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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)**

**OVERSEAS REGULATORY ANNOUNCEMENT**

The shares of Wah Nam International Holdings Limited (the “Company”) are dually listed on The Stock Exchange of Hong Kong Limited and on ASX Limited. This announcement is made pursuant to Rule 13.09(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

The following is the text of an announcement released by the Company on ASX Limited on 23 May 2012.

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

Hong Kong, 23 May 2012

*As at the date of this announcement, the board of directors of the Company comprises Mr. Luk Kin Peter Joseph, Mr. Chan Kam Kwan, Jason and Mr. Chu Chung Yue, Howard as executive directors; Mr. Liu Zhengui as non-executive director and Mr. Lau Kwok Kuen, Eddie, Mr. Uwe Henke Von Parpart and Mr. Yip Kwok Cheung, Danny as independent non-executive directors.*

\* *For identification purpose only*

## By eLodgement

23 May 2012

Company Announcements Office  
ASX Limited  
Exchange Plaza  
Level 8, 2 The Esplanade  
PERTH WA 6000

Dear Sir / Madam

### **Wah Nam International Australia Pty Ltd - Off-market takeover bid for Brockman Resources Limited (BRM)**

We act for Wah Nam International Australia Pty Ltd ACN 134 696 727 (**Wah Nam Australia**) in relation to its off-market takeover bid for all of the ordinary shares in Brockman Resources Limited ACN 009 372 150 (**Brockman**).

Pursuant to section 650D of the Corporations Act 2001 (Cth) (**Corporations Act**), on behalf of Wah Nam Australia, we attach a copy of a:

- (a) Notice of Variation Extending Offer Period dated 23 May 2012; and
- (b) letter to Brockman shareholders enclosing the Notice of Variation Extending Offer Period.

We note that as required under section 650D of the Corporations Act, Wah Nam Australia has also lodged the Notice of Variation Extending Offer Period with ASIC, and given this notice to Brockman and Brockman shareholders.

Yours faithfully



#### **Mark Paganin, Partner**

D 9426 8284  
F 9481 3095  
M 0412 904 188  
E mpaganin@claytonutz.com

#### **Contact: James Clyne, Senior Associate**

D 9426 8223  
F 9481 3095  
E jclyne@claytonutz.com

#### **Attachment**

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 Brockman Resources Limited shareholder

**Extension of Offer Period to 4:00pm (WST) on Thursday, 14 June 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 Thursday, 31 May 2012 to 4:00pm (WST) on Thursday, 14 June 2012 and will not be extending the Offer Period beyond this date.

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

A copy of this notice was lodged with ASIC on 23 May 2012. ASIC takes no responsibility for the contents of this notice.

This notice is dated 23 May 2012.

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



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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

23 May 2012

MR JOHN SMITH 1  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

Dear Brockman Shareholder,

### **WAH NAM AUSTRALIA'S OFFER FOR BROCKMAN TO CLOSE ON 14 JUNE 2012**

Wah Nam International Australia Pty Ltd (**Wah Nam Australia**) is pleased to announce that Wah Nam Australia intends to extend its takeover offer (**Offer**) for the remaining shares in Brockman Resources Limited (**Brockman**) from 4:00pm (WST) on 31 May 2012 to 4:00pm (WST) on 14 June 2012.<sup>1</sup>

**This is the last extension of the Offer Period and the Offer Period will not be extended beyond 14 June 2012.**

As at 21 May 2012, Wah Nam Australia held an interest of **86.64%** in Brockman.

Wah Nam Australia believes your acceptance of the unconditional Offer will enable you to realise value through the cash component of the Offer Consideration, while retaining the opportunity to participate in the future of the Marillana Project through the scrip component of the Offer Consideration.

### **How to Accept the Offer**

**To accept the Offer you will need to complete the Acceptance Form enclosed with this letter and send it to the address shown in the Acceptance Form before the Offer closes at 4:00pm on 14 June 2012.**

You would have previously received Wah Nam Australia's Bidder's Statement which enclosed an Acceptance Form. If you hold your Brockman Shares in a CHESS holding, you may also accept by instructing your controlling participant (usually your broker) to do so on your behalf.

### **What you need to know**

- The Offer is for A\$1.50 cash and 18 Wah Nam International Shares for every Brockman Share you hold.
- As the Offer is wholly unconditional, if you accept the Offer you will receive the Offer Consideration within 14 days after the date you validly accept (please see section 13.8 of the Bidder's Statement for further details).
- The Independent Brockman Directors have unanimously recommended that you **ACCEPT** the Offer (in the absence of a superior proposal).
- As Wah Nam Australia holds over 80% of Brockman, you may be eligible for capital gains tax scrip-for-scrip rollover relief (please see section 10.2 of the Bidder's Statement for more information).



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

香港中環金融街8號國際金融中心二期38樓3812-3813室  
Suites 3812-13, 38/F Two International Finance Centre, 8 Finance Street, Central, 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

## Risks of not accepting

As Wah Nam Australia has a controlling interest in Brockman (as at 21 May 2012, 86.64%), you should be mindful of the implications of being a minority shareholder in a company with a controlling shareholder. These implications include the following:

- liquidity in Brockman may decline further, potentially making it more difficult to sell your Brockman Shares;
- as Wah Nam Australia has acquired more than 80% of Brockman, if Brockman has less than the required spread of shareholders under the ASX Listing Rules, Wah Nam Australia intends to make an application to remove Brockman from the official list of the ASX. If Brockman is removed from the official list, you will not be able to trade your shares on the ASX;
- Wah Nam Australia is in a position to cast the majority of votes at a general meeting of Brockman enabling it to control, amongst other things, the composition of Brockman's board and senior management; and
- if Wah Nam Australia acquires more than 90% of Brockman, it may be entitled to acquire your Brockman Shares through compulsory acquisition (please see section 8 of the Bidder's Statement for more information).

Wah Nam Australia encourages you to consider the implications of being a minority shareholder in Brockman and to accept the Offer 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 Thursday, 14 June 2012.

Wah Nam Australia recommends that you read in its entirety the Bidder's Statement together with the First, Second and Third Supplementary Bidder's Statements which are available on Wah Nam International's website, [www.wnintl.com](http://www.wnintl.com). If you are in any doubt about accepting the Offer, you should consult your legal, financial or other professional adviser.

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>i</sup> Unless the context requires otherwise, defined terms in this letter have the same meaning as in the Bidder's Statement sent to Brockman Shareholders on 21 December 2011.

