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**Inner Mongolia Energy Engineering  
(Group) Co., Ltd.\***

**內蒙古能源建設投資（集團）有限公司**  
*(A wholly state-owned company incorporated in  
the People's Republic of China)*

**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)**

**JOINT ANNOUNCEMENT  
POLL RESULTS OF THE EXTRAORDINARY GENERAL  
MEETING AND THE H SHARE CLASS MEETING HELD ON  
9 JULY 2021 IN RELATION TO  
(1) VOLUNTARY CONDITIONAL OFFER  
BY CINDA INTERNATIONAL CAPITAL LIMITED  
ON BEHALF OF IMG TO ACQUIRE ALL OF THE ISSUED  
H SHARES IN IME  
(2) PROPOSED PRIVATISATION AND  
VOLUNTARY WITHDRAWAL OF  
LISTING OF THE H SHARES OF IME  
AND  
(3) PROPOSED MERGER BY ABSORPTION OF IME BY IMG  
JOINT FINANCIAL ADVISERS TO IMG**



**CINDA INTERNATIONAL CAPITAL LIMITED**



**DONVEX CAPITAL LIMITED**

**FINANCIAL ADVISER TO IME**



**GF CAPITAL (HONG KONG) LIMITED**

**INDEPENDENT FINANCIAL ADVISER TO THE INDEPENDENT BOARD COMMITTEE**



**ODYSSEUS CAPITAL ASIA LIMITED**

Reference is made to (i) the notice of the Extraordinary General Meeting (the “**EGM Notice**”) and the notice of the H Share Class Meeting (the “**H Share Class Meeting Notice**”) both dated 31 May 2021, and (ii) the composite document jointly issued by IMG and IME dated 31 May 2021 (the “**Composite Document**”) in relation to, among other things, the H Share Offer, the Delisting, the Merger Agreement and the Merger contemplated thereunder. Unless otherwise defined, capitalised terms used in this joint announcement shall have the same meanings as those defined in the Composite Document.

## **RESULTS OF THE EXTRAORDINARY GENERAL MEETING**

At the Extraordinary General Meeting 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 10:00 a.m., poll voting was adopted for the resolution (the “**EGM Resolution**”) set out in the EGM Notice as required by the Listing Rules.

The IME Board is pleased to announce that the EGM Resolution set out in the EGM Notice was duly approved by the IME Shareholders at the Extraordinary General Meeting and the poll results are as follows:

<b>SPECIAL RESOLUTION</b>		<b>Number of Votes (%)</b>		<b>Total Votes</b>
		<b>FOR</b>	<b>AGAINST</b>	
1.	<p>THAT subject to the passing of this same resolution by the Independent Shareholders at the H Share Class Meeting, as approved by way of poll by at least 75% of the votes attaching to the H Shares held by the Independent Shareholders that are cast either in person or by proxy at the H Share Class Meeting and with the number of votes cast against the resolution by the Independent Shareholders being not more than 10% of the votes attaching to all the H Shares held by the Independent Shareholders:</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>2,645,432,952 (100%) <i>Note (1)</i></p>	<p>0 (0%) <i>Note (1)</i></p>	<p>2,645,432,952</p>

SPECIAL RESOLUTION	Number of Votes (%)		Total Votes
	FOR	AGAINST	
(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.			

The EGM Resolution set out above is by way of summary only. IME Shareholders may refer to the EGM Notice and the Composite Document for details of the EGM Resolution.

*Notes:*

1. Based on the total number of the votes attaching to all the IME Shares held by the IME Shareholders cast in person or by proxy at the Extraordinary General Meeting.
2. The percentage figures included in the poll results in respect of the Extraordinary General Meeting above have been subject to rounding adjustments.

In compliance with the requirements of the Listing Rules and Rule 2.9 of the Takeovers Code, Computershare Hong Kong Investor Services Limited, the H Share registrar and transfer office of IME, acted as the scrutineer for the poll voting at the Extraordinary General Meeting.

As at the date of the Extraordinary General Meeting, the total number of issued IME Shares is 2,846,860,952, comprising 2,025,313,904 Domestic Shares and 821,547,048 H Shares, which was the total number of IME Shares entitling the holders to attend and vote for or against the EGM Resolution at the Extraordinary General Meeting.

There are no restrictions imposed on any IME Shareholders to cast votes on the EGM Resolution passed at the Extraordinary General Meeting, and there are no IME Shares entitling the holders to attend and to vote only against the EGM Resolution at the Extraordinary General Meeting or abstain from voting. No IME Shareholder has stated his/her/its intention in the Composite Document to vote against or to abstain from voting on the EGM Resolution at the Extraordinary General Meeting.

The Extraordinary General Meeting was convened by the IME Board and chaired by Mr. Niu Jirong, the chairman and executive director of IME. IME Shareholders and authorised proxies holding an aggregate of 2,645,432,952 IME Shares, representing approximately 92.92% of the total number of the votes attaching to all the IME Shares were present at the Extraordinary General Meeting.

With respect to the EGM Resolution at the Extraordinary General Meeting, since more than two-thirds of the votes attaching to the IME Shares held by the IME Shareholders present in person or by proxy at the Extraordinary General Meeting were cast in favour of the EGM Resolution, the EGM Resolution was passed as special resolution by way of poll at the Extraordinary General Meeting in accordance with the requirements of the PRC Company Law and the IME Articles.

## RESULTS OF THE H SHARE CLASS MEETING

At the H Share Class Meeting 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 was held at the same place and on the same date), poll voting was adopted for the resolutions (the “**H Share Class Meeting Resolutions**”) set out in the H Share Class Meeting Notice as required by the Listing Rules.

The IME Board is pleased to announce that the H Share Class Meeting Resolutions set out in the H Share Class Meeting Notice were duly approved by the Independent Shareholders at the H Share Class Meeting and the poll results are as follows:

SPECIAL RESOLUTIONS		Number of Votes (%)		Total Votes
		FOR	AGAINST	
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>	<p>620,119,048 (100%) <i>Note (1)</i></p>	<p>0 (0%) <i>Note (1)</i> (0%) <i>Note (2)</i></p>	620,119,048

SPECIAL RESOLUTIONS		Number of Votes (%)		Total Votes
		FOR	AGAINST	
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>	<p>620,119,048 (100%) <i>Note (1)</i></p>	<p>0 (0%) <i>Note (1)</i> (0%) <i>Note (2)</i></p>	620,119,048

The H Share Class Meeting Resolutions set out above are by way of summary only. The Independent Shareholders may refer to the H Share Class Meeting Notice and the Composite Document for details of the H Share Class Meeting Resolutions.

*Notes:*

1. Based on the total number of the votes attaching to all the H Shares held by the Independent Shareholders cast in person or by proxy at the H Share Class Meeting.
2. Based on the total number of the votes attaching to all the H Shares held by the Independent Shareholders.
3. The percentage figures included in the poll results in respect of the H Share Class Meeting above have been subject to rounding adjustments.

In compliance with the requirements of the Listing Rules and Rule 2.9 of the Takeovers Code, Computershare Hong Kong Investor Services Limited, the H Share registrar and transfer office of IME, acted as the scrutineer for the poll voting at the H Share Class Meeting.

As at the date of the H Share Class Meeting, IMG and the parties acting in concert with it (i.e. IM Sulige Company) own 2,025,313,904 Domestic Shares in aggregate, representing 100% of the Domestic Shares and approximately 71.14% of the total issued share capital of IME. None of IMG or any parties acting in concert with it legally or beneficially owns any H Shares.

As at the date of the H Share Class Meeting, the total number of issued H Shares is 821,547,048, and the total number of H Shares entitling the Independent Shareholders to attend and vote for or against the H Share Class Resolutions at the H Share Class Meeting is 821,547,048.

There are no restrictions imposed on any Independent Shareholders to cast votes on the H Share Class Resolutions passed at the H Share Class Meeting, and there are no H Shares entitling the holders to attend and to vote only against the H Share Class Resolutions at the H Share Class Meeting or abstain from voting. No Independent Shareholder has stated his/her/its intention in the Composite Document to vote against or to abstain from voting on the H Share Class Meeting Resolutions at the H Share Class Meeting.

The H Share Class Meeting was convened by the IME Board and chaired by Mr. Niu Jirong, the chairman and executive director of IME. The Independent Shareholders and authorised proxies holding an aggregate of 620,119,048 H Shares, representing approximately 75.48% of the total number of the votes attaching to all the H Shares held by the Independent Shareholders were present at the H Share Class Meeting.

With respect to the H Share Class Resolutions at the H Share Class Meeting, since more than 75% of the votes attaching to the H Shares held by the Independent Shareholders present in person or by proxy at the H Share Class Meeting were cast in favour of the H Share Class Resolutions and the number of votes cast against the H Share Class Resolutions amounted to not more than 10% of the votes attaching to all the H Shares held by the Independent Shareholders, the H Share Class Resolutions were passed as special resolutions by way of poll at the H Share Class Meeting in accordance with the requirements of Rule 6.12 of the Listing Rules, and Rules 2.2 and 2.10 of the Takeovers Code.

## **OUTSTANDING CONDITIONS AND THE CLOSING DATE**

The Independent Shareholders are reminded that the H Share Offer remains conditional on, among other things, 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 (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 “**Acceptance Condition**”).

As at the date of this joint announcement, Conditions (a), (c), (g) and (h) set out under the section headed “Conditions of the H Share Offer” in the “Letter from Cinda International Capital Limited” of the Composite Document have been fulfilled, whilst the Acceptance Condition, together with Conditions (d) to (f) set out thereunder remain outstanding. IMG is not aware of any events that would lead to Conditions (d) to (f) not being fulfilled. IMG also reserves the right to waive Condition (e).

**The Independent Shareholders are reminded that unless the H Share Offer becomes or is declared unconditional before Friday, 16 July 2021, or is revised or extended, the latest time and date for acceptance of the H Share Offer will be 4:00 p.m. on Friday, 16 July 2021. The Independent Shareholders are further reminded to pay attention to, and to consult (if necessary) a licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser to confirm, the deadline for accepting the H Share Offer, which might be before 4:00 p.m. on Friday, 16 July 2021.**

IMG and IME will jointly issue an announcement stating whether the H Share Offer has been extended, has expired or has become or been declared unconditional (as to acceptances) by 7:00 p.m. on Friday, 16 July 2021.

## **WITHDRAWAL OF LISTING**

As at the date of this joint announcement, IME has made an application for the Delisting in accordance with Rule 6.12 of the Listing Rules. On the assumption that the H Share Offer becomes unconditional on or before Friday, 16 July 2021, it is currently expected that the voluntary withdrawal of listing of the H Shares from the Stock Exchange would happen at 9:00 a.m. on Wednesday, 25 August 2021, subject to the satisfaction of any conditions for the Delisting from the Stock Exchange, and receipt of any regulatory approvals required for such Delisting. IME H Shareholders will be notified by way of an announcement of the date on which the Delisting will become effective as and when appropriate.

## **SUBSEQUENT OFFER PERIOD**

The Independent Shareholders should note that, if the H Share Offer becomes or is declared unconditional on Friday, 16 July 2021 (whether as to acceptances or in all respects), it should remain open for acceptance for not less than 28 days thereafter in compliance with the note to Rule 2.2 and Rule 15.3 of the Takeovers Code. At least 14 days' notice in writing must be given before the H Share Offer is closed to the Independent Shareholders who have not accepted the H Share Offer if the announcement to extend the H Share Offer does not state the next closing date. IMG reserves the right to extend the H Share Offer beyond this 28-day period.

## **EFFECTIVENESS OF THE MERGER AND OUTSTANDING MERGER CONDITIONS**

The Independent Shareholders are also reminded that the Merger is conditional upon the fulfilment (or waiver, as applicable) of the Merger Conditions, which include the completion of the H Share Offer and the effectiveness of the Delisting.

As at the date of this joint announcement, Merger Conditions (a) to (d) set out under the section headed "Merger by Absorption of IME by IMG — Merger Conditions" in the "Letter from Cinda International Capital Limited" of the Composite Document have been fulfilled, whilst Merger Conditions (e) to (h) set out thereunder remain outstanding. IMG is not aware of any events that would lead Merger Conditions (e) to (h) not being fulfilled. IMG also reserves the right to waive the Merger Condition (f).

**The Independent Shareholders are reminded that if they do not accept the H Share Offer and the H Share Offer subsequently becomes unconditional in all respects and the H Shares are delisted from the Stock Exchange, this will result in the Independent Shareholders holding securities that are not listed on the Stock Exchange. In addition, IME may not continue to be subject to the Takeovers Code after the completion of the H Share Offer depending on whether it remains as a public company in Hong Kong pursuant to the Takeovers Code.**

## **WARNING**

**The H Share Offer is conditional upon the fulfilment or waiver (where applicable) of the Conditions and the Merger is conditional upon the fulfilment or waiver (where applicable) of the Merger Conditions, in each case as described in the Composite Document in all aspects. Accordingly, the H Share Offer may or may not become unconditional and the issue of this joint announcement does not imply that the H Share Offer or the Delisting will be completed. As the Merger Conditions (in respect of the Merger) are different from the Conditions (in respect of the H Share Offer), IME Shareholders and potential investors of IME should be aware that even following the successful completion of the H Share Offer and the Delisting, there is no certainty that the Merger will proceed. IME Shareholders and/or potential investors of IME should therefore exercise caution when dealing in the securities of IME (including the H Shares and any options or rights in respect of them). Persons who are in doubt as to the action they should take should consult their licensed securities dealers or registered institutions in securities, bank managers, solicitors, professional accountants or other professional advisers.**

**In accordance with Rule 6.01A(1) of the Listing Rules, the Stock Exchange may cancel the listing of any securities that have been suspended for a continuous period of 18 months. As the trading in the H Shares has been suspended since 18 March 2019, the above 18-month period has been expired on 17 September 2020, upon which the Listing Division of the Stock Exchange may recommend the Listing Committee to cancel the listing of the H Shares on the Stock Exchange if IME fails to comply with all the resumption conditions as stipulated by the Stock Exchange. The Independent Shareholders are reminded that (i) the issue of this joint announcement does not imply that the Stock Exchange will not delist IME pursuant to the Listing Rules, and (ii) as at the date of this joint announcement, IME has not yet fulfilled all resumption conditions. The Stock Exchange has indicated that in the event that the H Share Offer does not become or is not declared to be unconditional, it might proceed with the above delisting procedure against IME and should that occur, the Independent Shareholders will be holding the securities of IME that are not listed on the Stock Exchange.**



## CONTINUED SUSPENSION OF TRADING

Trading in the H Shares of IME on the Stock Exchange has been suspended with effect from 9:00 a.m. on 18 March 2019 and will remain suspended until further notice, pending the fulfillment of the resumption conditions.

**The IME Shareholders and potential investors of IME should exercise caution when dealing in the securities of IME.**

On behalf of the board of  
**Inner Mongolia Energy Engineering  
(Group) Co., Ltd.\***  
內蒙古能源建設投資(集團)有限公司  
**Niu Jirong**  
Chairman

On behalf of the board of  
**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, the PRC, 9 July 2021

*As at the date of this joint announcement, the IMG Board comprises Mr. Niu Jirong, Mr. Chao Ketu, Mr. Duan Guiying, Mr. Zhang Xiru and Mr. Gao Ruifeng.*

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

*As at the date of this joint announcement, the executive directors of IME are Mr. Niu Jirong and Mr. Chao Ketu; the non-executive director of IME is Mr. Chen Ming; and the independent non-executive directors of IME are Mr. Yue Jianhua, Mr. Yao Tongshan and Mr. Mui Chok Wah.*

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

\* For identification purpose only