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Caterpillar Inc.
(A Delaware corporation)

Caterpillar (Luxembourg) Investment Co. S.A.
(Incorporated in Luxembourg with limited liability)

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)

JOINT ANNOUNCEMENT

**VOLUNTARY CONDITIONAL OFFER BY
CITIGROUP GLOBAL MARKETS ASIA LIMITED ON BEHALF OF
CATERPILLAR (LUXEMBOURG) INVESTMENT CO. S.A.,
AN INDIRECT WHOLLY-OWNED SUBSIDIARY OF
CATERPILLAR INC., TO ACQUIRE ALL OF THE ISSUED SHARES
IN THE SHARE CAPITAL OF ERA MINING MACHINERY LIMITED
AND
FOR THE CANCELLATION OF ALL THE OUTSTANDING
SHARE OPTIONS OF ERA MINING MACHINERY LIMITED
ARRANGEMENTS IN RELATION TO THE COMPLETION OF
COMPULSORY ACQUISITION AND
WITHDRAWAL OF LISTING OF SHARES
IN ERA MINING MACHINERY LIMITED**

Financial Adviser to the Offeror and Caterpillar



Joint Financial Advisers to ERA



PLATINUM
Securities

Procedures to complete the Compulsory Acquisition are underway and the Compulsory Acquisition shall be completed when all the Outstanding Shares have been transferred to the Offeror. The amount representing the consideration payable by the Offeror for the acquisition of the Outstanding Shares will be kept in a separate account by ERA on trust for ERA Shareholders holding Outstanding Shares. As a result of and with effect from the completion of the Compulsory Acquisition, ERA will become a wholly-owned subsidiary of the Offeror.

Trading in the Shares was suspended with effect from 9:00 a.m. on 22 May 2012 and will continue to be suspended until the withdrawal of the listing of the Shares following completion of the Compulsory Acquisition. Listing of the Shares on GEM will be withdrawn with effect from 9:00 a.m. on 4 October 2012.

1. INTRODUCTION

Reference is made to: (i) the composite document dated 30 April 2012 jointly issued by the Offeror, Caterpillar and ERA in relation to the Share Offer and Option Offer (the “Composite Document”); (ii) the announcement jointly issued by the Offeror, Caterpillar and ERA on 4 June 2012 announcing the closing of the Share Offer; and (iii) the announcement jointly issued by the Offeror, Caterpillar and ERA on 30 August 2012 announcing the despatch of the Compulsory Acquisition Notices (collectively, the “Announcements”).

Terms defined in the Composite Document and the Announcements have the same meanings herein unless the context requires otherwise.

2. COMPLETION OF COMPULSORY ACQUISITION

On 30 August 2012, the Offeror issued the Compulsory Acquisition Notices to the ERA Shareholders holding Outstanding Shares.

The period during which ERA Shareholders holding Outstanding Shares could apply to the Grand Court of the Cayman Islands (“Grand Court”) to object to the compulsory acquisition of the Outstanding Shares expired at 12:00 a.m. on 29 September 2012 (Cayman Island time). Based on the search of the Register of Writs and Other Originating Process of the Grand Court conducted by the Offeror on 2 October 2012, as at 9:00 a.m. on 2 October 2012 (Cayman Islands time), no such application had been made to the Grand Court by any ERA Shareholders holding Outstanding Shares. Accordingly, the Offeror has become entitled and bound to acquire the Outstanding Shares on the same terms as the Share Offer as at 3 October 2012.

Procedures to complete the Compulsory Acquisition are underway and the Compulsory Acquisition shall be completed when all the Outstanding Shares have been transferred to the Offeror. The amount representing the consideration payable by the Offeror for the acquisition of the Outstanding Shares will be kept in a separate account by ERA on trust for ERA Shareholders holding Outstanding Shares. As a result of and with effect from the completion of the Compulsory Acquisition, ERA will become a wholly-owned subsidiary of the Offeror.

3. WITHDRAWAL OF LISTING OF ERA

Trading in the Shares was suspended with effect from 9:00 a.m. on 22 May 2012 and will continue to be suspended until the withdrawal of the listing of the Shares following completion of the Compulsory Acquisition. Listing of the Shares on GEM will be withdrawn with effect from 9:00 a.m. on 4 October 2012.

All time references contained in this announcement are to Hong Kong time unless specified otherwise.

By Order of the Board
Caterpillar (Luxembourg) Investment Co. S.A.
Francois OGGIER
Director

By Order of the Board
ERA Mining Machinery Limited
Luis DE LEON
Chairman

Hong Kong, 3 October 2012

This announcement does not constitute an offer or an invitation to purchase any securities. The Share Offer and Option Offer were made solely by means of the Composite Document and have been closed.

Notice to US holders of Shares:

The Share Offer has been made for the securities of a Cayman company. Information distributed in connection with the compulsory acquisition related to the Share Offer is subject to Hong Kong disclosure requirements, which are different from those of the United States. Other than the financial information of the Caterpillar Group, which has been prepared in accordance with US GAAP, the financial information included in the Composite Document relating to the Share Offer has been prepared in accordance with accounting principles of Hong Kong Financial Reporting Standards and thus may not be comparable to financial information of US companies or companies whose financial statements are prepared in accordance with generally accepted accounting principles in the United States.

It may be difficult for US holders of Shares to enforce their rights and claims arising out of the US federal securities laws, since the Offeror and ERA are located in a country other than the United States, and some or all of their officers and directors may be residents of a country other than the United States. US holders of Shares may not be able to sue a non-US company or its officers or directors in a non-US court for violations of the US securities laws. Further, it may be difficult to compel a non-US company and its affiliates to subject themselves to a US court's judgment.

The Loan Notes and the related guarantee have not been, and absent the filing of a registration statement or the availability of an applicable exemption from registration or other waiver, will not be, offered, sold or delivered, directly or indirectly into any jurisdiction where to do so would constitute a violation thereof or a violation of any other relevant laws of such jurisdiction.

In accordance with normal Hong Kong practice and pursuant to Rule 14e-5(b) of the US Exchange Act, the Offeror or its nominees, or its brokers (acting as agents), may from time to time make certain purchases of, or arrangements to purchase, Shares outside of the United States, other than pursuant to the compulsory acquisition, before or during the period in which the Loan Note Alternative remains open for election. These purchases may occur either in the open market at prevailing prices or in private transactions at negotiated prices. Any information about such purchases will be reported to the SFC and will be available on the SFC website at <http://www.sfc.hk/>.

The Offeror Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement (other than that relating to the ERA Group and the Controlling Shareholders) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement (other than those expressed by the ERA Group and the Controlling Shareholders) have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statements in this announcement misleading.

As at the date of this announcement, the board of directors of the Offeror is comprised of Mr. Francois OGGIER, Mr. Christopher HONDA and Mr. Michael CURRAN.

The ERA Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement (other than that relating to the Offeror and its Concert Parties and Citigroup) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement (other than those expressed by the Offeror and its Concert Parties and Citigroup) have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statements in this announcement misleading.

As at the date of this announcement, the executive directors of ERA are Mr. Luis de Leon, Mr. Robert J Sherack, Mr. Emory WILLIAMS and Mr. LI Rubo; the non-executive directors of ERA are Mr. Edward J Scott, Mr. Kebao Yang and Mr. Qihua Chen.

The Caterpillar Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement (other than that relating to the ERA Group and the Controlling Shareholders) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement (other than that relating to the ERA Group and the Controlling Shareholders) have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statements in this announcement misleading.

As at the date of this announcement, the board of directors of Caterpillar is comprised of Mr. David L. CALHOUN, Mr. Daniel M. DICKINSON, Mr. Eugene V. FIFE, Mr. Juan GALLARDO, Mr. David R GOODE, Mr. Jesse J. GREENE Jr., Mr. Jon M. HUNTSMAN Jr., Mr. Peter A. MAGOWAN, Mr. Dennis A. MUILENBURG, Mr. Douglas R. OBERHELMAN, Mr. William A. OSBORNE, Mr. Charles D. POWELL, Mr. Edward B. RUST Jr., Ms. Susan C. SCHWAB, Mr. Joshua I. SMITH and Mr. Miles D. WHITE.