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**內蒙古伊泰煤炭股份有限公司**

**INNER MONGOLIA YITAI COAL CO., LTD.\***

*(A joint stock company incorporated in the People's Republic of China with limited liability)*

**(Stock Code: 3948)**

**ANNOUNCEMENT**

**(1) CONDITIONAL CASH OFFER BY CHINA INTERNATIONAL CAPITAL CORPORATION HONG KONG SECURITIES LIMITED ON BEHALF OF INNER MONGOLIA YITAI COAL CO., LTD. TO BUY-BACK ALL THE ISSUED H SHARES AT HK\$17.50 PER H SHARE; AND**

**(2) PROPOSED VOLUNTARY WITHDRAWAL OF LISTING OF THE H SHARES OF INNER MONGOLIA YITAI COAL CO., LTD. ON THE STOCK EXCHANGE OF HONG KONG LIMITED**

**ENTERING INTO OF THE HONGRUI IRREVOCABLE UNDERTAKING, POSEIDON IRREVOCABLE UNDERTAKING AND MANSHI IRREVOCABLE UNDERTAKING**

**Financial Adviser to Inner Mongolia Yitai Coal Co., Ltd.**



**Independent Financial Adviser to the Independent H Shareholders**



Reference is made to (i) the announcement (the “**Announcement**”) of Inner Mongolia Yitai Coal Co., Ltd. (the “**Company**”) dated 9 May 2023; and (ii) the offer document of the Company dated 5 June 2023 (the “**Offer Document**”), each in respect of, amongst others, the conditional cash offer by China International Capital Corporation Hong Kong Securities Limited on behalf of the Company to

buy-back all the issued H Shares and the proposed voluntary withdrawal of listing of the H Shares on the Stock Exchange. Unless otherwise defined herein, capitalised terms used in this announcement shall have the same meanings as those defined in the Offer Document.

## **HONGRUI IRREVOCABLE UNDERTAKING**

The Board is pleased to announce that, on 12 June 2023, Ordos Hongrui Trade Company Limited\* (鄂爾多斯市弘瑞商貿有限公司) (“**Hongrui**”), an Independent H Shareholder, entered into an irrevocable undertaking in favour of the Company (the “**Hongrui Irrevocable Undertaking**”), pursuant to which Hongrui has unconditionally and irrevocably undertaken that, amongst other things, subject to the terms and conditions of the Hongrui Irrevocable Undertaking:

- (a) it will accept or procure the acceptance of the H Share Buy-back Offer in respect of the 44,711,200 H Shares held by it (representing approximately 1.37% of the total issued share capital of the Company and 13.71% of all the H Shares in issue as at the date of this announcement) and any H Shares which it may acquire subsequently with the prior written consent of the Company as set out in paragraph (d)(i) below, and will not revoke and will procure the non-revocation of such acceptance;
- (b) it will vote or procure the voting in favour of the H Share Buy-back Offer, the Voluntary Withdrawal of Listing and/or (upon the reasonable instructions of the Company) any resolutions which may be necessary or beneficial to the implementation of the H Share Buy-back Offer and the Voluntary Withdrawal of Listing at the EGM and the relevant class meeting(s) in respect the 44,711,200 H Shares held by it and any Shares which it may acquire subsequently with the prior written consent of the Company as set out in paragraph (d)(i) below (collectively, the “**Hongrui Committed Shares**”);
- (c) it will not take any actions which may hinder or delay the H Share Buy-back Offer and/or the Voluntary Withdrawal of Listing (including making any offer, scheme of arrangement, acquisition, merger or business combination in respect of the securities of the Company);
- (d) it will not: (i) (unless with the prior written consent of the Company) deal in the Hongrui Committed Shares or purchase or subscribe for the Shares of the Company; (ii) accept, undertake to accept or otherwise agree to any other offer, scheme of arrangement, acquisition, merger or other business combination in respect of the securities of the Company (unless such offer, scheme of arrangement, acquisition, merger or business combination was made other than for reasons of any breach of the terms of the Hongrui Irrevocable Undertaking by Hongrui, involves an offer for the H Shares and offers a higher offer price as compared to the H Share Buy-back Offer); (iii) (subject to the aforementioned paragraph (ii)) directly or indirectly, sell, transfer, offer or agree to sell, charge, mortgage, pledge, create or grant any option, warrants or purchase rights over or otherwise dispose of or create encumbrances over the Hongrui Committed Shares and the rights attached to it; (iv) enter into any swap or other arrangements that transfers the interest or consequences of the ownership of the Hongrui Committed Shares;

(v) enter into any transaction with the same effect as any transaction described in (i) to (iv) of this paragraph (d) above; or (vi) negotiate or announce any intention to enter into any transaction described in (i) to (v) of this paragraph (d) above.

The Hongrui Irrevocable Undertaking shall terminate upon the earlier of (i) the lapse or withdrawal of the H Share Buy-back Offer and the Voluntary Withdrawal of Listing; or (ii) the close of the H Share Buy-back Offer.

### **Poseidon Irrevocable Undertaking**

The Board is pleased to announce that, on 12 June 2023, Poseidon Sports Limited (“**Poseidon**”), an Independent H Shareholder, entered into an irrevocable undertaking in favour of the Company (the “**Poseidon Irrevocable Undertaking**”), pursuant to which Poseidon has unconditionally and irrevocably undertaken that, amongst other things, subject to the terms and conditions of the Poseidon Irrevocable Undertaking:

- (a) it will accept or procure the acceptance of the H Share Buy-back Offer in respect of the 20,017,000 H Shares held by it (representing approximately 0.62% of the total issued share capital of the Company and 6.14% of all the H Shares in issue as at the date of this announcement) and any H Shares which it may acquire subsequently with the prior written consent of the Company as set out in paragraph (d)(i) below, and will not revoke and will procure the non-revocation of such acceptance;
- (b) it will vote or procure the voting in favour of the H Share Buy-back Offer, the Voluntary Withdrawal of Listing and/or (upon the reasonable instructions of the Company) any resolutions which may be necessary or beneficial to the implementation of the H Share Buy-back Offer and the Voluntary Withdrawal of Listing at the EGM and the relevant class meeting(s) in respect the 20,017,000 H Shares held by it and any Shares which it may acquire subsequently with the prior written consent of the Company as set out in paragraph (d)(i) below (collectively, the “**Poseidon Committed Shares**”);
- (c) it will not take any actions which may hinder or delay the H Share Buy-back Offer and/or the Voluntary Withdrawal of Listing (including making any offer, scheme of arrangement, acquisition, merger or business combination in respect of the securities of the Company);
- (d) it will not: (i) (unless with the prior written consent of the Company) deal in the Poseidon Committed Shares or purchase or subscribe for the Shares of the Company; (ii) accept, undertake to accept or otherwise agree to any other offer, scheme of arrangement, acquisition, merger or other business combination in respect of the securities of the Company (unless such offer, scheme of arrangement, acquisition, merger or business combination was made other than for reasons of any breach of the terms of the Poseidon Irrevocable Undertaking by Poseidon, involves an offer for the H Shares and offers a higher offer price as compared to the H Share Buy-back Offer); (iii) (subject to the aforementioned paragraph (ii)) directly or indirectly, sell, transfer, offer or agree to sell, charge, mortgage, pledge, create or grant any option, warrants or

purchase rights over or otherwise dispose of or create encumbrances over the Poseidon Committed Shares and the rights attached to it; (iv) enter into any swap or other arrangements that transfers the interest or consequences of the ownership of the Poseidon Committed Shares; (v) enter into any transaction with the same effect as any transaction described in (i) to (iv) of this paragraph (d) above; or (vi) negotiate or announce any intention to enter into any transaction described in (i) to (v) of this paragraph (d) above.

The Poseidon Irrevocable Undertaking shall terminate upon the earlier of (i) the lapse or withdrawal of the H Share Buy-back Offer and the Voluntary Withdrawal of Listing; or (ii) the close of the H Share Buy-back Offer.

### **Manshi Irrevocable Undertaking**

The Board is pleased to announce that, on 12 June 2023, Manshi Investment Group Limited\* (滿世投資集團有限公司) (“**Manshi**”), an Independent H Shareholder, entered into an irrevocable undertaking in favour of the Company (the “**Manshi Irrevocable Undertaking**”), pursuant to which Manshi has unconditionally and irrevocably undertaken that, amongst other things, subject to the terms and conditions of the Manshi Irrevocable Undertaking:

- (a) it will accept or procure the acceptance of the H Share Buy-back Offer in respect of the 28,321,000 H Shares held by it (representing approximately 0.87% of the total issued share capital of the Company and 8.69% of all the H Shares in issue as at the date of this announcement) and any H Shares which it may acquire subsequently with the prior written consent of the Company as set out in paragraph (d)(i) below, and will not revoke and will procure the non-revocation of such acceptance;
- (b) it will vote or procure the voting in favour of the H Share Buy-back Offer, the Voluntary Withdrawal of Listing and/or (upon the reasonable instructions of the Company) any resolutions which may be necessary or beneficial to the implementation of the H Share Buy-back Offer and the Voluntary Withdrawal of Listing at the EGM and the relevant class meeting(s) in respect the 28,321,000 H Shares held by it and any Shares which it may acquire subsequently with the prior written consent of the Company as set out in paragraph (d)(i) below (collectively, the “**Manshi Committed Shares**”);
- (c) it will not take any actions which may hinder or delay the H Share Buy-back Offer and/or the Voluntary Withdrawal of Listing (including making any offer, scheme of arrangement, acquisition, merger or business combination in respect of the securities of the Company);
- (d) it will not: (i) (unless with the prior written consent of the Company) deal in the Manshi Committed Shares or purchase or subscribe for the Shares of the Company; (ii) accept, undertake to accept or otherwise agree to any other offer, scheme of arrangement, acquisition, merger or other business combination in respect of the securities of the Company (unless such offer, scheme of arrangement, acquisition, merger or business combination was made other than for reasons of any breach of the terms of the Manshi Irrevocable Undertaking by Manshi,

involves an offer for the H Shares and offers a higher offer price as compared to the H Share Buy-back Offer); (iii) (subject to the aforementioned paragraph (ii)) directly or indirectly, sell, transfer, offer or agree to sell, charge, mortgage, pledge, create or grant any option, warrants or purchase rights over or otherwise dispose of or create encumbrances over the Manshi Committed Shares and the rights attached to it; (iv) enter into any swap or other arrangements that transfers the interest or consequences of the ownership of the Manshi Committed Shares; (v) enter into any transaction with the same effect as any transaction described in (i) to (iv) of this paragraph (d) above; or (vi) negotiate or announce any intention to enter into any transaction described in (i) to (v) of this paragraph (d) above.

The Manshi Irrevocable Undertaking shall terminate upon the earlier of (i) the lapse or withdrawal of the H Share Buy-back Offer and the Voluntary Withdrawal of Listing; or (ii) the close of the H Share Buy-back Offer.

As set out in the Announcement and the Offer Document, the Controlling Shareholder and Yitai (Group) Hong Kong have entered into the DS Irrevocable Undertaking. In addition, as set out in the announcement of the Company dated 30 May 2023 in relation to the intention of an H Shareholder to accept the H Share Buy-back Offer (the “**30 May Announcement**”), based on the announcement of Datang International Power Generation Co., Ltd. (stock code: 991.HK, 601991.SH, “**Datang**”) published on 29 May 2023 and the Company's understanding, the board of directors of Datang has approved the acceptance of the H Share Buy-back Offer in respect of all the H Shares held by Datang International (Hong Kong) Limited (a wholly-owned subsidiary of Datang).

Taking into account the DS Irrevocable Undertaking, the Hongrui Irrevocable Undertaking, the Poseidon Irrevocable Undertaking, the Manshi Irrevocable Undertaking and the 30 May Announcement, as at the date of this announcement, based on the Company's understanding:

- (a) acceptance of H Share Buy-back Offer in respect of 129,111,400 H Shares have been committed or indicated, representing approximately 3.97% of the total issued share capital of the Company and 39.60% of all the H Shares in issue and all the H Shares held by Independent H Shareholders as at the date of this announcement); and
- (b) 2,005,049,200 Shares (comprising 1,600,000,000 unlisted Domestic Shares, 312,000,000 B Shares and 93,049,200 H Shares) have been committed to vote in favour of the H Share Buy-back Offer and the Voluntary Withdrawal of Listing at the EGM and the relevant class meeting(s). Such Shares represent approximately 61.62% of the total issued share capital of the Company, 65.30% of all the Domestic Shares and B Shares in issue, and 28.54% of all the H Shares in issue and all the H Shares held by the Independent H Shareholders as at the date of this announcement.

Copies of the Hongrui Irrevocable Undertaking, Poseidon Irrevocable Undertaking and Manshi Irrevocable Undertaking are available for inspection on (i) the website of the SFC ([www.sfc.hk](http://www.sfc.hk)) and (ii) the Company's website ([www.yitaicoal.com](http://www.yitaicoal.com)) during the period from the date of this announcement for so long as the H Share Buy-back Offer remains opened for acceptance.

## **WARNING**

**H Shareholders and potential investors of the Company should note that the H Share Buy-back Offer is subject to the satisfaction of the Conditions in all respects. Accordingly, the H Share Buy-back Offer may or may not become unconditional. H Shareholders and potential investors of the Company should therefore exercise caution when dealing in the securities of the Company. Persons who are in doubt as to the action they should take should consult their licensed securities dealers or registered institutions in securities, bank managers, solicitors, professional accountants or other professional advisers.**

**Shareholders are reminded to read the Offer Document (including but not limited to the letter from the Independent Financial Adviser) carefully before deciding on how to vote on the H Share Buy-back Offer and the Voluntary Withdrawal of Listing, and whether to accept the H Share Buy-back Offer.**

**Independent H Shareholders are reminded that if they do not accept the H Share Buy-back Offer, and if the H Share Buy-back Offer subsequently becomes unconditional in all respects and the H Shares are delisted from the Hong Kong Stock Exchange, this will result in the Independent H Shareholders holding unlisted H Shares and the liquidity of the H Shares may be severely reduced. In addition, the Company will no longer be subject to the requirements under the Listing Rules and may or may not continue to be subject to the Takeovers Code (depending on whether it remains as a public company in Hong Kong under the Takeovers Code) after the completion of the H Share Buy-back Offer, and the rights of Independent H Shareholders to certain information of the Company will be reduced.**

**Shareholders should also note that if they do not agree to the terms of the H Share Buy-back Offer, they can vote against the H Share Buy-back Offer and the Voluntary Withdrawal of Listing at the H Shareholders Class Meeting, Non-H Shareholders Class Meeting (if required) and/or the EGM (as the case may be). If more than 10% of the votes attaching to all the H Shares held by the Independent H Shareholders are voted against the H Share Buy-back Offer and the Voluntary Withdrawal of Listing at the H Shareholders Class Meeting, the H Share Buy-back Offer would lapse and the H Shares would remain listed on the Hong Kong Stock Exchange.**

By order of the Board  
**Inner Mongolia Yitai Coal Co., Ltd.\***  
**Zhang Jingquan**  
*Chairman of the Board*

Inner Mongolia, the PRC, 12 June 2023

*As at the date of this announcement, the executive directors of the Company are Mr. Zhang Jingquan, Mr. Liu Chunlin, Mr. Li Juncheng, Mr. Zhao Like, Mr. Yang Jialin and Mr. Bian Zhibao; and the independent non-executive directors of the Company are Ms. Du Yingfen, Mr. E Erdun Tao Ketao and Mr. Tam, Kwok Ming Banny.*

*The directors of the Company jointly and severally accept full responsibility for the accuracy of information contained in this announcement and confirm, having made all reasonable inquiries, 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.*

*\* For identification purpose only*