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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)*

**(Stock Code: 159)**

### **DISCLOSEABLE TRANSACTION**

### **ON-MARKET ACQUISITIONS OF SHARES IN BROCKMAN RESOURCES LIMITED**

RML, a wholly subsidiary of the Company, acquired from time to time 15,307,779 BRM Shares on ASX during the period from 19 January 2009 to 24 June 2009 at a total consideration of approximately AUD17.4 million (equivalent to approximately HK\$99.5 million) (before brokerage fee). RML sold 30,000 BRM Shares on 10 February 2009 at a total consideration of approximately AUD30,000 (equivalent to approximately HK\$150,000) (before brokerage fee). As at the date of this announcement, RML holds 15,277,779 BRM Shares, representing approximately 11.33% of the issued ordinary share capital of BRM. The Acquisitions constitute a discloseable transaction for the Company under the Listing Rules.

The Group may continue to trade BRM Shares depending on, among other things, the market conditions.

BRM is a company listed on ASX and is principally engaged in the acquisition and exploration of mineral tenements in Australia.

### **ACQUISITIONS OF BRM SHARES**

BRM Shares are listed on ASX.

RML is a wholly-owned subsidiary of the Company. RML from time to time acquired 15,307,779 BRM Shares on ASX during the period from 19 January 2009 to 24 June 2009 at a total consideration of approximately AUD17.4 million (equivalent to approximately HK\$99.5 million) (before brokerage fee). RML sold 30,000 BRM Shares on 10 February 2009 at a total consideration of approximately AUD30,000 (equivalent to approximately HK\$150,000) (before brokerage fee). As of 24 June 2009, RML holds 15,277,779 BRM Shares, representing approximately 11.33% of the issued ordinary share capital of BRM. Save as disclosed above, the Group did not acquire any other BRM Shares during the 12 months ended 24 June 2009.

\* *for identification purposes only*

RML filed a notice of initial substantial holder and notice of change of interests of substantial holder with ASX on 23 June 2009 and 24 June 2009 respectively in relation to its shareholding in BRM in accordance with the relevant law in Australia.

As the Acquisitions are on-market transactions, the Company is not aware of the identity of the sellers of the relevant BRM Shares. To the best of the Directors' knowledge, information and belief having made all reasonable enquiry, the sellers and their ultimate beneficial owners of the sellers (if any) are third parties independent of the Company and its connected persons.

The consideration was determined with reference to market prices quoted on ASX at the relevant time when the transactions under the Acquisitions were carried out and was settled in cash utilizing the Group's internal funding, including, among others, the net proceeds from the placing and subscription as announced by the Company on 17 June 2009. The Directors consider the price of each transaction under the Acquisitions fair and reasonable.

The Group may continue to trade BRM Shares depending on, among other things, the market conditions and the Company will comply with the applicable requirements under the Listing Rules as and when appropriate.

## **INFORMATION ON BRM**

Based on information available to the Company, BRM Shares have been listed on the ASX since 1999. BRM was formally known as Yilgarn Mining Limited and is principally engaged in the exploration and development of iron ore, nickel, copper and gold. According to BRM's annual report 2008, its 100% owned principal project is an open pit iron ore mine located in the north-west of Newman in the heart of the Pilbara iron ore province in Western Australia (known as the "Marillana" project). BRM also owns, among other mining interests, a 100% interest in Credo gold project, which is located in Mount Pleasant Gold District, north of Kalgoorlie in Western Australia, and owns a 51% interest in the Carr Boyd nickel-copper sulphide project located in the north of Kalgoorlie in Western Australia.

Based on the published financial statements of BRM, it recorded unaudited net assets of approximately AUD 103.7 million (equivalent to approximately HK\$630.8 million) as at 31 December 2008. BRM's projects were under development stage and did not generate any revenue for the year ended 30 June 2008 and the six months ended 31 December 2008. The table below sets out the loss before and after taxation of BRM for the years ended 30 June 2007 and 2008 and the six months ended 31 December 2008.

	<b>For the six months ended 31 December 2008</b>		<b>For the year ended 30 June 2008</b>		<b>For the year ended 30 June 2007</b>	
	<b>Unaudited</b>		<b>Audited</b>		<b>Audited</b>	
	<i>AUD</i>	<i>HK\$</i>	<i>AUD</i>	<i>HK\$</i>	<i>AUD</i>	<i>HK\$</i>
Loss before taxation	9,345,662	56,849,662	11,258,903	68,487,907	3,245,361	19,741,531
Loss after taxation	9,345,662	56,849,662	11,238,266	68,362,372	3,164,278	19,248,303

## **REASONS FOR AND BENEFITS OF THE TRANSACTION**

The Company, through its subsidiaries, is principally engaged in (a) the exploitation, processing and sales of mineral resources, presently including copper, zinc and lead ore concentrates in the PRC; (b) the provision of limousine and airport shuttle transportation services in Hong Kong and the PRC; and (c) investments in equity securities. The Company considers that its investment in BRM Shares represents a good investment opportunity and is complementary to the business of the Company.

The Company considers that the Acquisitions are in the interests of the Company and its shareholders as a whole.

## **GENERAL**

Under the Listing Rules, the Acquisitions constitute a discloseable transaction for the Company as one of the size tests, calculated pursuant to Rule 14.07 of the Listing Rules, exceeds 5% and none of the size tests reaches 25%.

As at the date of this announcement, the Board 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. Wilton Timothy Carr Ingram as independent non-executive Directors.

## **DEFINITIONS**

In this announcement, unless the context otherwise requires, the following terms shall have the following meanings:

“Acquisitions” the purchases of an aggregate of 15,307,779 BRM Shares, representing 11.35% of the issued ordinary share capital of BRM, on ASX during the 12-month period ended 24 June 2009 for an aggregate consideration of approximately AUD17.5 million (equivalent to approximately HK\$99.9 million) (after brokerage fee)

“AUD” Australian dollars, the lawful currency of Australia

“ASX”	ASX Limited (previously known as The Australian Stock Exchange Limited)
“BRM”	Brockman Resources Limited, the ordinary shares of which are listed on ASX
“BRM Shares”	ordinary shares in BRM
“Company”	Wah Nam International Holdings Limited, the shares of which are listed on the Main Board of The Stock Exchange of Hong Kong Limited
“Directors”	the directors of the Company
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“PRC”	the People’s Republic of China
“RML”	Race Master Limited, a wholly-owned subsidiary of the Company

By order of the board  
**Wah Nam International Holdings Limited**  
**Luk Kin Peter Joseph**  
*Chairman*

24 June 2009, Hong Kong

*Save for the transactions comprising the Acquisitions, AUD is converted into HK\$ at an exchange rate of AUD1 = HK\$6.083 for illustrate purposes in this announcement.*