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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult a licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in Wah Nam International Holdings Limited, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee.

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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)**

**PROPOSED CHANGE OF COMPANY NAME  
AND  
NOTICE OF SPECIAL GENERAL MEETING**

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A letter from the Board is set out on pages 2 to 4 of this circular.

A notice convening the SGM to be held at Suites 3812-13, Two International Finance Centre, 8 Finance Street, Central, Hong Kong on Tuesday, 28 August 2012 at 10:30 a.m. is set out on pages 6 to 7 of this circular. Whether or not you intend to attend and vote at the special general meeting or any adjourned meeting in person, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon. **If your shares in the Company are recorded under the Company's Hong Kong branch registrar or the Company's Bermuda principal registrar, please complete the Hong Kong proxy form and return it to the branch share registrar of the Company 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 branch registrar, please complete the Australia proxy form and return it 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.** Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM or any adjourned meeting should you so wish.

3 August 2012

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## CONTENTS

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	<i>Page</i>
<b>DEFINITIONS</b> .....	1
<b>LETTER FROM THE BOARD</b> .....	2
<b>NOTICE OF THE SGM</b> .....	6

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## DEFINITIONS

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*In this circular, unless the context otherwise requires, the following expressions have the following meanings:*

“ASX”	ASX Limited (trading as the Australian Securities Exchange)
“Board”	the board of Directors
“business day(s)”	any day(s) (excluding Saturday(s), Sunday(s) and public holiday(s)) in Hong Kong on which licensed banks in Hong Kong are generally open for normal banking business throughout their normal business hours
“Company”	Wah Nam International Holdings Limited, a company incorporated in Bermuda with limited liability whose issued Shares are dually listed on the Stock Exchange and ASX
“Director(s)”	director(s) of the Company
“SGM”	the Special General Meeting of the Company to approve the proposed change of the Company name
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Share(s)”	ordinary issued share(s) of HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the issued Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

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LETTER FROM THE BOARD

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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)**

*Non-Executive Directors:*

Mr. Kwai Sze Hoi (*Chairman*)

Mr. Liu Zhengui (*Vice Chairman*)

Mr. Warren Talbot Beckwith

*Registered office:*

Clarendon House

2 Church Street

Hamilton HM11

Bermuda

*Executive Directors:*

Mr. Luk Kin Peter Joseph (*Chief Executive Officer*)

Mr. Chan Kam Kwan Jason (*Company Secretary*)

Mr. Chu Chung Yue Howard

*Principal place of business:*

Suites 3812-13

Two International Finance Centre

8 Finance Street

Central

Hong Kong

*Independent non-executive Directors:*

Mr. Lau Kwok Kuen Eddie

Mr. Yip Kwok Cheung Danny

Mr. Uwe Henke Von Parpart

3 August 2012

*To the Shareholders*

Dear Sirs,

**PROPOSED CHANGE OF COMPANY NAME  
AND  
NOTICE OF SPECIAL GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to provide you with information regarding the proposed change of the Company name and a notice convening the SGM.

\* *for identification purpose only*

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## LETTER FROM THE BOARD

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### PROPOSED CHANGE OF COMPANY NAME

On 6 July 2012, the Board announced that it proposed to change the Company name from “Wah Nam International Holdings Limited” to “Brockman Mining Limited” and upon the change of name becoming effective, to adopt a new Chinese name “布萊克萬礦業有限公司” for identification purposes only in place of the existing Chinese name “華南投資控股有限公司” which was previously adopted for identification purposes only. The ticker of the Company for the listing on the ASX Limited is also proposed to change from “WNI” to “BCK”.

### REASONS FOR THE PROPOSED CHANGE OF COMPANY NAME

The Group is principally engaged in exploration and development of iron ore mining projects in Western Australia following the completion of the takeover offer of Brockman Resources Limited (“Brockman”) in June 2012 as the Company has now put its main business focus in the Marillana project undertaken by Brockman, the then wholly owned subsidiary of the Company after the compulsory acquisition. The Board considers that the new name, “Brockman Mining Limited” can more accurately reflect the business focus of the Group. The new name will also give the investors and shareholders a more defined corporate image and identity.

The Board is therefore of the opinion that the proposed change of name of the Company is in the interests of the Company and the Shareholders as a whole.

### CONDITIONS

The proposed change of the Company name is subject to, among other things, (i) approval by the Shareholders by way of a special resolution at the SGM; and (ii) approval by the Registrar of Companies in Bermuda.

The proposed change of the Company name will take effect from the date of entry of the new English name of the Company on the register maintained by the Registrar of Companies of Bermuda. The Company will then carry out all necessary filing procedures with the Registrar of Companies of Bermuda and Hong Kong, as well as with the Australian Securities & Investments Commission in Australia.

### EFFECTS OF THE PROPOSED CHANGE OF COMPANY NAME

The proposed change of the Company name will not affect any of the rights of the Shareholders. All existing share certificates in issue bearing the existing English and Chinese names of the Company will, after the proposed change of the Company name

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## LETTER FROM THE BOARD

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becoming effective, continue to be evidence of title to the Shares and will be valid for trading, settlement, registration and delivery purposes. Once the proposed change of the Company name becomes effective, any issue of share certificates will be under the new English and Chinese names of the Company. There will be arrangement for free exchange of the existing share certificates of the Company for new share certificates printed in the new name of the Company. Once the change of name becomes effective, Shareholders whom their Shares are recorded under the Hong Kong share registrar, may, if they so wish, during the period of one month, deliver existing share certificates in respect of the Shares held by them to the Hong Kong share registrar of the Company, Tricor Secretaries Limited, at 26/F, Tesbury Centry, 28 Queen's Road East, Wanchai, Hong Kong to exchange at the expense of the Company, for the new share certificates bearing the new name of the Company (one new certificate for each old certificate). After the expiry of such one month period, share certificates of the Company will be accepted for exchange only on payment of a fee of HK\$2.50 at the expense of the Shareholders for each certificate cancelled or each new certificate issued, whichever number of certificates cancelled or issued is higher (or such higher amount as may from time to time be allowed by the Stock Exchange). It is expected that the new share certificates will be available for collection within 10 business days from the date of submission of the existing share certificates.

Further announcement(s) will be made by the Company to inform the Shareholders of the effective date of the proposed change of the Company name and the change in stock short name.

### **SGM**

The notice of the SGM is set out on pages 6 to 7 of this circular.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. A form of proxy for use at the SGM is enclosed with this circular. Whether or not you are able to attend the SGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the share registrar of the Company, Tricor Secretaries Limited at 26/F, Tesbury Centry, 28 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding of the SGM or any adjournment thereof. If your shares in the Company are recorded under the Company's Australia branch registrar, please complete the Australia proxy form and return it 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. Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM or any adjournment thereof if you so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.

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## LETTER FROM THE BOARD

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### RECOMMENDATION

The Board considers that the proposed change of the Company name is in the interests of the Company and the Shareholders as a whole, and so recommends the Shareholders to vote in favour of the special resolution to be proposed at the SGM.

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



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*(incorporated in Bermuda with limited liability)*

**(SEHK Stock Code: 159)**

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**NOTICE OF SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an Special General Meeting (the “SGM”) of Wah Nam International Holdings Limited (the “Company”) will be held at Suites 3812-13, Two International Finance Centre, 8 Finance Street, Central, Hong Kong on Tuesday, 28 August 2012 at 10:30 a.m. for the purpose of considering and, if thought fit, passing with or without modifications, the following resolution of the Company:

**SPECIAL RESOLUTION**

**“THAT**

- (A) subject to the approval of the Registrar of Companies of Bermuda, the English name of the Company be and is hereby changed from “Wah Nam International Holdings Limited” to “Brockman Mining Limited” and a new Chinese name “布萊克萬礦業有限公司” be adopted for identification purposes only in place of the existing Chinese name “華南投資控股有限公司” which was previously adopted for identification purposes only and that the ticker of the Company for the listing on the ASX Limited be hereby changed from “WNI” to “BCK”;
- (B) any director of the Company be and is hereby authorised to do all such acts and things and execute such documents as he/she may consider necessary, desirable or expedient to effect and implement the change of the Company name.”

By order of the Board

**Wah Nam International Holdings Limited**

**Chan Kam Kwan Jason**

*Company Secretary*

Hong Kong, 3 August 2012

\* *for identification purpose only*



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## NOTICE OF THE SGM

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*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 WN 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 of 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 3169 3630 no later than 10:30 a.m. Australian Western Standard time on Sunday, 26 August 2012.

4. Shareholders whose names are held through Central Clearing and Settlement System or licensed securities dealer should contact their nominees if they would like to vote.