



17 February 2012

Our Ref: DPG:APA001/4009

The Manager  
Company Announcements  
Australian Securities Exchange  
20 Bridge Street  
SYDNEY NSW 2000

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Level 12

60 Carrington Street  
Sydney NSW Australia

GPO Box 1433 Sydney  
NSW 2001 Australia

DX 262 Sydney

ABN 55 365 334 124

**By fax 1300 135 638**

Dear Sir/Madam

**Notice of Change of Interests of Substantial Holder**

We act for APAC Resources Capital Limited and its associated parties including APAC Resources Limited (APAC Group).

On behalf of APAC Group, and in accordance with Section 671B of the Corporations Act 2001 Cth, we attach a Notice of Change of Interests of Substantial Holder (Form 604) in respect of ABM Resources NL (ASX:ABU).

A copy of the attached Notice is also being provided to ABM Resources NL.

Yours faithfully

**Daniel Goldberg**  
**Special Counsel**

Direct Line: (02) 8915 1022

Direct Fax: (02) 8916 2022

Email: [daniel.goldberg@addisonslawyers.com.au](mailto:daniel.goldberg@addisonslawyers.com.au)

**Form 604**  
Corporations Act 2001  
Section 671B

**Notice of change of interests of substantial holder**

To Company Name/Scheme ABM RESOURCES NL

ACN/ARSN 009 127 020

**1. Details of substantial holder (1)**

Name APAC RESOURCES CAPITAL LIMITED and its related bodies corporate listed in "Annexure A" to this notice ("APAC Group Entities")

ACN/ARSN (if applicable) N/A

There was a change in the interests of the substantial holder on 16/02/2012

The previous notice was given to the company on 14/02/2012

The previous notice was dated 14/02/2012

**2. Previous and present voting power**

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Ordinary Shares	508,014,212	17.27%	647,911,009	19.99%

**3. Changes in relevant interests**

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
16/02/2012	APAC Resources Capital Limited and each APAC Group Entity	Exercise of options by TAM resulting in issue of ABU ORD shares to be acquired by APAC Resources Capital Limited	\$6,994,839.85	139,896,797 ORD shares	139,896,797

**4. Present relevant interests**

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
APAC Resources Capital Limited and each APAC Group Entity	Tanami Exploration NL	Tanami Exploration NL	Purchaser under a relevant agreement – see Annexure B	647,911,009	19.99%

**5. Changes in association**

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and applicable)	ACN/ARSN (if applicable)	Nature of association
N/A		N/A

**6. Addresses**

The addresses of persons named in this form are as follows:

Name	Address
APAC Resources Capital Limited and each APAC Group Entity	c/- APAC Resources Limited 32/F, China Online Centre, 333 Lockhart Road, Wanchai, Hong Kong

**Signature**

print name Jorie Chan

capacity Company Secretary

sign here



date 17/02/2012

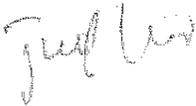
**DIRECTIONS**

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
  - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
  - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included on any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
- (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

## Annexure "A"

This is Annexure "A" of 1 page referred to in Form 604 (Notice of Change of Interests of Substantial Holder), signed by me and dated 17 February 2012.



Signed: **Jorie Chan**

The following bodies corporate are related bodies corporate of APAC Resources Capital Limited:

Name	Address
APAC Resources Limited	32/F, China Online Centre, 333 Lockhart Road, Wanchai, Hong Kong
Accardo Investments Limited	c/- APAC Resources Limited 32/F, China Online Centre, 333 Lockhart Road, Wanchai, Hong Kong
APAC Resources Asia Limited	As above
APAC Resources Beijing Limited	As above
APAC Resources China Limited	As above
APAC Resources Commodity Trading Limited	As above
APAC Resources Eastern Limited	As above
APAC Resources Energy Limited	As above
APAC Resources Engineering Limited	As above
APAC Resources Enterprises Limited	As above
APAC Resources Holding (China) Limited	As above
APAC Resources Holdings China Limited	As above
APAC Resources Investment Holding Limited	As above
APAC Resources Investments Limited	As above
APAC Resources Investments China Limited	As above
APAC Resources Management Limited	As above
APAC Resources Mining Limited	As above
APAC Resources Mining Limited	As above
APAC Resources Northern Limited	As above
APAC Resources (Qingdao) Company Limited	As above
APAC Resources Shanghai Limited	As above
APAC Resources Southern Limited	As above
APAC Resources Strategic Holdings Limited	As above
APAC Resources Trading Limited	As above
APAC Resources Western Limited	As above
Asia Cheer Trading Limited	As above
First Landmark Limited	As above
Fortune Desire Investments Limited	As above
Hua Loong Textiles Limited	As above
Merchants (Hong Kong) Limited	As above
Mount Sun Investment Limited	As above
Park Well International Group Limited	As above
Ruiyu (Shanghai) Investment Consulting Co., Ltd.	As above
Sino Chance Trading Limited	As above
Shanghai Merchants Holdings Limited	As above
Super Grand Investments Limited	As above
Tecson Hong Kong Limited	As above
Ying Wing (H.K.) Limited	As above

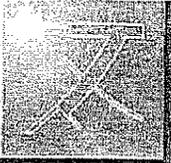
## Annexure "B"

This is Annexure "B" of 4 pages referred to in Form 604 (Notice of Change of Interests of Substantial Holder), signed by me and dated 17 February 2012.



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Signed: Jorie Chan



TANAMI GOLD NL

7 February 2012

The Directors  
APAC Resources Capital Limited  
32/F, China Online Centre,  
333 Lockhart Road,  
Wanchai,  
Hong Kong

Dear Sirs

**Acquisition of Shares in ABM Resources NL ABN 58 009 127 020 (ABM Resources)**

- 1 Tanami Exploration NL (**Tanami Exploration**) is the registered holder of:
  - (a) 508,014,212 ordinary fully paid shares in ABM Resources (**Shares**); and
  - (b) 300,000,000 options to acquire shares in ABM Resources (exercisable at 1.5c per option) (**Options**).
- 2 Tanami Exploration has agreed to sell and APAC Resources Capital Limited (**Buyer**) has agreed to purchase the Shares referred to in paragraph 1(a) and the shares which Tanami Exploration is entitled to receive following the due exercise of 139,896,797 Options on the terms set out in this letter, and following Tanami Exploration's exercise of the balance of the Options.

**Terms of Sale**

- (i) **Shares** – 647,911,009 Shares (**Sale Shares**).
- (ii) **Purchase Price** – 5 cents per Share.
- (iii) **Closing** – Completion of the sale and purchase of the Sale Shares shall take place in 2 tranches as follows:
  - (A) Tranche 1 – 508,014,212 Shares (**Tranche 1 Sale Shares**) on or before the date that occurs 5 days from the date of this agreement (**Tranche 1 Closing**); and
  - (B) Tranche 2 – 139,896,797 Shares (**Tranche 2 Sale Shares**) on or before the date that occurs 5 days from the date of issue of the Tranche 2 Sale Shares following the exercise by Tanami Exploration of an equivalent number of Options and the exercise of the balance of the Options, (**Tranche 2 Closing**).
- (iv) **Closing Mechanics** – Completion of the sale and purchase of the Sale Shares shall occur as follows:
  - (A) at Tranche 1 Closing, the Seller shall deliver to the Buyer, or as the Buyer directs in writing:
    - (1) a holding statement for the Tranche 1 Sale Shares (evidencing its title to those Shares); and
    - (2) a share transfer form with respect to the Tranche 1 Sale Shares in favour of the Buyer duly executed by Tanami Exploration;
    - (3) a discharge of financing statement under the Personal Property Securities Act 2009 relating to the encumbrance that is registered in favour of AP Finance Limited over the Tranche 1 Sale Shares; and
    - (4) any notice or direction that may be required to be given by AP Finance Limited to Hartleys Limited, being the sponsoring broker in relation to the encumbrance referred to in paragraph (iv)(A)(3) above, against receipt from the Buyer of the sum of \$25,400,710.60, being the purchase price of the Tranche 1 Sale Shares.

Tanami Gold NL

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- (B) at Tranche 2 Closing, the Seller shall deliver to the Buyer, or as the Buyer directs in writing:
- (1) a holding statement for the Tranche 2 Sale Shares (evidencing its title to those Shares); and
  - (2) a share transfer form with respect to the Tranche 2 Sale Shares in favour of the Buyer duly executed by Tanami Exploration,
- against receipt from the Buyer of the sum of \$6,994,839.85 being the purchase price of the Tranche 2 Sale Shares.
- (v) **Payments** – All payments under this agreement shall be made in Australian dollars and in immediately available funds.
- (vi) **Representations and warranties – Tanami Exploration** – Tanami Exploration represents and warrants in favour of the Buyer as follows:
- (A) it has the power to enter into, perform and deliver, and has taken all necessary action to authorise its entry into, performance and delivery of, the transactions contemplated by, this agreement in accordance with its terms;
  - (B) Tanami Exploration has the right to transfer and sell the Sale Shares without the requirement to obtain the consent or approval of any third party, subject to obtaining the discharge of financing statement referred to in paragraph (iv)(A)(3) above;
  - (C) at Tranche 1 Closing, the Tranche 1 Sale Shares shall be free of all encumbrances and other third party rights; and
  - (D) at Tranche 2 Closing, the Tranche 2 Sale Shares shall be free of all encumbrances and other third party rights.
- (vii) **Representations and warranties – Buyer** – The Buyer represents and warrants in favour of Tanami Exploration that it has the power to enter into, perform and deliver, and has taken all necessary action to authorise its entry into, performance and delivery of, the transactions contemplated by, this agreement in accordance with its terms.
- (viii) **Governing law** – This agreement is governed by the laws of Western Australia and each party irrevocably submits to the exclusive jurisdiction of the courts of Western Australia.
- (ix) **Costs** - Each party is responsible for its own costs in connection with the preparation, negotiation and completion of this agreement.
- (x) **Counterparts** - This agreement may consist of a number of copies, including facsimile copies, each signed by one or more parties to this agreement. If so, the signed copies are treated as making up the one document.
- (xi) **Interpretation** – Each reference in this letter to **this agreement** means the agreement constituted by the signing of this letter by Tanami Exploration and the Buyer where indicated below.

Yours faithfully  
Tanami Gold NL



Denis Waddell  
Director

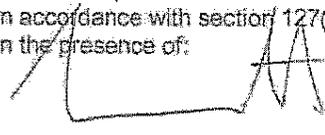


Tanami Gold NL

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EXECUTED AS A DEED

Executed by  
Tanami Exploration NL  
in accordance with section 127(1) of the Corporations Act  
in the presence of:

  
\_\_\_\_\_  
Secretary/Director

Jon Latta  
\_\_\_\_\_  
Name (please print)

  
\_\_\_\_\_  
Director

DENIS WADDELL  
\_\_\_\_\_  
Name (please print)

Date February 2012

Executed by  
APAC Resources Capital Limited  
in the presence of:

\_\_\_\_\_  
Secretary/Director

\_\_\_\_\_  
Director

\_\_\_\_\_  
Name (please print)

\_\_\_\_\_  
Name (please print)

EXECUTED AS A DEED

Executed by  
**Tanami Exploration NL**  
in accordance with section 127(1) of the Corporations Act  
in the presence of:

\_\_\_\_\_  
Secretary/Director

\_\_\_\_\_  
Director

\_\_\_\_\_  
Name (please print)

\_\_\_\_\_  
Name (please print)

Date 10 February 2012

Executed by  
**APAC Resources Capital Limited**  
in the presence of:

\_\_\_\_\_  
Secretary/Director

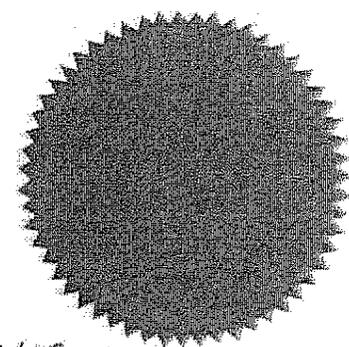
\_\_\_\_\_  
Director

Kong Muk Yin

Wong Wai Keung Frederick

\_\_\_\_\_  
Name (please print)

\_\_\_\_\_  
Name (please print)



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