

海通证券股份有限公司
关于内蒙古远兴能源股份有限公司
回购部分社会公众股份
之
独立财务顾问报告

独立财务顾问



海通证券股份有限公司
HAITONG SECURITIES CO., LTD.

签署日期：二零一八年十一月

目录

.....	3
.....	4
.....	5
.....	6
.....	11
.....	12
.....	13
.....	14
.....	16
.....	16
.....	16
.....	17

一、释义

	3.6 / 7	13
/		
/		

二、前言

1

2

3

4

5

6

7

三、本次回购股份的方案要点

			A		
				20%	60%
		20%			
			7	7	13
	13				
				3.60 /	
			3.60 /		13
	3,976,652,992	9.08%	361,111,111		
	216,666,667			5.45%	
			72,222,222		
		1.82%			
	72,222,222				1.82%
	12				
	1				
	2				
					10
				2	

四、公司基本情况

	000683
	3,976,652,992
	14 B 16
	12
	1997 1 23
	0477-8139-874/873

1996 16

1997 1 23

21,500.00

1997 1 23

[1997] 17

[1996]427

1997 1 13

A 1997

1 31

1997 5

1997

[1997]052

10

10

43,000.00

43,000.00

1997 5 15

[1997] 222

1998 5

1998

[1998]94

1997 43,000.00 10:3
3,900.00
46,900.00 46,900.00
1998 9 18 [1998] 223
2002 3 2001 42
5,560.97 [2002]213
2002 8 24,439.03
52.11%
2006 5 [2005]1600 [2006]88
12,000.00 12,439.03
2006 4 21
2006 5
10
3
46,900.00
24,932.73 53.16%
21,967.27 46.84%
2007 8 8 2007
2007 8 22 “
” “ ” 2007 9
6 “ ” “ ” “000683”

2008	3	12		2007	
			[2008]196		
4,287.60			63,271.21		51,187.60
				2008	3 17
		[2008]	1007		
2010	5			2009	
		2009	12 31	51,187.60	
	10	5		51,187.60	76,781.40
				“	”
2010	5	25		[2010]	1036
2014	8		2014		
			2014	772	
				62,273.99	A
			81.71%		
315,106.39			2012		
50%			5,000		
				139,055.34	
				2014	8 20
		[2014]	12010009		
2014	12			228,337,964	A
	1		4.60 /		
			161,889.18		
2014	12	12		[2014]	12010015
2016	5			2015	
		2015	12 31	161,889.18	
	10	8		161,889.18	

291,400.53

2016 9

986,767,673 A

1

2.64 /

390,077.30

2016 9 12

2016 4268

2017 11

2017

390,077.30

396,717.30

2017 11 23

[2017] 02190006

2018 7

2017

397,665.30

[2018]02190003

1,354,792,990

34.07%

2004 04 08

1,354,792,990

34.07%

15.30%

2018 9 30

		()	(%)
1		1,322,491,995.00	33.26
2	- . 1601	91,919,180.00	2.31
3	- - - 181	85,434,415.00	2.15
4		78,800,000.00	1.98
5	- - 153	72,583,017.00	1.83
6	- - - 183	61,020,626.00	1.53
7	- . 1602	35,984,872.00	0.90
8	- - - 184	33,929,925.00	0.85
9		32,300,995.00	0.81
10	()	24,442,637.00	0.61
		1,838,907,662.00	46.23

	2018 9	2017	2016	2015
--	---------------	-------------	-------------	-------------

	2,253,393.59	2,203,838.26	2,223,342.65	1,938,173.50
	943,742.47	880,702.33	812,470.23	605,973.99
	2018 1-9	2017	2016	2015
	667,722.15	1,030,394.63	913,594.45	731,809.13
	91,738.09	71,151.10	-51,277.60	5,680.36
	89,347.32	71,553.54	-51,286.93	4,263.60
	168,467.90	140,824.77	48,227.20	64,556.26
	0.23	0.18	-0.16	0.04
%	9.90	8.39	-7.95	0.94

2018

五、本次回购股份符合《回购管理办法》的有关规定

“

”

“

”

7

13

“

”

“ ”

13 3.60 / 9.08%
361,111,111

2018 “

25%

10%

1. 10%

2.

9.01%

七、本次回购的可行性分析

2,253,393.59
 49.57%

7
 2018 9 30
 943,742.47

13

13
 2018 9 30

	0.60	0.48
	0.58	0.46
	49.57%	52.61%

2018 1-9
 91,738.09

667,722.15

八、回购股份方案的影响分析

12

2018

13

3.60 /

	2,253,393.59	2,123,393.59
	1,117,112.92	1,117,112.92
	1,136,280.67	1,006,280.67
	943,742.47	813,742.47
	0.23	0.23
	2.37	2.08
%	49.57%	52.61%
	0.60	0.48
	0.58	0.46
	3,976,652,992	3,904,430,770

“ ”

2018 9 30

361,111,111

20%

72,222,222

		()	%	%
1		1,322,491,995.00	33.26	33.87
2	- 1601	91,919,180.00	2.31	2.35
3	- - - 181	85,434,415.00	2.15	2.19
4		78,800,000.00	1.98	2.02
5	- 153	72,583,017.00	1.83	1.86
6	- - - 183	61,020,626.00	1.53	1.56
7	- - - 1602	35,984,872.00	0.90	0.92
8	- - - 184	33,929,925.00	0.85	0.87
9		32,300,995.00	0.81	0.83
10	()	24,442,637.00	0.61	0.63
		1,838,907,662.00	46.23	47.10

九、独立财务顾问意见

十、特别提醒广大投资者注意的问题

1

2

3

4

5

十一、备查文件

1

2

3

4

2015

2016

2017

2018

十二、本独立财务顾问联系方式

689

021-23219519

021-63411312

2018 11 29