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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)

**DESPATCH OF THE OFFER DOCUMENT IN RELATION TO
(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**

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



Independent Financial Adviser to the Independent H Shareholders



Reference is made to (i) the announcement issued dated 9 May 2023 (the “**Rule 3.5 Announcement**”); and (ii) the offer document (the “**Offer Document**”) dated 5 June 2023 by Inner Mongolia Yitai Coal Co., Ltd. (the “**Company**”), 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, capitalized terms used herein shall have the same meanings as those defined in the Offer Document.

DESPATCH OF THE OFFER DOCUMENT

The Offer Document, accompanied by the Form of Acceptance containing, among other things, (i) the terms and conditions of the H Share Buy-back Offer and the Voluntary Withdrawal of Listing; (ii) the expected timetable of the H Share Buy-back Offer and the Voluntary Withdrawal of Listing; and (iii) a letter of advice from the Independent Financial Adviser to the Independent H Shareholders in connection with the H Share Buy-back Offer and the Voluntary Withdrawal of Listing, will be despatched to the Shareholders on 5 June 2023 pursuant to the Takeovers Code.

EXPECTED TIMETABLE

The expected timetable sets out below, as reproduced from the Offer Document, is indicative only and may be subject to changes. Any changes to the timetable will be announced by the Company. Unless otherwise expressly stated, all times and dates contained in the Offer Document refer to Hong Kong local time and dates.

Event	Time and Date
Despatch date of the Offer Document and commencement of the acceptance period ^(Note 1)	5 June 2023
Latest time for lodging transfer of the H Shares in order to be entitled to attend and vote at the EGM and H Shareholders Class Meeting	4:30 p.m. on 26 June 2023
Closure of H Shares register of members of the Company for the determination of entitlements to attend and vote at the EGM and H Shareholders Class Meeting	27 June 2023 to 30 June 2023 (both days inclusive)
Latest time for lodging forms of proxy in respect of:	
• EGM ^(Note 2)	2:30 p.m. on 29 June 2023
• H Shareholders Class Meeting ^(Note 2)	2:30 p.m. on 29 June 2023
• Record date for the Shareholders for the EGM and the H Shareholders Class Meeting	30 June 2023
EGM	2:30 p.m. on 30 June 2023

Event	Time and Date
Non-H Shareholders Class Meeting	2:30 p.m. on 30 June 2023 (or immediately after the conclusion or adjournment of the EGM)
H Shareholders Class Meeting	2:30 p.m. on 30 June 2023 (or immediately after the conclusion or adjournment of the EGM and the Non-H Shareholders Class Meeting)
Date of announcement of the results of the EGM, H Shareholders Class Meeting and the Non-H Shareholders Class Meeting on the website of the Hong Kong Stock Exchange (www.hkexnews.hk) and the Company (www.yitaicoal.com)	After trading hours of the Hong Kong Stock Exchange on 30 June 2023
Reopening of the H shares register of members	3 July 2023
First Closing Date	10 July 2023
Latest time for acceptance of the H Share Buy-back Offer on the First Closing Date ^(Note 3)	4:00 p.m. on 10 July 2023
Announcement of the results of the H Share Buy-back Offer on the First Closing Date ^(Note 4)	By 7:00 p.m. on 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) ^(Note 5)	19 July 2023
Last day of trading in the H Shares on the Hong Kong Stock Exchange, (assuming the H Share Buy-back Offer has become unconditional in all respects on the First Closing Date as outlined above)	1 August 2023
Latest time for the H Share Buy-back Offer to become or be declared unconditional as to acceptances (if not already unconditional)	7:00 p.m. on 4 August 2023

Event**Time and Date**

Final Closing Date (assuming the H Share Buy-back Offer has become unconditional in all respects on the First Closing Date as outlined above) ^(Note 6) 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 (assuming the H Share Buy-back Offer has become unconditional in all respects on the First Closing Date as outlined above) ^(Note 6) 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 (assuming the H Share Buy-back Offer has become unconditional in all respects on the First Closing Date as outlined above) By 7:00 p.m. on 7 August 2023

Withdrawal of listing of the H Shares from the Hong Kong Stock Exchange becoming effective (assuming the H Share Buy-back Offer has become unconditional in all respects on the First Closing Date as outlined above) 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 (assuming the H Share Buy-back Offer has become unconditional in all respects on the First Closing Date as outlined above) 16 August 2023

Notes:

1. The H Share Buy-back Offer is made on 5 June 2023, the date of posting of the Offer Document, and is capable of being accepted on and from this date until the First Closing Date or the Final Closing Date (assuming the H Share Buy-back Offer has become unconditional in all respects on the First Closing Date, as the case may be).
2. For H Shareholders, the proxy forms shall be provided to the Share Registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong. Completion and return of a proxy form for the EGM and/or the H Shareholders Class Meeting will not preclude a Shareholder or an Independent H Shareholder (as the case may be) from attending the EGM and/or the H Shareholders Class Meeting and, as the case may be, voting in person if he/she/it so wishes. In such event, the returned proxy form will be deemed to have been revoked.

3. The procedures for acceptance and settlement of the H Share Buy-back Offer and related information are set out in Appendix I to the Offer Document and in the accompanying Form of Acceptance. Acceptances of the H Share Buy-back Offer should be received by the Share Registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, as soon as possible and in any event by no later than 4:00 p.m. on 10 July 2023 or such later time(s) and/or date(s) as the Company may determine and announce in accordance with the Takeovers Code.
4. The Company will issue an announcement on the Company's and the Hong Kong Stock Exchange's respective websites by 7:00 p.m. on the First Closing Date stating the results of the H Share Buy-back Offer and the Voluntary Withdrawal of Listing and whether the H Share Buy-back Offer has been revised or extended, have lapsed or have become or been declared unconditional.
5. 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.
6. 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 (assuming the H Share Buy-back Offer has become unconditional in all respects on the First Closing Date).

WARNING

H Shareholders and potential investors of the Company should note that the H Share Buyback 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, 5 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*