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INNER MONGOLIA ENERGY ENGINEERING CO., LTD.

內蒙古能源建設投資股份有限公司

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

(Stock Code: 01649)

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

This announcement is made by Inner Mongolia Energy Engineering Co., Ltd. (the “**Company**”) pursuant to Rule 13.51(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

According to the Reply of the State Council on the Adjustments to the Time Limit for Notice Period of Convening Shareholders' Meetings and Other Matters applicable to Overseas Listed Companies (《國務院關於調整適用在境外上市公司召開股東大會通知期限等事項規定的批覆》) (Guo Han [2019] No. 97), the requirements of the time limit for notice period of shareholders' meetings, shareholders' proposal rights and the convening procedures for a joint stock limited liability company registered in the territory of the People's Republic of China and listed overseas shall be uniformly governed by the relevant provisions of the Company Law of the People's Republic of China (《中華人民共和國公司法》), and are no longer governed by the provisions of Articles 20 to 22 of the Special Provisions of the State Council on the Overseas Offering of Shares and Listings for Joint Stock Limited Liability Companies (《國務院關於股份有限公司境外募集股份及上市的特別規定》). Accordingly, the Company intends to amend the relevant provisions of the articles of association of Inner Mongolia Energy Engineering Co., Ltd. (the “**Articles of Association**”) regarding the time limit for the notice period of shareholders' meetings, shareholders' proposal rights and the convening procedures (the “**Proposed Amendments**”). Please refer to the appendix to this announcement for details of the Proposed Amendments.

The Proposed Amendments have been reviewed and approved at the 21st meeting of the first session of board of directors of the Company, and are still subject to the approval by the shareholders of the Company (the “**Shareholders**”) by special resolution at the 2018 annual general meeting of the Company.

Prior to the consideration and approval by the Shareholders, the existing Articles of Association remains effective.

A circular containing, among other things, the details of the proposed amendments to the Articles of Association, together with the notice of the 2018 annual general meeting of the Company, will be dispatched to the Shareholders in due course.

CONTINUED SUSPENSION OF TRADING

Trading in the shares of the Company on the Stock Exchange has been suspended with effect from 9:00 a.m. on March 18, 2019 and will remain suspended until further notice, pending the publication of the 2018 annual results of the Company subject to the forensic review results and subsequent necessary further actions.

Potential investors and the Shareholders should exercise caution when dealing in the shares of the Company.

By order of the Board
Inner Mongolia Energy Engineering Co., Ltd.
Chao Ketu
Executive Director

Inner Mongolia, PRC, November 11, 2019

As at the date of this announcement, the executive directors of the Company are Mr. LU Dangzhu, Mr. CHAO Ketu and Mr. LIU Lisheng; the non-executive director of the Company is Mr. CHEN Ming; and the independent non-executive directors of the Company are Mr. YUE Jianhua, Ms. LAU Miu Man and Mr. DUAN Guiying.

APPENDIX: COMPARISON TABLE OF THE PROPOSED AMENDMENTS

| Before | After |
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| <p>Article 65 When the Company convenes an annual general meeting, shareholders individually or jointly holding 3% or more of the total shares of the Company with voting rights are entitled to propose in writing to the Company any new resolutions and submit to the convener 10 days before the meeting. The convener of the shareholders' general meeting shall make a supplementary notice to other shareholders within two days upon the receipt of the resolutions and the resolutions, if within the powers of the shareholders' general meeting, are required to be added to the agenda of that meeting for consideration at the shareholders' general meeting.</p> | <p>Article 65 When the Company convenes a shareholders' general meeting, shareholders individually or jointly holding 3% or more of the total shares of the Company with voting rights are entitled to propose in writing to the Company any new resolutions and submit to the convener 10 days before the meeting. The convener of the shareholders' general meeting shall make a supplementary notice to other shareholders within two days upon the receipt of the resolutions and the resolutions, if within the powers of the shareholders' general meeting, are required to be added to the agenda of that meeting for consideration at the shareholders' general meeting.</p> |
| <p>Article 66 When the Company convenes a shareholders' general meeting, it shall issue a written notice within 45 days prior to the meeting (inclusive of the day on which the meeting is held) informing all the registered shareholders of the matters to be considered at the meeting as well as the date and place of the meeting. Shareholders who intend to attend the shareholders' general meeting shall, within 20 days prior to the meeting, deliver a written reply to the Company confirming his/her attendance at the meeting. For notices given under this article, the date posted shall be the date of delivering the relevant notice to post office by the Company or the share registrar engaged by the Company.</p> <p>Unless otherwise provided by these articles, the notice of the shareholders' general meeting shall be sent to shareholders (regardless of their voting rights at the shareholders' general meeting) by hand or pre-paid post to the address of the recipient as specified in the register of members. In respect of the domestic shareholders, the notice of the shareholders' general meeting may be made by way of public announcement.</p> | <p>Article 66 When the Company convenes an annual general meeting, it shall inform the shareholders of the time and place of the meeting as well as the matters to be considered 20 days prior to the meeting; for an extraordinary general meeting, it shall inform shareholders of the same 15 or 10 (whichever is earlier) workdays prior to the meeting. For notices given under this article, the date posted shall be the date of delivering the relevant notice to post office by the Company or the share registrar engaged by the Company.</p> <p>Unless otherwise provided by these articles, the notice of the shareholders' general meeting shall be sent to shareholders (regardless of their voting rights at the shareholders' general meeting) by hand or pre-paid post to the address of the recipient as specified in the register of members. In respect of the domestic shareholders, the notice of the shareholders' general meeting may be made by way of public announcement.</p> |

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| <p>The announcement as mentioned in the preceding paragraph shall be published in one or more newspapers designated by the securities regulatory authority of the State Council within the period of 45 to 50 days before the meeting. Once announced, all domestic shareholders shall be deemed to have received the notice of the relevant shareholders' general meeting.</p> <p>The announcement to shareholders of overseas listed foreign shares shall be published on the website designated by the Hong Kong Stock Exchange and the website of the Company. Once such an announcement is made, all holders of the overseas listed shares shall be deemed to have received the notice of the relevant shareholders' general meeting.</p> | <p>The announcement as mentioned in the preceding paragraph shall be published in one or more newspapers designated by the securities regulatory authority of the State Council within the period of 20 to 25 days prior to an annual general meeting and 15 to 20 days prior to an extraordinary general meeting. Once announced, all domestic shareholders shall be deemed to have received the notice of the relevant shareholders' general meeting.</p> <p>The announcement to shareholders of overseas listed foreign shares shall be published on the website designated by the Hong Kong Stock Exchange and the website of the Company. Once such an announcement is made, all holders of the overseas listed shares shall be deemed to have received the notice of the relevant shareholders' general meeting.</p> |
| <p>Article 67</p> <p>The Company shall calculate the number of shares with voting rights represented by the shareholders who intend to attend the shareholders' general meeting in accordance with the written replies received 20 days before the meeting is convened. In the event that the number of shares with voting rights represented by the shareholders who intend to attend reaches more than one half of the total number of shares with voting rights, the Company may convene the shareholders' general meeting. If this requirement is not met, the Company shall again inform the shareholders of the matters to be deliberated at and the date and venue of the meeting within five days in the form of an announcement before the shareholders' general meeting may be convened. After making such announcement, the shareholders' general meeting may be convened.</p> <p>An extraordinary general meeting shall not decide on any matter not stated in the notice of the meeting.</p> | <p>Article 67</p> <p>Matters which are not included in the notices set out in Articles 65 and 66 herein shall not be resolved at a shareholders' general meeting.</p> |

Article 95

Written notices of a class meeting convened by the Company shall be dispatched 45 days prior to the date of the class meeting to all shareholders of such class whose names appear on the register of shareholders, specifying the matters to be considered and the date and venue of the meeting. Shareholders who intend to attend the meeting shall serve on the Company written replies of their intention to attend 20 days prior to the date of the meeting, excluding the date of the meeting. When calculating the time limit, the date of meeting shall not be included.

If the number of shares carrying voting rights at such meeting held by shareholders who intend to attend such meeting reaches one-half or more of the total number of shares of a class carrying voting rights at such meeting, the Company may convene such class meeting; if not, the Company shall further notify the shareholders by way of announcement within five days thereof specifying the matters to be considered and the date and venue of the meeting. After such announcement is given, the Company may then convene the class meeting.

Where the listing rules in the place where the shares of the Company are listed have other specific provisions, such provisions shall prevail.

Article 95

Where the Company convenes a class meeting, **the time limit for issuing a written notice shall be the same as the written notice period for the non-class shareholders meeting to be convened on the same day of such class meeting. The written notice shall notify all the registered shareholders of the said class of the matters to be considered at the meeting, and the date and venue of the meeting.** When calculating the time limit, the date of meeting shall not be included.

Where the listing rules in the place where the shares of the Company are listed have other specific provisions, such provisions shall prevail.