



HKEX
香港交易所

編號

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Date:

11 May 2012

香港中央結算有限公司

(香港交易及結算所有限公司全資附屬公司)

Hong Kong Securities Clearing Company Limited

(A wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited)

通告 CIRCULAR

事項 ERA Mining Machinery Limited (the "Company"/"ERA")(Stock Code: 8043)
Subject: - Voluntary Conditional Offer: HK\$0.88 per Share and/or a HK\$1.00 Loan Note
 per Share (the "Offer")

查詢 Hotline 2979 7111
Enquiry:

Pursuant to the Composite Offer and Response Document by the Offeror dated 30 April 12, the Offeror would, subject to the satisfaction or waiver (where permissible) of the Conditions, make a voluntary conditional offer to acquire all the issued share capital of ERA. Capitalized terms used herein shall have the same meanings set out in the Composite Offer and Response Document unless the context otherwise requires.

Consideration of the Offer

Pursuant to the Offer, the Offeror is offering to acquire the issued Shares of the Company in consideration for:

- (a) Cash Alternative: HK\$0.88 in cash per Share (the "Cash Alternative"); and/or
- (b) Loan Note Alternative: a HK\$1.00 Loan Note per Share, issued by the Offeror, which will entitle the holder to receive on redemption in respect of each HK\$1.00 of Loan Notes redeemed a minimum of HK\$0.75 and up to HK\$1.15 (the "Loan Note Alternative").

All ERA Shareholders are entitled to elect to receive the Cash Alternative in respect of some of their Shares and the Loan Note Alternative in respect of the remainder of their Shares, or to elect to receive either the Cash Alternative or the Loan Note Alternative in respect of all of their Shares.

Stamp Duty

Cash Alternative

Sellers' ad valorem stamp duty arising in connection with acceptance of the Offer will be payable by each ERA Shareholder at the rate of HK\$1.00 for every HK\$1,000 or part thereof of (i) the market value of the Shares; or (ii) the consideration payable by the Offeror for such person's Shares, whichever is higher, and will be deducted from the cash amount due to such accepting ERA Shareholder.

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香港交易及結算所有限公司
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Loan Note Alternative

As confirmed by the Share Registrar of the Company, sellers' ad valorem stamp duty will be imposed on the ERA Shareholder who accepts the Offer by electing to receive the Loan Note Alternative. Such stamp duty will become due upon the redemption of the Loan Note and be deducted from the Redemption amount.

CCASS Participants ("Participants") are advised to note the following matters in respect of the Offer:-

I. Submitting instructions to HKSCC

Two announcements are set up in CCASS for Participants to input instructions to accept the Offer if they wish so:-

- (i) Take-Over (Conditional)("TC") Announcement No.: A00142417
Voluntary Conditional Offer: HKD0.88 per Share (Cash Alternative)
- (ii) Take-Over (Conditional)("TC") Announcement No.: A00142418
Voluntary Conditional Offer: A HKD1.00 Loan Note per Share (Loan Note Alternative)

Participants who wish to accept the Cash Alternative and/or Loan Note Alternative should input and authorize their instruction(s) under the respective TC Announcements via CCASS terminals before 11:00 a.m. on 21 May 2012, unless the Offeror revises or extends the Offer in accordance with the Takeovers Code.

II. Issuance of certificates for the Loan Notes

The Loan Notes resulting from the acceptance of the Offer shall not be listed on any Stock Exchange and are non-eligible securities in CCASS. The certificates for the Loan Notes will be issued in the name of "HKSCC Nominees Limited". HKSCC will arrange to issue separate certificate for the Loan Notes to represent the entitlement of each instruction submitted by Participants to the announcement in CCASS.

HKSCC **will not** provide nominee services for non-Eligible Securities, Participants are obliged to withdraw the certificates of the Loan Notes before the time-limit set by HKSCC. Details of the transfer agent and the procedures for the initial transfer of Loan Notes will be announced before the Offer is declared unconditional in all respects. Participants will be kept notified by HKSCC once such information is released.

Participants are strongly advised to read the Composite and Response Document of the Company dated 30 April 2012 which was posted on HKExnews website <http://www.hkexnews.hk/listedco/listconews/gem/2012/0430/GLN20120430002.pdf> for details of the Offer and the terms of the Loan Notes.

Catharine Wong
Vice President
Depository and Nominee Services