



9 March 2012

**WAIVER OF 80% MINIMUM ACCEPTANCE 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 80% minimum acceptance Condition of its takeover offer for Brockman Resources Limited (**Brockman**) set out in section 13.9(e) of the Bidder's Statement sent to Brockman shareholders on 21 December 2011 (**Offer**).

Wah Nam is also pleased to advise that Wah Nam Australia intends, conditional upon it not having announced that it has relied on any of the remaining Conditions to defeat the Offer on or before Friday, 16 March 2012, to declare the Offer free from all of the remaining Conditions on 16 March 2012 and will issue the required notice to the ASX and Brockman under section 650F of the Corporations Act on that date.

As previously announced to the ASX, the Foreign investment approval, Wah Nam shareholder approval and Subscription Conditions have been fulfilled and the Placement Condition has been waived. The remaining Conditions are set out in sections 13.9(f), 13.9(g) and 13.9(h) of the Bidder's Statement.

In accordance with section 650F of the Corporations Act, Wah Nam Australia attaches a Notice declaring the Offer free from the 80% minimum acceptance Condition dated 9 March 2012.

**New source of consideration for Offer**

Further to Wah Nam's announcement to the ASX on 6 March 2012 in relation to Wah Nam Australia's new source of consideration for the Offer, attached is Wah Nam Australia's Second Supplementary Bidder's Statement dated 9 March 2012.

This document provides a summary of the new source of consideration, the terms and conditions of the subscription agreements entered into by Wah Nam with Ocean Line Holdings Limited on 6 March 2012 and the changes to the Bidder's Statement as a result.

**Extension of Offer period**

Wah Nam Australia is pleased to advise it has today extended the Offer period to 4:00pm (WST) on 23 April 2012. Consequently, the date for giving notice of the status of Conditions attached to the Offer has been extended to 13 April 2012.

In accordance sections 650D and 630 of the Corporations Act, Wah Nam attaches a Notice of Variation Extending Offer Period dated 9 March 2012 and covering letter to Brockman shareholders enclosing the Notice of Variation and a Notice of New Date for Giving Notice of Status of Conditions dated 9 March 2012.





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

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

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

**NOTICE DECLARING OFFER FREE FROM 80% MINIMUM ACCEPTANCE 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 80% minimum acceptance condition in section 13.9(e) 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 80% minimum acceptance 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 73.12% (comprising 106,029,120 shares out of a total of 145,013,151 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 9 March 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

## Second Supplementary Bidder's Statement

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

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#### 1. Introduction

This document is the second supplementary bidder's statement (**Second Supplementary Bidder's Statement**) dated and lodged with ASIC on 9 March 2012 and is given by Wah Nam International Australia Pty Ltd ACN 134 696 727 (**Wah Nam Australia**), a wholly owned subsidiary of Wah Nam International Holdings Limited ARBN 143 211 867 (**Wah Nam International**), to Brockman Resources Limited ACN 009 372 150 (**Brockman**) and the ASX under sections 643 and 647 of the Corporations Act.

This Second Supplementary Bidder's Statement supplements the bidder's statement lodged with ASIC on 13 December 2011 (**Bidder's Statement**) and the first supplementary bidder's statement lodged with ASIC on 31 January 2012 (**First Supplementary Bidder's Statement**).

This Second Supplementary Bidder's Statement should be read together with the Bidder's Statement and the First Supplementary 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 Second Supplementary Bidder's Statement.

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#### 2. Background to new source of consideration for Offer

Wah Nam Australia disclosed in Section 9.1(b) of the Bidder's Statement that part of the funding for the cash consideration payable under the Offer would be sourced from the proceeds from the issue of the Placement Shares pursuant to the Underwriting Agreement between Wah Nam International and the Underwriter. Completion of the Placement was a Condition of the Offer set out in paragraph 13.9(d) of the Bidder's Statement.

On 31 January 2012, Wah Nam Australia waived the Placement Condition and disclosed in the First Supplementary Bidder's Statement that the Placement facility remained in place if and when Wah Nam International elected to utilise it.

Subsequently, on 6 March 2012, Wah Nam International announced to the ASX and the HKEx that it had replaced the proceeds from the issue of the Placement Shares as a source of consideration for the Offer by entering into a subscription agreement dated 6 March 2012 with Ocean Line (**Bond Subscription Agreement**).

Under the Bond Subscription Agreement, Ocean Line agreed to subscribe for a bond in Wah Nam International for a principal amount of HK\$78,000,000 (A\$9,440,470.57<sup>1</sup>) (**Bond**). Wah Nam International agreed to issue the Bond to Ocean Line and will receive full payment on or before 12 March 2012, or such later date as may be agreed between the parties.

Wah Nam International also announced to the ASX and the HKEx on 6 March 2012 that it had entered into an additional subscription agreement with Ocean Line (**CB Subscription Agreement**) which, together with the Bond Subscription Agreement, gives Wah Nam International the ability to redeem the Bond early, following which Ocean Line shall apply the proceeds from the redemption to subscribe for a convertible bond over Wah Nam International Shares (**Additional Convertible Bond**).

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<sup>1</sup> Converted to A\$ using A\$:HK\$ exchange rate of 8.2623 as at 8 March 2012.

The early redemption of the Bond and the issue of the Additional Convertible Bond are each subject to certain conditions precedent outlined in the new Section 9.1(f) of the Bidder's Statement set out on page 5 of this Second Supplementary Bidder's Statement, and include the passing of a resolution by Wah Nam International Independent Shareholders in general meeting approving the CB Subscription Agreement, the issue of the Additional Convertible Bond and the Wah Nam International Shares to be issued upon conversion of the Additional Convertible Bond.

If the conditions precedent to the issue of the Additional Convertible Bond (**CB Subscription Conditions Precedent**) are satisfied (or, if permitted, waived), it will effectively allow Wah Nam International to replace the Bond with the Additional Convertible Bond. Further details of the terms of the Bond Subscription Agreement and CB Subscription Agreement are set out in section 3 of this Second Supplementary Bidder's Statement.

As Wah Nam International no longer requires the Placement facility to fund the Cash Consideration, following the execution of the Bond Subscription Agreement and the CB Subscription Agreement, Wah Nam International gave notice to the Underwriter terminating the Underwriting Agreement in accordance with its terms.

As a result of the:

- replacement of the Placement as a source of consideration for the Offer;
- issue of the Bond;
- termination of the Underwriting Agreement; and
- entry into the Bond Subscription Agreement and the CB Subscription Agreement,

the amendments set out in the following sections 3 and 4 are required to be made to the Bidder's Statement.

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### **3. Amendments to sources of consideration in Bidder's Statement**

Sections 9.1(b), 9.1(c) and 9.1(e) of the Bidder's Statement are deleted and replaced and a new Section 9.1(f) is inserted as follows:

#### **"9.1(b) Overview of Wah Nam Australia's funding arrangements**

Wah Nam Australia will fund the cash consideration payable under the Offer using a combination of:

- existing cash resources (including the proceeds from the issue of the Subscription Shares and the Convertible Bond pursuant to the Subscription Agreement, which completed on 10 January 2012); and
- the proceeds from the Bond pursuant to the Bond Subscription Agreement.

Each of the above sources of funds are discussed in more detail below.

The aggregate of the existing cash resources, the proceeds from the issue of the Subscription Shares and the Convertible Bond pursuant to the Subscription Agreement described in Section 9.1(d) and the issue of the Bond pursuant to the Bond Subscription Agreement described in Section 9.1(e) are in excess of the maximum amount payable under the Offer, together with the amounts required to cover all transaction costs associated with the Offer and the A\$/US\$ exchange rate reaching US\$1.10.

To limit its exposure to exchange rate variations, Wah Nam Australia has included as a condition of the Offer, the Condition set out in paragraph 13.9(h). If it has not already done so, Wah Nam International intends, at the first opportunity where the A\$/US\$ exchange rate does not exceed US\$1.10 during the 5 Trading Days after the satisfaction (or waiver) of the last of the Conditions in paragraphs 13.9(a), 13.9(b), 13.9(c), 13.9(d) or 13.9(e), to convert into Australian dollars the funds necessary to satisfy the Cash Consideration if all Brockman Shareholders were to accept the Offer, or where the full amount is not converted into Australian dollars, enter into a foreign currency hedging arrangement for the balance of the required funds.

Wah Nam Australia does not intend to waive the Condition set out in paragraph 13.9(h) before the funds necessary to satisfy the Cash Consideration are held in readily available Australian dollars or it has entered into a foreign currency hedging arrangement for the balance of the required funds.

#### **9.1(c) Cash Resources**

Wah Nam International has set aside A\$36 million of its cash reserves to be available to fund the Offer, in addition to HK\$507 million (equivalent of A\$61.36 million<sup>2</sup>) from the proceeds Wah Nam International received from the issue of the Subscription Shares and the Convertible Bond pursuant to the Subscription Agreement.

#### **9.1(e) Bond Subscription Agreement**

On 6 March 2012, Wah Nam International and Ocean Line entered into the Bond Subscription Agreement whereby Ocean Line agreed to subscribe for the Bond for a principal amount of HK\$78,000,000 (A\$9,440,470.57<sup>3</sup>).

Completion of the issue of the Bond and payment by Ocean Line of the aggregate consideration for the Bond will occur on or before 12 March 2012, or such other date as agreed in writing between Wah Nam International and Ocean Line. Completion is not subject to any conditions precedent.

The Bond is effectively a loan from Ocean Line to Wah Nam International. The Bond is not convertible into Wah Nam International Shares.

#### **Terms of the Bond**

Set out below are the terms and conditions of the Bond.

- **Principal Amount:** HK\$78,000,000.
- **Maturity date:** the first anniversary of the issue of the Bond.
- **Status and transferability:** the Bond is unsecured and may be assigned or transferred to any third person.
- **Interest:**
  - Interest is payable on redemption of the outstanding principal amount of the Bond on its maturity date at a rate of 12%.

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<sup>2</sup> Converted to A\$ using A\$:HK\$ exchange rate of 8.2623 as at 8 March 2012.

<sup>3</sup> Converted to A\$ using A\$:HK\$ exchange rate of 8.2623 as at 8 March 2012.

- Default interest is payable, at a rate of 20%, if the Bond becomes due and payable on the occurrence of any event of default (as described below) (**Bond Default Interest**).
- **Early Redemption:**
  - Ocean Line has no right to require Wah Nam International to redeem the whole or part of the outstanding principal amount of the Bond prior to its maturity date.
  - Wah Nam International has the right to redeem the whole or part of the outstanding principal amount of the Bond prior to its maturity date with Ocean Line's prior written consent (**Early Redemption Right**).
  - If Wah Nam International Independent Shareholders approve the CB Subscription Agreement at a special general meeting, Wah Nam International will be entitled to exercise the Early Redemption Right and redeem the whole of the outstanding principal amount of the Bond and apply that amount towards the subscription price of the Additional Convertible Bond to be issued under the CB Subscription Agreement, and Ocean Line's prior written consent will be deemed to be given.

It is the current understanding between Wah Nam International and Ocean Line that Wah Nam International will exercise the Early Redemption Right if Wah Nam International Independent Shareholders approve the CB Subscription Agreement at a special general meeting.

- **Events of Default:** the events of default include the following circumstances:
  - except where a takeover offer for Wah Nam International becomes unconditional, where the listing of the Wah Nam International Shares on the HKEx:
    - ceases; or
    - is suspended for a continuous period of 30 Business Days, on each of which the HKEx is generally open for trading, due to the default of Wah Nam International or any of its directors, officers or employees; or
  - where Wah Nam International has or will become obliged to pay additional tax as a result of any change in the laws or regulations of Hong Kong or Bermuda. The event of default occurs when it is less than 90 days to when Wah Nam International would be obliged to pay the additional tax.

The sole remedy for Ocean Line upon the occurrence of an event of default by Wah Nam International is to give notice to Wah Nam International that the Bond is due and payable at the principal amount then outstanding plus the Bond Default Interest.

#### **9.1(f) CB Subscription Agreement**

On 6 March 2012, Wah Nam International and Ocean Line entered into the CB Subscription Agreement whereby Ocean Line agreed, subject to the CB Subscription Conditions Precedent,

to subscribe for the Additional Convertible Bond for a principal amount of HK\$78,000,000 (A\$9,440,470.57<sup>4</sup>).

Completion of the issue of the Additional Convertible Bond is conditional upon the CB Subscription Conditions Precedent which must be satisfied or waived by 6:00pm (WST) on 31 May 2012, or by such other date as agreed between Wah Nam International and Ocean Line (**CB Long Stop Date**).

The CB Subscription Conditions Precedent to completion are as follows:

- there having been no material breach of Wah Nam International's warranties to Ocean Line, which are of a standard nature;
- Wah Nam International Independent Shareholders in general meeting having passed a resolution approving the CB Subscription Agreement, including the issue of the Additional Convertible Bond and the Wah Nam International Shares to be issued upon conversion of the Additional Convertible Bond;
- the Listing Committee of the HKEx having granted the listing of, and permission to deal in the Wah Nam International Shares to be issued upon conversion of the Additional Convertible Bond; and
- there having been, since the date of the CB Subscription Agreement and up until the time immediately prior to the date of completion, no material adverse change in the financial position and trading prospects of the Wah Nam International Group and no event that could reasonably be expected to have a material adverse effect on the Wah Nam International Group to the reasonable satisfaction of Ocean Line.

Ocean Line is entitled to waive the CB Subscription Conditions Precedent in the first and fourth bullet points above.

The transaction will complete on the second Business Day after the CB Subscription Conditions Precedent are satisfied or waived.

On completion, Ocean Line will deliver the certificate for the Bond to Wah Nam International, who will redeem the entire outstanding principal amount of the Bond. Wah Nam International will then apply that amount towards the aggregate subscription price for the Additional Convertible Bond and will issue the Additional Convertible Bond to Ocean Line.

The CB Subscription Agreement will become null and void and have no further effect if the CB Subscription Conditions Precedent have not been satisfied or waived by the CB Long Stop Date. If the Additional Convertible Bond is not issued, the Bond will remain on issue to Ocean Line and will effectively operate as a loan from Ocean Line to Wah Nam International on the terms of the Bond set out in Section 9.1(e).

Upon allotment of the Wah Nam International Shares to be issued upon conversion of the Additional Convertible Bond, Wah Nam International will apply for permission for their admission to quotation on the ASX.

In the event of:

- 100% conversion of the Convertible Bond issued under the Subscription Agreement; and

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<sup>4</sup> Converted to A\$ using A\$:HK\$ exchange rate of 8.2623 as at 8 March 2012.

- the issue of the Additional Convertible Bond and its 100% conversion into Wah Nam International Shares; and
- all Brockman Shareholders having accepted the Offer; and
- all holders of A\$1.25 Brockman Options, A\$1.30 Brockman Options and A\$3.00 Brockman Options having converted their Brockman Options and accepted the Offer,

Ocean Line would hold approximately 17.6% (inclusive of its existing 14.86% shareholding) of the issued capital of Wah Nam International. However, the terms of the Additional Convertible Bond (set out below) prevent Ocean Line having an interest in Wah Nam International in excess of 14.9% without obtaining prior FIRB approval.

### **Terms of the Additional Convertible Bond**

Set out below are the terms and conditions of the Additional Convertible Bond.

- **Principal Amount:** HK\$78,000,000.
- **Maturity date:** the third anniversary of the issue of the Additional Convertible Bond.
- **Status and transferability:** the Additional Convertible Bond is unsecured and may be assigned or transferred to any third party which is not a connected person (as that term is defined in the HKEx Listing Rules).
- **Interest:**
  - Interest is payable on redemption of the outstanding principal amount of the Additional Convertible Bond on its maturity date, at a rate of 5%, in so far as the conversion rights have not been exercised prior to or on its maturity date.
  - Default interest is payable, at a rate of 20%, if the Additional Convertible Bond becomes due and payable on the occurrence of any event of default (as described below) (**CB Default Interest**).
- **Conversion rights:** If Ocean Line holds the Convertible Bond issued under the Subscription Agreement, each of the following conversion rights may not be exercised until Ocean Line has exercised the conversion rights under the Convertible Bond in full or has transferred all of its interests in the Convertible Bond to an independent third party.
  - If Ocean Line's (and its Associates') interest in Wah Nam International does not exceed 14.9% then the Additional Convertible Bond automatically converts at the end of each month prior to its maturity date, to the extent that immediately upon the conversion of the relevant portion, Ocean Line's interest does not exceed 14.9%.
  - Wah Nam International may require Ocean Line (and/or its Associates) to convert any outstanding amount of the Additional Convertible Bond to the extent that upon the conversion, the interest of Ocean Line (and its Associates) in Wah Nam International's share capital is not more than 14.9%.
  - Where Ocean Line (and/or its Associates) has obtained approval from FIRB to obtain more than a 15% interest in Wah Nam International, the

whole of the outstanding principal amount of the Additional Convertible Bond automatically converts (to the maximum extent of such FIRB approval).

- **Conversion price:** the conversion price is HK\$0.60 per Wah Nam International Share, subject to any adjustments due to a reorganisation of the Wah Nam International Share capital, provided that if HK\$0.60 is less than the nominal amount of a Wah Nam International Share, the conversion price is the nominal amount of a Wah Nam International Share.
- **Early Redemption:** Ocean Line has no right to require Wah Nam International to redeem the whole or part of the outstanding principal amount of the Additional Convertible Bond prior to its maturity date. Unless Ocean Line gives its prior written consent, Wah Nam International has no right to redeem the whole or part of the outstanding principal amount of the Additional Convertible Bond prior to its maturity date.
- **Events of Default:** the events of default include the following circumstances:
  - except where a takeover offer for Wah Nam International becomes unconditional, where the listing of the Wah Nam International Shares on the HKEx:
    - ceases; or
    - is suspended for a continuous period of 30 Business Days, on each of which the HKEx is generally open for trading, due to the default of Wah Nam International or any of its directors, officers or employees; or
  - where Wah Nam International has or will become obliged to pay additional tax as a result of any change in the laws or regulations of Hong Kong or Bermuda. The event of default occurs when it is less than 90 days to when Wah Nam International would be obliged to pay the additional tax.

Except as set out below, the sole remedy for Ocean Line upon the occurrence of an event of default by Wah Nam International is to give notice to Wah Nam International that the Additional Convertible Bond is due and payable at the principal amount then outstanding plus the CB Default Interest. If Wah Nam International fails to issue the Wah Nam International Shares upon conversion of the Additional Convertible Bond, Ocean Line can bring an action against Wah Nam International for either specific performance or damages."

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## 4. Consequential amendments to Bidder's Statement

### 4.1 Hong Kong Exchange Listing Rule requirements

Section 3.11 of the Bidder's Statement is amended by inserting the following words under the third paragraph:

"Approval of Wah Nam International Independent Shareholders in a general meeting is also required in accordance with HKEx Listing Rules 13.36(1) and 14A.17 for the CB Subscription Agreement, including the issue of the Additional Convertible Bond and the Wah Nam International Shares to be issued upon conversion of the Additional Convertible Bond."

## 4.2 Effect of the acquisition on Wah Nam International

Section 6.3(b) of the Bidder's Statement is deleted and replaced with the following:

### "6.3(b) Effect of the acquisition on Wah Nam International's capital structure

If the Offer is validly accepted by all Brockman Shareholders, based on:

- the number of Wah Nam International Shares on issue as at the date of the Offer;
- the Subscription Shares issued under the Subscription Agreement;
- the Wah Nam International Shares to be issued upon the conversion of the Convertible Bond;
- the Wah Nam International Shares to be issued upon the conversion of the Additional Convertible Bond (if the Additional Convertible Bond is issued); and
- the Brockman Shares on issue as at the date of the Offer,

Wah Nam International will have 7,498,694,327 Wah Nam International Shares on issue, of which 1,164,414,924 (representing approximately 15.5% of the total Wah Nam International Shares on issue following 100% acceptance of the Offer) will represent Wah Nam International Shares issued to accepting Brockman Shareholders.

Further, if all holders of the A\$1.25 Brockman Options, A\$1.30 Brockman Options and A\$3.00 Brockman Options were to exercise their options and subsequently accept the Offer for their Brockman Shares, Wah Nam International will have 7,540,994,327 fully paid ordinary shares on issue of which 1,206,714,924 (representing approximately 16.0% of the total fully paid ordinary shares on issue following 100% acceptance of the Offer) will represent shares issued to accepting Brockman Shareholders.

The calculations in the two paragraphs immediately above do not include the number of Wah Nam International Shares that may be issued upon the exercise of any of the Wah Nam International Listed Options and Wah Nam International Scheme Options. Following the date of the Bidder's Statement, as disclosed in Wah Nam International's Appendix 3B lodged with the ASX on 22 December 2011, Wah Nam International granted 57,000,000 Wah Nam International Scheme Options. As a result, Wah Nam International has 15,000,000 Wah Nam International Listed Options and 131,500,000 Wah Nam International Scheme Options on issue as at the date of the Second Supplementary Bidder's Statement."

## 4.3 Pro-forma financial information

As a result of the replacement of the Placement as a source of consideration for the Offer and events subsequent to the preparation of the pro-forma financial information in the Bidder's Statement, Sections 6.6, 6.7 and 6.8 of the Bidder's Statement are deleted and replaced with the following:

### "6.6 Basis of preparation of pro-forma financial information

The pro-forma financial information and notes have been prepared by Wah Nam International and based on the reviewed financial statements of Wah Nam International and the reviewed financial statements of Brockman as at 31 December 2011, after adjustment for the actual and assumed transactions set out in Section 6.8.

The reviewed historical financial information has been prepared by Wah Nam International and Brockman in accordance with the International Financial Reporting Standards.

The pro-forma financial information is presented in abbreviated form and does not contain all the disclosures that are usually provided in an annual report in accordance with the Corporations Act and does not take into account any transactions by the respective companies subsequent to 31 December 2011, other than as described in Section 6.8. The pro-forma balance sheet has not been audited and may be subject to changes arising from an audit process if an audit was undertaken.

The pro-forma financial information presented in this Bidder's Statement is for illustrative purposes only. It does not in any way suggest the likely financial results or conditions of the Combined Group in the future should the Offer complete.

The Investigating Accountant's Report in respect of the pro-forma balance sheets is set out in Section 11.

### 6.7 Pro-forma balance sheet - assuming Brockman is a wholly-owned Subsidiary of Wah Nam International following completion of the Offer

		Wah Nam International			Pro-forma
		Reviewed	Subsequent	Pro-forma	after
		31-Dec-11	events	adjustments	the Offer
	Notes	HK\$'000	HK\$'000	HK\$'000	HK\$'000
<b>Non-current assets</b>					
Mining right		819,326	-	-	819,326
Property, plant and equipment		96,794	-	-	96,794
Goodwill		11,405	-	-	11,405
Intangible assets		5,717,292	-	-	5,717,292
Other non-current assets		12,977	-	-	12,977
<b>Total non-current assets</b>		<b>6,657,794</b>	<b>-</b>	<b>-</b>	<b>6,657,794</b>
<b>Current assets</b>					
Inventories		27,540	-	-	27,540
Trade receivables		27,239	-	-	27,239
Other receivables, deposits and prepayments		22,003	-	-	22,003
Amount due from a related party		1,538	-	-	1,538
Restricted cash		5,201	-	-	5,201
Cash and cash equivalents	1	1,137,818	-	(741,902)	395,916
<b>Total current assets</b>		<b>1,221,339</b>	<b>-</b>	<b>(741,902)</b>	<b>479,437</b>
<b>Current liabilities</b>					
Trade payables		9,928	-	-	9,928
Other payables and accrued charges	2	90,103	-	132,500	222,603
Deposits received from shareholder	3	505,694	(505,694)	-	-
Amounts due to related companies		12,929	-	-	12,929
Bank borrowings due within one year		34,448	-	-	34,448
Obligations under finance leases		4,556	-	-	4,556
<b>Total current liabilities</b>		<b>657,658</b>	<b>(505,694)</b>	<b>132,500</b>	<b>284,464</b>
<b>Net current assets</b>		<b>563,681</b>	<b>505,694</b>	<b>(874,402)</b>	<b>194,973</b>
<b>Total assets less current liabilities</b>		<b>7,221,475</b>	<b>505,694</b>	<b>(874,402)</b>	<b>6,852,767</b>
<b>Equity</b>					
Share capital	4	535,928	55,510	138,381	729,819
Reserves	5	2,927,021	289,819	926,507	4,143,347
<b>Equity attributable to equity holders of the Company</b>		<b>3,462,949</b>	<b>345,329</b>	<b>1,064,888</b>	<b>4,873,166</b>
<b>Non-controlling interests</b>	6	<b>1,987,627</b>	<b>-</b>	<b>(1,904,387)</b>	<b>83,240</b>

<b>Total equity</b>		<b>5,450,576</b>	<b>345,329</b>	<b>(839,499)</b>	<b>4,956,406</b>
<b>Non-current liabilities</b>					
Obligations under finance leases		9,518	-	-	9,518
Convertible Bond	7	-	160,365	(44,113)	116,252
Bond	8	-	-	78,000	78,000
Amounts due to a related party		43,127	-	-	43,127
Deferred income tax liabilities		1,717,295	-	-	1,717,295
Provisions		959	-	-	959
<b>Total non-current liabilities</b>		<b>1,770,899</b>	<b>160,365</b>	<b>(44,113)</b>	<b>1,896,361</b>
		<b>7,221,475</b>	<b>505,694</b>	<b>(874,402)</b>	<b>6,852,767</b>

	Reviewed 31-Dec-11 HK\$'000	Pro-forma after Acquisition HK\$'000
<b>NOTE 1. CASH AND CASH EQUIVALENTS</b>		
Cash and cash equivalents	1,137,818	395,916
<i>Adjustments to arrive at the pro-forma balance:</i>		
Reviewed balance of Wah Nam International as at 31 December 2011		1,137,818
<i>Pro-forma adjustments:</i>		
Cash received through the issue of Bond		78,000
Cash Consideration for the Offer		(819,902)
		(741,902)
<b>Pro-forma balance</b>		<b>395,916</b>

	Reviewed 31-Dec-11 HK\$'000	Pro-forma after Acquisition HK\$'000
<b>NOTE 2. OTHER PAYABLES AND ACCRUED CHARGES</b>		
Other payables and accrued charges	90,103	222,603
<i>Adjustments to arrive at the pro-forma balance:</i>		
Reviewed balance of Wah Nam International as at 31 December 2011		90,103
<i>Pro-forma adjustments:</i>		
Transaction costs in relation to the Offer		10,736
Landholder duty		121,764
		132,500
<b>Pro-forma balance</b>		<b>222,603</b>

NOTE 3. DEPOSITS RECEIVED FROM SHAREHOLDER	Reviewed 31-Dec-11 HK\$'000	Pro-forma after Acquisition HK\$'000
Deposits received from shareholder	505,694	-
<i>Adjustments to arrive at the pro-forma balance:</i>		
Reviewed balance of Wah Nam International as at 31 December 2011		505,694
<i>Subsequent events:</i>		
Issue of new shares pursuant to the Subscription Agreement		(333,060)
Issue of Convertible Bond pursuant to the Subscription Agreement		(173,940)
Exchange difference		1,306
		<u>(505,694)</u>
<b>Pro-forma balance</b>		<u>-</u>

NOTE 4. SHARE CAPITAL	Reviewed 31-Dec-11 HK\$'000	Pro-forma after Acquisition HK\$'000
Share capital	535,928	729,819
<i>Adjustments to arrive at the pro-forma balance:</i>		
Reviewed balance of Wah Nam International as at 31 December 2011	5,359,279	535,928
<i>Subsequent events:</i>		
Issue of new shares pursuant to the Subscription Agreement	555,100	55,510
<i>Pro-forma adjustments:</i>		
Issue of new shares in consideration for the Offer	1,179,714	117,971
Issue of Convertible Bond recognised as share issue according to the terms of the Subscription Agreement	204,100	20,410
	<u>1,383,814</u>	<u>138,381</u>
<b>Pro-forma balance</b>	<u><b>7,298,193</b></u>	<u><b>729,819</b></u>

NOTE 5. RESERVES	Reviewed 31-Dec-11 HK\$'000	Pro-forma after Acquisition HK\$'000
Reserves	2,927,021	4,143,347
<i>Adjustments to arrive at the pro-forma balance:</i>		
Pro-forma balance of Wah Nam International as at 31 December 2011		2,927,021
<i>Subsequent events:</i>		
Share premium arising from issue of new shares pursuant to the Subscription Agreement		277,550
Equity component of HK\$173.49m Convertible Bond		13,575
Exchange difference		(1,306)

	289,819
<i>Pro-forma adjustments:</i>	
To reverse the Equity component of HK\$122.46m Convertible Bond	(9,557)
Share premium arising from issue of new shares as consideration for the Offer	495,481
Share premium arising from Issue of Convertible Bond recognised as share issue according to the terms of the Subscription Agreement	102,050
To recognise other reserve, being the difference between the total consideration for the Offer (net of transaction costs) and the increase in share of net assets of Brockman	338,533
	<u>926,507</u>
<b>Pro-forma balance</b>	<b><u><u>4,143,347</u></u></b>

<b>NOTE 6. NON-CONTROLLING INTERESTS</b>	<b>Reviewed 31-Dec-11 HK\$'000</b>	<b>Pro-forma after Acquisition HK\$'000</b>
Non-controlling interests	<u>1,987,627</u>	<u>83,240</u>
<i>Adjustments to arrive at the pro-forma balance:</i>		
Reviewed balance of Wah Nam International as at 31 December 2011		1,987,627
<i>Pro-forma adjustments:</i>		
Acquisition of the non-controlling interests' proportionate share (44.67%) of the carrying amount of the net assets of Brockman as at 31 December 2011		<u>(1,904,387)</u>
<b>Pro-forma balance</b>		<b><u><u>83,240</u></u></b>

<b>NOTE 7. CONVERTIBLE NOTES</b>	<b>Reviewed 31-Dec-11 HK\$'000</b>	<b>Pro-forma after Acquisition HK\$'000</b>
Convertible notes	<u>-</u>	<u>47,462</u>
<i>Adjustments to arrive at the pro-forma balance:</i>		
Reviewed balance of Wah Nam International as at 31 December 2011		-
<i>Subsequent events:</i>		
Issue of HK\$173.94 million Convertible Bond		<u>160,365</u>
<i>Pro-forma adjustments:</i>		
Conversion of 204,100,000 shares from HK\$173.94 million Convertible Bond		<u>(112,903)</u>
<b>Pro-forma balance</b>		<b><u><u>47,462</u></u></b>

NOTE 8. BONDS	Reviewed 31-Dec-11 HK\$'000	Pro-forma after Acquisition HK\$'000
Bonds	-	78,000
<i>Adjustments to arrive at the pro-forma balance:</i>		
Reviewed balance of Wah Nam International as at 31 December 2011		-
<i>Pro-forma adjustments:</i>		
Issue of HK\$78 million pursuant to the Bond Subscription Agreement		78,000
<b>Pro-forma balance</b>		<b>78,000</b>

Under the CB Subscription Agreement, if the CB Subscription Conditions Precedent are satisfied or waived, the Bond shall be redeemed in full and the proceeds from the redemption will be applied to the subscription for the Additional Convertible Bond. In this case, the effect on the pro-forma would be to recognise a reduction in the Bond of HK\$78,000,000, an increase in the Additional Convertible Bond of HK\$68,790,000 being the liability component of the Additional Convertible Bond and an increase in reserves of HK\$9,210,000 for the equity component of the Additional Convertible Bond.

#### **6.8 Pro-forma assumptions and adjustments**

The pro-forma balance sheet post the issue of the securities contemplated by the Offer, the Subscription and the Additional Convertible Bond is set out in Section 6.7. It has been prepared based on Brockman's reviewed financial statements and Wah Nam International's reviewed financial statements as at 31 December 2011 and the transaction events relating to the issue of Wah Nam International Shares pursuant to the Offer, the Subscription and the issue of the Additional Convertible Bond pursuant to the CB Subscription Agreement.

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

- an exchange rate of HK\$8.34 to A\$1.00 and an exchange rate of HK\$7.80 to US\$1.00. The exchange rate applicable for the translation of Brockman's audited financial statements as at 31 December 2011 was HK\$7.8999 to A\$1.00;
- the value of a Wah Nam International Share being HK\$0.52;
- the issue of A\$1.50 cash and 18 Wah Nam International Shares for each Brockman Share held (and based on 65,539,718 Brockman Shares) pursuant to the Offer;
- remaining costs associated with the bid and issue of Wah Nam International Shares assuming Brockman becomes a wholly-owned subsidiary of Wah Nam International, of HK\$10,736,000;
- the issue of the Additional Convertible Bond with a value of HK\$78 million pursuant to the CB Subscription Agreement;
- the balance sheet of Brockman is based on the reviewed financial statements as at 31 December 2011. 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 estimated amount of Western Australian stamp duty of approximately HK\$121,764,000;

Western Australian stamp duty is assessed when the Company effectively acquires 90% or more of the shares in Brockman. However, the estimated amount of the stamp duty for the purpose of this pro-forma financial information is based on a number of assumptions and understanding which is subject to change in the future. In the absence of a full assessment of the assets of Brockman as well as valuation materials, the Wah Nam International directors consider that it is difficult to accurately determine the stamp duty that would be payable, and it does not represent any agreement of the Wah Nam International directors that such amount is the actual tax payable in the future; and

- pursuant to the terms of the Convertible Bond, a portion of the HK\$173,940,000 Convertible Bond has been recognised as an issue of 204,100,000 Wah Nam International Shares due to the mandatory conversion feature.

Adjustment has also been made for the following subsequent events.

- the issue of 555.1 million Wah Nam International Shares on the HKEx pursuant to the Subscription to raise HK\$333.06 million; and
- the issue of the Convertible Bond with a value of HK\$173.94 million pursuant to the Subscription.

Other than the above adjustments, no other adjustment has been made to reflect any trading result, or other transaction of the Wah Nam International Group (including the Brockman Group) entered into subsequent to 31 December 2011.

#### **4.4 Investigating Accountant's Report**

The Investigating Accountant's Report in Section 11 of the Bidder's Statement is deleted and replaced with the updated Investigating Accountant's Report contained in the Annexure to this Second Supplementary Bidder's Statement.

#### **4.5 Risks**

Section 7.2(i) of the Bidder's Statement is deleted and replaced with the following:

##### **"7.2(i) Liquidity of Wah Nam International Shares on the ASX**

Wah Nam International Shares are thinly traded on the ASX.

If the Offer is successful, Wah Nam International will be required to issue up to 1,206,714,924 Wah Nam International Shares, which will result in Wah Nam International having 7,121,094,327 Wah Nam International Shares on issue. In the event the Convertible Bond is exercised and the Additional Convertible Bond is issued and exercised, Wah Nam International will be required to issue up to an additional 289,900,000 and 130,000,000 Wah Nam International Shares (respectively), which will result in Wah Nam International having 7,540,994,327 Wah Nam International Shares on issue. A possible consequence will be that Wah Nam International's liquidity on the ASX will increase.

However, some Brockman 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.

If a significant number of existing Brockman 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 and Unmarketable Parcel Holders (resulting in a significant number of Wah Nam International Shares being sold by the Nominee), the liquidity of Wah Nam International Shares on the ASX may be adversely affected."

#### **4.6 Interests and fees of experts, advisers and other named persons**

The last sentence of paragraph 12.7(ii) of the Bidder's Statement is deleted.

#### **4.7 Definitions**

The definition of "Placement Conditions Precedent" in Section 14 of the Bidder's Statement is deleted.

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### **5. Date**

This Second Supplementary Bidder's Statement is dated 9 March 2012.

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### **6. Approval of Second Supplementary Bidder's Statement**

This Second 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.



---

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

**Annexure - Investigating Accountant's Report**



**WAH NAM INTERNATIONAL HOLDINGS  
LIMITED**

**Investigating Accountant's Report**

9 March 2012

Our ref: AM:SA

9 March 2012

The Directors  
Wah Nam International Holdings Limited  
Room 1003  
Knutsford Commercial Building  
4-5 Knutsford Terrace  
Tsim Sha Tsui  
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**") for inclusion in the Bidder's Statement for the purpose of illustrating the financial impact of the acquisition of the remaining 44.67% equity interest in Brockman Resources Limited ("**Brockman**") (the "**Acquisition**"), as if the Acquisition had taken place on 31 December 2011.

### 2. Basis of Preparation

This Report has been prepared to provide investors with information on the pro-forma consolidated balance sheet as noted in Section 6.7 of the Bidder's Statement.

This Report does not address the rights attaching to the Shares to be issued in accordance with the Bidder's Statement, nor the risks associated with the investment, and has been prepared based on the complete Offer being achieved. Neither BDO Corporate Finance (WA) Pty Ltd nor its related entities ("**BDO**") has been requested to consider the prospects for Wah Nam, the Shares on offer or 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 Bidder's Statement, other than responsibility for this Report. Risk factors are set out in the Bidder's Statement.

Expressions defined in the Bidder's Statement have the same meaning in this Report.

### 3. 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 Peoples Republic of China (“PRC”);
- The provision of limousine rental and airport shuttle bus transportation services in Hong Kong and the PRC;
- The acquisition and exploration of mineral tenements in Australia; and
- Investments in equity securities.

### 4. Scope

You have requested BDO to prepare an Investigating Accountant's Report covering the following financial information:

- the historical consolidated balance sheet as at 31 December 2011 for Wah Nam;
- the pro-forma consolidated balance sheet as at 31 December 2011, reflecting the actual position as at that date, major transactions between that date and the date of our report and the proposed Acquisition under the Bidder's Statement; and
- the accounting policies applied by Wah Nam in preparing its financial statements, (the “Financial Information”).

The historical financial information set out in Section 6.7 has been extracted from the financial statements of Wah Nam for the period ended 31 December 2011.

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 31 December 2011;
- a review of the assumptions used to compile the pro-forma consolidated 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 Wah Nam as disclosed in their previous Annual Report (31 December 2010) and Interim Report (30 June 2011); 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, 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 Bidder's Statement.

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
- the going concern basis of accounting has been adopted.

## **5. 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 Section 6.7 does not present fairly the financial position as at 31 December 2011 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.

### **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 as at 31 December 2011 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.

## **6. Subsequent Events**

The pro-forma balance sheet after Acquisition, as set out in section 6.7, reflects the events that have occurred subsequent to the period ended 31 December 2011, as set out in Section 6.8.

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 Wah Nam 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.

## **7. Assumptions Adopted in Compiling the Pro-forma Balance Sheet**

The pro-forma balance sheet after Acquisition is set out in section 6.7. This has been prepared based on the reviewed financial statements as at 31 December 2011, the subsequent events set out in Section 6.8, and the pro-forma transactions and events relating to the Acquisition under this Bidder's Statement as set out in Section 6.8.

## 8. 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, 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 Second Supplementary Bidder's 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**



**Adam Myers**

Director

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

**NOTICE OF VARIATION EXTENDING OFFER PERIOD**

**To: Australian Securities & Investments Commission**  
**Brockman Resources Limited ACN 009 372 150**  
**ASX Limited ACN 008 624 691**  
**Each person to whom offers were made under the takeover bid referred to in this notice**

**Extension of Offer Period to 4:00pm (WST) on Monday, 23 April 2012**

Wah Nam International Australia Pty Ltd ACN 134 696 727 (**Wah Nam Australia**) hereby gives notice under section 650D of the Corporations Act that it varies the offer dated 21 December 2011 made in the bidder's statement dated 13 December 2011 (**Bidder's Statement**) by extending the Offer Period so as to change the close of the Offer Period from 4:00pm (WST) on Monday, 19 March 2012 to 4:00pm (WST) on Monday, 23 April 2012 (unless further extended or withdrawn).

**Withdrawal rights**

As the Offer remains subject to defeating conditions and this variation, together with the previous variations, postpones for more than 1 month the time by which Wah Nam Australia must satisfy its obligations under the bid, each person to whom Wah Nam Australia has made an Offer and who has accepted the Offer has the right to withdraw their acceptance in accordance with section 650E of the Corporations Act by giving a notice (**Withdrawal Notice**) that is:

- (a) if the withdrawing Brockman Shareholder's shares are in a CHESS Holding, in the form of a:
  - (i) Valid Originating Message transmitted to ASX Settlement by the Controlling Participant for that CHESS Holding in accordance with the ASX Settlement Operating Rules; or
  - (ii) notice in writing to Wah Nam Australia setting out the information that Wah Nam Australia requires to transmit a Valid Message to ASX Settlement on behalf of the Brockman Shareholder in accordance with the ASX Settlement Operating Rules; or
- (b) in any other case, in writing.

The Withdrawal Notice must clearly and legibly identify the full name(s) of the Brockman Shareholder, provide the Securityholder Reference Number (SRN) or Holder Identification Number (HIN) and be signed in the same manner as the Brockman Shareholder signed the Acceptance Form.

If a Brockman Shareholder is legally entitled to give, and does in fact give, a Withdrawal Notice within 1 month after the day on which that person receives a copy of this notice and returns any consideration received by that person for accepting the Offer, then Wah Nam Australia will, within 14 days after receiving the Withdrawal Notice:

- (a) return to the Brockman Shareholder any documents sent by the Brockman Shareholder to Wah Nam Australia with the acceptance of the Offer; and
- (b) if the Brockman Shareholder's shares are in a CHESS Holding, transmit a Valid Message that authorises the release of the relevant shares from the Offer Accepted Subpositions in which the securities were reserved in accordance with the ASX Settlement Operating Rules.

If you would like to exercise your right to withdraw your acceptance and you would like further information, please do not hesitate to call your broker or financial adviser or call the Offer Information Line on 1300 582 820 (toll free for callers in Australia) or +61 3 9415 4811 (for callers outside Australia) Monday to Friday 6:00am to 2:00pm (WST).

Words defined in the ASX Settlement Operating Rules have the same meaning when used in this notice but subject to that, unless the context requires otherwise, defined terms in this notice have the same meaning as in the Bidder's Statement.

**Authorisation**

A copy of this notice was lodged with ASIC on 9 March 2012. ASIC takes no responsibility for the contents of this notice.

This notice is dated 9 March 2012.

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

A handwritten signature in black ink, appearing to be 'M. Paganin', written over a horizontal line.

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



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



000001 000 BRMT  
MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

9 March 2012

Dear Brockman Shareholder,

**EXTENSION OF TAKEOVER OFFER PERIOD, WAIVER OF 80% MINIMUM ACCEPTANCE CONDITION AND INTENTION TO DECLARE OFFER UNCONDITIONAL**

As you are aware, Wah Nam International Australia Pty Ltd (**Wah Nam Australia**) has made a takeover offer for the remaining shares in Brockman Resources Limited (**Brockman**) that it does not already own. On 21 December 2011, Wah Nam Australia sent you its Bidder's Statement detailing the terms of the Offer.<sup>1</sup>

Wah Nam Australia is pleased to inform you that it has today extended the Offer period by 35 days. If you have not already accepted the Offer you now have until 4:00pm (WST) on Monday, 23 April 2012 to accept.

**Update on status of Conditions**

Wah Nam Australia is pleased to advise that it has waived the 80% minimum acceptance Condition set out in section 13.9(e) of the Bidder's Statement and that the Offer has been freed from this Condition.

Wah Nam Australia is also pleased to advise that it intends, conditional upon it not having relied on any of the remaining Conditions to defeat the Offer on or before Friday, 16 March 2012, to declare the Offer free from all of the remaining Conditions on 16 March 2012 and will issue the required notice to the ASX and Brockman under section 650F of the Corporations Act on that date.

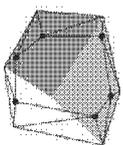
**Funding of Offer**

As announced to the ASX on 6 March 2012, Wah Nam Australia is pleased to confirm it has entered into two subscription agreements with Ocean Line Holdings Limited which have the effect of providing a new source of consideration for the Offer.

A summary of the material terms of this new source of consideration, the terms and conditions of the subscription agreements and the changes to the Bidder's Statement as a result, are set out in Wah Nam Australia's Second Supplementary Bidder's Statement dated 9 March 2012 released to the ASX today.

Wah Nam Australia recommends that you read the Second Supplementary Bidder's Statement in its entirety. If you are in any doubt about accepting the Offer, you should consult your legal, financial or other professional adviser.

145483\_017YOB



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

尖沙咀諾士佛台 4-5 號東港商業大廈 10/F 1003 室  
1003, 10/F Knutsford Commercial Building, 4 - 5 Knutsford Terrace, Tsim Sha Tsui, Kowloon, Hong Kong  
電話 Tel : ( 852 ) 3169 3631 傳真 Fax : ( 852 ) 3169 3630 電郵 Email : enquiry@wnintl.com



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

### Why you should ACCEPT the Offer

Wah Nam International believes, as stated in section 1 of the Bidder's Statement, that **you should accept the Offer** for the following key reasons:

1. You are being offered a substantial premium of 34% based on the closing price of Wah Nam International Shares on the HKEx on 9 December 2011.
2. The Independent Brockman Directors unanimously recommend you accept the Offer in the absence of a Superior Proposal.
3. Brockman's position, with a controlling shareholder whose main asset is its holding in Brockman, is not optimal. A consolidation of 100% of Brockman will allow Wah Nam International to accelerate development of the Marillana Project within one entity.
4. As a Brockman Shareholder, you have the opportunity to obtain some liquidity for your Brockman Shares by receiving A\$1.50 cash per Brockman Share held as well as participating in the success of the Marillana Project as a Wah Nam International Shareholder.
5. No alternative proposal has emerged, or is likely to emerge, as Wah Nam International already has control of Brockman.
6. In the absence of the Offer, Brockman's Share price is unlikely to reach the Implied Value in the foreseeable future.
7. No brokerage or stamp duty will be payable by you on the transfer of your Brockman Shares under the Offer.

Wah Nam Australia encourages those Brockman Shareholders who have not yet accepted to consider the merits of the Offer and accept as soon as possible.

### Further information

In accordance with section 650D of the Corporations Act, please find enclosed a formal notice which reflects the extension of the Offer period to Monday, 23 April 2012. Consequently, the date for giving notice of the status of defeating conditions attached to the Offer has been extended to Friday, 13 April 2012.

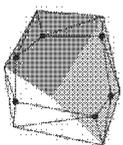
Wah Nam Australia urges you to read the Bidder's Statement. If you have misplaced the Bidder's Statement or if you have any questions in relation to the Offer, please contact the Shareholder Information Line on 1300 582 820 (toll free for callers in Australia) or +61 3 9415 4811 (for callers outside Australia), Monday to Friday, 6:00am to 2:00pm (WST).

Wah Nam International looks forward to welcoming you as a shareholder.

Yours sincerely,

Chan Kam Kwan, Jason  
Executive Director  
Wah Nam International Holdings Limited

<sup>1</sup> Unless the context requires otherwise, defined terms in this letter have the same meaning as in the Bidder's Statement.



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

尖沙咀諾士佛台 4-5 號東港商業大廈 10/F 1003 室  
1003, 10/F Knutsford Commercial Building, 4 - 5 Knutsford Terrace, Tsim Sha Tsui, Kowloon, Hong Kong  
電話 Tel : ( 852 ) 3169 3631 傳真 Fax : ( 852 ) 3169 3630 電郵 Email : enquiry@wnintl.com

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

**NOTICE OF NEW DATE FOR GIVING NOTICE OF STATUS OF CONDITIONS**

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

**New date (Friday, 13 April 2012) for giving notice of status of conditions**

Wah Nam International Australia Pty Ltd ACN 134 696 727 (**Wah Nam Australia**) hereby gives notice under section 630(2) of the Corporations Act that the date for giving notice on the status of the conditions set out in section 13.14 of the bidder's statement dated 13 December 2011 (**Bidder's Statement**), pursuant to section 630(3) of the Corporations Act, has been postponed by operation of section 630(2) of the Corporations Act. The new date for giving notice of the status of the Conditions is Friday, 13 April 2012, subject to variation in accordance with section 630(2) of the Corporations Act.

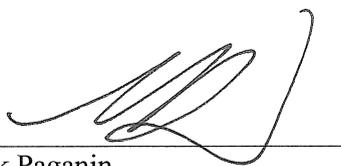
As at the date of this notice:

- (a) the Conditions in sections 13.9(a), 13.9(b) and 13.9(c) (Foreign investment approval, Wah Nam International Shareholder approval and Subscription respectively) of the Bidder's Statement have been fulfilled and the Conditions in sections 13.9(d) and 13.9(e) (Placement and 80% minimum acceptance respectively) of the Bidder's Statement have been waived, and the Offer has been freed from these Conditions; and
- (b) so far as Wah Nam Australia knows, the balance of the Conditions set out in section 13.9 of the Bidder's Statement have not been fulfilled and accordingly the Offer remains subject to those Conditions.

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

This notice is dated 9 March 2012.

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



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