period	–	–	–	–	–	–	(18,902)	(18,902)	(614)	(19,516)
<b>Other comprehensive income</b>										
Exchange differences arising on translation of foreign operation	–	–	–	–	–	(1,068)	–	(1,068)	(114)	(1,182)
Fair value gain on available-for-sale investment	–	–	–	–	9,882	–	–	9,882	–	9,882
Total other comprehensive income for the period	–	–	–	–	9,882	(1,068)	–	8,814	(114)	8,700
Total comprehensive income for the period	–	–	–	–	9,882	(1,068)	(18,902)	(10,088)	(728)	(10,816)
<b>Transactions with equity holders</b>										
Issue of shares (note 17(a))	11,150	89,200	–	–	–	–	–	100,350	–	100,350
Transaction costs attributable to issue of shares (note 17(a))	–	(1,173)	–	–	–	–	–	(1,173)	–	(1,173)
Issue of shares upon conversion of convertible notes (note 16 and note 17(b))	86,423	219,826	–	(147,204)	–	–	–	159,045	–	159,045
Total transactions with equity holders	97,573	307,853	–	(147,204)	–	–	–	258,222	–	258,222
Balance as at 30 June 2009 (unaudited)	249,107	648,326	225	440,246	9,882	(9,092)	(329,008)	1,009,686	95,775	1,105,461

## CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the six months ended 30 June 2010 (Continued)

	Attributable to equity holders of the Company										Total HK\$'000
	Share capital HK\$'000	Share premium HK\$'000	Statutory surplus reserve HK\$'000	Convertible notes reserve HK\$'000	Available- for-sale investment reserve HK\$'000	Share-based compensation reserve HK\$'000	Translation reserve HK\$'000	Accumulated losses HK\$'000	Total HK\$'000	Minority interest HK\$'000	
Balance as at 1 January 2010 (audited)	278,226	953,645	633	154,757	133,644	-	(8,300)	(389,449)	1,123,156	95,425	1,218,581
<b>Comprehensive income</b>											
Loss for the period	-	-	-	-	-	-	-	(157,363)	(157,363)	(15,639)	(173,002)
<b>Other comprehensive income</b>											
Exchange differences arising on translation of foreign operation	-	-	-	-	-	-	10,353	-	10,353	1,050	11,403
Change in fair value on available-for-sale investments (note 12)	-	-	-	-	16,790	-	-	-	16,790	-	16,790
Deferred tax on fair value gain on available-for-sale investment	-	-	-	-	(16,825)	-	-	-	(16,825)	-	(16,825)
Total other comprehensive income for the period	-	-	-	-	(35)	-	10,353	-	10,318	1,050	11,368
Total comprehensive income for the period	-	-	-	-	(35)	-	10,353	(157,363)	(147,045)	(14,589)	(161,634)
<b>Transactions with equity holders</b>											
Issue of shares (note 17(c) and (d))	51,900	454,050	-	-	-	-	-	-	505,950	-	505,950
Transaction costs attributable to issue of shares (note 17(c) and (d))	-	(9,444)	-	-	-	-	-	-	(9,444)	-	(9,444)
Issue of shares upon conversion of convertible notes (note 16 and 17(e))	42,818	188,640	-	(154,757)	-	-	-	-	76,701	-	76,701
Share-based compensation (note 18)	-	-	-	-	-	8,468	-	-	8,468	-	8,468
Total transactions with equity holders	94,718	633,246	-	(154,757)	-	8,468	-	-	581,675	-	581,675
Balance as at 30 June 2010 (unaudited)	372,944	1,586,891	633	-	133,609	8,468	2,053	(546,812)	1,557,786	80,836	1,638,622

The statutory surplus reserve represents general reserve funds appropriated from the profit after tax of a subsidiary established in the People's Republic of China (the "PRC") in accordance with the PRC laws and regulations.

## CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

For the six months ended 30 June 2010

	Six months ended 30 June	
	2010 HK\$'000 (Unaudited)	2009 HK\$'000 (Unaudited)
Net cash used in operating activities	(2,537)	(1,238)
<b>Cash flows from investing activities</b>		
Purchase of available-for-sale investments	(380,970)	(126,427)
Purchases of property, plant and equipment	(8,865)	(2,714)
Proceeds from disposal of property, plant and equipment	4	149
Proceeds from disposal of financial assets at fair value through profit or loss	—	153
Interest received	28	16
Net cash used in investing activities	(389,803)	(128,823)
<b>Cash flows from financing activities</b>		
Proceeds from issuance of ordinary shares	505,950	100,350
Proceeds from borrowings	12,000	3,850
Additional finance lease	1,825	1,198
Expenses on issuance of ordinary shares	(9,444)	(1,173)
Repayment of borrowings	(8,017)	(6,512)
Repayment of obligations under finance leases	(1,135)	(1,016)
Interest paid	(600)	(488)
Finance lease charges	(104)	(115)
Net cash generated from financing activities	500,475	96,094
Net increase/(decrease) in cash and cash equivalents	108,135	(33,967)
Cash and cash equivalents at beginning of the period	16,758	59,757
Effects of foreign exchange rate changes	(459)	18
<b>Cash and cash equivalents at end of the period, represented by</b>		
Bank balances and cash	124,434	25,808

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL INFORMATION

### 1. GENERAL

Wah Nam International Holdings Limited (the "Company") is a public limited company incorporated in Bermuda as an exempted company with limited liability and its shares are listed on The Stock Exchange of Hong Kong Limited (the "Stock Exchange"). The address of its registered office is Clarendon House, 2 Church Street, Hamilton HM11, Bermuda.

The Company is an investment holding company. The Company and its subsidiaries (together, "the Group") are mainly involved in provision of limousine rental and airport shuttle bus services and the exploitation, processing and sales of mineral ore concentrates.

These condensed consolidated financial information are presented in Hong Kong dollar ("HK\$"), unless otherwise stated. These condensed consolidated financial information have been approved for issue by the Board of Directors on 19 August 2010.

### 2. BASIS OF PREPARATION

The condensed consolidated financial information for the six months ended 30 June 2010 has been prepared in accordance with Hong Kong Accounting Standard ("HKAS") 34 "Interim Financial Reporting" issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA"). The condensed consolidated interim financial information should be read in conjunction with the annual financial statements for the year ended 31 December 2009, which have been prepared in accordance with Hong Kong Financial Reporting Standards ("HKFRSs").

### 3. PRINCIPAL ACCOUNTING POLICIES

The condensed consolidated financial statements have been prepared under the historical cost convention, as modified by the revaluation of available-for-sale investment and financial assets and financial liabilities at fair value through profit or loss.

Except as described below, the accounting policies applied are consistent with those of the annual financial statements for the year ended 31 December 2009, as described in those annual financial statements.

#### **New and amended standards adopted by the Group**

In the current interim period, the Group has applied, for the first time, a number of new and revised standards, amendments and interpretations ("new or revised HKFRSs") issued by the HKICPA, which are effective for the Group's financial year beginning on 1 January 2010.

- HKFRS 3 (Revised) "Business Combinations". The revised standard continues to apply the acquisition method to business combinations, with some significant changes. For example, all payments to purchase a business are to be recorded at fair value at the acquisition date, with contingent payments classified as debt subsequently re-measured through the income statement. There is a choice on an acquisition-by-acquisition basis to measure the non-controlling interest in the acquiree either at fair value or at the non-controlling interest's proportionate share of the acquiree's net assets. When a business combination achieved in stages, the acquirer should remeasure its previously held interest in the acquiree at its fair value at the date of control is obtained, recognising a gain/loss in the income statement. All acquisition-related costs should be expensed.
- HKAS 27 (Revised), "Consolidated and Separate Financial Statements". The revised standard requires the effects of all transactions with non-controlling interests to be recorded in equity if there is no change in control and these transactions will no longer result in goodwill or gains and losses. The standard also specifies the accounting when control over a previous subsidiary is not. Any remaining interest in the entity is re-measured to fair value and a gain or loss is recognised in income statement.

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL INFORMATION

- HKFRS 1 (Amendment), "First-time Adoption of HKFRSs". The amendments address the retrospective application of HKFRSs to particular situations and aims to ensure that entities applying HKFRSs will not face undue cost or effort in the transition process.
- HKFRS 2 (Amendment), "Group Cash-settled Share-based Payment Transaction". The amendments expand on the guidance in HK(IFRIC) – Int 11 to address the accounting in the separate financial statements of a subsidiary when its suppliers/employees will receive cash payments from the parent that are linked to the price of the equity instruments of an entity in the Group. The parent, and not the entity, has the obligation to deliver cash. The amendments state that the entity shall account for the transaction with its suppliers/employees as equity-settled, and recognise a corresponding increase in equity as a contribution from its parent. The subsidiary shall remeasure the cost of the transaction subsequently for any changes resulting from non-market vesting conditions not being met.

### Improvements to HKFRS – Amendments to existing standards effective from 1 January 2010 adopted by the Group

HKAS 1	Current/Non-current Classification of Convertible Instruments
HKAS 7	Classification of Expenditures on Unrecognised Assets
HKAS 17	Classification of Leases of Land and Buildings
HKAS 36	Unit of Accounting for Goodwill Impairment Test
HKAS 38	Additional Consequential Amendments Arising from HKFRS 3 (Revised) and Measuring the Fair Value of an Intangible Asset Acquired in Business Combination
HKAS 39	Cash Flow Hedge Accounting
HKFRS 2	Group Cash-settled Share-based Payments Transactions
HKFRS 8	Disclosure of Information about Segment Assets

#### 4. REVENUE

Revenue represents the amounts received and receivable for providing limousine rental and airport shuttle bus services and sales of mineral ore products for the six months ended 30 June 2010. An analysis of the Group's revenue for the period is as follows:

	Six months ended 30 June	
	2010 HK\$'000 (unaudited)	2009 HK\$'000 (unaudited)
Income from limousine rental services	44,885	29,899
Income from airport shuttle bus services	6,889	6,568
Sales of copper, lead and zinc ore concentrates	3,415	5,521
	<b>55,189</b>	<b>41,988</b>

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL INFORMATION

### 5. SEGMENT INFORMATION

Management has determined the operating segments based on the internal reports reviewed and used by the executive directors for strategic decision making.

The Group comprises the following main business segments:

- Limousine rental services — provision of limousine rental services in both Hong Kong and the People's Republic of China ("PRC")
- Airport shuttle bus services — provision of airport shuttle bus services in Hong Kong
- Mining operation — exploitation, processing and sales of copper, zinc and lead ore concentrates in the PRC
- Others — investment in equity securities

The following is an analysis of the Group's revenue and results by business segment for the period under review:

	Six months ended 30 June 2010				
	Limousine rental services HK\$'000 (unaudited)	Airport shuttle bus services HK\$'000 (unaudited)	Mining operation HK\$'000 (unaudited)	Others HK\$'000 (unaudited)	Total HK\$'000 (unaudited)
<b>Revenue</b>					
Segment revenue from external customers	44,885	6,889	3,415	—	55,189
<b>Results</b>					
Segment results	1,741	588	(156,400)	—	(154,071)
Unallocated income					21
Unallocated expenses					(15,402)
Finance costs					(3,286)
Loss before income tax					(172,738)
Income tax expense					(264)
Loss for the period					(173,002)

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL INFORMATION

	Six months ended 30 June 2009				
	Limousine rental services HK\$'000 (unaudited)	Airport shuttle bus services HK\$'000 (unaudited)	Mining operation HK\$'000 (unaudited)	Others HK\$'000 (unaudited)	Total HK\$'000 (unaudited)
<b>Revenue</b>					
Segment revenue from external customers	29,899	6,568	5,521	—	41,988
<b>Results</b>					
Segment results	(2,892)	(769)	(6,153)	(126)	(9,940)
Unallocated income					10,011
Unallocated expenses					(4,812)
Finance costs					(14,940)
Loss before income tax					(19,681)
Income tax credit					165
Loss for the period					(19,516)

The following is an analysis of the Group's assets by business segment:

	As at 30 June 2010				
	Limousine rental services HK\$'000 (unaudited)	Airport shuttle bus services HK\$'000 (unaudited)	Mining operation HK\$'000 (unaudited)	Others HK\$'000 (unaudited)	Total HK\$'000 (unaudited)
Segment assets	105,677	24,034	884,932	710,826	1,725,469
Unallocated assets					114,705
Consolidated total assets					1,840,174

	As at 31 December 2009				
	Limousine rental services HK\$'000 (audited)	Airport shuttle bus services HK\$'000 (audited)	Mining operation HK\$'000 (audited)	Others HK\$'000 (audited)	Total HK\$'000 (audited)
Segment assets	101,563	20,213	1,024,342	310,117	1,456,235
Unallocated assets					9,385
Consolidated total assets					1,465,620

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL INFORMATION

### 6. FINANCE COSTS

	Six months ended 30 June	
	2010 HK\$'000 (unaudited)	2009 HK\$'000 (unaudited)
Effective interest expense on convertible notes	2,582	14,337
Interest on bank borrowings wholly repayable within five years	600	488
Interest on obligation under finance leases	104	115
	<b>3,286</b>	<b>14,940</b>

### 7. INCOME TAX EXPENSE/(CREDIT)

	Six months ended 30 June	
	2010 HK\$'000 (unaudited)	2009 HK\$'000 (unaudited)
Current income tax:		
Hong Kong profits tax	742	508
PRC Enterprise Income Tax	—	65
	<b>742</b>	<b>573</b>
Deferred income tax:		
Origination and reversal of temporary differences	(478)	(738)
	<b>264</b>	<b>(165)</b>

Hong Kong profits tax has been provided at the rate of 16.5% (2009: 16.5%) on the estimated assessable profit for the period.

PRC Enterprise Income Tax has been provided at the prevailing rate of 25% (2009: 25%) on the estimated assessable profit applicable to the Company's subsidiaries established in the PRC.

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL INFORMATION

### 8. EXPENSES BY NATURE

	Six months ended 30 June	
	2010 HK\$'000 (unaudited)	2009 HK\$'000 (unaudited)
Cost of inventories	1,309	4,087
Amortisation of intangible asset (included in direct costs)	801	5,148
Amortisation of mining right (included in direct costs)	1,257	3,025
Depreciation	7,428	6,509
Staff costs ( <i>note a</i> )	19,255	13,819
Operating lease rentals in respect of office premises	1,530	1,925
Loss on disposal of property, plant & equipment	170	100
Motor vehicles rental charges	10,410	5,354
Fuel and oil	5,022	3,299
Toll charges	2,266	1,982

#### (a) Staff costs

	Six months ended 30 June	
	2010 HK\$'000 (unaudited)	2009 HK\$'000 (unaudited)
Directors' emoluments	952	516
Retirement benefit scheme contributions	834	792
Share-based compensation	1,768	—
Other staff costs	15,701	12,511
	19,255	13,819

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL INFORMATION

### 9. LOSS PER SHARE

Basic loss per share is calculated by dividing the loss attributable to the equity holders of the Company by the weighted average number of ordinary shares in issue during the period.

Diluted loss per share is calculated by adjusting the weighted average number of ordinary shares outstanding to assume conversion of all dilutive potential ordinary shares. The company has two categories of dilutive potential ordinary shares: convertible notes and share options.

	Six months ended 30 June	
	2010 (unaudited)	2009 (unaudited)
Loss attributable to the equity holders of the Company ( <i>HK\$ thousands</i> )	(157,363)	(18,902)
<u>Number of shares</u>		
Weighted average number of ordinary shares for the purpose of calculating the basic loss per share ( <i>thousands</i> )	2,823,328	1,843,320
Adjustment of share options ( <i>thousands</i> )	2,703	N/A
Weighted average number of ordinary shares for the purpose of calculating the diluted loss per share ( <i>thousands</i> )	2,826,031	1,843,320
Basic loss per share attributable to the equity holders of the Company ( <i>HK cents per share</i> )	(5.58)	(1.03)
Diluted loss per share attributable to the equity holders of the Company ( <i>HK cents per share</i> )	N/A	N/A

For the periods ended 30 June 2010 and 30 June 2009, the effect of assumed conversion of the convertible notes and share options of the Company was anti-dilutive.

### 10. MINING RIGHT

	2010 <i>HK\$'000</i> (unaudited)	2009 <i>HK\$'000</i> (unaudited)
Balance as at 1 January	980,568	987,005
Amortisation during the period	(2,847)	(3,025)
Impairment loss	(153,000)	—
Exchange differences	10,950	(1,177)
Balance as at 30 June	835,671	982,803

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL INFORMATION

### 11. MOVEMENTS IN PROPERTY, PLANT AND EQUIPMENT

During the six months ended 30 June 2010, the Group acquired motor vehicles and equipment at a cost of approximately HK\$8,865,000 (30 June 2009: HK\$2,714,000).

### 12. AVAILABLE-FOR-SALE INVESTMENTS

During the period, the Group acquired available-for-sale investments of approximately HK\$381 million (30 June 2009: HK\$126 million). The increase in fair value of available-for-sale investments during the period amounted to approximately HK\$17 million (30 June 2009: HK\$20 million).

### 13. TRADE RECEIVABLES

The Group's credit terms granted to customers of limousine rental and airport shuttle bus services range between 60 days and 90 days. Before accepting any new customers, the Group will understand the potential customer's credit quality and approve its credit limits. Credit limits attributed to customers are reviewed regularly.

The aged analysis of the trade receivables, based on invoice date as at the balance date is as follows:

	2010 HK\$'000 (unaudited)	2009 HK\$'000 (audited)
0 – 30 days	10,761	7,091
31 – 60 days	7,906	9,234
61 – 90 days	4,929	3,761
Over 90 days	2,934	1,370
	<b>26,530</b>	<b>21,456</b>

### 14. TRADE PAYABLES

The aged analysis of trade payables of the Group is as follows:

	2010 HK\$'000 (unaudited)	2009 HK\$'000 (audited)
0 – 30 days	4,561	5,056
31 – 60 days	1,702	1,126
61 – 90 days	415	478
Over 90 days	2,517	3,078
	<b>9,195</b>	<b>9,738</b>

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL INFORMATION

### 15. BANK BORROWINGS

During the six months ended 30 June 2010, the Group obtained new bank loans amounting to HK\$12,000,000 (30 June 2009: HK\$3,850,000). The loans carry interest at variable market rate of 1.75% over 1 month HIBOR per annum and are repayable on demand. The proceeds were used to finance the acquisition of property, plant and equipment.

The Group has undrawn banking facilities of HK\$23,159,000 as at 30 June 2010 (31 December 2009: HK\$17,142,000).

As at 30 June 2010, guarantees have been given to a bank by the Company and a related party of Perryville Group's former shareholder with no charge in respect of banking facilities extended to the Perryville Group jointly amounting to approximately HK\$75,200,000 and HK\$50,000,000 respectively (31 December 2009: HK\$63,200,000 and HK\$50,000,000 respectively).

### 16. CONVERTIBLE NOTES

#### Convertible Note I

On 13 June 2007, the Company entered into a Sale and Purchase Agreement (the "S&P Agreement") with Parklane International Limited ("Parklane"). Pursuant to the S&P Agreement, the Company conditionally agreed to acquire and Parklane conditionally agreed to sell the entire interests in Perryville Group. The consideration for the acquisition was HK\$170 million of which HK\$50 million was settled by cash and HK\$120 million was settled by issue of convertible notes. The acquisition was completed on 22 October 2007.

The convertible notes entitle the holders to convert them, in whole or part, into ordinary shares of the Company at any time between the date of issue of the convertible notes and their maturity on 22 October 2012 at the conversion price of HK\$0.42 per share subject to anti-dilutive adjustments. On 10 September 2008, the conversion price of the convertible note has been adjusted from HK\$0.42 per share to HK\$0.405 per share as a result of the completion of a placing. If the convertible notes have not been converted, they will be redeemed on 22 October 2012 at par. Interest of 2% will be paid annually up to the maturity date.

The effective interest rate of the convertible notes is 10.2% per annum

In May 2009, the holder of the convertible notes of the Company has converted the remaining HK\$49,650,000 convertible notes into approximately 122,592,000 new ordinary shares of the Company. There was no Convertible note I outstanding as at 31 December 2009 and 30 June 2010.

#### Convertible Note II

On 30 January 2008, the Company entered into a sale and purchase agreement as amended by a supplemental deed date 27 June 2008 pursuant to which the Company conditionally agreed to acquire and the vendors conditionally agreed to dispose of the entire issued share capital of the Smart Year Investment Limited, a company legally and beneficially owns as to 90% equity interest in Luchun Xingtai, for a total consideration of HK\$650,000,000. The total consideration has been amended and satisfied (i) as to HK\$119,800,000 in cash; (ii) as to HK\$94,700,000 by the issue of the consideration shares by the Company to the vendors at the issue price; and (iii) as to HK\$435,500,000 by the issue of the convertible notes to the vendors. Details of the acquisition were disclosed in the circular of the Company dated 30 June 2008. The acquisition was completed on 19 September 2008.

The convertible notes entitle the holders to convert them, in whole or in part, into ordinary shares of the Company at any time between the date of issue of the convertible notes and their maturity on 19 September 2013 at the conversion price of HK\$0.30 per share subject to anti-dilutive adjustments. On 8 February 2010, the conversion price of the convertible notes has been adjusted from HK\$0.30 per share to HK\$0.29 per share as a result of the completion of a placing. If the convertible notes have not been converted, they will be redeemed on 19 September 2013 at par. No interest will be paid up to the maturity date. The Company does not have the right to redeem the convertible notes prior to 19 September 2013.

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL INFORMATION

The effective interest rate of the convertible notes is 14.9% per annum.

In April 2010, the holder of the convertible notes of the Company has converted the remaining HK\$124,171,400 convertible notes into approximately 428,177,000 new ordinary shares of the Company. There was no Convertible note II outstanding as at 30 June 2010.

The fair value of convertible notes is approximate to its carrying amount as at 30 June 2010 and 31 December 2009.

The movement of the liability component of the convertible notes for the period is set out below:

	2010 HK\$'000 (unaudited)	2009 HK\$'000 (unaudited)
Carrying amount as at 1 January	74,119	262,828
Interest expenses	2,582	14,337
Interest paid/payable during the period	—	(396)
Conversion of convertible notes	(76,701)	(159,045)
Carrying amount as at 30 June	—	117,724

### 17. SHARE CAPITAL

	Number of shares '000 (unaudited)	Share capital HK\$'000 (unaudited)
Ordinary shares of HK\$0.10 each		
<b>Authorised</b>		
As at 1 January 2009, 30 June 2009, 1 January 2010 and 30 June 2010	4,000,000	400,000
<b>Issued and fully paid</b>		
As at 1 January 2009	1,515,342	151,534
Placing of new shares ( <i>note a</i> )	111,500	11,150
Conversion of convertible notes ( <i>note b</i> )	864,232	86,423
As at 30 June 2009	2,491,074	249,107
As at 1 January 2010	2,782,258	278,226
Placing of new shares ( <i>note c and d</i> )	519,000	51,900
Conversion of convertible notes ( <i>note e</i> )	428,177	42,818
As at 30 June 2010	3,729,435	372,944

Notes:

- (a) Pursuant to a placing and subscription agreement executed on 17 June 2009, a total of 111,500,000 ordinary shares were issued at an issue price of HK\$0.90 per share, raising net proceeds of approximately HK\$99.18 million. The new shares rank *pari passu* in all respects with the existing shares.
- (b) During the six months ended 30 June 2009, convertible notes with a principal amount of HK\$49,650,000 and HK\$222,492,000 were converted into shares of HK\$0.10 each in the Company at the conversion price of HK\$0.405 per share and HK\$0.30 per share respectively. Accordingly, a total of 122,592,592 and 741,640,000 ordinary shares of HK\$0.10 per share were issued respectively.

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL INFORMATION

- (c) Pursuant to a placing and subscription agreement executed on 9 February 2010, a total of 334,000,000 ordinary shares were issued at an issue price of HK\$0.90 per share, raising net proceeds of approximately HK\$297 million. The new shares rank pari passu in all respects with the existing shares.
- (d) Pursuant to a placing and subscription agreement executed on 17 June 2010, a total of 185,000,000 ordinary shares were issued at an issue price of HK\$1.10 per share, raising net proceeds of approximately HK\$199 million. The new shares rank pari passu in all respects with the existing shares.
- (e) During the six months ended 30 June 2010, convertible notes of aggregate principal amount of HK\$124,171,400 were converted into ordinary shares of HK\$0.10 each of the Company at the conversion price of HK\$0.29 per share. Accordingly, a total of 428,177,241 ordinary shares were issued.

### 18. SHARE OPTION SCHEME

The share option scheme (the "Share Option Scheme") of the Company was adopted by the Company pursuant to the written resolutions of the sole shareholder passed on 14 August 2002.

The fair value of the share options granted is recognised as an expense, with a corresponding adjustment to share-based compensation reserve over the vesting period. At the end of each reporting period, the Company revises its estimates of the number of options that are expected to vest. The impact of the revision to original estimates, if any, is recognised in profit and loss, with a corresponding adjustment to equity.

On 18 January 2010 and 11 February 2010, the Company granted 9,000,000 and 27,000,000 share options to the eligible persons including the directors, at the exercise price of HK\$1.164 per share and HK\$1.24 per share respectively. Each share option gives the holder the right to subscribe one ordinary share of the Company. None of the options has been exercised or cancelled during current period.

Details of specific categories of options are as follows:

Option type	Date of grant	Vesting period	Number of share options	Exercise period	Exercise price (HK\$)
2010A	18 January 2010	18 January 2010 — 17 January 2011	4,500,000	18 January 2011 — 17 January 2014	1.164
	18 January 2010	18 January 2010 — 17 January 2012	2,250,000	18 January 2012 — 17 January 2014	1.164
	18 January 2010	18 January 2010 — 17 January 2013	2,250,000	18 January 2013 — 17 January 2014	1.164
2010B	11 February 2010	11 February 2010 — 10 February 2011	27,000,000	11 February 2011 — 10 February 2014	1.240

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL INFORMATION

The following table discloses movements of the Company's share options during the period:

Option type	Outstanding as at 1 January 2010	Granted during period	Outstanding as at 30 June 2010
Directors			
Chan Kam Kwan, Jason	2010A	—	1,500,000
Lau Kwok Kuen, Eddie	2010A	—	1,000,000
Uwe Henke Von Parpart	2010A	—	1,000,000
Yip Kwok Cheung, Danny	2010A	—	1,000,000
Sub-total		—	4,500,000
Employees	2010A	—	4,500,000
Consultants	2010B	—	27,000,000
Total		—	36,000,000

These fair values were calculated using the Binomial model prepared by Vigers Appraisal & Consulting Limited. The inputs into the model were as follows:

	2010A	2010B
Exercise price	HK\$1.164	HK\$1.24
Volatility	83%	82%
Expected option life	4 years	4 years
Annual risk-free rate	1.46%	1.502%
Expected Dividend yield	0%	0%

The Company recognised the total expense of HK\$8,467,826 for the period ended 30 June 2010 in relation to share options granted by the Company.

As at the date of this report, the total number of shares available for issue under the share option scheme is 354,443,548 shares which represents 9.50% of the issued share capital of the company on the date of this report.

### 19. COMMITMENTS

#### (a) Operating lease commitments

As at 30 June 2010, the Group had commitments mainly for future minimum lease payments under non-cancellable operating lease in respect of office premises, car parks, and counters in the international airport in Hong Kong which falls due as follows:

	30 June 2010 HK\$'000 (unaudited)	31 December 2009 HK\$'000 (audited)
Not later than 1 year	7,816	2,226
Later than 1 year and no later than 5 years	775	622
	<b>8,591</b>	<b>2,848</b>

Leases are negotiated for an average of two years and rentals are fixed for the lease period.

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL INFORMATION

### (b) Capital commitments

Capital expenditure contracted for at the balance sheet date but not yet incurred is as follows:

	30 June 2010 HK\$'000 (unaudited)	31 December 2009 HK\$'000 (audited)
Property, plant and equipment Contracted but not provided for	6,626	5,925

### 20. PLEDGE OF ASSETS

At 30 June 2010, the Group has pledged the motor vehicles with a carrying value of approximately HK\$20,541,000 (31 December 2009: HK\$23,438,000) to secure the general banking facilities granted to a subsidiary of the Group.

### 21. RELATED PARTY TRANSACTIONS

In addition to the transactions and balances disclosed elsewhere in these unaudited condensed consolidated financial information, the following transactions were carried out with related parties:

#### (a) Period/year-end balances

The amounts due from/to related parties included as current assets or current liabilities are unsecured, interest-free and repayable on demand. For the amount due to a related party classified as non-current liability is unsecured, interest-free and is not repayable within the next twelve months.

#### (b) Compensation of key management personnel

The remuneration of directors and other members of key management during the period was as follows:

	Six months ended 30 June	
	2010 HK\$'000 (unaudited)	2009 HK\$'000 (unaudited)
Short-term employee benefits	3,102	1,763
Share-based compensation	1,668	—
	4,770	1,763

## INTERIM DIVIDEND

The Board of Directors does not recommend the payment of an interim dividend for the six months ended 30 June 2010 (2009: nil).

## MANAGEMENT DISCUSSION AND ANALYSIS

### Business and Financial Review

The consolidated revenue of the Group for the six months ended 30 June 2010 increased by 31.4% to approximately HK\$55.2 million as compared to the corresponding period last year, of which approximately HK\$51.8 million (2009: HK\$36.5 million) was contributed by the provision of limousine rental and airport shuttle bus services and approximately HK\$3.4 million (2009: HK\$5.5 million) was contributed by the sales of copper ore concentrates. As at 30 June 2010, the Group's net asset value amounted to HK\$1,638.6 million (2009: HK\$1,218.6 million) and cash and bank balances, including restricted cash, amounted to HK\$129.6 million (2009: HK\$22.0 million).

Loss attributable to equity holders of the Company increased to HK\$157.4 million as compared to HK\$18.9 million for the same period recorded in 2009 mainly due to the impairment loss on the valuation of mining right. Basic loss per share is HK\$5.58 cents (2009: HK\$1.03 cents).

An impairment loss on the valuation of mining right is recorded during the period amounted to approximately HK\$153.0 million. The management has been closely monitoring the trend of copper price, both spot and the long-term price projections from the experts in the commodity sector. We have also been closely monitoring the recent global economic development and its impact towards copper price. The Directors had discussions on the future long-term copper price that were used in our valuation model. Based on the latest statistics and relevant information available to the directors, contrary to our previous optimistic expectation, we saw that since our last reporting period, the global economic outlook has not been improving as expected and there is still high degree of uncertainty to the recovery of the general economy which may possibly affect the volatility of the copper price. The Directors reckoned that the Company needed to take a more conservative approach in valuing our own mine. An impairment was therefore made to the fair value of our mine as a result of the adjustment of the long-term copper price projection. Such impairment loss, however, did not have any impact on the operating cash flow of the Group.

### Provision of limousine rental and airport shuttle bus services

The limousine rental and airport shuttle bus services segments are operated by Parklane Limousine Service Limited and Airport Shuttle Services Limited, both operations are wholly owned by Perryville Group Limited (collectively the "Perryville Group").

The financial performance of Perryville Group, which marked the results of our limousine rental and airport shuttle bus operations, contributed approximately 93.8% of the overall revenue of the Group. Recorded revenue for the period amounted to HK\$51.8 million (2009: HK\$36.5 million) and an increment of 42.0% is noted. The segment reported an operating profit, before amortisation of intangible asset, of HK\$3.1 million, representing an increase of 110.6% over the corresponding period last year. The increase of segment revenue is attributed by the surging demand for limousine rental services in both Hong Kong and the PRC. Significant growth in travel industry in Hong Kong and the PRC region is the major driver of our revenue increase from this business segment. We consider the trend of the business results in line with the growth of the industry.

During the period, increase in the demand for limousine services is brought by the Shanghai World Expo. There recorded a higher growth rate for our business in Shanghai than the other cities. The Group believes that the World Expo effect will continuously benefit our business for the second half of the year.

The Group continues to provide limousine rental services in the PRC and we expect a steady growth from this sector. Nevertheless, the limousine business in Beijing will gradually phase out and resources will be reallocated to focus on more profitable locations such as Shanghai, Guangzhou and Shenzhen.

### Mining Operation

The Group's mining business mainly comprises the exploitation, processing and sales of copper, lead, zinc, arsenic, silver and other mineral resources, through 90% subsidiary of the Group, Luchun Xingtai Mining Co., Ltd. ("Luchun Xingtai").

During the period, Luchun Xingtai has contributed revenue of approximately HK\$3.4 million (2009: HK\$5.5 million), and the loss before amortisation and impairment of mining right was approximately HK\$2.1 million (2009: HK\$3.1 million). The production volume of copper ore concentrates was approximately 125 metal tonnes (2009: 116 metal tonnes) and sales of the copper ore concentrates was approximately 74 metal tonnes (2009: 173 metal tonnes).

The cost of sales of the mining segment mainly includes mining, processing and refining cost, ore transportation costs and waste disposal costs.

Total expenditure associated with the mining operation during the period amounted to approximately HK\$5.6 million (2009: HK\$8.6 million).

We have put majority of our focus at Luchun Xingtai operation for further exploration, hence we have not been operating at a full capacity. We will gradually increase our production capacity once we have achieved a satisfactory result from our further exploration activities. During the period, the expenditure associated with the mining exploration activities amounted to approximately RMB0.4 million and the total accumulative expenditure incurred for exploration activities was approximately RMB1.0 million since September 2009.

### UPDATE OF RESERVES

The table below sets out the details of the Company's reserves for the period ended 30 June 2010.

Damajianshan Mine Ore Reserve Summary — 31 December 2007 by BDASIA									
JORC Reserve Category	Ore Tonnage (kt)	Grades				Contained Metals			
		Cu %	As %	Pb %	Ag g/t	Cu kt	As kt	Pb kt	Ag t
Proved	4,648	1.49	5.70	1.28	42.6	69.3	265	59.7	198
Probable	3,150	1.42	6.28	1.49	47.9	44.6	198	47.1	151
<b>Total</b>	<b>7,798</b>	<b>1.46</b>	<b>5.94</b>	<b>1.37</b>	<b>44.8</b>	<b>113.9</b>	<b>463</b>	<b>106.8</b>	<b>349</b>

Saved as disclosed in Appendix VII of the circular dated 30 June 2008, the Company's ore reserves as at this date are estimated to contain 7.798 million tonnes of copper ore, contained in within the Damajianshan copper mine site in China. There were no significant changes to our ore reserves in the Damajianshan mine since the date of the last ore reserve statement published as our production has not gone fully underway.

The mining of 22,364 tonnes of copper ore is recorded from Damajianshan mine during the period, representing a decrease of 7.89% compared to the corresponding period last year. As the Company focused more on exploration activities during the period, more resources has been allocated to this aspect, hence lower production is resulted. The Damajianshan mine has in aggregate consumed only approximately 154,000 tonnes out of 7.798 million tonnes of its ore reserves thus derived in no significant changes to our reserves.

### Significant Investments

During the period, the Group has further acquired equity stakes in Brockman Resources Limited ("BRM"), a company listed on the Australian Securities Exchange ("ASX"). We have also added a new investment in Australian iron ore sector through an off-market shares subscription and on-market purchases of the shares of FerrAus Limited ("FRS"). FRS is a company listed on the ASX. FRS is principally engaged in the exploration and development of iron ore and manganese.

As at 30 June 2010, the Group has acquired 27,833,505 shares of BRM, representing approximately 19.67% of the total issued share capital of BRM and the market value of such investment as at 30 June 2010 amounted to approximately HK\$551.2 million.

During the period, the Group has acquired in aggregate 30,201,575 shares of FRS, representing approximately 14.90% of issued FRS shares as at 30 June 2010. The market value of such investment as at 30 June 2010 amounted to approximately HK\$156.5 million.

The change in fair value on available-for-sale investments, together with the corresponding exchange loss due to depreciation of Australia dollar, of approximately HK\$16.8 million was recorded in the available-for-sale investment reserve during the six-month period ended 30 June 2010 for the investments in BRM and FRS as described above.

Going forward, the Group will continue to focus its resources in the mining business. While continuing the activities in our existing mine in Yunan, we will seek for potential acquisition opportunities, both in the PRC and overseas. We are aiming at becoming one of the globally competitive mining companies.

The management will consider various debt and equity financing options from time to time to build up an optimal capital structure for the Group and strengthen our capital base.

## LIQUIDITY AND FINANCIAL RESOURCES

The Group generally finances its short term funding requirement with cash generated from operations, credit facilities from suppliers and banking facilities.

During the period, the Group has raised net proceeds of approximately HK\$496 million through placements of new shares. The current ratio as at 30 June 2010 measures at 1.78 times compared to 0.62 times as reported as at 31 December 2009. The gearing ratio as at 30 June 2010 (long term debts over equity and long term debts) is measured at 0.02 as compared to 0.07 recorded as at 31 December 2009. As at 30 June 2010, the Group has total bank and other borrowings amounted to approximately HK\$47.1 million, all of which are secured, approximately HK\$45.5 million was due within one year and the balance of HK\$1.6 million was due in more than one year. All of the borrowings are denominated in Hong Kong dollars.

During the period, the Group did not engage in the use of any financial instruments for hedging purposes, and there was no hedging instrument outstanding as at 30 June 2010.

## CAPITAL STRUCTURE

During the period, the Company has the following movement in the share capital:

- (a) Pursuant to placing and subscription agreement executed on 9 February 2010, a total of 334,000,000 ordinary shares were issued at an issued price of HK\$0.90 per share, raising net proceed of approximately HK\$297 million.
- (b) Pursuant to placing and subscription agreement executed on 17 June 2010, a total of 185,000,000 ordinary shares were issued at an issued price of HK\$1.11 per share, raising net proceed of approximately HK\$199 million.
- (c) During the period, convertible notes of aggregate principal amounts of HK\$124,171,400 were converted into ordinary shares of the Company at the conversion price of HK\$0.29 per share. Accordingly, a total of 428,177,241 ordinary shares of the Company were issued. As of the date of this report, all convertible notes issued by the Group have been converted and there are no further convertible notes outstanding.

## CHARGES OF ASSETS

As at 30 June 2010, motor vehicles with an aggregate carrying value of HK\$20,541,000 of certain subsidiaries of the Company were charged to secure general banking facilities granted to a subsidiary of the Company.

## MARKET RISK

The Group is exposed to various types of market risks, including fluctuations in copper price and exchange rates.

### (a) Copper concentrate price risk

The Group's revenue and results of the mining business during the period, and the fair value of the Group's mining rights were affected by fluctuations in the copper concentrate price. All of our mining products were sold at the market price. We have not used any commodity derivative instruments or futures for speculation or hedging purpose. The management will review the market condition from time to time and determine the best strategy to deal with the fluctuation of copper concentrate price.

### (b) Exchange rate risk

The Group is exposed to exchange rate risk primarily because our available-for-sale investment is denominated in Australian dollars. Depreciation in Australian dollar may adversely affect our net asset value and earnings when the value of such investment is converted to Hong Kong dollars. During the period, no financial instrument was used for hedging purpose.

## CONTINGENT LIABILITIES

The Group has no contingent liabilities as at 30 June 2010.

## STAFF AND REMUNERATION

As at 30 June 2010, the Group employed 385 full time employees (31 December 2009: 552), of which approximately 264 employees were in the PRC. The remuneration of employees includes salary and discretionary bonus. The Group also adopted a share option scheme to provide incentives to the employees.

The remuneration policy and packages, including the share options, of the Group's employees, senior management and directors are maintained at market level and reviewed periodically by the management and the remuneration committee, whichever appropriate.

## DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES OR DEBENTURES

As at 30 June 2010, the interests and short positions of the directors and chief executives and their respective associates in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO") as recorded in the register maintained by the Company pursuant to Section 352 of the SFO, or which were otherwise required to be notified to the Company and the Stock Exchange, pursuant to the Model Code for Securities Transactions by Directors of the Listed Companies were as follows:

### Long positions of ordinary shares of HK\$0.10 each of the Company

Name of Director	Capacity	Number of issued ordinary shares held	Percentage of the issued share capital of the Company
Luk Kin Peter Joseph	Controlled Corporation ( <i>Note</i> )	199,456,276	5.35%

*Note:* The 96,008,000 shares are held by Equity Valley Investments Limited, a company incorporated in the British Virgin Islands (the "BVI") with limited liability, and the entire issued share capital of which is wholly owned by Mr. Luk Kin Peter Joseph ("Mr. Luk") and 103,448,276 shares are held by Pridel Future Investments Limited, a company incorporated in the BVI with limited liability, and the entire issued share capital of which is wholly owned by Ms. Cheung Sze Wai, Catherine, the spouse of Mr. Luk.

Save as disclosed above and in note 18, none of the Directors and chief executives, nor their associates had any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations as at 30 June 2010.

## ARRANGEMENTS TO PURCHASE SHARES OR DEBENTURES

Other than as disclosed in section "Directors' and Chief Executives' Interests and Short Positions in Shares, Underlying Shares or Debentures", at no time during the period was the Company, its holding company, or any of its subsidiaries or fellow subsidiaries, was a party to any arrangements to enable the Directors of the Company and their associates to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

## SUBSTANTIAL SHAREHOLDERS

As at 30 June 2010, the register of substantial shareholders maintained by the Company pursuant to Section 336 of the SFO shows that the following shareholders had notified the Company of relevant interests and short positions in the issued share capital of the Company:

### Long positions in ordinary shares of HK\$0.10 each of the Company

Name of shareholder	Capacity	Number of issued ordinary shares held	Percentage of the issued share capital of the Company
Leading Highway Limited ( <i>Note 1</i> )	Beneficial owner	445,500,000	11.95%
Cheng Yung Pun ( <i>Note 1</i> )	Interest held by controlled corporations	445,500,000	11.95%
Shimmer Expert Investments Limited ( <i>Note 2</i> )	Beneficial owner	279,548,000	7.50%
Groom High Investments Limited ( <i>Note 2</i> )	Interest held by controlled corporations	279,548,000	7.50%
Zhang Li ( <i>Note 2</i> )	Interest held by controlled corporations	279,548,000	7.50%
Villas Green investments Limited ( <i>Note 3</i> )	Beneficial owner	257,760,000	6.91%
Chong Yee Kwan ( <i>Note 3</i> )	Interest held by controlled corporations	257,760,000	6.91%
Smartpath Investments Limited ( <i>Note 4</i> )	Beneficial owner	204,752,000	5.49%
Tan Lini ( <i>Note 4</i> )	Interest held by controlled corporations	204,752,000	5.49%

#### Notes:

1. The 445,500,000 shares of the Company are held by Leading Highway Limited, which is wholly owned by Cheng Yung Pun.
2. The 279,548,000 shares of the Company are held by Shimmer Expert Investments Limited, a company wholly owned by Groom High Investments Limited, which is wholly owned by Zhang Li.
3. The 257,760,000 shares of the Company are held by Villas Green Investments Limited, which is wholly owned by Chong Yee Kwan.
4. The 204,752,000 shares of the Company are held by Smartpath Investments Limited, which is wholly owned by Tan Lini.

Other than as disclosed above, the Company has not been notified of any other relevant interests or short positions in the issued share capital of the Company as at 30 June 2010.

## PURCHASE, REDEMPTION OR SALE OF LISTED SECURITIES

During the six months ended 30 June 2010, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the listed securities of the Company.

## COMPLIANCE OF THE CODE ON CORPORATE GOVERNANCE PRACTICES

The Company has complied with its own code on corporate governance practices which incorporates all code provisions in the Code on Corporate Governance Practices (the "CGP Code") as set out in Appendix 14 of the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules") throughout the six months ended 30 June 2010, except with the following deviation:

### Code Provision A.2.1

There was no separation of the role of chairman (the "Chairman") and chief executive officer (the "CEO"). Mr. Luk Kin Peter Joseph has been appointed as the Chairman of the Company on 16 February 2009 and has assumed the role of both the Chairman and the CEO of the Company. This structure was considered more suitable to the Company at this fast development stage because it could promote the efficient formulation and implementation of the Company's strategies.

As the Group's business becomes more diversified, the Board will review the needs of appointing suitable candidate to assume of the role of the Chairman or the CEO when necessary.

## MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 of the Listing Rules as its own code of conduct regarding securities transactions by directors of the Company. Having made specific enquiry to all directors of the Company, all directors confirmed that they have complied with the required standard set out in the Model Code throughout the six months ended 30 June 2010.

## AUDIT COMMITTEE

The Audit Committee comprises of three independent non-executive directors, Messrs. Lau Kwok Kuen, Eddie, Uwe Henke Von Parpart and Yip Kwok Cheung, Danny. Mr. Lau Kwok Kuen, Eddie is the Chairman of the Audit Committee. The Audit Committee has adopted the terms of reference which are in line with the CGP Code. The Audit Committee has reviewed the Group's interim results for the six months ended 30 June 2010.

By Order of the Board  
**Luk Kin Peter Joseph**  
*Chairman*

19 August 2010, Hong Kong

# CORPORATE DIRECTORY

## Wah Nam International Directors

Mr Luk Kin Peter Joseph - Chairman  
Mr Chan Kam Kwan Jason - Executive Director  
Mr Lau Kwok Kuen Eddie - Non-executive Director  
Mr Uwe Henke Von Parpart - Non-executive Director  
Mr Yip Kwok Cheung Danny - Non-executive Director  
Mr Chan Kam Kwan Jason - Company Secretary

## Registered Office

Clarendon House  
2 Church Street  
Hamilton HM11  
Bermuda

## Australian Registrar

Computershare Investor Services Pty Limited  
Reserve Bank Building  
Level 2, 45 St George's Terrace  
Perth, Western Australia, 6000

## Hong Kong Registrar

Tricor Secretaries Limited  
26/F. Tesbury Centre  
8 Queen's Road East  
Wanchai, Hong Kong

## Auditor

PricewaterhouseCoopers Hong Kong  
22nd Floor Prince's Building  
Central, Hong Kong

## Australian Legal Advisers

Clayton Utz  
QV1, 250 St George's Terrace  
Perth, Western Australia, 6000

## Hong Kong Legal Advisers

Michael Li & Co  
14th Floor, Printing House  
6 Duddell Street  
Central, Hong Kong

## Australian Corporate Adviser

Capital Investment Partners Pty Ltd  
Level 22, Allendale Square  
77 St Georges Terrace  
Perth, Western Australia, 6000

## Hong Kong Corporate Adviser

OSK Capital Hong Kong Limited  
11th Floor, Hip Shing Hong Centre  
55 Des Voeux Road  
Central, Hong Kong

## Investigating Accountant

BDO Corporate Finance (WA) Pty Ltd  
38 Station Street  
Subiaco, Western Australia, 6008

## Technical Expert

Behre Dolbear Asia, Inc.  
999 Eighteenth Street Suite 1500  
Denver CO 80202 USA

## Stock exchange listings

Wah Nam International Holdings Limited is listed on HKEx  
(stock code 159)

## Website address

[www.wnintl.com](http://www.wnintl.com)

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