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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)**

- (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**

**POLL RESULTS OF  
THE EXTRAORDINARY GENERAL MEETING,  
THE H SHAREHOLDERS CLASS MEETING AND  
THE NON-H SHAREHOLDERS CLASS MEETING  
HELD ON 30 JUNE 2023**

**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. Unless otherwise defined herein, capitalised terms used in this announcement shall have the same meanings as those defined in the Offer Document.

## **POLL RESULTS OF THE EGM, THE H SHAREHOLDERS CLASS MEETING AND THE NON-H SHAREHOLDERS CLASS MEETING**

The Board is pleased to announce that (i) the resolutions proposed at the EGM for approving the H Share Buy-back Offer and the Voluntary Withdrawal of Listing were duly passed by way of poll at the EGM; (ii) the resolutions proposed at the H Shareholders Class Meeting for approving the H Share Buy-back Offer and the Voluntary Withdrawal of Listing were duly passed by way of poll at the H Shareholders Class Meeting; and (iii) the resolutions proposed at the Non-H Shareholders Class Meeting for approving the H Share Buy-back Offer and the Voluntary Withdrawal of Listing were duly passed by way of poll at the Non-H Shareholders Class Meeting. Accordingly, Conditions (a), (b) and (c) of the H Share Buy-back Offer and the Voluntary Withdrawal of Listing (in respect of the passing of the relevant resolutions in respect of the H Share Buy-back Offer and the Voluntary Withdrawal of Listing at the EGM, Non-H Shareholders Class Meeting and the H Shareholders Class Meeting) have been fulfilled.

The EGM, the H Shareholders Class Meeting and the Non-H Shareholders Class Meeting were held at Room 1, Conference Center, Building of Inner Mongolia Yitai Coal Co., Ltd., Ordos, Inner Mongolia, the PRC at 2:30 p.m. on Friday, 30 June 2023.

The EGM, the H Shareholders Class Meeting and the Non-H Shareholders Class Meeting were chaired by Mr. Zhang Jingquan, an executive Director and the chairman of the Board. Mr. Zhang Jingquan, being an executive Director and the chairman, and Ms. Du Yingfen, Mr. E Erdun Tao Ketao and Mr. Tam, Kwok Ming Banny, being the independent non-executive Directors, attended the EGM, the H Shareholders Class Meeting and the Non-H Shareholders Class Meeting.

In compliance with the requirements of Rule 2.9 of the Takeovers Code, the Listing Rules and the articles of association of the Company, the lawyer from Global Law Office (the Company’s PRC legal advisers), representatives of Shareholders, representatives of supervisors and the Share Registrar were appointed to jointly act as scrutineers for the vote-taking at the EGM, the H Shareholders Class Meeting and the Non-H Shareholders Class Meeting.

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 (i) the announcement of the Company dated 12 June 2023, (a) Ordos Hongrui Trade Company Limited\* (鄂爾多斯市弘瑞商貿有限公司) has entered into an irrevocable undertaking in favour of the Company (the “**Hongrui Irrevocable Undertaking**”); (b) Poseidon Sports Limited has entered into

an irrevocable undertaking in favour of the Company (the “**Poseidon Irrevocable Undertaking**”); and (c) Manshi Investment Group Limited\* (滿世投資集團有限公司) has entered into an irrevocable undertaking in favour of the Company (the “**Manshi Irrevocable Undertaking**”); and (ii) the announcement of the Company dated 13 June 2023, Inner Mongolia Ordos Investment Holding Group Co., Ltd.\* (內蒙古鄂爾多斯投資控股集團有限公司) has entered into an irrevocable undertaking in favour of the Company (the “**Ordos Investment Irrevocable Undertaking**”). Taking into account the DS Irrevocable Undertaking, the Hongrui Irrevocable Undertaking, the Poseidon Irrevocable Undertaking, the Manshi Irrevocable Undertaking and the Ordos Investment Irrevocable Undertaking (collectively, the “**Irrevocable Undertakings**”), 2,060,492,800 Shares (comprising 1,600,000,000 unlisted Domestic Shares, 312,000,000 B Shares and 148,492,800 H Shares) have been committed to vote in favour of the H Share Buyback Offer and the Voluntary Withdrawal of Listing at the EGM and the relevant class meeting(s). Such Shares represent approximately 63.32% of the total issued share capital of the Company, 65.30% of all the Domestic Shares and B Shares in issue, and 45.55% of all the H Shares in issue and all the H Shares held by the Independent H Shareholders as at the date of the EGM, the H Shareholders Class Meeting and the Non-H Shareholders Class Meeting.

#### A. POLL RESULT OF THE EGM

The poll result of the resolutions passed at the EGM is as follows:

RESOLUTION		FOR (Note 1)	AGAINST (Note 1)	ABSTAIN (Note 1)
(1)	To consider the resolution for approval of the H Share Buy-back Offer and the Voluntary Withdrawal of Listing	2,306,515,428 (99.382252%)	14,337,017 (0.617748%)	0 (0%)
(2)	To consider the resolution for authorization of the completion of the H Share Buy-back Offer and the Voluntary Withdrawal of Listing	2,306,515,428 (99.382252%)	14,336,517 (0.617726%)	500 (0.000022%)

*Notes:*

1. The percentage figures are calculated based on the total number of votes attaching to all the Shares held by the Shareholders cast in person or by proxy at the EGM.
2. The percentage figures are subject to rounding adjustments and may not add up to 100%.

As at the date of the EGM, the total number of issued Shares was 3,254,007,000, comprising 326,007,000 issued H Shares, 1,328,000,000 issued B Shares and 1,600,000,000 issued Domestic Shares.

Other than the Irrevocable Undertakings, none of the Shareholders has indicated his/her/its intention to vote in favour of or against the resolutions proposed at the EGM or to abstain from voting at the EGM.

The total number of Shares entitling the Shareholders to attend and vote for or against the resolutions at the EGM was 3,254,007,000 Shares. Shareholders and authorized proxies holding an aggregate of 2,320,852,445 Shares, representing approximately 71.32% of the total number of the votes attaching to all the Shares held by the Shareholders who were entitled to attend and vote on the resolutions at the EGM, were present at the EGM. There were no restrictions imposed on any Shareholder to cast votes on the resolutions passed at the EGM. There were no Share entitling the Shareholder to attend and vote only against the resolution at the EGM or which were required to abstain from voting.

As at least two-thirds (2/3) of the votes attaching to the Shares held by all the Shareholders present in person or by proxy at the EGM were cast in favour of resolution (1), resolution (1) was duly passed by way of poll at the EGM.

As more than 50% of the votes attaching to the Shares held by all the Shareholders present in person or by proxy at the EGM were cast in favour of resolution (2), resolution (2) was duly passed by way of poll at the EGM.

**B. POLL RESULT OF THE H SHAREHOLDERS CLASS MEETING**

The poll result of the resolutions passed at the H Shareholders Class Meeting is as follows:

RESOLUTION		FOR	AGAINST	ABSTAIN
(1)	To consider the resolution for approval of the H Share Buy-back Offer and the Voluntary Withdrawal of Listing	214,503,533 (99.999953%) (Note 1)	100 (0.000047%) (Note 1) (0.000031%) (Note 2)	0 (0%) (Note 1)
(2)	To consider the resolution for authorization of the completion of the H Share Buy-back Offer and the Voluntary Withdrawal of Listing	214,503,533 (99.999953%) (Note 1)	100 (0.000047%) (Note 1)	0 (0%) (Note 1)

Notes:

1. The percentage figures are calculated based on the total number of votes attaching to all the H Shares held by the Independent H Shareholders cast in person or by proxy at the H Shareholders Class Meeting.
2. The percentage figures are calculated based on the total number of votes attaching to all the H Shares held by the Independent H Shareholders.
3. The percentage figures are subject to rounding adjustments and may not add up to 100%.

As at the date of the H Shareholders Class Meeting, the total number of issued H Shares was 326,007,000.

Other than the Irrevocable Undertakings, none of the Independent H Shareholders has indicated his/her/its intention to vote in favour of or against the resolutions proposed at the H Shareholders Class Meeting or to abstain from voting at the H Shareholders Class Meeting.

The total number of H Shares entitling the Independent H Shareholders to attend and vote for or against the resolutions at the H Shareholders Class Meeting was 326,007,000 H Shares. Independent H Shareholders and authorized proxies holding an aggregate of 214,503,633 H Shares, representing approximately 65.80% of the total number of the votes attaching to all the H Shares held by the Independent H Shareholders who were entitled to attend and vote on the resolutions at the H Shareholders Class Meeting, were present at the H Shareholders Class Meeting.

The Directors and parties acting in concert with any of the Directors and the Company do not hold any H Shares to attend and vote for or against the resolution at the H Shareholders' Class Meeting, and no H Shareholders have a material interest in the H Share Buy-back Offer and the Voluntary Withdrawal of Listing that is different from the interests of all other H Shareholders as stipulated under Rule 3.2 of the Share Buy-backs Code. In any event, any votes cast by the Directors and parties acting in concert with any of the Directors and the Company or any H Shareholders having a material interest within the meaning of Rule 3.2 of the Share Buy-backs Code shall not be counted for the purpose of satisfying the requirements of Rule 2.2 of the Takeovers Code.

As disclosed in the Offer Document, Shares held by members of the CICC group acting in the capacity of exempt principal traders must not be voted at the H Shareholders' Class Meeting unless the Executive allows such Shares to be so voted. Shares held by members of the CICC group acting in the capacity of exempt principal traders may, subject to consent of the Executive, be allowed to be voted at the H Shareholders Class Meeting if: (i) such member of the CICC group holds the relevant Shares as a simple custodian for and on behalf of non-discretionary clients; (ii) there are contractual arrangements in place between such member of the CICC group and such non-discretionary client that strictly prohibit such member of the CICC group from exercising any voting discretion over such Shares; (iii) all voting instructions shall originate from such non-discretionary client only (if no instructions are given, then no votes shall be cast for such Shares held by such member of the CICC group); and (iv) such non-discretionary client is not a concert party of the Company. Accordingly, each member of CICC group which is an exempt principal trader did not exercise the voting rights attached to the H Shares owned by them in the context of the H Share Buy-back Offer and the Voluntary Withdrawal of Listing at the H Shareholders Class Meeting.

There were no other restrictions imposed on any H Shareholders to cast votes on the resolutions passed at the H Shareholders Class Meeting. There were no H Shareholders entitled to attend and vote only against the resolutions at the H Shareholders Class Meeting or which were required to abstain from voting.

As at least 75% of the votes attaching to all the H Shares held by the Independent H Shareholders that were voted either in person or by proxy at the H Shareholders Class Meeting were cast in favour of resolution (1) and the number of votes cast (by way of poll) by the Independent H Shareholders present and voting either in person or by proxy at the H Shareholders Class Meeting against resolution (1) was not more than 10% of the votes attaching to all the H Shares held by the Independent H Shareholders, resolution (1) was duly passed by way of poll at the H Shareholders Class Meeting. In addition, as more than 50% of the votes attaching to the H Shares held by all the Independent H Shareholders present in person or by proxy at the H Shareholders Class Meeting were cast in favour of resolution (2), resolution (2) was duly passed by way of poll at the H Shareholders Class Meeting.

### C. POLL RESULT OF THE NON-H SHAREHOLDERS CLASS MEETING

The poll result of the resolutions passed at the Non-H Shareholders Class Meeting is as follows:

RESOLUTION		FOR (Note 1)	AGAINST (Note 1)	ABSTAIN (Note 1)
(1)	To consider the resolution for approval of the H Share Buy-back Offer and the Voluntary Withdrawal of Listing	2,091,904,795 (99.319308%)	14,337,017 (0.680692%)	0 (0%)
(2)	To consider the resolution for authorization of the completion of the H Share Buy-back Offer and the Voluntary Withdrawal of Listing	2,091,904,795 (99.319308%)	14,336,517 (0.680668%)	500 (0.000024%)

*Notes:*

1. The percentage figures are calculated based on the total number of votes attaching to all the B Shares and the Domestic Shares held by the holders of B Shares and/or Domestic Shares (the “**Non-H Shareholders**”) cast in person or by proxy at the Non-H Shareholders Class Meeting.
2. The percentage figures are subject to rounding adjustments and may not add up to 100%.

As at the date of the Non-H Shareholders Class Meeting, the total number of issued B Shares and Domestic Shares were 2,928,000,000.

Other than the Irrevocable Undertakings, none of the Non-H Shareholders has indicated his/her/its intention to vote in favour of or against the resolutions proposed at the Non-H Shareholders Class Meeting or to abstain from voting at the Non-H Shareholders Class Meeting.

The total number of B Shares and Domestic Shares entitling the Non-H Shareholders to attend and vote for or against the resolutions at the Non-H Shareholders Class Meeting was 2,928,000,000 Shares. Non-H Shareholders and authorized proxies holding an aggregate of 2,106,241,812 B Shares and Domestic Shares, representing approximately 71.93% of the total number of the votes attaching to all the B Shares and Domestic Shares held by the Non-H

Shareholders who were entitled to attend and vote on the resolutions at the Non-H Shareholders Class Meeting, were present at the Non-H Shareholders Class Meeting. There were no restrictions imposed on any Shareholder to cast votes on the resolutions passed at the Non-H Shareholders Class Meeting. There were no Share entitling the Shareholder to attend and vote only against the resolution at the Non-H Shareholders Class Meeting or which were required to abstain from voting.

As at least two-thirds (2/3) of the votes attaching to all the B Shares and the Domestic Shares held by the B Shareholders and the holder of Domestic Shares that are voted either in person or by proxy at the Non-H Shareholders Class Meeting were cast in favour of resolution (1), resolution (1) was duly passed by way of poll at the Non-H Shareholders Class Meeting.

As more than 50% of the votes attaching to all the B Shares and the Domestic Shares held by the B Shareholders and the holder of Domestic Shares that are voted either in person or by proxy at the Non-H Shareholders Class Meeting were cast in favour of resolution (2), resolution (2) was duly passed by way of poll at the Non-H Shareholders Class Meeting.

## **OUTSTANDING CONDITIONS**

As set out in the section headed “Conditions of the H Share Buy-back Offer and the Voluntary Withdrawal of Listing” in the Letter from the Board of the Offer Document, the H Share Buy-back Offer and the Voluntary Withdrawal of Listing are subject to the fulfillment of the Conditions.

The Independent H Shareholders are reminded that the H Share Buy-back Offer remains conditional on minimum valid acceptances of the H Share Buy-back Offer being received (and not, where permitted, withdrawn) by 4:00 p.m. on the First Closing Date (or such later time and date as the Company may, subject to the Takeovers Code, decide) amounting to at least 90% of the H Shares held by the Independent H Shareholders.

As at the date of this announcement, Conditions (d) (being the minimum valid acceptance of the H Share Buy-back offer), (f) (in respect of the registration with SAFE in relation to the H Share Buy-back Offer remaining in full force and effect), (g) (in respect of all necessary authorisations, consents and approvals of any governmental or regulatory body in relation to the H Share Buy-back Offer (including its implementation) remaining in full force and effect) and (h) (in respect of compliance by the Company with the Listing Rules, the Takeovers Code, the Share Buy-backs Code and the other statutory laws of the Hong Kong and the PRC applicable to the H Share Buy-back Offer and the Voluntary Withdrawal of Listing) of the H Share Buy-back Offer and the Voluntary Withdrawal of Listing remain outstanding, while Conditions (a), (b) and (c) (in respect of the passing of the relevant resolutions in respect of the H Share Buy-back Offer and the Voluntary Withdrawal of Listing at the EGM, Non-H Shareholders Class Meeting and the H Shareholders Class Meeting), (e) (in respect of the granting by the Executive of waivers in respect of strict compliance with Rule 2.2(c) and Rule 14 of the Takeovers Code) and (f) (to the extent such registration with SAFE has been completed) have been fulfilled.

**The Independent H Shareholders are reminded that unless the H Share Buy-back Offer becomes or is declared unconditional as to acceptance on or before Monday, 10 July 2023, or is otherwise revised or extended, the latest time and date for acceptance of the H Share Buy-back Offer will be 4:00 p.m. on Monday, 10 July 2023. The Independent H Shareholders are further reminded to pay attention to, and to consult (if necessary) a licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser to confirm, the deadline for accepting the H Share Buy-back Offer, which might be before 4:00 p.m. on Monday, 10 July 2023.**

The Company will issue an announcement, stating whether the H Share Buy-back Offer has been extended, has expired or has become or been declared unconditional (as to acceptances) by 7:00 p.m. on Monday, 10 July 2023, being the First Closing Date.

### **INDICATIVE TIMETABLE**

The expected timetable assuming the H Share Buy-back Offer becoming unconditional on the First Closing Date as stated in the Offer Document (i.e. 10 July 2023) is set out below, which is indicative only and may be subject to changes. Any changes to the timetable will be announced by the Company as soon as possible. Unless otherwise expressly stated, all references to dates and times contained in this announcement refer to Hong Kong dates and times.

<b>Event</b>	<b>Time and Date</b>
First Closing Date . . . . .	10 July 2023
Latest date for posting of remittances for the amounts due under the H Share Buy-back Offer in respect of valid acceptances received at or before the latest time for acceptances of the H Share Buy-back Offer on the First Closing Date (assuming the H Share Buy-back Offer has become unconditional in all respects on the First Closing Date as outlined above) <sup>(Note 1)</sup> . . . . .	19 July 2023
Last day of trading in the H Shares on the Hong Kong Stock Exchange	1 August 2023
Final Closing Date <sup>(Note 2)</sup> . . . . .	7 August 2023
Latest time for the H Share Buy-back Offer remaining open for acceptance on the Final Closing Date and the closing of the H Share Buy-back Offer <sup>(Note 2)</sup> . . . . .	4:00 pm. on 7 August 2023
Announcement of the results of the H Share Buy-back Offer on the Final Closing Date and the expected date of withdrawal of listing of the H Shares from the Hong Kong Stock Exchange . . . . .	By 7:00 p.m. on 7 August 2023
Withdrawal of listing of the H Shares from the Hong Kong Stock Exchange becoming effective . . . . .	4:00 p.m. on 11 August 2023



**Event****Time and Date**

Latest date for posting of remittances for the amounts due under the H Share Buy-back Offer in respect of valid acceptances received at or before the latest time for acceptances of the H Share Buy-back Offer on the Final Closing

Date . . . . . 16 August 2023

*Notes:*

1. Remittances in respect of the cash consideration under the H Share Buy-back Offer will be posted to the accepting H Shareholders by ordinary post at their own risk as soon as possible but in any event within seven (7) Business Days following the later of the date of receipt by the Share Registrar of duly completed Form of Acceptance and the relevant documents or the date the H Share Buy-back Offer and Voluntary Withdrawal of Listing become or are declared unconditional.
  2. In compliance with the Note to Rule 2.2 and Rule 15.3 of the Takeovers Code, the H Share Buy-back Offer will remain open for acceptance for 28 days which is a longer period than normally required by Rule 15.3 of the Takeovers Code after it has been declared unconditional in all respects. Hence, the latest time to receive acceptances under the H Share Buy-back Offer will be 4:00 p.m. on 7 August 2023.
- \* *As the H Share Buy-back Offer has become unconditional in all respects, such offer will be open for acceptance for 28 days until the Final Closing Date, and Independent H Shareholders will be able to accept such offer by the Final Closing Date (or the corresponding internal deadline set by your nominee agents if your H Share(s) has/have been lodged with your licensed securities dealer or other registered dealer in securities or custodian bank through CCASS).*

**VOLUNTARY WITHDRAWAL OF LISTING**

The Company has made an application for, and the Stock Exchange has approved, the Voluntary Withdrawal of Listing in accordance with Rule 6.15(2) of the Listing Rules subject to the satisfaction of the Conditions to the H Share Buy-back Offer and the Voluntary Withdrawal of Listing. On the assumption that the H Share Buy-back Offer becomes unconditional in all respects on or before Monday, 10 July 2023, it is currently expected that the Voluntary Withdrawal of Listing will take place with effect from 4:00 p.m. on Friday, 11 August 2023. H Shareholders will be notified by way of an announcement of the dates of the last day for dealing in the H Shares and on which the Voluntary Withdrawal of Listing will become effective.

**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 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.**

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

Inner Mongolia, the PRC, 30 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*