

## IMPORTANT

**IMPORTANT:** If you are in any doubt about any of the contents of this Prospectus, you should obtain independent professional advice.



**内蒙古伊泰煤炭股份有限公司**  
INNER MONGOLIA YITAI COAL CO., LTD.\*

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

### GLOBAL OFFERING

Number of Offer Shares under the Global Offering	: 162,667,000 H Shares (subject to the Over-allotment Option)
Number of Hong Kong Offer Shares	: 16,267,000 H Shares (subject to adjustment)
Number of International Offer Shares	: 146,400,000 H Shares (subject to adjustment and the Over-allotment Option)
Maximum Offer Price	: HK\$53.00 per Offer Share (payable in full on application in Hong Kong dollars and subject to refund, plus brokerage of 1%, SFC transaction levy of 0.003% and Hong Kong Stock Exchange trading fee of 0.005%)
Nominal value	: RMB 1.00 per H Share
Stock code	: 3948

#### Joint Sponsors



#### Joint Bookrunners and Joint Lead Managers



Hong Kong Exchange and Clearing Limited, The Stock Exchange of Hong Kong Limited and Hong Kong Securities Clearing Company Limited take no responsibility for the contents of this Prospectus, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this Prospectus.

A copy of this Prospectus, having attached thereto the documents specified in the paragraph headed "Documents Delivered to the Registrar of Companies" in Appendix XI to this Prospectus, has been registered by the Registrar of Companies in Hong Kong as required by Section 342C of the Hong Kong Companies Ordinance, Chapter 32 of the Laws of Hong Kong. The Securities and Futures Commission of Hong Kong and the Registrar of Companies in Hong Kong take no responsibility as to the contents of this Prospectus or any other documents referred to above.

The Offer Price is expected to be fixed by agreement among us and the Joint Bookrunners (on behalf of the Underwriters) on the Price Determination Date. The Price Determination Date is expected to be on or about July 6, 2012 (Hong Kong time) and, in any event, not later than July 10, 2012 (Hong Kong time). The Offer Price will be not more than HK\$53.00 per Offer Share and is expected to be not less than HK\$43.00 per Offer Share. Applicants for Hong Kong Offer Shares are required to pay, on application, the maximum Offer Price of HK\$53.00 for each Hong Kong Offer Share together with a brokerage of 1%, an SFC transaction levy of 0.003% and a Hong Kong Stock Exchange trading fee of 0.005%, subject to refund if the Offer Price should be lower than HK\$53.00. If, for any reason, the Offer Price is not agreed among us and the Joint Bookrunners (on behalf of the Underwriters) on or before July 10, 2012 (Hong Kong time), the Global Offering (including the Hong Kong Public Offering) will not proceed and will lapse.

We are incorporated, and our businesses are located, in the PRC. Potential investors should be aware of the differences in legal, economic and financial systems between the PRC and Hong Kong and that there are different risk factors relating to investments in PRC-incorporated companies. Potential investors should also be aware that the regulatory framework in the PRC is different from the regulatory framework in Hong Kong and should take into consideration the different market nature of our H Shares. Such differences and risk factors are set out in the sections headed "Risk Factors", "Appendix VIII — Summary of Principal PRC and Hong Kong Legal and Regulatory Provisions" and "Appendix IX — Summary of the Articles of Association of our Company" in this Prospectus.

Pursuant to the force majeure provisions contained in the Underwriting Agreements in respect of the Offer Shares, the Joint Bookrunners, on behalf of the Hong Kong Underwriters, have the right in certain circumstances to terminate the obligations of the Underwriters pursuant to the Underwriting Agreements at any time prior to 8:00 a.m. (Hong Kong time) on the Listing Date (currently expected to be July 12, 2012). Further details of the terms of the force majeure provisions are set out in the section headed "Underwriting — Hong Kong Public Offering — Grounds for Termination" in this Prospectus.

The Offer Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended, and may only be offered or sold, pledged or transferred (i) within the United States to QIBs in reliance on Rule 144A or in reliance on another exemption from registration requirements under the U.S. Securities Act of 1933, as amended, or (ii) outside the United States in accordance with Rule 903 or Rule 904 of Regulation S.

\* for identification purpose only

June 29, 2012