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If you have sold or otherwise transferred all your shares in Inner Mongolia Energy Engineering Co., Ltd., you should at once hand this circular and the enclosed form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

**NOMINATION OF CANDIDATES OF
THE INDEPENDENT NON-EXECUTIVE DIRECTORS
AND
NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING OF 2020**

All capitalised terms used in this circular have the meanings set out in the section headed "Definitions" of this circular.

The Company will convene the first extraordinary general meeting of 2020 at 9:00 a.m. on Monday, May 11, 2020 at the Meeting Room 1, 8th Floor, Harbour Building, 29 Midwest Lane, Ordos East Street, Saihan District, Hohhot, Inner Mongolia Autonomous Region, the PRC. Notice of the EGM are set out on pages EGM-1 to EGM-2 of this circular.

A letter from the Board is set out on pages 2 to 6 of this circular.

Form of proxy for the use at the EGM have been published on the websites of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company (www.imeec.cn). If you intend to attend the EGM by proxy, please complete the enclosed form of proxy in accordance with the instructions printed thereon and return the same by 9:00 a.m. on Sunday, May 10, 2020 (Hong Kong time). Completion and return of the form of proxy will not preclude you from attending the EGM and voting in person if you so wish.

April 22, 2020

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DEFINITIONS

In this circular, the following expressions shall have the following meanings unless the context otherwise requires.

“Articles of Association”	the articles of association of the Company, as amended, modified or otherwise supplemented from time to time
“Board”	the board of directors of the Company
“China” or “PRC”	the People’s Republic of China, which for the purposes of this circular excludes Hong Kong, Macau Special Administrative Region and Taiwan
“Company”	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 PRC with limited liability, the H Shares of which are listed on the Main Board of the Stock Exchange (stock code: 01649)
“Director(s)”	the director(s) of the Company
“Domestic Share(s)”	domestic shares of the Company, being the ordinary shares in the share capital of the Company with a nominal value of RMB1.00 each, which are subscribed for and paid up in Renminbi
“EGM”	the first extraordinary general meeting of 2020 of the Company to be held at the Meeting Room 1, 8th Floor, Harbour Building, 29 Midwest Lane, Ordos East Street, Saihan District, Hohhot, Inner Mongolia Autonomous Region, the PRC at 9:00 a.m. on Monday, May 11, 2020 or any adjournment thereof, the notice of which are set out on pages EGM-1 to EGM-2 of this circular
“Group”	the Company, together with its subsidiaries
“H Share(s)”	overseas listed foreign invested Share(s) with a par value of RMB1.00 each in the share capital of the Company, which are listed on the Stock Exchange (stock code: 01649) and are subscribed for in HK dollars
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	April 22, 2020, the latest practicable date prior to the printing of this circular for ascertaining certain information herein
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“RMB” or “Renminbi”	Renminbi, the lawful currency of the PRC
“Share(s)”	the share(s) of RMB1.00 each of the Company
“Shareholder(s)”	holder(s) of the Share(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

LETTER FROM THE BOARD



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)

Members of the Board

Executive Directors:

Mr. Niu Jirong
Mr. Chao Ketu

Non-executive Director:

Mr. Chen Ming

Independent Non-executive Directors:

Mr. Yue Jianhua
Mr. Duan Guiying

Registered Office

Harbour Building
29 Midwest Lane
Ordos East Street
Saihan District, Hohhot
Inner Mongolia Autonomous Region
PRC

Principal Place of Business in Hong Kong

40th Floor, Sunlight Tower,
No. 248 Queen's Road East,
Wanchai, Hong Kong

April 22, 2020

To the Shareholders,

Dear Sir or Madam,

**NOMINATION OF CANDIDATES OF
THE INDEPENDENT NON-EXECUTIVE DIRECTORS
AND
NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING OF 2020
INTRODUCTION**

The purpose of this circular is to provide you with the notice of the first extraordinary general meeting of 2020 of the Company and, among others, other information, so as to enable you to make an informed decision as to whether to vote for or against the following resolutions concerning the following matters of the Company to be proposed at the EGM:

Ordinary resolutions to be proposed to consider and approve (i) the nomination of Mr. Yao Tongshan as the candidate for an independent non-executive Director of the Board of the Company; and (ii) the nomination of Mr. Mui Chok Wah as the candidate for an independent non-executive Director of the Board of the Company.

LETTER FROM THE BOARD

(i) **Nomination of Mr. Yao Tongshan as the candidate for an independent non-executive Director**

Reference is made to the announcement of the Company dated April 22, 2020 in relation to, amongst others, the appointment of Mr. Yao Tongshan as the independent non-executive Director of the Company.

Details of the profile of Mr. Yao Tongshan (“**Mr. Yao**”) and other information on his appointment are set out as follow:

Mr. Yao Tongshan (姚同山), male, aged 63. Mr. Yao has been serving as the executive director of China Shengmu Organic Milk Limited, a company listed on the Stock Exchange (stock code: 1432) since February 2014, and he served as the chairman and the chief executive officer of China Shengmu Organic Milk Limited between October 2009 and June 2017. From July 2008 to March 2010, he served as the chief financial officer and executive director of China Mengniu Dairy Company Limited, a company listed on the Stock Exchange (stock code: 2319). Between October 2001 and January 2010, he served as the chief financial officer, financial vice president and director of Inner Mongolia Mengniu Dairy (Group) Company Limited, a subsidiary of China Mengniu Dairy Company Limited.

Mr. Yao graduated from Inner Mongolia University of Technology (formerly known as Inner Mongolia Engineering College) with a bachelor’s degree in power engineering in August 1982, and he graduated from Tianjin University with a master’s degree in engineering in June 1988. He was also awarded the qualification of senior economist by the People’s Construction Bank of China (formerly known as China People’s Construction Bank) in December 1995.

As at the Latest Practicable Date, Mr. Yao has not entered into independent non-executive Directors’ service contracts with the Company. The Board proposes that the tenure of Mr. Yao commences from the date of approval of the resolution in relation to the appointment of Mr. Yao at the EGM and ends when the term of the first session of the Board expires, subject to the retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. The emoluments for Mr. Yao will be recognised based on the remuneration policy of the Directors of the Company.

To the knowledge of Directors, as at the Latest Practicable Date, save as disclosed above, Mr. Yao does not hold any position with the Company or any member of the Group. Mr. Yao does not have any directorship in public companies, the securities of which are listed on any securities market in Hong Kong or overseas, in the last three years. Save as disclosed above, Mr. Yao does not have any relationship with Directors, supervisors, senior management, substantial Shareholders or controlling Shareholders of the Company and any of its subsidiaries.

As at the Latest Practicable Date, Mr. Yao does not have any interest in the shares of the Company within the meaning of Part XV of the SFO.

Mr. Yao also confirms that there is no other information relating to his proposed appointment as an independent non-executive Director to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules, nor is there any other matter relating to his proposed appointment as an independent non-executive Director that needs to be brought to the attention of the Shareholders.

LETTER FROM THE BOARD

With many years of finance experience, Mr. Yao is a good addition to the diversity of the Board members and empowers the Board to better monitor the implementation of the Company's strategic development plans.

The Company has taken various factors for diversity of Board members, including but not limited to gender, age, cultural and educational background, professional experience, skills and knowledge, into consideration in nominating Mr. Yao. The nomination was based on the value of the candidate and his contributions to the Board, taking full account of the benefits of diversity of Board members with objective conditions, and in accordance with relevant requirements of laws, regulations and securities regulators.

The above resolution will be proposed at the EGM as an ordinary resolution for Shareholders' consideration and approval.

(ii) Nomination of Mr. Mui Chok Wah as the candidate for an independent non-executive Director

Reference is made to the announcement of the Company dated April 22, 2020 in relation to, amongst others, the appointment of Mr. Mui Chok Wah as the independent non-executive Director of the Company.

Details of the profile of Mr. Mui Chok Wah ("**Mr. Mui**") and other information on his appointment are set out as follow:

Mr. Mui Chok Wah (梅作華), male, aged 62. Mr. Mui has been an executive director and the responsible officer of ZhongHua Finance Capital Co., Limited as well as the licensed representative of Chung Lee Securities Company Limited and ZhongHua Finance Asset Management Co., Limited since December 2019. From January 2005 to January 2006, Mr. Mui served as the financial controller and company secretary of Plus Holdings Limited, a company listed on the Stock Exchange (stock code: 1013); from April 2006 to September 2006, he served as the company secretary of China Aerospace International Holdings Limited (航天科技國際集團有限公司), a company listed on the Stock Exchange (stock code: 0031); from November 2006 to April 2007, he served as the financial controller and company secretary of Garron International Limited, renamed as China Investment and Finance Group Limited, a company listed on the Stock Exchange renamed as China Investment and Finance Group Limited (stock code: 1226); from January 2008 to July 2008, he served as the chief financial officer and company secretary of Beauforte Investors Corporation Limited, a company listed on the Stock Exchange (stock code: 0021); from September 2008 to December 2009, he served as the chief financial officer of Shishi Xiaowanpi Garment Weaving Co., Ltd. (小玩皮服裝織造有限公司); from December 2009 to February 2012, he has served as the head of the corporate finance department and licensed responsible officer of SSC Mandarin Financial Services Limited; from August 2012 to October 2019, he served as a licensed responsible officer and from October 2017 to October 2019 as director of F.E. Corporate Finance Advisory Limited; from May 2016 to July 2017, he served as the chief financial officer of Powerwell Pacific Holdings Limited, renamed as China Trustful Group Limited, a company listed on the Stock Exchange renamed as China Trustful Group Limited (stock code: 8265) and a director of F.E. Corporate Finance Advisory Limited from October 2017 to October 2019.

LETTER FROM THE BOARD

Mr. Mui obtained a master's degree of business administration from the University of Southern California in the United States majoring in finance and accounting in 1993 and a bachelor degree in engineering from the University of California, Los Angeles in the United States in 1984. He was also admitted as a fellow member of the Hong Kong Institute of Certified Public Accountants in 2010, an associate member of the Institute of Chartered Secretaries and Administrators in 2005, and an associate member of The Hong Kong Institute of Chartered Secretaries in 2005.

As at the Latest Practicable Date, Mr. Mui has not entered into independent non-executive Directors' service contracts with the Company. The Board proposes that the tenure of Mr. Mui commences from the date of approval of the resolution in relation to the appointment of Mr. Mui at the EGM and ends when the term of the first session of the Board expires, subject to the retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. The emoluments for Mr. Mui will be recognised based on the remuneration policy of the Directors of the Company.

To the knowledge of Directors, as at the Latest Practicable Date, save as disclosed above, Mr. Mui does not hold any position with the Company or any member of the Group. Mr. Mui does not have any directorship in public companies, the securities of which are listed on any securities market in Hong Kong or overseas, in the last three years. Save as disclosed above, Mr. Mui does not have any relationship with Directors, supervisors, senior management, substantial Shareholders or controlling Shareholders of the Company and any of its subsidiaries.

As at the Latest Practicable Date, Mr. Mui does not have any interest in the shares of the Company within the meaning of Part XV of the SFO.

Mr. Mui also confirms that there is no other information relating to his proposed appointment as an independent non-executive Director to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules, nor is there any other matter relating to his proposed appointment as an independent non-executive Director that needs to be brought to the attention of the Shareholders.

With many years of accounting experience, Mr. Mui is a good addition to the diversity of the Board members and empowers the Board to better monitor the implementation of the Company's strategic development plans.

The Company has taken various factors for diversity of Board members, including but not limited to gender, age, cultural and educational background, professional experience, skills and knowledge, into consideration in nominating Mr. Mui. The nomination was based on the value of the candidate and his contributions to the Board, taking full account of the benefits of diversity of Board members with objective conditions, and in accordance with relevant requirements of laws, regulations and securities regulators.

The above resolution will be proposed at the EGM as an ordinary resolution for Shareholders' consideration and approval.

Shareholders whose name appear on the Company's register of members on April 22, 2020 are entitled to attend the EGM.

LETTER FROM THE BOARD

VOTING AT THE EGM

According to Rule 13.39(4) of the Listing Rules, unless the Chairman decides on good faith that a show of hand is allowed for any resolution in relation to procedures or administrative issues, any vote by the Shareholders in any general meeting of the Company shall be conducted by poll. As such, the Chairman of the EGM will, pursuant to Article 78 of the Articles of Association, demand vote by poll for every resolution proposed at the EGM.

During a poll vote, every Shareholder present in person or by proxy (or, in the case of a member being a corporation, by its duly authorized representative) shall have one vote for each share registered in the Shareholder's name in the register of members. According to Article 80 of the Articles of Association, a Shareholder (including proxy) entitled to two or more votes is under no obligation to cast all his/her votes for or against any resolution.

RECOMMENDATION

The Board believes that the resolutions mentioned above are in the best interest of the Company and its Shareholders as a whole. Therefore, the Board recommends the Shareholders to vote for the relevant resolutions to be proposed at the EGM as set out in the notice of the EGM.

By Order of the Board
Inner Mongolia Energy Engineering Co., Ltd.
Niu Jirong
Chairman

NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING OF 2020



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)

NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING OF 2020

NOTICE IS HEREBY GIVEN THAT the first extraordinary general meeting of 2020 (the “EGM”) of Inner Mongolia Energy Engineering Co., Ltd. (內蒙古能源建設投資股份有限公司) (the “Company”) will be held at Meeting Room 1, 8th Floor, Harbour Building, 29 Midwest Lane, Ordos East Street, Saihan District, Hohhot, Inner Mongolia Autonomous Region, the PRC at 9:00 a.m. on Monday, May 11, 2020 for the following purposes:

ORDINARY RESOLUTIONS

1. The resolution to consider and approve Mr. Yao Tongshan's nomination as the candidate for an independent non-executive Director of the Board of the Company; and
2. The resolution to consider and approve Mr. Mui Chok Wah's nomination as the candidate for an independent non-executive Director of the Board of the Company.

By order of the Board
Inner Mongolia Energy Engineering Co., Ltd.
Niu Jirong
Chairman

Inner Mongolia, PRC, April 22, 2020

As at the date of this announcement, the executive directors of the Company are Mr. Niu Jirong and Mr. Chao Ketu; the non-executive director of the Company is Mr. Chen Ming; and the independent non-executive directors of the Company are Mr. Yue Jianhua and Mr. Duan Guiying.

NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING OF 2020

Notes:

- (1) All votes of resolutions at the EGM will be taken by poll pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the results of the poll will be published on the websites of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company (www.imeec.cn) in accordance with the Listing Rules.
- (2) Any shareholders entitled to attend and vote at the EGM can appoint one or more proxies to attend and vote at the EGM on his/her behalf. A proxy need not be a shareholder of the Company. If more than one proxy is so appointed, the appointment shall specify the number and type of shares in respect of which each proxy is so appointed.
- (3) Shareholders shall appoint their proxies in writing. The form of proxy shall be signed by the shareholder or his/her/ its attorney who has been authorised in writing. If the shareholder is a corporation, the form of proxy shall be affixed with the corporation’s seal or signed by its director, or its attorney duly authorised in writing. If the form of proxy is signed by the attorney of the shareholder, the power of attorney or other authorisation document shall be notarized. For shareholders of domestic shares, the aforementioned documents must be lodged with the company secretaries of the Company, at Room 1103, 11th Floor, Harbour Building, Ordos East Street, Saihan District, Hohhot, Inner Mongolia Autonomous Region, the PRC not less than 24 hours before the time appointed for holding the EGM (by 9:00 a.m. on Sunday, May 10, 2020 (Hong Kong time)) or any adjournment thereof, and for shareholders of H shares, the aforementioned documents must be lodged with the H share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 24 hours before the time appointed for holding the EGM (by 9:00 a.m. on Sunday, May 10, 2020 (Hong Kong time)) or any adjournment thereof in order for such documents to be valid. Completion and delivery of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (4) Shareholders shall produce their identification documents when attending the EGM.
- (5) If a proxy attends the EGM on behalf of a shareholder, he/she should produce his/her identification document and the power of attorney or other documents signed by the appointer or his/her attorney, which specifies the date of its issuance. If a representative of a corporate shareholder attends the EGM, such representative shall produce his/her identification document and the notarized copy of the resolution passed by the board of directors or other authority or other notarized copy of any authorisation documents issued by such corporate shareholder.
- (6) The EGM is expected to last for half a day. Shareholders who attend the EGM (in person or by proxy) shall bear their own travelling, accommodation and other expenses.
- (7) The contact of the Company:

Address:	Inner Mongolia Energy Engineering Co., Ltd. Meeting Room, 11th Floor, Harbour Building, Ordos East Street, Saihan District, Hohhot, Inner Mongolia Autonomous Region, PRC
Postal Code:	010020
Telephone:	+86 471 5202008
Contact Person:	Yang Feng
Facsimile:	+86 471 5202004
- (8) All times refer to Hong Kong local time, except as otherwise stated.