



**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)

**Form of Proxy for the H Share Class Meeting**

Number of H shares to which this form of proxy relates <sup>(Note 1)</sup>	
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I/We <sup>(Note 2)</sup> (name) \_\_\_\_\_ of <sup>(Note 2)</sup> (address) \_\_\_\_\_

being the registered holder(s) of \_\_\_\_\_

H shares of RMB1.00 each in the share capital of Inner Mongolia Energy Engineering Co., Ltd.

(the "Company") hereby appoint the Chairman of the meeting, or <sup>(Note 4)</sup> \_\_\_\_\_ of \_\_\_\_\_

(address) \_\_\_\_\_ as my/our proxy to attend and vote for me/us on

my/our behalf as direct below, or if no such indication is given then to vote as my/our proxy thinks fit, at the H share class meeting (the "H Share Class Meeting") to be held at

Meeting Room 1, 8th Floor, Harbor Building, 29 Midwest Lane, Ordos East Street, Saihan District, Hohhot, Inner Mongolia Autonomous Region, PRC at 10:30 a.m. on Friday, 9 July

2021 or immediately after the conclusion or adjournment of the EGM held at 10:00 a.m. on Friday, 9 July 2021 or at any adjournment thereof.

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		FOR <sup>(Note 5)</sup>	AGAINST <sup>(Note 5)</sup>
1.	<p>THAT:</p> <p>(a) subject to minimum valid acceptances of the H Share Offer being received (and not, where permitted, withdrawn) by 4:00 p.m. on Friday, 16 July 2021 (i.e. the First Closing Date (or such later time or date as IMG may, subject to the Takeovers Code decide) amounting to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</p> <p>(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.</p>		
2.	<p>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:</p> <p>(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</p> <p>(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 by the Merger Agreement.</p>		

Date: \_\_\_\_\_

Signature <sup>(Notes 6 and 8)</sup>: \_\_\_\_\_

**Notes:**

- Please insert the number of shares of the Company registered in your name(s) to which this proxy relates. If a number is inserted, this form of proxy will be deemed to relate only to those shares. If no number is inserted, the form of proxy will be deemed to relate to all shares registered in your name(s) (whether alone or jointly with others).
- Please insert the full name(s) and address(es) as registered in the register of members of the Company in **BLOCK LETTERS**.
- Please insert the number of H shares of the Company registered in your name(s).
- If any proxy other than the Chairman of the meeting is preferred, please strike out the words "the Chairman of the meeting, or" and insert the name and address of the proxy desired in the space provided. If this space is not completed, the Chairman of the meeting will act as your proxy. A shareholder may appoint one or more proxies to attend and vote on his/her behalf. A proxy need not be a shareholder of the Company. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: PLEASE INDICATE BY A "✓" IN THE SPACE PROVIDED AS TO HOW YOU WISH YOUR VOTES TO BE CAST. IF YOU WISH TO VOTE FOR ANY RESOLUTIONS, PLEASE TICK THE APPROPRIATE BOXES UNDER THE COLUMN MARKED "FOR"; IF YOU WISH TO VOTE AGAINST ANY RESOLUTIONS, PLEASE TICK THE APPROPRIATE BOXES UNDER THE COLUMN MARKED "AGAINST".** The share abstained will be not counted in the calculation of required majority for the passing of resolution. Without such specific directions the proxy may at his/her discretion vote for or against the resolutions or abstain from voting. Your proxy will also be entitled to vote at his/her discretion on any resolutions properly put to the H Share Class Meeting other than those referred to in the notice of the H Share Class Meeting dated 31 May 2021.
- This Form of Proxy shall be under the hand of the shareholder or of his/her attorney duly authorised in writing, or, if the shareholder is a corporation or a legal person, either under its seal or under the hand of a director or other attorney duly authorised in writing. In case of joint holders, this form of proxy must be signed by the shareholder whose name stands first in the register of members of the Company.
- To be valid, this Form of Proxy and, if such proxy is signed by a person on behalf of the appointer pursuant to a power of attorney or other authority, a notarially certified copy of such power of attorney or other authority must be deposited 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 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 not less than 24 hours before the time appointed for taking the poll.
- Where there are joint holders of any shares, only the joint holder whose name stands first on the register of members is entitled to vote at the H Share Class Meeting either in person or by proxy in respect of such shares.
- Completion and delivery of this Form of Proxy will not preclude you from attending and voting at the H Share Class Meeting if you so wish. In such event, the instrument appointing a proxy shall be deemed to be revoked.
- Shareholders shall produce their identification documents when attending the H Share Class Meeting in person or by proxy.
- All times refer to Hong Kong local time, except as otherwise stated.

**PERSONAL INFORMATION COLLECTION STATEMENT**

"Personal Data" in this proxy form has the same meaning as "personal data" in the Personal Data (Privacy) Ordinance, Cap 486 ("PDPO"), which includes your and your proxy's name and address.

Your and your proxy's Personal Data provided in this proxy form will be used in connection with processing your request for the appointment of a proxy to attend, act and vote on your behalf as directed above at the H Share Class Meeting of the Company. The supply of your and your proxy's Personal Data is on a voluntary basis. However, we may not be able to process your request unless you provide us with your and your proxy's Personal Data.

Your and your proxy's Personal Data will be disclosed or transferred to the Company, the Company's H Share Registrar and/or other companies or bodies for the purpose stated above, or when it is required to do so by law, and will be retained for such period as may be necessary for our verification and record purpose.

By providing your proxy's Personal Data in this proxy form, you should have obtained the express consent (which has not been withdrawn in writing) from your proxy in using his/her Personal Data provided in this proxy form and that you have informed your proxy of the purpose for and the manner in which his/her Personal Data may be used.

You/your proxy have/has the right to request access to and/or correction of your/your proxy's Personal Data respectively in accordance with the provisions of the PDPO. Any such request for access to and/or correction of your/your proxy's Personal Data should be in writing to the Company at the above address.