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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)

**ANNOUNCEMENT
IN RELATION TO THE BRM CONDITIONAL OFFER**

RESUMPTION OF TRADING

BRM CONDITIONAL OFFER

Conditions 1 (a) and (b), 2, 3 and 4 of the BRM Conditional Offer as set out in the Circular have been fulfilled. WN Australia today has waived all other outstanding defeating conditions of the BRM Conditional Offer and the BRM Conditional Offer is free from all defeating conditions. The Company will issue the Consideration WN Shares to BRM Shareholders who provide valid acceptances for the BRM Conditional Offer within 10 business days in Australia of their acceptance being processed. BRM Shareholders who have accepted the BRM Conditional Offer as of today will be issued their Consideration WN Shares by 20 May 2011 (i.e. within 10 business days in Australia from today).

RESUMPTION OF TRADING

Trading in WN Shares on the Stock Exchange was suspended with effect from 1:30 p.m. on 6 May 2011 at the request of the Company pending the release of this announcement. An application has been made to the Stock Exchange for the resumption of trading in WN Shares with effect from 9:00 a.m. on 9 May 2011.

BRM CONDITIONAL OFFER

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 Company's conditional general offer for all shares in Brockman Resources Limited not already owned by Wah Nam International Australia Pty Ltd, a wholly-owned subsidiary of the Company. Capitalised terms herein shall bear the same meanings as defined in the Circular, unless stated otherwise.

* *For identification purpose only*

The following conditions of the BRM Conditional Offer as set out in the Circular have been fulfilled:

- Conditions 1 (a) and (b) in relation to obtaining Shareholders' approval for the BRM Conditional Offer;
- Conditions 2 and 3 in relation to submission of the applications for the listing of the Consideration WN Shares on the Stock Exchange and the listing of all WN Shares including the Consideration WN Shares on the ASX; and
- Condition 4 in relation to obtaining the grant of the listing of and permission to deal in the Consideration WN Shares (arising from the BRM Conditional Offer) on the Stock Exchange and permission for admission to quotation of all the WN Shares on the ASX.

Condition 1 (c) and (d) of the BRM Conditional Offer as set out in the Circular provide that any improvement to the consideration of the BRM Conditional Offer be subject to Shareholders' approval. The Company has not improved the consideration from that set out in the Circular and approved by the Shareholders on 13 December 2010. However, the Company retains the right to improve the consideration for the BRM Conditional Offer. Prior to any formal improvement of the BRM Conditional Offer by announcement and notice, the Company will comply with the Listing Rules and seek the requisite Shareholders' approval.

All the outstanding conditions of the BRM Conditional Offer are defeating conditions. WN Australia today has waived all such outstanding defeating conditions of the BRM Conditional Offer and the BRM Conditional Offer is free from all defeating conditions. As at the date of this announcement, the Company holds a Relevant Interest in approximately 42.07% of all issued BRM Shares including the interest of 28,577,835 BRM Shares (representing approximately 19.74% of all issued BRM Shares) arising from the acceptances of the BRM Conditional Offer. The Offer Period of the BRM Conditional Offer will close at 4:00 p.m. Australian Western Standard Time on 16 May 2011. The Company will issue the Consideration WN Shares to the BRM Shareholders who provide valid acceptances for the BRM Conditional Offer within 10 business days in Australia of their acceptance being processed. BRM Shareholders who have accepted the BRM Conditional Offer as of today will be issued their Consideration WN Shares by 20 May 2011 (i.e. within 10 business days in Australia from today).

After completion of the BRM Conditional Offer, the Company will issue the supplemental circular pursuant to Rule 14.67A of the Listing Rules.

The Company will issue further announcements in respect of any material development of the BRM Conditional Offer.

RESUMPTION OF TRADING

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

Hong Kong, 6 May 2011

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.