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

**Inner Mongolia Energy Engineering
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)

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
VOLUNTARY ANNOUNCEMENT
(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

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; (iii) the announcement jointly issued by IMG and IME dated 16 July 2021 in relation to the level of acceptance on the First Closing Date and extension of Offer Period and revised expected timetable; (iv) the announcement jointly issued by IMG and IME dated 27 July 2021 in relation to the H Share Offer becoming unconditional as to acceptance; and (v) the announcement jointly issued by IMG and IME dated 30 July 2021 (the “**Unconditional Announcement**”) in relation to the H Share Offer becoming unconditional in all respects.

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

APPROVAL FOR THE APPLICATION OF WITHDRAWAL OF LISTING AND CONTINUED SUSPENSION OF TRADING OF THE H SHARES ON THE STOCK EXCHANGE

On 6 August 2021, the Stock Exchange has granted its approval for the withdrawal of the listing of the H Shares of IME from the main board of the Stock Exchange with effect **from 9:00 a.m. on Wednesday, 8 September 2021**. **The trading in the H Shares of IME will remain suspended until the withdrawal of listing of the H Shares of IME from the Stock Exchange (i.e. 9:00 a.m. on Wednesday, 8 September 2021).**

THE H SHARE OFFER REMAINS OPEN FOR ACCEPTANCE

As disclosed in the Unconditional Announcement, the IME H Shareholders should note that the latest time and date for acceptance of the H Share Offer will be **4:00 p.m. on Friday, 27 August 2021**.

The IME H Shareholders should 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.

WARNING

The IME H 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 then IME H 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.

If the Merger is implemented under the Merger Agreement, IMG will pay a Merger Price of HK\$1.80 per H Share in cash to the then existing IME H Shareholders recorded on the Register as at the Merger Effective Date (i.e. expected to be on or before 31 December 2021), within seven Business Days after the Merger Effective Date. After the Merger Price has been paid, the relevant rights attaching to such H Shares shall be deemed as cancelled.

If the Merger is not implemented under the Merger Agreement, IMG will not be obliged to pay the Merger Price to the then existing IME H Shareholders. Under the circumstance that the H Shares have been delisted from the Stock Exchange, the then IME H Shareholders will be holding securities that are not listed on the Stock Exchange.

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

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 the withdrawal of listing of the H Shares of IME from the Stock Exchange (i.e. 9:00 a.m. on Wednesday, 8 September 2021).

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 August 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*