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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

### THE H SHARE OFFER HAS BECOME UNCONDITIONAL AS TO ACCEPTANCE

**(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**

## INTRODUCTION

Reference is made to (i) 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; (ii) the announcement jointly issued by IMG and IME dated 9 July 2021 in relation to the poll results of the Extraordinary General Meeting and the H Share Class Meeting; and (iii) the announcement jointly issued by IMG and IME dated 16 July 2021 (the “**Extension Announcement**”) in relation to the level of acceptance on the First Closing Date and extension of Offer Period and revised expected timetable.

Unless otherwise defined, capitalised terms used in this joint announcement shall have the same meanings as those defined in the Composite Document and the Extension Announcement. All references to dates and times contained in this joint announcement refer to Hong Kong dates and times.

## CONDITION AS TO ACCEPTANCE LEVEL OF THE H SHARE OFFER

As at 4:30 p.m. on Tuesday, 27 July 2021 (i.e. the date of this joint announcement), IMG had received valid acceptances in respect of 764,623,177 H Shares under the H Share Offer from the Independent H Shareholders (the “**Accepted H Shares**”), representing approximately 93.07% of the total issued H Shares held by the Independent Shareholders as at the date of this joint announcement.

As set out in the Composite Document and the Extension Announcement, the H Share Offer is 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 the Extended First Closing Date (unless extended in accordance with the Takeovers Code with the consent of the Executive) amounting to at least 90% of the H Shares in issue held by the Independent Shareholders (the “**Acceptance Condition**”). As the Accepted H Shares amount to more than 90% of the total issued H Shares held by the Independent Shareholders by 4:30 p.m. on Tuesday, 27 July 2021, the Acceptance Condition has been satisfied.

## INTERESTS OF IMG AND PARTIES ACTING IN CONCERT WITH IT IN THE SECURITIES OF IME

Immediately prior to the Offer Period commencing from 11 September 2020 (being the date of the Rule 3.7 Announcement), IMG held 2,015,187,334 Domestic Shares, and IM Sulige Company held 10,126,570 Domestic Shares, therefore IMG and parties acting in concert with it (i.e. IM Sulige Company) held an aggregate amount of 2,025,313,904 Domestic Shares, representing the 100% of total issued Domestic Shares and approximately 71.14% of total issued share capital of IME.

Save for the Accepted H Shares, IMG and parties acting in concert with it have not acquired or agreed to acquire any IME Shares or any rights over the IME Shares during the Offer Period and up to the date of this joint announcement.

Save for the 2,025,313,904 Domestic Shares, none of IMG nor any parties acting in concert with it owned, controlled or directed any IME Shares or any rights over the IME Shares during the Offer Period and up to the date of this joint announcement.

None of IMG nor any parties acting in concert with it has borrowed or lent any relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of IME during the Offer Period and up to the date of this joint announcement.

## **OTHER CONDITIONS**

As at the date of this joint announcement, Condition (d) (no relevant authorities having granted any order or made any decision that would make the H Share Offer void, unenforceable or illegal, or restrict or prohibit the implementation of, the H Share Offer (other than such orders or decisions that would not have a material adverse effect on the legal ability of IMG to proceed with or consummate the H Share Offer)), Condition (e) (no relevant authorities having imposed any additional material conditions or obligations with respect to, the H Share Offer (other than such orders or decisions that would not have a material adverse effect on the legal ability of IMG to proceed with or consummate the H Share Offer)) and Condition (f) (the business licences of IMG and IME remaining in full force and effect) as set out under the section headed “Conditions of the H Share Offer” in the “Letter from Cinda International Capital Limited” of the Composite Document still remain outstanding.

IMG and IME will jointly issue an announcement when the H Share Offer has become unconditional in all respects or as otherwise required by the Takeovers Code. Pursuant to Rule 15.7 of the Takeovers Code, except with the consent of the Executive, all conditions must be fulfilled or the H Share Offer must lapse within 21 days of the date the offer becomes or is declared unconditional as to acceptance.

## **THE H SHARE OFFER REMAINS OPEN FOR ACCEPTANCE**

The IME H Shareholders should note that when the H Share Offer becomes or is declared unconditional in all respects, it will 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. As the H Share Offer has yet to become or is declared unconditional in all respects, the H Share Offer will remain open for acceptance until further notice.

Save as set out above, all other terms of the H Share Offer as set out in the Extension Announcement, Composite Document and the Form of Acceptance remain unchanged. The IME H Shareholders are advised to refer to the Composite Document and the Form of Acceptance for details of the acceptance procedures if they wish to accept the H Share Offer.

Further announcement on the results of the H Share Offer will be made in accordance with Rule 19.1 of the Takeovers Code.

## **NO RIGHT OF COMPULSORY ACQUISITION**

IMG has no right under the PRC Laws to compulsorily acquire the H Shares that are not tendered for acceptance pursuant to the H Share Offer. **Accordingly, the Independent Shareholders are reminded that if they do not accept the H Share Offer 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.**

## **DELISTING**

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. The IME H Shareholders will be notified by way of an announcement of the dates of the last day for dealing in the H Shares and on which the Delisting will become effective.

## **WARNING**

**The Merger is conditional upon the fulfilment or waiver (where applicable) of the Merger Conditions as described in the Composite Document in all aspects. 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. 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, 27 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