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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) UNCONDITIONAL 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;**
(2) VOLUNTARY WITHDRAWAL OF LISTING OF THE H SHARES OF INNER MONGOLIA YITAI COAL CO., LTD. ON THE STOCK EXCHANGE OF HONG KONG LIMITED; AND
(3) THE ACCEPTANCES OF THE H SHARE BUY-BACK OFFER

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



Independent Financial Adviser to the Independent H Shareholders



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 then conditional cash offer by China International Capital Corporation Hong Kong Securities Limited on behalf of the Company to buy-

* *For identification purposes only*

back all the issued H Shares (the “**H Share Buy-back Offer**”) and the proposed voluntary withdrawal of listing of the H Shares; (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**”); (iv) the announcement dated 10 July 2023 in relation to the H Share Buy-back Offer having become unconditional as to acceptance and in all respects; and (v) the announcement of the Company dated 21 July 2023 in relation to the last day of trading 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.

ACCEPTANCES OF THE H SHARE BUY-BACK OFFER AS OF THE DATE OF THIS ANNOUNCEMENT

As at 4:30 p.m. (Hong Kong time) on 28 July 2023, valid acceptances of the H Share Buy-back Offer had been received in respect of 321,177,052 H Shares, representing approximately 98.52% of the H Shares held by the Independent H Shareholders (being the total number of H Shares in issue) and 9.87% the total issued share capital of the Company, respectively, as at the date of this announcement.

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 acquired or 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.

REMINDER ON PROCEDURE FOR ACCEPTANCE

According to the CCASS shareholding search results available on the Stock Exchange’s website (<http://www.hkexnews.hk>), conducted on 28 July 2023, the names of the CCASS participants which hold H Shares and their respective shareholding percentages are listed as follows:

			Approximate % in the H Shares of the Company	Approximate % in the total share capital of the Company
	Names of CCASS participants	No. of H Shares		
1.	CITIBANK N.A.	1,080,491	0.33%	0.033%
2.	MERRILL LYNCH FAR EAST LTD	520,561	0.15%	0.016%

			Approximate % in the H Shares of the Company	Approximate % in the total share capital of the Company
	Names of CCASS participants	No. of H Shares		
3.	THE HONGKONG AND SHANGHAI BANKING	500,626	0.15%	0.015%
4.	GUOSEN SECURITIES (HK) BROKERAGE CO LTD	385,900	0.11%	0.012%
5.	DBS BANK (HONG KONG) LTD	259,500	0.07%	0.008%
6.	INTERACTIVE BROKERS HONG KONG LTD	185,700	0.05%	0.006%
7.	MORGAN STANLEY HONG KONG SECURITIES LTD	184,203	0.05%	0.006%
8.	STANDARD CHARTERED BANK (HONG KONG) LTD	109,600	0.03%	0.003%
9.	CHINA MERCHANTS SECURITIES (HK) CO LTD	93,700	0.02%	0.003%
10.	FUTU SECURITIES INTERNATIONAL	91,200	0.02%	0.003%
11.	BANK OF CHINA (HONG KONG) LTD	89,700	0.02%	0.003%
12.	CMB WING LUNG BANK LTD	85,600	0.02%	0.003%
13.	JPMORGAN CHASE BANK, NATIONAL	85,600	0.02%	0.003%
14.	BNP PARIBAS	70,927	0.02%	0.002%
15.	CHINA MERCHANTS BANK CO LTD	50,400	0.01%	0.002%
16.	DBS BANK LTD	45,000	0.01%	0.001%
17.	VALUABLE CAPITAL LTD	35,800	0.01%	0.001%
18.	CHINA CONSTRUCTION BANK (ASIA)	35,800	0.01%	0.001%
19.	NANYANG COMMERCIAL BANK LTD	32,100	0.00%	0.000%
20.	CHINA CITIC BANK INTERNATIONAL LTD	30,000	0.00%	0.000%
21.	BRIGHT SMART SECURITIES INTERNATIONAL	29,300	0.00%	0.000%
22.	HUATAI FINANCIAL HOLDINGS (HONG KONG)	28,600	0.00%	0.000%
23.	HANG SENG SECURITIES LTD	25,200	0.00%	0.000%

			Approximate % in the H Shares of the Company	Approximate % in the total share capital of the Company
	Names of CCASS participants	No. of H Shares		
24.	HONG KONG SECURITIES CLEARING CO. LTD.	24,600	0.00%	0.000%
25.	UBS SECURITIES HONG KONG LTD	20,000	0.00%	0.000%
26.	UOB KAY HIAN (HONG KONG) LTD	20,000	0.00%	0.000%
27.	GOLDMAN SACHS (ASIA) SECURITIES LTD	19,900	0.00%	0.000%
28.	BOCI SECURITIES LTD	15,300	0.00%	0.000%
29.	KGI ASIA LTD	15,100	0.00%	0.000%
30.	KINGSWAY FINANCIAL SERVICES GROUP LTD	13,900	0.00%	0.000%
31.	MONEX BOOM SECURITIES (H.K.) LTD	10,600	0.00%	0.000%
32.	SOFI SECURITIES (HONG KONG) LTD	10,300	0.00%	0.000%
33.	GUOTAI JUNAN SECURITIES (HONG KONG) LTD	9,000	0.00%	0.000%
34.	HSBC BROKING SECURITIES (HONG KONG) LTD	8,000	0.00%	0.000%
35.	HOLLY INTERNATIONAL FINANCIAL HOLDINGS	8,000	0.00%	0.000%
36.	SHENWAN HONGYUAN SECURITIES (H.K.) LTD	7,800	0.00%	0.000%
37.	LIVERMORE HOLDINGS LTD	7,000	0.00%	0.000%
38.	HANG SENG BANK LTD	6,900	0.00%	0.000%
39.	CHIEF SECURITIES LTD	5,900	0.00%	0.000%
40.	CHONG HING SECURITIES LTD	5,300	0.00%	0.000%
41.	USMART SECURITIES LTD	4,100	0.00%	0.000%
42.	SR WEALTH SECURITIES LTD	3,000	0.00%	0.000%
43.	PHILLIP SECURITIES (HONG KONG) LTD	2,811	0.00%	0.000%
44.	TOYO SECURITIES ASIA LTD	2,800	0.00%	0.000%
45.	TIGER BROKERS (HK) GLOBAL LTD	2,200	0.00%	0.000%
46.	HAITONG INTERNATIONAL SECURITIES CO LTD	1,600	0.00%	0.000%

	Names of CCASS participants	No. of H Shares	Approximate % in the H Shares of the Company	Approximate % in the total share capital of the Company
47.	ZINVEST GLOBAL LTD	1,500	0.00%	0.000%
48.	WELL LINK SECURITIES LTD	1,400	0.00%	0.000%
49.	ESSENCE INTERNATIONAL SECURITIES	1,300	0.00%	0.000%
50.	ICBC (ASIA) SECURITIES LTD	1,000	0.00%	0.000%
51.	CHINA GALAXY INTERNATIONAL SECURITIES	1,000	0.00%	0.000%
52.	BANK OF COMMUNICATIONS TRUSTEE LTD	800	0.00%	0.000%
53.	HAFOO SECURITIES LTD	500	0.00%	0.000%
54.	DAIWA CAPITAL MARKETS HONG KONG LTD	400	0.00%	0.000%
55.	OCBC BANK (HONG KONG) LTD	400	0.00%	0.000%
56.	ONEPLATFORM SECURITIES LTD	300	0.00%	0.000%
57.	CIS SECURITIES ASSET MANAGEMENT LTD	200	0.00%	0.000%
58.	FORTHRIGHT SECURITIES CO LTD	200	0.00%	0.000%
59.	EDDID SECURITIES AND FUTURES LTD	200	0.00%	0.000%
60.	EVERBRIGHT SECURITIES INVESTMENT	100	0.00%	0.000%
61.	SINOPAC SECURITIES (ASIA) LTD	100	0.00%	0.000%
62.	GF SECURITIES (HONG KONG) BROKERAGE LTD	100	0.00%	0.000%
63.	ONE CHINA SECURITIES LTD	28	0.00%	0.000%

Note: The data above do not include the 521,100 H Shares held by the non-consenting investor participants based on the CCASS shareholding search results available on the Stock Exchange website conducted on 28 July 2023.

CCASS participants are advised to remind the relevant beneficial owners of the H Shares holding H Shares through them in respect of the deadline for accepting the H Share Buy-back Offer.

Beneficial owners of H Shares who hold their H Shares in CCASS directly as an investor participant or indirectly via a broker or custodian participant should note the timing requirements for causing instructions to be made to CCASS in accordance with the General Rules of CCASS and CCASS Operational Procedures. Details of the procedures for acceptance and settlement of the H Share Buy-back Offer are set out in Appendix I to the Offer Document and in the accompanying Form of Acceptance.

In order for the beneficial owners of the H Shares, whose investments are registered in the names of nominees (including those whose interests in the H Shares are held through CCASS), to accept the H Share Buy-back Offer, it is essential that they provide instructions to their nominee agents of their intentions with regard to the H Share Buy-back Offer. Such beneficial owners of H Shares are also reminded to check with your nominee agents on the deadline for accepting the H Share Buy-back Offer as required by such nominee agents.

For the avoidance of doubt, for beneficial owners of H Shares who hold their H Shares in CCASS directly as an investor participant or indirectly via a broker or custodian participant, if you send the accompanying Form of Acceptance to the Share Registrar by yourself directly, the acceptance of the H Share Buy-back Offer will be treated as invalid. Therefore, if the H Share certificate(s) and/or transfer receipt(s) and/or any other document(s) of title (and/or any satisfactory indemnity or indemnities required in respect thereof) in respect of your H Share(s) is/are in the name of a nominee company or a name other than your own, you must take actions as mentioned above.

WITHDRAWAL OF LISTING OF THE H SHARES AND LAST DAY OF TRADING

The Stock Exchange has approved the withdrawal of listing of the H Shares from the Stock Exchange pursuant to Rule 6.15 of the Listing Rules. The last day of trading in the H Shares on the Stock Exchange will be on Tuesday, 1 August 2023 and the listing of the H Shares on the Stock Exchange will be withdrawn with effect from 4:00 p.m. on Friday, 11 August 2023. H Shareholders will be notified by way of an announcement of results of the H Share Buy-back Offer on Monday, 7 August 2023, being the Final Closing Date.

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.

Event	Time and Date
Last day of trading in the H Shares on the Hong Kong Stock Exchange	1 August 2023
Final Closing Date ^(Note 1)	7 August 2023

Event	Time and Date
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 ^(Note 1)	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
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. 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).*

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. 10 July 2023), 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. In respect of the

H Shares tendered for acceptance and taken up by the Company under the H Share Buy-back Offer on or before 21 July 2023, remittances in respect of such H Shares (after, if applicable, deducting the seller's ad valorem stamp duty arising therefrom) have been posted to the H Shareholders by ordinary post.

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.

ADDITIONAL QUESTIONS

For any enquiries, the Independent H Shareholders may contact the responsible persons from the Company:

Name: Mr. He Peixun (Board Secretary of the Company)/Ms. Li Yuejia
(Securities Affairs Representative of the Company)

E-mail: hepeixun@ir-yitaicoal.com/liyuejia@ir-yitaicoal.com

Telephone: +86 477 8565732/+86 477 8565729

Alternatively, the Independent H Shareholders may reach out to Orient Capital Pty Limited via the following ways:

By phone: +852 3953 7240

Working hours: Monday to Friday, 09:00-18:00 (Hong Kong time)

By email: ir@yitaicoal.com

For the avoidance of doubt, the designated phone line or email account cannot and will not (i) provide any information not available in the public domain nor any advice on the merits or risks of the H Share Buy-back Offer and/or the Voluntary Withdrawal of Listing or (ii) give any financial or legal

advice. If you are in doubt as to any aspect of this announcement or action to be taken, you should consult a licensed securities dealer or registered institution in securities, a bank manager, solicitor, professional accountant or other professional adviser.

The copy of this announcement will be posted to the Independent H Shareholders.

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

Inner Mongolia, the PRC, 28 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*