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**国际煤机集团**  
INTERNATIONAL MINING MACHINERY

## **INTERNATIONAL MINING MACHINERY HOLDINGS LIMITED**

**國際煤機集團**

*(incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1683)**

### **ISSUANCE OF SHARES PURSUANT TO THE EXERCISE OF SHARE OPTIONS AND ANNOUNCEMENT PURSUANT TO RULE 3.8 OF THE TAKEOVERS CODE**

The Company announces that 4,000 ordinary shares of the Company had been issued to one of its employees on 22 August 2011 pursuant to the exercise of share options granted under the Share Option Scheme.

Reference is made to the announcements jointly issued by Joy Global Inc. and International Mining Machinery Holdings Limited (the “**Company**”) on 14 July 2011 and 29 July 2011 in relation to the Offers (the “**Announcements**”). Terms defined in the Announcements have the same meaning when used in this announcement unless the context otherwise requires.

Pursuant to Rule 3.8 of the Takeovers Code, the Company announces that 4,000 ordinary shares of the Company had been issued to one of its employees on 22 August 2011 pursuant to the exercise of share options granted on 28 April 2010 at the exercise price of HK\$4.07 per share under the share option scheme adopted by the Company on 24 January 2010 (the “**Share Option Scheme**”).

As at the date hereof, the Company has a total of 1,300,144,200 ordinary shares in issue and 17,989,800 outstanding share options exercisable into shares of the Company under the Share Option Scheme. Save for the foregoing, the Company has no other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) as at the date of this announcement. Associates (as such term is defined under the Takeovers Code, including IMM Shareholders holding 5% or more of the relevant securities (as defined in paragraphs (a) to (e) in Note 4 to Rule 22 of the Takeovers Code)) of the Company are reminded to disclose their dealings in the relevant securities of the Company under Rule 22 of the Takeovers Code.

In accordance with Rule 3.8 of the Takeovers Code, reproduced below is the full text of Note 11 to Rule 22 of the Takeovers Code:

“Responsibilities of stockbrokers, banks and other intermediaries

Stockbrokers, banks and others who deal in relevant securities on behalf of clients have a general duty to ensure, so far as they are able, that those clients are aware of the disclosure obligations attaching to associates and other persons under Rule 22 and that those clients are willing to comply with them. Principal traders and dealers who deal directly with investors should, in appropriate cases, likewise draw attention to the relevant Rules. However, this does not apply when the total value of dealings (excluding stamp duty and commission) in any relevant security undertaken for a client during any 7-day period is less than HK\$1 million.

This dispensation does not alter the obligations of principals, associates and other persons themselves to initiate disclosure of their own dealings, whatever total value is involved.

Intermediaries are expected to co-operate with the Executive in its dealings enquiries. Therefore, those who deal in relevant securities should appreciate that stockbrokers and other intermediaries will supply the Executive with relevant information as to those dealings, including identities of clients, as part of that cooperation.”

**IMM Shareholders, IMM Optionholders and potential investors should be aware that the Offers are subject to the relevant conditions set out in the Announcements being fulfilled (or, if applicable, waived) and may or may not be completed or effected, as the case may be. IMM Shareholders, IMM Optionholders and potential investors are advised to exercise caution when dealing in IMM Shares.**

By Order of the Board  
**International Mining Machinery Holdings Limited**  
**Thomas H. Quinn**  
*Chairman*

Hong Kong, 23 August 2011

*As at the date of this announcement, the board of directors of IMM comprises 11 directors: the executive directors are Mr. Thomas H. Quinn, Mr. Kee-Kwan Allen Chan, Mr. Youming Ye, Mr. Kwong Ming Pierre Tsui and Mr. Yinghui Wang; the non-executive directors are Mr. John W. Jordan II and Ms. Lisa M. Ondrula; and the independent non-executive directors are Dr. Yiming Hu, Dr. Xuezheng Wang, Mr. Zhenduo Yuan and Dr. Fung Man, Norman Wai.*

*The directors of IMM jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement 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 statement in this announcement misleading.*