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**INTERNATIONAL MINING MACHINERY HOLDINGS LIMITED**

**國際煤機集團**

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

**(Stock Code: 1683)**

**JOY GLOBAL INC.**

*(A Delaware Corporation)*

**COMPLETION OF THE SHARE PURCHASE AGREEMENT**

**AND**

**MANDATORY CASH OFFERS**

**BY**

**UBS AG AND GOLDMAN SACHS (ASIA) L.L.C.**

**ON BEHALF OF**

**JOY GLOBAL ASIA LIMITED,**

**A WHOLLY OWNED SUBSIDIARY OF**

**JOY GLOBAL INC.,**

**TO ACQUIRE ALL OF THE ISSUED SHARES IN THE CAPITAL OF**

**INTERNATIONAL MINING MACHINERY HOLDINGS LIMITED**

**(OTHER THAN THOSE SHARES ALREADY OWNED BY**

**JOY GLOBAL ASIA LIMITED)**

**AND**

**FOR THE CANCELLATION OF ALL THE OUTSTANDING SHARE OPTIONS OF**

**INTERNATIONAL MINING MACHINERY HOLDINGS LIMITED**

**Joint Financial Advisers to Joy Global Inc.**



**Goldman  
Sachs**

**Independent Financial Adviser to the IMM Independent Board Committee**

**SUNWAH KINGSWAY**

**新華滙富**

## **SUMMARY**

On 23 December 2011, Joy Global Inc. and International Mining Machinery Holdings Limited jointly announced the receipt of unconditional MOFCOM anti-trust clearance for the transactions contemplated by the Share Purchase Agreement, and that the Condition described at paragraph (a) of the section headed “Conditions Precedent to the Share Purchase Agreement” in the announcement jointly issued by Joy Global and IMM on 15 July 2011 (the **Original Offer Announcement**) had accordingly been satisfied. It was indicated that Completion of the Share Purchase Agreement was scheduled to take place on or before 30 December 2011, subject to the other Conditions to the Share Purchase Agreement being and remaining satisfied.

The Share Purchase Agreement was duly completed on 30 December 2011. Upon Completion, Bidco has acquired 534,800,000 IMM Shares, representing approximately 41% of the issued share capital of IMM. Taken together with purchases made during the Offer Period, Bidco holds a total of 900,446,300 IMM Shares, representing approximately 69.3% of the issued share capital of IMM (and approximately 68.3% on a fully diluted basis assuming all outstanding Share Options are exercised in full).

Accordingly, the Joint Financial Advisers will make unconditional mandatory cash offers on behalf of Bidco (i) to acquire all of the issued shares in the capital of IMM (other than those shares already held by Bidco), and (ii) for the cancellation of all of the outstanding share options of IMM.

### **1. INTRODUCTION**

Reference is made to the Original Offer Announcement pursuant to which Joy Global and IMM announced possible mandatory cash offers to be made by the Joint Financial Advisers on behalf of Bidco (i) to acquire all of the issued shares in the capital of IMM (other than those shares already held by Bidco and parties acting in concert with it), and (ii) for the cancellation of all of the outstanding share options of IMM, and to the announcement jointly issued by Joy Global and IMM on 29 July 2011 pursuant to which it was announced that such offers would, if made, be unconditional in all respects.

### **2. COMPLETION OF THE SHARE PURCHASE AGREEMENT**

On 23 December 2011, Joy Global and IMM announced that they had received unconditional MOFCOM anti-trust clearance for the transactions contemplated by the Share Purchase Agreement and that the Condition described at paragraph (a) of the section headed “Conditions Precedent to the Share Purchase Agreement” in the Original Offer Announcement had accordingly been satisfied.

The Share Purchase Agreement was duly completed on 30 December 2011. Bidco thereby acquired 534,800,000 IMM Shares for HK\$8.50 per IMM Share.

Following market purchases by Bidco of a total of 365,646,300 IMM Shares for HK\$8.00 per IMM Share in the period since the Original Offer Announcement was made (which were disclosed in accordance with Rule 22 of the Takeovers Code and Part XV of the SFO), and the acquisition of 534,800,000 IMM Shares pursuant to Completion of the Share Purchase Agreement, Bidco holds 900,446,300 IMM Shares, representing approximately 69.3% of the issued share capital of IMM (and approximately 68.3% on a fully diluted basis assuming all outstanding Share Options are exercised in full).

### 3. MANDATORY UNCONDITIONAL CASH OFFERS

The Joint Financial Advisers will make unconditional mandatory cash offers on behalf of Bidco to acquire (i) all the IMM Shares (other than the IMM Shares already held by Bidco and parties acting in concert with it) in accordance with Rule 26.1 of the Takeovers Code, and (ii) for the cancellation of all of the outstanding Share Options in accordance with Rule 13.1 of the Takeovers Code.

The Share Offer:

**For each IMM Share ..... HK\$8.50 in cash**

The Option Offers:

**For each Share Option with an exercise  
price of HK\$4.07 per IMM Share ..... HK\$4.43 in cash**

**For each Share Option with an exercise  
price of HK\$6.75 per IMM Share ..... HK\$1.75 in cash**

As at the latest practicable date prior to this announcement for ascertaining certain information referred to in this announcement, there were 1,300,144,200 IMM Shares in issue and outstanding Share Options involving 17,989,800 IMM Shares. Other than the 1,300,144,200 IMM Shares in issue and outstanding Share Options involving 17,989,800 IMM Shares, there are no other IMM Shares, Share Options, warrants, derivatives or other securities that carry a right to subscribe for or which are convertible into IMM Shares.

### 4. COMPOSITE DOCUMENT

Joy Global and IMM intend to combine the offer document and IMM's response document in a Composite Document, which shall be sent to IMM Shareholders and IMM Optionholders by 6 January 2011 unless otherwise consented by the Executive.

The Composite Document will include, among other things (i) a letter from the Joint Financial Advisers setting out the terms of the Offers, (ii) information on the IMM Group, (iii) a letter of recommendation from the IMM Independent Board Committee containing its recommendation to the independent IMM Shareholders in respect of the Offers, and (iv) a letter from Kingsway Capital Limited, the independent financial adviser to the IMM Independent Board Committee, containing its recommendation and advice to the IMM Independent Board Committee in respect of the Offers.

An announcement will be made upon despatch of the Composite Document.

**IMM Shareholders are encouraged to read the Composite Document carefully before deciding whether or not to accept the Offers.**

## 5. DEFINITIONS

In this announcement, the following expressions have the meanings set out below unless the context requires otherwise:

- “Bidco” means Joy Global Asia Limited, a private limited liability company which was incorporated in Hong Kong on 29 April 2011 with number 1593988 as Newco Hong Kong 123 Limited and which is a wholly owned subsidiary of Joy Global Inc.;
- “Composite Document” means the composite document, incorporating the offer document required to be issued by, or on behalf of, Bidco to all IMM Shareholders and IMM Optionholders in accordance with the Takeovers Code and containing, inter alia, details of the terms of the Offers and the response document required to be issued by IMM to IMM Shareholders and IMM Optionholders in accordance with the Takeovers Code containing, inter alia, the offeree board circular of IMM;
- “Conditions” means the conditions to the completion of the Share Purchase Agreement, as set out under the paragraph headed “Conditions Precedent to the Share Purchase Agreement” in the Original Offer Announcement;
- “Goldman Sachs” means Goldman Sachs (Asia) L.L.C., a corporation licensed under the SFO to carry out Type 1 (dealing in securities), Type 4 (advising on securities) and Type 6 (advising on corporate finance) regulated activities;
- “HK\$” means Hong Kong dollar(s), the lawful currency of Hong Kong;
- “IMM” means International Mining Machinery Holdings Limited, a company incorporated in the Cayman Islands with limited liability whose shares are listed on the Main Board of the Stock Exchange (Stock Code: 1683);
- “IMM Group” means IMM, its subsidiaries and IMM’s associated companies as identified in Note 4 to the financial statements in IMM’s annual report and audited consolidated financial statements for the year ended 31 December 2010;
- “IMM Independent Board Committee” means the independent board committee of the IMM Board comprising Yiming Hu, Xuezheng Wang, Zhenduo Yuan and Fung Man Norman Wai, formed to give recommendations to the IMM Shareholders and the IMM Optionholders in respect of the Offers;
- “IMM Optionholders” means registered grantees/holders for the time being of Share Options;

“IMM Shareholders”	means registered holders for the time being of IMM Shares;
“IMM Shares”	means the ordinary shares of HK\$0.10 each in the issued capital of IMM;
“Joint Financial Advisers”	means Goldman Sachs and UBS;
“Joy Global”	means Joy Global Inc., a Delaware Corporation;
“MOFCOM”	means the Anti-monopoly Bureau of the PRC Ministry of Commerce;
“Offer Period”	means the period from 15 July 2011 until the date when the Offers close for acceptances;
“Offers”	means the Share Offer and the Option Offers;
“Option Offers”	means the mandatory cash offers by the Joint Financial Advisers on behalf of Bidco for the cancellation of the Share Options;
“SFO”	means the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong);
“Share Purchase Agreement”	means the share purchase agreement dated 11 July 2011 (as amended) entered into between TJCC Holdings Ltd, Bidco and Joy Global in relation to the sale and purchase of 534,800,000 IMM Shares;
“Share Offer”	means the mandatory cash offer by the Joint Financial Advisers on behalf of Bidco to acquire all of the issued and to be issued IMM Shares (other than those IMM Shares already owned by or agreed to be acquired by Bidco and parties acting in concert with it at the time when the Share Offer is made) at the Share Offer Price in accordance with the Takeovers Code;
“Share Options”	means outstanding options over IMM Shares granted pursuant to the share option scheme adopted by IMM pursuant to a resolution passed by IMM shareholders on 24 January 2010, as amended from time to time;
“Stock Exchange”	means The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	means the Code on Takeovers and Mergers published by the Securities and Futures Commission of Hong Kong; and

“UBS”

means UBS AG, acting through its division UBS Investment Bank, an institution licensed under the SFO to conduct Type 1 (dealing in securities), Type 4 (advising on securities), Type 6 (advising on corporate finance), Type 7 (providing automated trading services) and Type 9 (asset management) regulated activities.

By order of the board of  
**Joy Global Inc.**  
**Michael W. Sutherlin**  
*CEO & President*

By order of the board of  
**International Mining Machinery Holdings Limited**  
**Thomas H. Quinn**  
*Chairman*

Hong Kong, 30 December 2011

*As at the date of this announcement, the board of directors of Joy Global comprises 7 directors. Michael W. Sutherlin is an executive director. Steven L. Gerard, John Nils Hanson, Gale E. Klappa, Richard B. Loynd, P. Eric Sieger and James H. Tate are independent non-executive directors.*

*As at the date of this announcement, the board of directors of Bidco comprises Kim Robert Kodousek and John David Major.*

*The board of Joy Global and the directors of Bidco jointly and severally accept full responsibility for the accuracy of the information contained in this announcement (other than that relating to IMM Group) and confirm, having made all reasonable enquires, that to the best of their knowledge, opinions expressed in this announcement (other than those expressed by IMM or any directors of IMM) 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.*

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

*The directors of IMM jointly and severally accept full responsibility for the accuracy of the information contained in this announcement (other than that relating to Joy Global and Bidco) and confirm, having made all reasonable enquires, that to the best of their knowledge, opinions expressed in this announcement (other than those expressed by Joy Global or Bidco or any directors of Joy Global or Bidco) 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.*

*In accordance with Rule 3.8 of the Takeovers Code, the respective associates (including any person who owns or controls 5% or more of any class of relevant securities (as defined in Note 4 to Rule 22)) of Joy Global, Bidco and IMM are reminded to disclose their dealings in IMM Shares pursuant to the requirements 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 \$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.”*