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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: 1649)

## NOTICE OF H SHARE CLASS MEETING

**NOTICE IS HEREBY GIVEN** that the H Share Class Meeting of Inner Mongolia Energy Engineering Co., Ltd. (the "**Company**") will be held at Meeting Room 1, 8th Floor, Harbor Building, 29 Midwest Lane, Ordos East Street, Saihan District, Hohhot, Inner Mongolia Autonomous Region, the PRC on Friday, 9 July 2021 at 10:30 a.m. (or immediately after the conclusion or adjournment of the Extraordinary General Meeting which will be held at the same place and date) to consider and, if thought fit, to pass the following resolutions by at least 75% of the votes attaching to the H Shares of the Company held by the Independent Shareholders that are cast by poll either in person or by proxy at the H Share Class Meeting, and with the number of votes cast by poll against the resolutions at the H Share Class Meeting amounting to not more than 10% of all the H Shares of the Company held by the Independent Shareholders.

Capitalised terms defined in the composite document dated 31 May 2021 jointly issued by the Company and Inner Mongolia Energy Engineering (Group) Co., Ltd.\* (內蒙古能源建設投資(集團)有限公司) shall have the same meanings when used herein unless otherwise specified:

### SPECIAL RESOLUTIONS

1. **THAT:**

- (a) subject to minimum valid acceptances of the H Share Offer being received (and not, where permitted, withdrawn) by 4:00 p.m. on Friday, 16 July 2021 (i.e. the First Closing Date (or such later time or date as IMG may, subject to the Takeovers Code decide) amounting to at least 90% of the H Shares in issue held by the Independent Shareholders, the Delisting be and is hereby approved; and
- (b) the board of directors of the Company, and/or unless the board of directors of the Company determines otherwise, any director of the Company be and is hereby authorised to take such other action and execute such documents or deeds as he/she may consider necessary or desirable for the purpose of implementing the Delisting and/or any matter in relation thereto.

2. **THAT** subject to the passing of this same resolution by the shareholders of the Company in the Extraordinary General Meeting by more than two-thirds of the votes attaching to the shares of the Company held by the shareholders of the Company that are cast either in person or by proxy at the Extraordinary General Meeting:

- (a) the Merger Agreement, the execution of the Merger Agreement by the Company, and the Merger contemplated thereunder be and are hereby approved, ratified and confirmed; and
- (b) the board of directors of the Company, and/or unless the board of directors of the Company determines otherwise, any director of the Company be and is hereby authorised to take such other action and execute such documents or deeds as he/she may consider necessary or desirable for the purpose of implementing the Merger and all other transactions contemplated under the Merger Agreement.

By Order of the Board  
**Inner Mongolia Energy Engineering Co., Ltd.**  
內蒙古能源建設投資股份有限公司  
**Niu Jirong**  
Chairman

Inner Mongolia, PRC, 31 May 2021

Notes:

- (1) Holders of the H Shares who wish to attend and vote at the H Share Class Meeting but have not registered the transfer documents are required to lodge the transfer documents together with the relevant share certificates at the H Share registrar of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Tuesday, 8 June 2021.
- (2) In order to determine the list of shareholders who have the right to attend and vote at the H Share Class Meeting, the register of members of the Company will be closed from Wednesday, 9 June 2021 to Friday, 9 July 2021 (both days inclusive) during which period, no transfer of H Shares will be effected. Shareholders whose names appear on the register of members of the Company on Wednesday, 9 June 2021 are entitled to attend and vote at the H Share Class Meeting.
- (3) All votes of resolutions at the H Share Class Meeting will be taken by poll pursuant to the Listing Rules and the results of the poll will be published on the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.imeec.cn](http://www.imeec.cn)) in accordance with the Listing Rules.
- (4) Any shareholders entitled to attend and vote at the H Share Class Meeting can appoint one or more proxies to attend and vote at the H Share Class Meeting on his/her/its 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.
- (5) 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 notarised. The aforementioned documents must be lodged with the 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 H Share Class Meeting (which is held at 10:30 a.m. on Friday, 9 July 2021 (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.
- (6) Whether or not you are able to attend the H Share Class Meeting or any adjournment thereof in person, you are requested to complete and return the form of proxy in accordance with the instructions printed thereon to the office address of IME at Room 609, 6th Floor, Harbor Building, 29 Midwest Lane, Ordos East Street, Saihan District, Hohhot, Inner Mongolia Autonomous Region, the PRC or the Registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong as soon as possible and in any event not less than twenty-four (24) hours before the time appointed for the H Share Class Meeting.
- (7) Shareholders shall produce their identification documents when attending the H Share Class Meeting.
- (8) If a proxy attends the H Share Class Meeting 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 H Share Class Meeting, such representative shall produce his/her identification document and the notarised copy of the resolution passed by the board of directors or other authority or other notarised copy of any authorisation documents issued by such corporate shareholder.
- (9) Shareholders who attend the H Share Class Meeting (in person or by proxy) shall bear their own travelling, accommodation and other expenses.
- (10) The contact of the Company:  
Address: Inner Mongolia Energy Engineering Co., Ltd.  
Room 609, 6th Floor, Harbor Building, Ordos East Street, Saihan District,  
Hohhot, Inner Mongolia Autonomous  
Region, PRC  
Postal Code: 010020  
Telephone: +86 471 5202008  
Contact Person: Office of the IME Board  
Facsimile: +86 471 5202004
- (11) All times refer to Hong Kong local time, except as otherwise stated.

*As at the date of this notice, 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, Mr. Yao Tongshan and Mr. Mui Chok Wah.*

*The directors of the Company jointly and severally accept full responsibility for the accuracy of the information contained in this notice and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this notice have been arrived at after due and careful consideration and there are no other facts not contained in this notice, the omission of which would make any statement in this notice misleading.*

\* For identification purpose only