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**WAH NAM INTERNATIONAL HOLDINGS LIMITED**

**華南投資控股有限公司\***

*(incorporated in Bermuda with limited liability)*

**(SEHK Stock Code: 159)**

**(ASX Stock Code: WNI)**

**OVERSEAS REGULATORY ANNOUNCEMENT**

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

The following is the text of an announcement released by the Company on ASX Limited on 31 January 2012.

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

Hong Kong, 31 January 2012

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

\* *For identification purpose only*



**Wah Nam**  
International Holdings Limited  
華南投資控股有限公司

31 January 2012

### **WAIVER OF PLACEMENT CONDITION OF TAKEOVER FOR BROCKMAN RESOURCES LIMITED**

Wah Nam International Holdings Limited (**Wah Nam**) is pleased to announce that Wah Nam International Australia Pty Ltd (**Wah Nam Australia**) has waived the Placement condition of its takeover offer for Brockman Resources Limited (**Brockman**) set out in section 13.9(d) of the Bidder's Statement sent to Brockman shareholders on 21 December 2011 (**Offer**).

Brockman has agreed with Wah Nam to amend the Bid Implementation Agreement and REORIENT Financial Markets Limited has agreed with Wah Nam to amend the Underwriting Agreement in relation to the Placement.

A summary of the key amendments to these documents and the effect of these amendments is set out in Wah Nam Australia's First Supplementary Bidder's Statement dated 31 January 2012 attached to this announcement.

As previously announced to the ASX, the Wah Nam shareholder approval and Subscription conditions were fulfilled on 6 January and 10 January 2012 respectively. The Foreign investment approval and 80% minimum acceptance conditions remain outstanding.

Under the revised terms of the Bid Implementation Agreement, the Brockman independent directors (namely Mr Ross Norgard, Mr David (Michael) Spratt and Mr Colin Paterson) intend to accept the Offer no later than 2 days after satisfaction of the Foreign investment approval condition.

In accordance with section 650F of the Corporations Act, Wah Nam Australia attaches a Notice Declaring Offer Free From Placement Condition dated 31 January 2012.

Unless the context requires otherwise, defined terms in this announcement have the same meaning as in the Bidder's Statement.

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Chan Kam Kwan, Jason  
Director  
Wah Nam International Holdings Limited

For media enquiries please contact:

Tim Duncan or Angus Urquhart, Hintons, (03) 9600 1979



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 SEHK Stock Code: 159  
澳洲證券交易所股票號碼 ASX Stock Code: WNI

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# First Supplementary Bidder's Statement

## Wah Nam International Australia Pty Ltd ACN 134 696 727

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### 1. Introduction

This document is the first supplementary bidder's statement (**First Supplementary Bidder's Statement**) dated and lodged with ASIC on 31 January 2012 and is given by Wah Nam Australia, a wholly owned subsidiary of Wah Nam International, to Brockman under section 643 of the Corporations Act.

This First Supplementary Bidder's Statement supplements the bidder's statement lodged with ASIC on 13 December 2011 (**Bidder's Statement**). This First Supplementary Bidder's Statement should be read together with the Bidder's Statement.

ASIC takes no responsibility for the contents of this document.

Unless the context otherwise requires, terms defined in the Bidder's Statement have the same meaning in this First Supplementary Bidder's Statement.

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### 2. Amendments to summaries in Bidder's Statement

#### 2.1 Underwriting Agreement

On 31 January 2012, Wah Nam International and the Underwriter agreed in writing to amend the terms of the Underwriting Agreement.

Accordingly, the summary of the key terms of the Underwriting Agreement set out in Section 9.1(e) of the Bidder's Statement is amended as follows:

- In the fifth bullet point in Section 9.1(e) on page 56, delete the words '*Transaction Date*' and replace with the words '*date that is the 3rd Business Day after the fulfilment or waiver of the Placement Conditions Precedent (other than this Placement Condition Precedent) (or such other date as may be agreed between the Underwriter and Wah Nam International)*'.
- In the last paragraph of Section 9.1(e) on page 56, delete the words '*31 January 2012*' and replace with the words '*6:00pm (Hong Kong time) on 6 April 2012 (or such other date agreed in writing between Wah Nam International and the Underwriter)*'.
- Under the last paragraph in Section 9.1(e) on page 56, as a new paragraph insert the words '*Wah Nam International may in its absolute discretion terminate the Underwriting Agreement on or before the date of completion of the Placement by notice in writing to the Underwriter*'.
- In the Definitions and Interpretation section on page 88, delete the definition of '*Transaction Date*'.

Further details on these amendments are set out in section 3.1 below.

#### 2.2 Bid Implementation Agreement

On 31 January 2012, Wah Nam International and Brockman agreed in writing to amend the terms of the Bid Implementation Agreement.

Accordingly, the summary of the key terms of the Bid Implementation Agreement set out in Section 12.1 of the Bidder's Statement is amended as follows:

- On page 64 in paragraph (b) in the first paragraph under the heading 'Independent Brockman Directors' intentions', in the last line after the number '13.9(b)', insert the word 'and', and delete the words 'and 13.9(d)'.
- On page 66 in paragraph (f) at the end of the second bullet point after the word 'Date;' insert the word 'or'.
- On page 66 in paragraph (f), delete the third bullet point.

Further details on these amendments are set out in section 3.2 below.

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### **3. Nature of amendments**

#### **3.1 Underwriting Agreement**

Under its current terms, the Underwriting Agreement will become null and void and have no further effect if the Placement Conditions Precedent have not been satisfied or waived by 31 January 2012 (refer to Section 9.1(e) of the Bidder's Statement).

In order to allow flexibility in relation to completion of the Placement, Wah Nam International agreed with the Underwriter to amend the Underwriting Agreement in relation to the completion process as outlined in section 2.1 above.

The Underwriting Agreement and the Placement facility will remain in place if and when Wah Nam International, in its absolute discretion, elects to utilise it. If Wah Nam International does not elect to utilise the facility and therefore the Placement is not completed, Wah Nam International will have sufficient cash reserves available to fund the Offer.

#### **3.2 Bid Implementation Agreement**

As a result of the amendments to the Underwriting Agreement, Brockman has agreed with Wah Nam International to amend the Bid Implementation Agreement so that Brockman no longer has the ability (as summarised in Section 12.1(b) of the Bidder's Statement) to terminate the Bid Implementation Agreement if the Placement is not completed within 60 days after the Announcement Date (that is, on or before 10 February 2012).

Wah Nam International and Brockman have also agreed to amend the Bid Implementation Agreement to remove the requirement for the Condition set out in paragraph 13.9(d) (Placement) of the Bidder's Statement to have been satisfied before the Independent Brockman Directors accept the Offer in respect of any Brockman Shares they own or control.

As previously announced to the ASX, the Conditions set out in paragraphs 13.9(b) (Wah Nam International shareholder approval) and 13.9(c) (Subscription) of the Bidder's Statement were fulfilled on 6 January and 10 January 2012 respectively. As a result, the Independent Brockman Directors intend to accept the Offer no later than 2 days after satisfaction of the Condition set out in paragraph 13.9(a) of the Bidder's Statement (Foreign investment approval).

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**4. Date**

This First Supplementary Bidder's Statement is dated 31 January 2012.

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**5. Approval of First Supplementary Bidder's Statement**

This First Supplementary Bidder's Statement has been approved by a resolution passed by the directors of Wah Nam International Australia Pty Ltd.

Signed on behalf of Wah Nam International Australia Pty Ltd pursuant to a resolution passed by its directors.



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Mark Paganin  
By Power of Attorney dated 22 November 2011  
Wah Nam International Australia Pty Ltd

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

**NOTICE DECLARING OFFER FREE FROM PLACEMENT CONDITION**

**To: Brockman Resources Limited ACN 009 372 150**  
**ASX Limited ACN 008 624 691**

This notice is given in respect of the offer made by Wah Nam International Australia Pty Ltd ACN 134 696 727 (**Wah Nam Australia**) in the bidder's statement dated 13 December 2011 (**Bidder's Statement**) to acquire all of the ordinary shares in Brockman Resources Limited ACN 009 372 150 (**Brockman**).

Wah Nam Australia is pleased to advise that the Placement condition in section 13.9(d) of the Bidder's Statement has been waived. Accordingly, Wah Nam Australia hereby declares, pursuant to section 650F of the Corporations Act, the Offer and each contract formed by the acceptance of the Offer free from the Placement condition.

For the purposes of section 650F(2)(b) of the Corporations Act, at the time of giving this notice, Wah Nam Australia's voting power in Brockman was 58.04% (comprising 84,039,817 shares out of a total of 144,803,151 shares currently on issue in Brockman).

Unless the context requires otherwise, defined terms in the Bidder's Statement have the same meaning in this notice.

This notice is dated 31 January 2012.

Signed on behalf of Wah Nam International Australia Pty Ltd pursuant to a resolution passed by its directors.



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Chan Kam Kwan Jason  
Director  
Wah Nam International Australia Pty Ltd