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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, a bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in MIE Holdings Corporation, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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MIE HOLDINGS CORPORATION

MI能源控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1555)

**PROPOSALS FOR
RE-ELECTION OF DIRECTORS,
GENERAL MANDATES TO BUY-BACK SHARES AND
TO ISSUE NEW SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the Annual General Meeting of MIE Holdings Corporation to be held at Plaza 1-2, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on Friday, May 18, 2018 at 10:00 a.m. is set out on pages 15 to 18 of this circular. A form of proxy for use at the Annual General Meeting is also enclosed. Such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<http://www.mienergy.com.cn>).

Whether or not you are able to attend and vote at the Annual General Meeting, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not later than 10:00 a.m. on May 16, 2018 (Wednesday) (Hong Kong time). Completion and return of the form of proxy as instructed will not preclude shareholders from attending and voting in person at the Annual General Meeting if they so wish.

April 18, 2018

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“Annual General Meeting”	an annual general meeting of the Company to be held at Plaza 1–2, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on Friday, May 18, 2018 at 10:00 a.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 15 to 18 of this circular, or any adjournment thereof;
“Articles of Association”	the amended and restated memorandum and articles of association of the Company currently in force;
“Board”	the board of Directors;
“Company”	MIE Holdings Corporation, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange;
“Director(s)”	the director(s) of the Company;
“Group”	the Company and its subsidiaries;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“Issuance Mandate”	a general mandate proposed to be granted to the Directors to allot, issue or deal with additional Shares of not exceeding 20% of the number of issued shares of the Company as at the date of the passing of proposed ordinary resolution contained in item 5 of the notice of the Annual General Meeting as set out on pages 15 to 18 of this circular;
“Latest Practicable Date”	Wednesday, April 11, 2018, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong;

DEFINITIONS

“Shares(s)”	ordinary share(s) of US\$0.001 each in the capital of the Company or if there has been a subsequent sub-division, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary equity share capital of the Company;
“Share Buy-back Mandate”	a general mandate proposed to be granted to the Directors to buy-back Shares on the Stock Exchange of not exceeding 10% of the number of issued shares of the Company as at the date of the passing of proposed ordinary resolution contained in item 4 of the notice of the Annual General Meeting as set out on pages 15 to 18 of this circular;
“Shareholder(s)”	holder(s) of Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission in Hong Kong; and
“US\$”	US dollars, the lawful currency of The United States of America.

LETTER FROM THE BOARD



MIE HOLDINGS CORPORATION

MI能源控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1555)

Executive Directors:

Mr. Zhang Ruilin (*Chairman*)

Mr. Zhao Jiangwei

Non-executive Directors:

Ms. Xie Na

Mr. Jiao Qisen

Independent Non-executive Directors:

Mr. Mei Jianping

Mr. Jeffrey Willard Miller

Mr. Guo Yanjun

Registered Office:

P.O. Box 309

Ugland House

Grand Cayman KY1-1104

Cayman Islands

*Principal Place of Business
in Hong Kong:*

Level 54, Hopewell Centre

183 Queen's Road East

Hong Kong

Beijing Office:

Suite 1501, Block C, Grand Place

5 Hui Zhong Road

Chaoyang District

Beijing 100101

The People's Republic of China

April 18, 2018

To the Shareholders

Dear Sir/Madam,

**PROPOSALS FOR
RE-ELECTION OF DIRECTORS,
GENERAL MANDATES TO BUY-BACK SHARES AND
TO ISSUE NEW SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information in respect of certain resolutions to be proposed at the Annual General Meeting for (i) the re-election of Directors and (ii) the granting to the Directors of the Share Buy-back Mandate and the Issuance Mandate to buy-back Shares and to issue new Shares, respectively.

LETTER FROM THE BOARD

2. PROPOSED RE-ELECTION OF DIRECTORS

In accordance with Article 16.18 of the Articles of Association, Ms. Xie Na, Mr. Guo Yanjun and Mr. Jeffrey Willard Miller shall retire at the Annual General Meeting. In addition, Mr. Jiao Qisen, who was appointed by the Board as a non-executive Director on January 29, 2018, shall hold office until the Annual General Meeting pursuant to Article 16.2 of the Articles of Association. All of the above Directors, being eligible, will offer themselves for re-election at the Annual General Meeting.

During their respective period of appointment as an independent non-executive Director of the Company, Mr. Jeffrey Willard Miller and Mr. Guo Yanjun have not engaged in any executive management of the Group and have demonstrated their ability to provide an independent view on the Company's matters. In addition, Mr. Jeffrey Willard Miller and Mr. Guo Yanjun has respectively declared their independence by submitting a written confirmation of independence to the Board pursuant to Rule 3.13 of the Listing Rules. The Board believes that Mr. Miller and Mr. Guo are respectively independent of the Company and complies with the independence requirements of Rule 3.13 of the Listing Rules.

Details of the Directors proposed for re-election at the Annual General Meeting are set out in Appendix I to this circular.

3. PROPOSED GRANTING OF GENERAL MANDATES TO BUY-BACK AND ISSUE SHARES

At the annual general meeting of the Company held on June 30, 2017, general mandates were granted to the Directors to buy-back and issue Shares respectively. Such mandates will lapse at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to buy-back and issue Shares if and when appropriate, the following ordinary resolutions will be proposed at the Annual General Meeting to approve:

- (a) the granting of the Share Buy-back Mandate to the Directors to buy-back Shares on the Stock Exchange of not exceeding 10% of the number of issued shares of the Company as at the date of the passing of the proposed ordinary resolution contained in item 4 of the notice of the Annual General Meeting as set out on pages 15 to 18 of this circular (i.e. equivalent to 293,859,679 Shares on the basis that the issued share capital of the Company remains unchanged on the date of the Annual General Meeting);
- (b) the granting of the Issuance Mandate to the Directors to allot, issue and deal with additional Shares of not exceeding 20% of the number of issued shares of the Company as at the date of the passing of the proposed ordinary resolution contained in item 5 of the notice of the Annual General Meeting as set out on pages 15 to 18 of this circular (i.e. equivalent to 587,719,358 Shares on the basis that the issued share capital of the Company remains unchanged on the date of the Annual General Meeting); and
- (c) the extension of the Issuance Mandate by adding the aggregate number of issued shares bought back by the Company pursuant to the Share Buy-back Mandate.

LETTER FROM THE BOARD

With reference to the Share Buy-back Mandate and the Issuance Mandate, the Directors wish to state that they have no immediate plan to buy-back any Shares or issue any new Shares pursuant thereto.

An explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the granting of the Share Buy-back Mandate is set out in Appendix II to this circular.

4. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages 15 to 18 of this circular.

Pursuant to the Listing Rules and the Articles of Association, any vote of Shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. An announcement on the poll vote results will be published by the Company after the Annual General Meeting in the manner prescribed under Rule 13.39(5) of the Listing Rules.

A form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<http://www.mienergy.com.cn>). Whether or not Shareholders are able to attend and vote at the Annual General Meeting, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not later than 10:00 a.m. on May 16, 2018 (Wednesday) (Hong Kong time). Completion and delivery of the form of proxy as instructed will not preclude you from attending and voting at the Annual General Meeting if you so wish.

5. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

LETTER FROM THE BOARD

6. RECOMMENDATION

The Directors consider that the proposed re-election of Directors, the granting of the Share Buy-back Mandate and the granting and extension of the Issuance Mandate are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

Yours faithfully,
For and on behalf of the Board
Zhang Ruilin
Chairman

The following are details of the Directors who are proposed to be re-elected at the Annual General Meeting.

(1) MS. XIE NA

Ms. Xie Na (“Ms. Xie”), aged 42, has been the non-executive Director of the Company since November 13, 2015.

Experience

Ms. Xie has held various positions at Shanghai Life Insurance Company Ltd., Sequoia Capital China and Monitor Group. Ms. Xie has experiences in equity investment, portfolio investment focusing on consumables and TMT as well as marketing, operations and post-investment management. She had led investment projects such as Peak Sport Products Co. Limited and Sky-mobi Limited (symbol: MOBI.NASDAQ). Ms. Xie is currently an executive council member of the China Women’s Chamber of Commerce and the vice president of China Energy Storage Alliance. She was also a visiting professor of the Graduate University of Chinese Academy of Sciences. Ms. Xie obtained a bachelor’s degree in computer engineering from the University of Toronto in 2002 and a master’s degree in business administration from Stanford University in 2004.

Length of service and emoluments

The Company has entered into an appointment letter with Ms. Xie, pursuant to which Ms. Xie is appointed as a non-executive Director for a term of three years, subject to re-election at general meetings in accordance with the Company’s Articles of Association. Ms. Xie did not receive any director fee as a non-executive Director.

Relationships

Save as disclosed above, Ms. Xie did not hold any other directorship in other listed public companies in Hong Kong or overseas in the last three years, and Ms. Xie is not related to any Directors, senior management, other substantial or controlling Shareholders (as defined in the Listing Rules) of the Company, nor does Ms. Xie hold any other positions with the Company or any of its subsidiaries.

Interests in Shares

As at the Latest Practicable Date, Ms. Xie was interested in 800,000 shares, representing 0.03% of the Company’s total issued Shares under Part XV of the SFO.

Matters that need to be brought to the attention of the Shareholders

There is no information that needs to be disclosed pursuant to any of the requirements of the provisions under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there are no other matters concerning Ms. Xie that need to be brought to the attention of the Shareholders.

(2) MR. JIAO QISEN

Mr. Jiao Qisen (“Mr. Jiao”), aged 37, has been the non-executive Director of the Company since January 29, 2018.

Experience

Mr. Jiao has extensive management experiences and is currently the chairman of ChemChina New Material Co. Ltd, China Sam Enterprise Group Co. Ltd., and China Jing An Ltd.. Mr. Jiao obtained a doctoral degree in Management from Beijing Normal University in 2010, a doctoral degree in Philosophical Psychology from Bulacan State University in 2012 and a postdoctoral degree from Beijing Jiaotong University in 2016. Mr. Jiao has also published various essays and other publications in the field of management and psychology over the years.

Length of service and emoluments

The Company has entered into an appointment letter with Mr. Jiao, pursuant to which Mr. Jiao is appointed as a non-executive Director for a term of three years, subject to re-election at general meetings in accordance with the Company’s Articles of Association. Pursuant to the Company’s Articles of Association, the appointment of Mr. Jiao as a non-executive Director shall remain effective until the next annual general meeting of the Company, whereby Mr. Jiao shall be eligible for re-election. Mr. Jiao is entitled to receive an annual emolument of US\$40,000 which is determined by the Board with reference to his experience, duties and responsibilities with the Company, and is subject to review by the Board from time to time.

Relationships

Save as disclosed above, Mr. Jiao did not hold any other directorship in other listed public companies in Hong Kong or overseas in the last three years, and Mr. Jiao is not related to any Directors, senior management, other substantial or controlling Shareholders (as defined in the Listing Rules) of the Company, nor does Mr. Jiao hold any other positions with the Company or any of its subsidiaries.

Interests in Shares

As at the Latest Practicable Date, Mr. Jiao did not have or was not deemed to have any interests or short positions in the Shares or underlying Shares of the Company or its associated corporations pursuant to the Part XV of the SFO.

Matters that need to be brought to the attention of the Shareholders

There is no information that needs to be disclosed pursuant to any of the requirements of the provisions under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there are no other matters concerning Mr. Jiao that need to be brought to the attention of the Shareholders.

(3) MR. JEFFREY WILLARD MILLER

Mr. Jeffrey Willard Miller (“Mr. Miller”), aged 55, has been an independent non-executive Director, the chairman of Audit Committee and a member of the remuneration committee and member of the nomination committee of the Company since his appointment on November 27, 2010.

Experience

Mr. Miller has over 31 years of experience in the oil and gas industry. Since 2012, Mr. Miller has been managing partner and co-founder of Vortus Investments, an energy private equity firm founded in late 2012. From 2008 to 2012, as the director of upstream and investments for Mercuria Energy Trading Inc., one of the world’s largest independent physical energy trading firms, Mr. Miller was responsible for Mercuria and certain of its affiliates’ global portfolio of oil and natural gas assets, the majority of which are located in North and South America. Prior to Mercuria, Mr. Miller spent four years, from 2004 to 2008, as president of Moncrief Oil International, at a private oil and natural gas company with assets in the former Soviet Union as well as North America. Prior to his career at Moncrief, Mr. Miller was a managing director in global energy investment banking for UBS AG, the successor of Dillon, Read & Co, which Mr. Miller joined in 1993. Mr. Miller was an investment banker with a focus on the energy industry and has extensive experience in the fields of corporate finance. Throughout his career as set out above, Mr. Miller has been involved in a substantial number of transactions including initial public offerings, debt offerings and mergers and acquisitions, which require expertise in financial analysis. As an investment banker, Mr. Miller also had extensive experience in valuation analysis, which involved reviewing and analysing audited financial statements of public and private companies. Mr. Miller’s professional career began in a technical capacity as a petroleum engineer with Exxon.

Mr. Miller received a bachelor’s degree, magna cum laude, in Petroleum Engineering from Texas A&M University and a master’s degree in Business Administration from the Columbia Business School.

Length of service and emoluments

The Company has entered into an appointment letter with Mr. Miller, pursuant to which Mr. Miller is appointed as an independent non-executive Director for a term of three years, subject to re-election at general meetings in accordance with the Company’s Articles of Association. Mr. Miller is entitled to receive US\$50,000 per annum as his emolument which is determined by the Board with reference to his experience, duties and responsibilities with the Company, and is subject to review by the Board from time to time.

Relationships

Save as disclosed above, Mr. Miller did not hold any directorship in other listed public companies in Hong Kong or overseas in the last three years, and Mr. Miller is not related to any Directors, senior management, other substantial or controlling Shareholders (as defined in the Listing Rules) of the Company, nor does Mr. Miller hold any other positions with the Company or any of its subsidiaries.

Interests in Shares

As at the Latest Practicable Date, Mr. Miller was interested in 1,811,333 underlying Shares in respect of 1,811,333 unexercised share options granted under the stock incentive compensation plan of the Company as adopted prior to the listing of the Company on the Stock Exchange and 800,000 shares, representing 0.09% of the Company's total issued Shares under Part XV of the SFO.

Matters that need to be brought to the attention of the Shareholders

There is no information that needs to be disclosed pursuant to any of the requirements of the provisions under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there are no other matters concerning Mr. Miller that need to be brought to the attention of the Shareholders.

(4) MR. GUO YANJUN

Mr. Guo Yanjun ("Mr. Guo"), aged 65, has been the independent non-executive Director of the Company since November 13, 2015.

Experience

Mr. Guo has extensive entrepreneurship experience and experience in corporate operation and management. Mr. Guo graduated from China People's University with a Diploma in Law in 1984. Mr. Guo is currently an independent non-executive director of Mei Ah Entertainment Group Limited (stock code: 391.HK). He is also the chairman of CNHK Tech Co. Ltd, CNHK Media Limited, CNHK Media (H.K.) Advertising Limited and CNHK Publications Limited.

Length of service and emoluments

The Company has entered into an appointment letter with Mr. Guo, pursuant to which Mr. Guo is appointed as an independent non-executive Director for a term of three years, subject to re-election at general meetings in accordance with the Company's Articles of Association. Mr. Guo is entitled to receive an annual emolument of US\$40,000 which is determined by the Board with reference to his experience, duties and responsibilities with the Company, and is subject to review by the Board from time to time.

Relationships

Save as disclosed above, Mr. Guo did not hold any directorship in other listed public companies in Hong Kong or overseas in the last three years, and Mr. Guo is not related to any Directors, senior management, other substantial or controlling Shareholders (as defined in the Listing Rules) of the Company, nor does Mr. Guo hold any other positions with the Company or any of its subsidiaries.

Interests in Shares

As at the Latest Practicable Date, Mr. Guo was interested in 800,000 shares, representing 0.03% of the Company's total issued Shares under Part XV of the SFO.

Matters that need to be brought to the attention of the Shareholders

There is no information that needs to be disclosed pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there are no other matters concerning Mr. Guo that need to be brought to the attention of the Shareholders.

The following is an explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the Annual General Meeting in relation to the granting of the Share Buy-back Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 2,938,596,793 Shares.

Subject to the passing of the ordinary resolution set out in item 4 of the notice of the Annual General Meeting in respect of the granting of the Share Buy-back Mandate and on the basis that the issued share capital of the Company remains unchanged on the date of the Annual General Meeting, i.e. being 2,938,596,793 Shares, the Directors would be authorized under the Share Buy-back Mandate to buy-back, during the period in which the Share Buy-back Mandate remains in force (equivalent to 293,859,679 Shares, representing 10% of the number of issued shares of the Company as at the date of the Annual General Meeting).

2. REASONS FOR BUY-BACK OF SHARES

The Directors believe that the granting of the Share Buy-back Mandate is in the best interests of the Company and the Shareholders as a whole.

Buy-back of Shares may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such a buy-back will benefit the Company and the Shareholders as a whole.

3. FUNDING OF BUY-BACK

In buying back Shares, the Company will only apply funds legally available for such purpose in accordance with its Articles of Association and the laws of the Cayman Islands which is ensured by internal resources of the Group.

4. IMPACT OF BUY-BACK

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited consolidated financial statements of the Company for the year ended December 31, 2017) in the event that the Share Buy-back Mandate was to be carried out in full at any time during the proposed buy-back period. However, the Directors do not intend to exercise the Share Buy-back Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

5. MARKET PRICES OF SHARES

The highest and lowest prices per Share at which Shares have traded on the Stock Exchange during each of the previous 12 months were as follows:

Month	Highest HK\$	Lowest HK\$
2017		
May	0.750	0.680
June	0.850	0.660
July	0.780	0.510
August	0.770	0.630
September	0.740	0.660
October	0.730	0.660
November	0.750	0.650
December	0.670	0.550
2018		
January	0.660	0.530
February	0.560	0.445
March	0.530	0.380
April (<i>up to the Latest Practicable Date</i>)	0.450	0.405

6. GENERAL

To the best of their knowledge and having made all reasonable enquiries, none of the Directors nor any of their respective close associates (as defined in the Listing Rules) have any present intention to sell any Shares to the Company in the event that the granting of the Share Buy-back Mandate is approved by the Shareholders.

The Company has not been notified by any core connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the granting of the Share Buy-back Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to buy-back Shares pursuant to the Share Buy-back Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

7. TAKEOVERS CODE

If, as a result of a buy-back of Shares pursuant to the Share Buy-back Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholders' interest, could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

To the best knowledge of the Company and as recorded in the register required to be kept by the Company under Section 336 of the SFO, as at the Latest Practicable Date, Mr. Zhang Ruilin, Mr. Zhao Jiangwei, together with Ms. Zhao Jiangbo ("Mrs. Zhang") (party acting in concert with them) (the "Parties"), and Far East Energy Limited ("FEEL"), a controlling Shareholder (as defined in the Listing Rules) of the Company, were beneficially interested in 1,522,095,234 (including share options to be exercised) Shares representing approximately 51.80% of the total issued share capital of the Company. Mrs. Zhang, Mr. Zhang Ruilin and Mr. Zhao Jiangwei are respectively holding 80%, 9.99% and 10% of the issued share capital of FEEL. In the event that the Directors exercise the proposed Share Buy-back Mandate in full, the interests of the Parties and parties acting in concert with them would be increased to approximately 57.55% of the issued share capital of the Company on the basis that no further Shares are issued or bought back after the Latest Practicable Date. Accordingly, the exercise of the Share Buy-back Mandate in full will not result in a mandatory offer obligation under Rule 26 of the Takeovers Code arising.

The Directors do not propose to exercise the Share Buy-back Mandate to such an extent which would result in the aggregate number of Shares held by the public Shareholders falling below the prescribed minimum percentage required by the Stock Exchange.

8. BUY-BACK OF SHARES MADE BY THE COMPANY

During the six months prior to the Latest Practicable Date, the Company had not bought back any of the Shares (whether on the Stock Exchange or otherwise).

NOTICE OF ANNUAL GENERAL MEETING



MIE HOLDINGS CORPORATION

MI能源控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1555)

Notice is hereby given that an Annual General Meeting of MIE Holdings Corporation (the “Company”) will be held at Plaza 1–2, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on Friday, May 18, 2018 at 10:00 a.m. for the following purposes:

1. To consider and adopt the audited consolidated financial statements of the Company and the reports of the directors and auditors for the year ended December 31, 2017.
2. To re-elect directors and to authorize the board of directors to fix the respective directors’ remuneration.
3. To re-appoint auditors and to authorize the board of directors to fix their remuneration.
4. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company to exercise during the Relevant Period (as defined below) all the powers of the Company to buy-back its shares in accordance with all applicable laws, rules and regulations of The Stock Exchange of Hong Kong Limited or of any other stock exchange as amended from time to time;
- (b) the total number of shares of the Company to be bought back pursuant to the mandate in paragraph (a) above shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution (such total number to be subject to adjustment in the case of any conversion of any or all of the shares of the Company into a larger or smaller number of shares of the Company after the passing of this resolution); and

NOTICE OF ANNUAL GENERAL MEETING

- (c) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
 - (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.”
5. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (c) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company during the Relevant Period (as defined below) to allot, issue and deal with additional shares of the Company and to make or grant offers, options, warrants or rights to subscribe for, or to convert any securities (including bonds and convertible debentures) into, shares of the Company which might require the exercise of such powers;
- (b) the mandate in paragraph (a) above shall authorize the directors of the Company to make or grant offers, options, warrants or rights to subscribe for, or to convert any securities (including bonds and convertible debentures) into, shares of the Company during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted by the directors pursuant to the mandate in paragraph (a) above, otherwise than pursuant to:
 - (i) a Rights Issue (as defined below);
 - (ii) the exercise of rights of subscription or conversion under the terms of any warrants issued by the Company or any securities which are convertible into Shares;
 - (iii) the exercise of options under a share option scheme of the Company or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of Shares or right to acquire Shares; or

NOTICE OF ANNUAL GENERAL MEETING

- (iv) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company,

shall not exceed 20% of the total number of issued shares of the Company as at the date of passing of this resolution (such total number to be subject to adjustment in the case of any conversion of any or all of the shares of the Company into a larger or smaller number of shares of the Company after the passing of this resolution); and

- (d) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.

“Right Issue” means an offer of shares of the Company open for a period fixed by the directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares of the Company or class thereof (subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction or the requirements of any recognized regulatory body or any stock exchange).”

- 6. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** conditional upon the passing of the resolutions set out in items 4 and 5 of the notice convening this meeting (the “Notice”), the general mandate referred to in the resolution set out in item 5 of the Notice be and is hereby extended by the addition to the aggregate number of shares of the Company which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the directors pursuant to such general mandate of the number of shares of the Company bought back by the Company pursuant to the mandate referred to in the resolution

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set out in item 4 of the Notice, provided that such amount shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution.”

By Order of the Board
MIE HOLDINGS CORPORATION
Zhang Ruilin
Chairman

Hong Kong, April 18, 2018

Notes:

1. All resolutions at the meeting will be taken by poll pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) and the results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
2. Any shareholder of the Company entitled to attend and vote at the above meeting is entitled to appoint more than one proxy to attend and on a poll, vote instead of him. A proxy need not be a shareholder of the Company.
3. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority, must be deposited at the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not later than 10:00 a.m. on May 16, 2018 (Wednesday) (Hong Kong time). Delivery of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. Where there are joint holders of any share of the Company, any one of such holders may vote at the meeting, either personally or by proxy, in respect of such share as if he was solely entitled thereto, but if more than one of such holders be present at the meeting personally or by proxy, that one of such holders so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
5. For determining the entitlement to attend and vote at the AGM, the Register of Members of the Company will be closed from Tuesday, May 15, 2018 to Friday, May 18, 2018, both days inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the AGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong, for registration not later than 4:30 p.m. on May 14, 2018 (Monday) (Hong Kong time), being the last registration date.
6. If Typhoon Warning Signal No. 8 or above remains hoisted or a Black Rainstorm Warning Signal is in force at or at any time after 8:00 a.m. on the date of the Annual General Meeting, the Annual General Meeting will be postponed or adjourned. The Company will post an announcement on the Company’s website at www.mienergy.com.cn and the website of Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk to notify shareholders of the date, time and place of the rescheduled meeting. The meeting will be held as scheduled when an Amber or a Red Rainstorm Warning Signal is in force. Shareholders should decide on their own whether they would attend the meeting under bad weather condition bearing in mind their own situations.

As at the date of this notice, the Board comprises (1) the executive directors namely Mr. Zhang Ruilin and Mr. Zhao Jiangwei; (2) the non-executive directors namely Ms. Xie Na and Mr. Jiao Qisen; and (3) the independent non-executive directors namely Mr. Mei Jianping, Mr. Jeffrey Willard Miller and Mr. Guo Yanjun.