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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**

**THE H SHARE BUY-BACK OFFER HAVING BECOME UNCONDITIONAL AS TO ACCEPTANCE AND IN ALL RESPECTS AND**

**THE H SHARE BUY-BACK OFFER REMAINS OPEN FOR ACCEPTANCE**

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



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



\* For identification purposes only

Reference is made to (i) the announcement of Inner Mongolia Yitai Coal Co., Ltd. (the “**Company**”) dated 9 May 2023; (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 (the “**H Share Buy-back Offer**”) and the proposed voluntary withdrawal of listing of the H Shares; and (iii) the announcement dated 30 June 2023 in relation to the poll results of the extraordinary general meeting, the H shareholders class meeting and the non-H shareholders class meeting of the Company held on 30 June 2023 (the “**Poll Results Announcement**”) 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.

## **THE H SHARE BUY-BACK OFFER HAVING BECOME UNCONDITIONAL AS TO ACCEPTANCE AND IN ALL RESPECTS**

As at 4:00 p.m. on 10 July 2023, valid acceptances of the H Share Buy-back Offer had been received in respect of 316,775,723 H Shares, representing approximately 97.17% of the H Shares held by the Independent H Shareholders (being the total number of H Shares in issue) and 9.73% the total issued share capital of the Company. As valid acceptances of the H Share Buy-back Offer, amounting to at least 90% of the H Shares held by the Independent H Shareholders, have been received by the Company, Condition (d) as to acceptances of the H Share Buy-back Offer and the Voluntary Withdrawal of Listing has therefore been fulfilled.

Pursuant to the Poll Results Announcement, 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.

In addition, as at the date of this announcement, Conditions (d), (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), (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 have been fulfilled. Accordingly, as at the date of this announcement, all the Conditions of the H Share Buy-back Offer and the Voluntary Withdrawal of Listing have been fulfilled, and the Company announces that the H Share Buy-back Offer and the Voluntary Withdrawal of Listing have become unconditional in all respects.

As at the date of this announcement, save for the 1,600,000,000 Domestic Shares (representing 100% of all the Domestic Shares in issue, approximately 54.64% of all the Domestic Shares and B Shares in issue and approximately 49.17% of the total issued share capital of the Company) and 312,000,000 B

Shares (representing 23.49% of all B Shares in issue, 10.66% of all the Domestic Shares and B Shares in issue and approximately 9.59% of the total issued share capital of the Company) and the 316,775,723 H Shares in respect of which acceptances of the H Share Buy-back Offer have been received, the Company, the Directors and parties acting in concert with any of them do not hold, own, control or have direction over any Shares or voting rights of the Company or any other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code).

Immediately prior to the commencement of the Offer Period on 29 March 2023, the Company and its concert parties (including the Directors), held 1,600,000,000 Domestic Shares (representing 100% of all the Domestic Shares in issue, approximately 54.64% of all the Domestic Shares and B Shares in issue and approximately 49.17% of the total issued share capital of the Company) and 312,000,000 B Shares (representing 23.49% of all B Shares in issue, 10.66% of all the Domestic Shares and B Shares in issue and approximately 9.59% of the total issued share capital of the Company). Save for the H Shares to be acquired under the H Share Buy-back Offer, during the Offer Period and up to the date of this announcement, none of the Company, the Directors and parties acting in concert with any of them has (i) acquired or agreed to acquire any Shares or the rights over Shares; or (ii) borrowed or lent any Shares of the Company.

#### **THE H SHARE BUY-BACK OFFER REMAINS OPEN FOR ACCEPTANCE**

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. In addition, in compliance with Note (ii) to Rule 2.2 of the Takeovers Code, at least 14 days' notice in writing will be given before the H Share Buy-back Offer is closed to the H Shareholders who have not accepted the H Share Buy-back Offer and the Independent H Shareholders will be reminded that if they do not accept the H Share Buy-back Offer and the H Shares are delisted from the 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.

Accordingly, H Shareholders should note that the H Share Buy-back Offer will remain open for acceptance until, and the latest time for acceptance of the H Share Buy-back Offer will be, 4:00 p.m. on 7 August 2023.

H Shareholders are advised to refer to the Offer Document and the Form of Acceptance for details of acceptance procedures if they wish to accept the H Share Buy-back Offer.

In accordance with Rule 19.1 of the Takeovers Code, H Shareholders will be notified by way of an announcement of results of the H Share Buy-back Offer on 7 August 2023, being the Final Closing Date.

## SETTLEMENT OF THE H SHARE BUY-BACK OFFER

Pursuant to Rule 20.1 of the Takeovers Code, settlement in cash in respect of acceptances of the H Share Buy-back Offer will be made within seven (7) Business Days (as defined under the Takeovers Code) following the later of the date on which (i) the H Share Buy-back Offer becomes, or is declared unconditional in all respects (i.e. the date of this announcement), and (ii) the duly completed acceptances of the H Share Buy-back Offer and the relevant documents of title of the Offer Shares in respect of such acceptances are received by or for the Company to render each such acceptance complete and valid. Relevant documents of title must be received by the Share Registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, to render each acceptance of the H Share Buy-back Offer complete and valid. Remittances in respect of the H Shares tendered for acceptance and taken up by the Company under the H Share Buy-back Offer (after, if applicable, deducting the seller's ad valorem stamp duty arising therefrom) will be posted to the H Shareholders by ordinary post at their own risk.

## EXPECTED TIMETABLE

The expected timetable 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>
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 <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).*

**NO RIGHT OF COMPULSORY ACQUISITION**

**The Company has no rights under the laws of the PRC and the articles of association of the Company to compulsorily acquire the H Shares that are not tendered for acceptance pursuant to the H Share Buy-back Offer. Accordingly, Independent H Shareholders are reminded that if they do not accept the H Share Buy-back Offer, and when 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.** In view of the implications on the H Shareholders who have not accepted the H Share Buy-back Offer upon the Final Closing Date, the Company will notify the relevant H Shareholders in writing by way of issuing an announcement in one (1) week prior to the Final Closing Date to remind the H Shareholders of the Final Closing Date and the implications if they choose not to accept the H Share Buy-back Offer.

## **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. 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**

**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.**

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

Inner Mongolia, the PRC, 10 July 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*