

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

ERA Mining Machinery Limited
年代煤礦機電設備制造有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8043)

**RESIGNATION OF DIRECTORS
APPOINTMENT OF DIRECTORS
AND
CHANGE IN CHAIRMAN OF THE COMPANY AND
APPOINTMENT OF VICE-CHAIRMAN OF THE COMPANY**

Reference is made to the composite offer and response document jointly issued by ERA Mining Machinery Limited (the “**Company**”) and Caterpillar Inc. (“**Caterpillar**”) dated 30 April 2012 (the “**Composite Document**”). As stated in the Composite Document, Caterpillar intended to change the composition of the board of directors (the “**Directors**” or the “**Board**”) of the Company.

RESIGNATION OF DIRECTORS

The Company announces that (i) Mr. Lee Jong-Dae and Mr. Wang Fu have resigned as executive Directors; (ii) Dr. Phil Qiu Jin and Mr. Christopher John Parker have resigned as non-executive Directors; and (iii) Mr. Dong Xiangge, Mr. Chan Sze Hon and Mr. David Marc Boulanger have resigned as independent non-executive Directors. The abovementioned resignations became effective on 8 June 2012.

The resigning Directors confirmed that they have no disagreement with the Board in relation to their resignations. Save as disclosed above, there is no other information relating to the above resignations that needs to be brought to the attention of the shareholders of the Company or disclosed pursuant to Rules 17.50(2)(h) to (v) of the Rules Governing the Listing of Securities on Growth Enterprise Market of the Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”).

The Board would like to take this opportunity to express its sincere gratitude to the resigning Directors for their valuable contribution to the Company during their respective tenure of office.

APPOINTMENT OF DIRECTORS

The Company also announces that (i) Mr. Luis de Leon has been appointed as an executive Director and the chairman of the Company; (ii) Mr. Robert J Sherack has been appointed as an executive Director; and (iii) Mr. Edward J Scott, Mr. Kebao Yang and Mr. Qihua Chen have been appointed as the non-executive Directors with effect from 8 June 2012.

The biographies of each of Mr. Luis de Leon, Mr. Robert J Sherack, Mr. Edward J Scott, Mr. Kebao Yang and Mr. Qihua Chen (collectively the “**New Directors**”) are set out below:–

Mr. Luis de Leon

Luis de Leon is Vice President of Caterpillar’s mining products division in Oak Creek, Wisconsin. He has responsibility for Caterpillar Global Mining’s product strategy, design and sourcing.

Mr. de Leon joined Caterpillar in June 2011 from Bucyrus International, Inc., where he was the Chief Operating Officer for the past four years. He joined Bucyrus International, Inc. in 2007 as part of its acquisition of DBT GmbH, a leading manufacturer of underground mining equipment. At DBT GmbH, Mr. de Leon served in leadership positions in the United States and Germany. He started his career at ABB Ltd. and held several financial and operational positions in the company’s industry & automation division.

Mr. de Leon, who was born in London, UK, received a bachelor’s degree in international business administration from Schiller International University in Heidelberg, Germany. He grew up in Europe and is fluent in English, Spanish and German.

Mr. Robert J Sherack

Robert J Sherack has held the position of Product Manager of growth markets, products segment, within Caterpillar Global Mining LLC since 2011. Prior to 2011, Mr. Sherack held a number of positions in Bucyrus International Inc. (and its successor corporate entities), including Vice President and General Manager of China from 2009 to 2011 and Vice President of global customer service from 2005 to 2009, and held various General Manager positions with DBT Australia Pty. Ltd. from 2001 to 2005.

Mr. Sherack has been the Chairman of the Board of Directors and Legal Representative of Bucyrus (Langfang) Machinery Co. Ltd. since 2009, Vice Chairman of the Board of Directors of Datong Tongbi Machinery Company Limited since 2011, director of Bucyrus (Huainan) Machinery Co. Ltd. since 2010 and director of BI Hong Kong AFC Manufacturing Holding Co Limited since 2010. Mr. Sherack has served as a school director of the China University of Mining and Technology in Xuzhou, PRC, since 2011. Mr. Sherack holds a bachelor’s degree in engineering management from the Central Western University of Texas.

Mr. Edward J Scott

Edward J Scott is the Corporate Treasurer for Caterpillar and has worldwide responsibility for Caterpillar's treasury services.

Mr. Scott began his career with Caterpillar as a Finance Analyst in Corporate Treasury in 1981. He held several finance positions at Caterpillar until he joined Caterpillar Financial in 1986 as Assistant Credit Manager in Baltimore. Mr. Scott moved to Santiago, Chile to become Finance Representative for the Southern South America district office of Caterpillar Americas in 1987. He returned to Peoria in 1990 where he was Foreign Exchange Administrator in Corporate Treasury of Caterpillar and later, Treasurer for Solar Turbines in San Diego, California. Mr. Scott relocated to Nashville in 1996 to become treasurer of Caterpillar Financial and in 2002, was appointed Vice President of Caterpillar Financial with responsibility for marine and Latin American retail finance operations as well as worldwide cross border transactions. Mr. Scott was named as the Executive Vice President and Chief Financial Officer of Caterpillar Financial in 2004. He relocated to Peoria to become Chief Audit Officer in April 2007 and held that position until he assumed his current duties as Corporate Treasurer in July 2010.

Mr. Scott holds a bachelor's degree in business administration from Marquette University and an MBA from the University of Illinois. He is former Chairman and Treasurer for the Tennessee Center for Performance Excellence and previously served on the Executive Committee of the Board of Junior Achievement of Middle Tennessee. He now serves as a member of the Junior Achievement of Central Illinois, OSF Foundation, FM Global Advisory, and Commerce Bank Peoria Advisory Boards.

Mr. Kebao Yang

Kebao Yang has held the position of President of Caterpillar global mining greater China & Korea region, Caterpillar (China) Investment Co., Ltd. since 2008. Prior to joining Caterpillar in 2008, he was the Executive Vice President of Volvo Construction Equipment (China) Co., Ltd. from 2000. Mr. Yang has also served as a Sales & Marketing Director of Ingersoll-Rand (China) Investment Co., Ltd. from 1987 to 2000. Prior to joining Ingersoll-Rand (China) Investment Co., Ltd., he served as a Project Manager of Hebei Xuanhua Mining & Tunneling Machinery Works (SOE) from 1983 to 1987, where he was responsible for technology introduction and foreign investment.

Mr. Yang holds an MBA degree from Washington University in St. Louis and an EMBA Degree from Fudan University in Shanghai. He also holds a bachelor's degree in metallurgical engineering and a bachelor's degree in sales and marketing from Hebei Institute of Machinery Electricity. He is a BGS (Beta Gamma Sigma) member and won the C. William Emory Award from Washington University in 2006.

Mr. Qihua Chen

Qihua Chen is the General Manager of Caterpillar Xuzhou Ltd. (“CXL”), the largest Caterpillar machine business manufacturing plant in China, and is responsible for the overall operations of CXL.

Mr. Chen began his career with Caterpillar in 1994, when Caterpillar and Xuzhou Construction Machinery Group (“XCMG”) formed a joint venture, CXL, to manufacture excavators in Xuzhou in the PRC. Mr. Chen was serving as Vice General Manager at XCMG prior to the formation of CXL and became a Deputy General Manager and Human Resources Manager of CXL after the joint venture. In 1999, Mr. Chen was sent on an international assignment to Caterpillar Technical Services Division in Mossville, Illinois. He returned to Caterpillar China in 2003 and worked as a Process Manager to lead the implementation of lean manufacturing and value stream transformation processes in 5 facilities of Caterpillar Asia Pacific’s operations. In 2005, Caterpillar acquired Shandong Engineering Machinery Co. (“SEM”), a wheel loader manufacturer in the PRC, and assigned Mr. Chen as Caterpillar Integration Manager to integrate SEM’s business into Caterpillar’s business. In 2007, Mr. Chen returned to CXL as its General Manager.

Mr. Chen is a director of Leading Edge Hydraulic System Co., Ltd., a joint venture between Caterpillar and AVIC Liyuan Hydraulics Co., Ltd. and is also Vice President of Jiangsu Province and Xuzhou City Foreign Investment Associations. Mr. Chen holds a bachelor’s degree in welding engineering from Shandong Industry University and an MBA from China Europe International Business School. In 2007, he completed the Stanford Executive Program at Stanford Graduate School of Business.

The New Directors have not previously held and are not holding any other position with any of the Company or its subsidiaries. In addition, the New Directors do not hold any other directorships in any listed public companies in the last three years or other major appointments and qualifications.

The New Directors do not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company, nor do they have any interests in the shares of the Company within the meaning of Part XV of the SFO.

The New Directors have been appointed for an initial term of one year subject to retirement and re-election at the next annual general meeting of the Company pursuant to the articles of association of the Company. The annual emoluments of the New Directors are yet to be determined and a service agreement will be signed by the Company and the New Directors in due course. The remuneration of the New Directors will be determined by the remuneration committee of the Company and the Board by reference to their duties and responsibilities to the Company.

Save as disclosed above, the Board is not aware of any other matters in relation to the appointment of the New Directors that need to be brought to the attention of the shareholders of the Company nor is there any information which is required to be disclosed pursuant to Rules 17.50(2)(h) to (v) of the GEM Listing Rules.

CHANGE IN CHAIRMAN OF THE COMPANY AND APPOINTMENT OF VICE-CHAIRMAN OF THE COMPANY

Mr. Emory Williams resigned from the position as chairman of the Company with effect from 8 June 2012 but remains a Director of the Company. In addition, Mr. Robert J Sherack has been appointed as the vice-chairman of the Company with effect from 8 June 2012.

The Board would like to express its warmest welcome to the New Directors in joining the Company.

By order of the Board
ERA Mining Machinery Limited
Luis de Leon
Chairman

Hong Kong, 27 June 2012

As at the date of this announcement, the Board comprises seven directors, of which Mr. Luis de Leon, Mr. Robert J Sherack, Mr. Emory Williams, Mr. Li Rubo are the executive directors of the Company; and Mr. Edward J Scott, Mr. Kebao Yang and Mr. Qihua Chen are non-executive directors of the Company.

This announcement will remain on the “Latest Company Announcements” page of the GEM website at www.hkgem.com for at least 7 days from the date of its posting and the Company’s website at www.eraholdings.com.hk.