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内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)

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the first extraordinary general meeting (“**EGM**”) of Inner Mongolia Yitai Coal Co., Ltd. (the “**Company**”) in 2016 will be held at Room 1, Conference Center, Building of Inner Mongolia Yitai Coal Co., Ltd., Ordos, Inner Mongolia, the People’s Republic of China (the “**PRC**”) on Tuesday, 29 November 2016 at 2:30 p.m. for the purpose of considering, and if thought fit, passing the following resolutions. Unless the context otherwise requires, capitalised terms used herein shall have the same meanings as those defined in the circular of the Company dated 30 September 2016.

AS ORDINARY RESOLUTIONS

1. To consider and approve the proposed appointment of independent non-executive Director and member of the Board committees
2. To consider and approve the proposed amendments to Rules of Procedure of the General Meeting of Shareholders
3. To consider and approve the proposed amendments to Rules of Procedure of the Board of Directors
4. To consider and approve the proposed amendments to Rules of Procedure of the Supervisory Committee
5. To consider and approve the proposed amendments to Policy on the Management of the External Guarantee

* *For identification purpose only*

AS SPECIAL RESOLUTION

6. To consider and approve the proposed amendments to the Articles of Association

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

Inner Mongolia, the PRC, 30 September 2016

As at the date of this notice, the executive directors of the Company are Mr. Zhang Donghai, Mr. Liu Chunlin, Mr. Ge Yaoyong, Mr. Zhang Dongsheng, Mr. Zhang Jingquan, Mr. Lv Guiliang and Mr. Song Zhanyou; and the independent non-executive directors of the Company are Mr. Yu Youguang, Mr. Qi Yongxing, Mr. Zhang Zhiming and Mr. Tam Kwok Ming, Benny.

Notes:

1. The register of members of H shares of the Company will be closed from Saturday, 29 October 2016 to Tuesday, 29 November 2016 (both days inclusive). Holders of H shares of the Company whose names appear on the register of members of H shares of the Company maintained at Computershare Hong Kong Investor Services Limited on Tuesday, 29 November 2016 are entitled to attend and vote at the EGM upon completion of the registration procedures. In order to qualify for attending and voting at the EGM, all transfer documents of H shares of the Company, accompanied by the relevant share certificates, must be lodged by Shareholders with the Company's H share registrar before Friday, 28 October 2016 at 4:30 p.m. The address of the H share registrar of the Company is as follows:

Computershare Hong Kong Investor Services Limited
Rooms 1712-1716, 17th Floor, Hopewell Centre
183 Queen's Road East, Wanchai, Hong Kong

2. Holders of H shares intending to attend the EGM shall complete the reply slip for attending the EGM and serve the same by hand, by facsimile or by post to the H share registrar of the Company in Hong Kong, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong on or before Tuesday, 8 November 2016.
3. Any holder of H shares entitled to attend and vote at the EGM may, by the form of proxy of the Company, appoint one or more person(s) as his proxy(ies) to attend and vote at the EGM on his behalf. A proxy needs not be a shareholder of the Company.
4. A proxy shall be appointed by a shareholder by a written instrument signed by the appointor or his attorney duly authorized in writing. If the shareholder is a corporation, the same must be either under its common seal or under hand of its legal representative(s) or duly authorized attorney(s). If the written instrument is signed by an attorney of the appointor, the power of attorney or other authority of such attorney shall be notarially certified.

5. To be valid, the form of proxy and the relevant notarially certified power of attorney (if any) and other relevant authority (if any) as mentioned in Note 4 above must be served to the Company's H share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, no later than 24 hours before the time appointed for the holding of the EGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude a shareholder from attending and voting in person at the meeting should he so wishes.
6. A shareholder or his proxy should produce proof of identity when attending the EGM. Where a shareholder is a legal person, the legal representative(s) of such shareholder or the person authorized by its board of directors or other governing body shall produce a copy of the resolution of the board of directors or other governing body of such legal person shareholder appointing such person to attend the meeting.
7. The EGM is expected to last for half a day. The travelling and accommodation expenses shall be at the own cost of the shareholders attending the EGM.