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BROCKMAN

BROCKMAN MINING LIMITED

布萊克萬礦業有限公司*

(Formerly 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: BCK)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (the “SGM”) of Brockman Mining Limited (the “**Company**”) will be held at Suites 3812-13, 38/F Two International Finance Centre, 8 Finance Street, Central, Hong Kong on Tuesday, 8 January 2013 at Hong Kong time 10:00 a.m. for the purpose of considering and, if thought fit, passing the following resolutions with or without amendments:

ORDINARY RESOLUTIONS

1. “**THAT**

- (a) the execution of the conditional shares subscription agreement dated 2 November 2012 (the “**Shares Subscription Agreement**”, a copy of which is marked “A” and initialled by the chairman of the SGM for identification purpose and tabled at the SGM) made between the Company (as issuer) and China Guoyin Investments (HK) Ltd. (as subscriber) (the “**Subscriber**”), pursuant to which the Subscriber has agreed to subscribe for 190,243,902 shares of HK\$0.10 each in the capital of the Company (“**Subscription Shares**”), and all transactions contemplated thereunder be and are hereby approved, ratified and confirmed;
- (b) the allotment and issue of the Subscription Shares to the Subscriber pursuant to the terms of the Shares Subscription Agreement be and are hereby approved; and
- (c) the directors of the Company (“**Directors**”) or a duly authorised committee of the board of Directors (“**Board**”) be and are hereby authorised to do all such acts and things (including, without limitation, signing, executing (under hand or under seal), perfecting and delivery of all agreements, documents and instruments) which are in their opinion, necessary, appropriate, desirable or expedient to implement or to give effect to the terms

* *for identification purpose only*

of the Shares Subscription Agreement and all transactions contemplated thereunder and all other matters incidental thereto or in connection therewith and to agree to and make such variation, amendment and waiver of any of the matters relating thereto or in connection therewith that are, in the opinion of the Directors, not material to the terms of the Shares Subscription Agreement and all transactions contemplated thereunder and are in the interests of the Company.”

2. **“THAT**

- (a) the execution of the conditional subscription agreement dated 2 November 2012 (the “**CB Subscription Agreement**”, a copy of which is marked “B” and initialled by the chairman of the SGM for identification purpose and tabled at the SGM) made between the Company (as issuer) and Ocean Line Holdings Limited (as subscriber) (the “**CB Subscriber**”), pursuant to which the CB Subscriber has agreed to subscribe for a convertible bond in the aggregate principal amount of HK\$78,000,000 (the “**Convertible Bond**”) to be issued by the Company, and all transactions contemplated thereunder be and are hereby approved, ratified and confirmed;
- (b) for the purposes of Rule 10.11 of the listing rules of ASX Limited (“**ASX Listing Rules**”) and for all other purposes, the issue by the Company of the Convertible Bond to the CB Subscriber pursuant to the terms and conditions of the CB Subscription Agreement, as described in the letter from the Board and the explanatory memorandum set out in the Company’s circular dated 3 December 2012, be and are hereby approved;
- (c) the allotment and issue of shares in the capital of the Company upon the exercise of the conversion rights attaching to the Convertible Bond be and are hereby approved; and
- (d) the Directors or a duly authorised committee of the Board be and are hereby authorised to do all such acts and things (including, without limitation, signing, executing (under hand or under seal), perfecting and delivery of all agreements, documents and instruments) which are in their opinion, necessary, appropriate, desirable or expedient to implement or to give effect to the terms of the CB Subscription Agreement and all transactions contemplated thereunder and all other matters incidental thereto or in connection therewith and to agree to and make such variation, amendment and waiver of any of the matters relating thereto or in connection therewith that are, in the opinion of the Directors, not material to the terms of the CB Subscription Agreement and all transactions contemplated thereunder and are in the interests of the Company.”

Voting Exclusion Statement for Resolution 2: In accordance with ASX Listing Rules 10.13 and 14.11, the Company will disregard any votes cast on Resolution 2 by the CB Subscriber and any person who may obtain a benefit, except a benefit solely in the capacity of a shareholder of the Company, if Resolution 2 is passed and their respective Associates. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form, or is cast by the person chairing the SGM as a proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides. Pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, Ocean Line (the CB Subscriber) and its associates shall abstain from voting on Resolution 2.

By order of the Board
Brockman Mining Limited
Luk Kin Peter Joseph
Chief Executive Officer

Hong Kong, 3 December 2012

Registered office:
Clarendon House
2 Church Street
Hamilton HM11
Bermuda

Head office and principal place of business in Hong Kong:
Suites 3812-13
38/F Two International Finance Centre
8 Finance Street
Central
Hong Kong

Notes:

1. A member entitled to attend and vote at the SGM is entitled to appoint one or more than one proxy to attend and, subject to the provisions of the bye-laws of the Company, to vote on his behalf. A proxy need not be a member of the Company but must be present in person at the SGM to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
2. A form of proxy for use at the SGM is enclosed. Whether or not you intend to attend the SGM in person, you are encouraged to complete and return the enclosed form of proxy in accordance with the instructions printed thereon. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the SGM or any adjournment thereof, should he so wish.
3. **If your shares in the Company are recorded under the Company's Hong Kong share registrar or the Company's Bermuda principal share registrar, please complete the Hong Kong proxy form and return it, together with a power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority, to the Company's branch share registrar in Hong Kong, Tricor Secretaries Limited. Please read and follow the instructions, including the deadline, on the Hong Kong proxy form to lodge the form.**

If your shares in the Company are recorded under the Company's Australia share registrar, please complete the Australia proxy form and return it, together with a power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority, to the Company's branch share registrar in Australia, Computershare Investor Services Pty Limited. Please read and follow the instructions, including the deadline, on the Australia proxy form to lodge the form. You can appoint up to two proxies by lodging the Australia proxy form. Should you wish to appoint more proxies, please fax your written request to the Company at +852 3978 2800 no later than 10:00 a.m. Australian Western Standard Time on 6 January 2013.

As at the date of this announcement, the Board comprises Mr. Kwai Sze Hoi (Chairman), Mr. Liu Zhengui (Vice Chairman), Mr. Warren Talbot Beckwith and Mr. Ross Stewart Norgard as non-executive directors; Mr. Luk Kin Peter Joseph (Chief Executive Officer), 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, Mr. Yip Kwok Cheung, Danny and Mr. David Michael Spratt as independent non-executive directors

EXPLANATORY MEMORANDUM PREPARED IN ACCORDANCE WITH ASX LISTING RULES

This Explanatory Memorandum, the notice of SGM and the circular dated 3 December 2012 (the “**Circular**”) are important documents. They should be read carefully.

This Explanatory Memorandum forms part of the Circular. Capitalised terms used herein shall have the same meaning as those defined in the Circular unless stated otherwise.

This Explanatory Memorandum also forms part of the notice of SGM set out on pages 37 to 40 of the Circular. It should be read in conjunction with the notice of SGM and the Resolutions therein.

If you have any questions regarding the matters set out in this Explanatory Memorandum or the ensuing notice of SGM, please contact the Company, your financial adviser, stockbroker or solicitor.

RESOLUTION 2 — PROPOSED ISSUE OF CONVERTIBLE BOND TO OCEAN LINE

1. Background to Resolution 2

Please refer to pages 5 to 6, and 9 to 15 of the letter from the Board contained in the Circular (“**Letter from the Board**”) for details of the background to Resolution 2.

2. ASX Listing Rule 10.11

ASX Listing Rule 10.11 requires Shareholder approval by ordinary resolution to any issue, or agreement to issue, by an ASX listed company of equity securities to a related party, or a person whose relationship with the ASX-listed company or a related party of the ASX listed company is, in ASX’s opinion, such that approval should be obtained (unless an exception in ASX Listing Rule 10.12 applies).

Ocean Line is a “related party” of the Company as it is controlled by Mr. Kwai Sze Hoi (a Director, and therefore a related party, of the Company). Mr. Kwai Sze Hoi owns 60% of Ocean Line, with the other 40% owned by his spouse, Ms. Cheung Wai Fung.

The exceptions set out in ASX Listing Rule 10.12 do not apply in the current circumstances. Accordingly, Shareholder approval is sought under ASX Listing Rule 10.11 for the issue of the Convertible Bond to Ocean Line.

3. ASX Listing Rule 7.1

Approval pursuant to ASX Listing Rule 7.1 is not required in order to issue the Convertible Bond or the Conversion Shares to Ocean Line as the Company has been granted a continuing waiver of ASX Listing Rule 7.1 by ASX.

4. ASX Listing Rule requirements

ASX Listing Rule 10.13 sets out a number of matters which must be included in a notice of meeting requesting shareholder approval under ASX Listing Rule 10.11. For the purposes of ASX Listing Rule 10.13, the following information is provided to Shareholders with respect to the issue of the Convertible Bond:

- (a) the Convertible Bond will be issued to Ocean Line;
- (b) a maximum of 1 Convertible Bond will be issued to Ocean Line. The maximum number of Conversion Shares to be issued to Ocean Line upon conversion of the Convertible Bond is 190,243,902 Conversion Shares, based on the Conversion Price of HK\$0.41 per Conversion Share;
- (c) if Resolution 2 is approved by Independent Shareholders, the Convertible Bond will be issued no later than 1 month after the date of the SGM, or such longer period as ASX may approve;
- (d) Ocean Line is a “related party” of the Company as it is controlled by Mr. Kwai Sze Hoi (a Director, and therefore a related party, of the Company). Mr. Kwai Sze Hoi owns 60% of Ocean Line, with the other 40% owned by his spouse, Ms. Cheung Wai Fung;
- (e) the Convertible Bond is to be issued by the Company in the principal amount of HK\$78,000,000. The proposed issue of the Convertible Bond will be made pursuant to the terms and conditions set out at pages 9 to 15 of the Letter from the Board under the heading “CB Subscription”;
- (f) the issue of the Convertible Bond will raise approximately HK\$78,000,000. The intended use of the funds raised is set out at page 15 of the Letter from the Board under the heading “Reasons for and benefits of the transactions”; and
- (g) a voting exclusion statement with respect to Resolution 2 is included in both the notice of SGM and at paragraph 6 of this Explanatory Memorandum below.

5. Directors' Recommendation

The Directors (other than Mr. Kwai Sze Hoi, who has declined to make a recommendation due to his position as representative of Ocean Line on the Board) recommends that Shareholders vote in favour of Resolution 2 for the reasons set out at page 15 of the Letter from the Board under the heading "Reasons for and benefits of the transactions" and at page 18 of the Letter from the Board under the heading "Recommendation".

6. Voting exclusion statement

In accordance with ASX Listing Rules 10.13 and 14.11, the Company will disregard any votes cast on Resolution 2 by the CB Subscriber and any person who may obtain a benefit, except a benefit solely in the capacity of a Shareholder, if Resolution 2 is passed and their respective Associates.

However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form, or is cast by the person chairing the SGM as a proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.