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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
CLOSING OF THE H SHARE OFFER AND THE RESULTS OF
THE H SHARE OFFER**

**(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

A. 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; (v) the announcement jointly issued by IMG and IME dated 30 July 2021 in relation to the H Share Offer becoming unconditional in all respects; (vi) the letter jointly issued by IMG and IME dated 6 August 2021 in relation to, among other things, the Final Closing Date and the Merger; and (vii) the voluntary announcement jointly issued by IMG and IME date 9 August 2021 in relation to the approval for the withdrawal of the listing of the H Shares of IME.

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.

B. CLOSE OF THE H SHARE OFFER

IMG and IME jointly announce that the H Share Offer was closed at 4:00 p.m. on Friday, 27 August 2021.

C. RESULTS OF THE H SHARE OFFER

As at 4:00 p.m. on Friday, 27 August 2021, being the latest time and date for the H Share Offer remaining open for acceptance and closing (the “**Final Closing Date**”), IMG had received valid acceptances in respect of 766,059,177 H Shares under the H Share Offer from the Independent H Shareholders (the “**Accepted H Shares**”), representing approximately 93.25% of the total issued H Shares held by the Independent Shareholders as at the date of this joint announcement.

D. 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.

As at the date of this joint announcement, together with the Accepted H Shares, IMG and parties acting in concert with it (i.e. IM Sulige Company) held an aggregate amount of 2,791,373,081 IME Shares (comprising 2,025,313,904 Domestic Shares and 766,059,177 H Shares), representing appropriately 98.05% of total issued Shares 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.

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.

E. SETTLEMENT OF CONSIDERATION

Remittances in respect of valid acceptances of the H Share Offer received as at the date of this joint announcement (after, if applicable, deducting the seller's ad valorem stamp duty arising therefrom and, if applicable, the fees payable to the Registrar in respect of lost or unavailable H Share certificates) will be posted to the IME H Shareholders who have accepted the H Share Offer by ordinary post at their own risk as soon as possible, but in any event within seven Business Days of the later of the Unconditional Date or the date of receipt of a complete and valid acceptance in respect of the H Share Offer.

F. WITHDRAWAL OF LISTING AND CONTINUED SUSPENSION OF TRADING

Listing of the H Shares will be withdrawn from the Stock Exchange with effect from 9:00 a.m. on Wednesday, 8 September 2021.

Trading in the H Shares on the Stock Exchange has been suspended with effect from 9:00 a.m. on 18 March 2019 and will terminate on 9:00 a.m. on Wednesday, 8 September 2021.

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

G. MERGER BY ABSORPTION OF IME BY IMG

As at the date of this joint announcement, save for Merger Condition (d) (i.e. the statutory and necessary approvals, registrations or filings from or with the applicable PRC and Hong Kong authorities (including but not limited to the Inner Mongolian SASAC and the Inner Mongolian SAFE), in relation to the Merger having been obtained and remaining in full force and effect at the time of the implementation of the Merger); Merger Condition (e) (i.e. no relevant authorities having granted any order or made any decision that would make the Merger Agreement or the Merger void, unenforceable or illegal, or restrict or prohibit the implementation of the Merger); Merger Condition (f) (i.e. no relevant authorities having imposed any additional material conditions or obligations with respect to the Merger that would have a material adverse effect on IMG or IME to perform the Merger Agreement or to implement the Merger); and Merger Condition (h) (i.e. the completion of the H Share Offer and IME having submitted the application for the Delisting to the Stock Exchange and the application having been approved by the Stock Exchange and such Delisting having become effective pursuant to the Listing Rules) set out in the Composite Document, the other Merger Conditions under the Merger Agreement have been fulfilled. IMG reserves the right to waive the Merger Condition (f) above.

The Merger Effective Date is expected to be Wednesday, 8 September 2021, and the posting of the amounts due under the Merger Agreement to the then existing H Shareholders as at the Merger Effective Date shall be made within seven Business Days of the Merger Effective Date, and thereby the relevant rights attaching to such H Shares shall be deemed cancelled.

As set out in the Composite Document, it is a prerequisite that a Dissenting IME H Shareholder has to be an IME H Shareholder who has registered as a shareholder on the Register, i.e. the H Shares of the Dissenting H Shareholders have to be registered under his/her/its own name (instead of in the name of HKSCC Nominees Limited) in the Register. Pursuant to the information provided by the Registrar, who acted as the scrutineer for the poll voting at the Extraordinary General Meeting and the H Share Class Meeting, no IME Shareholders whose names have been registered in the Register had voted against the Merger Agreement and the Merger contemplated thereunder in the said meetings. Accordingly, no Dissenting IME H Shareholder exists in the Merger.

IME H Shareholders whose names appear on the Register on the Merger Effective Date shall be entitled to receive the Merger Price under the Merger Agreement. In order to be qualified for receiving the Merger Price under the Merger Agreement, all registration of transfer of the H Shares shall be recorded on the Register not later than 4:30 p.m. on Tuesday, 7 September 2021.

Further details in relation to the Merger are set out in the paragraph headed “Merger by Absorption of IME by IMG” in the “LETTER FROM CINDA INTERNATIONAL CAPITAL LIMITED” of the Composite Document.

H. TIMETABLE OF THE H SHARE OFFER AND THE MERGER AFTER THE FINAL CLOSING DATE

Set out below is the timetable of the H Share Offer and the Merger after the Final Closing Date. Any changes to the timetable will be jointly announced by IMG and IME by way of announcement(s) as soon as possible.

Latest date for posting of remittances for the amounts due under the H Share Offer in respect of valid acceptances received on or before Friday, 27 August 2021 (i.e. the Final Closing Date, being the latest date which the H Share Offer remains open for acceptance) (<i>Note 1</i>)	Tuesday, 7 September 2021
Latest time for lodging transfers of the H Shares in order to qualify for the Merger Price (<i>Note 2</i>)	4:30 p.m. on Tuesday, 7 September 2021
Closure of Register for the determination of entitlements of the IME H Shareholders to receive the Merger Price.	from Wednesday, 8 September 2021 onwards
Voluntary withdrawal of the listing of the H Shares from the Stock Exchange	9:00 a.m. on Wednesday, 8 September 2021
Expected date of all the Merger Conditions to be fulfilled (or waived, as applicable) and the Merger Effective Date	Wednesday, 8 September 2021
End of the period during which creditors may request IME and IMG to pay off their respective indebtedness	Friday, 17 September 2021
Latest date for posting of remittances for the amounts due under the Merger Agreement to the existing IME H Shareholders at the Merger Effective Date (<i>Note 3</i>).	Friday, 17 September 2021

Notes:

1. Remittances in respect of the H Shares tendered for acceptance and taken up by IMG under the H Share Offer (after, if applicable, deducting the seller's ad valorem stamp duty arising therefrom and, if applicable, the fees payable to the Registrar in respect of lost or unavailable H Share certificates) will be posted to the IME H Shareholders by ordinary post at their own risk as soon as possible, but in any event within seven Business Days (as defined in the Takeovers Code) following the later of (i) the Unconditional Date and (ii) the date of receipt of a duly completed Form of Acceptance by the Registrar in respect of the H Share Offer.

2. The IME H Shareholders whose names appear on the Register on the Merger Effective Date shall be entitled to receive the Merger Price under the Merger Agreement. In order to be qualified for receiving the Merger Price under the Merger Agreement, all registration of transfer of the H Shares shall be recorded on the Register not later than Tuesday, 7 September 2021.
3. Pursuant to the Merger Agreement, the payment in respect of the Merger Price to the Remaining IME H Shareholders will be made within seven Business Days after the Merger Effective Date (i.e. Friday, 17 September 2021).
4. The Offer Period commenced from 11 September 2020, being the date of the Rule 3.7 Announcement and will end on the lapse of the Merger or the Merger becoming unconditional.

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. As the Merger Conditions (in respect of the Merger) are different from the Conditions (in respect of the H Share Offer), the issue of this joint announcement does not imply 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.

IMPORTANT NOTICE TO NOMINEES

If you act as a nominee for other persons who are the beneficial shareholders of the H Shares, please inform the relevant beneficial owners of the contents of the terms of the H Share Offer and the implications of not accepting the H Share Offer as set out above.

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 terminate on 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, 27 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*