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MIE HOLDINGS CORPORATION

MI 能源控股有限公司

(Incorporated in the Caymans Islands with limited liability)

(Stock code: 1555)

ADOPTION OF SHARE AWARD SCHEME

The Board of the Company is pleased to announce that it has resolved to adopt the Scheme on 6 January 2015 to recognize the contributions by certain Grantees and to give incentives thereto in order to retain them for the continuing operation and development of the Group, and to attract suitable personnel for further development of the Group. Subject to any early termination as may be determined by the Board pursuant to the Scheme Rules, the Scheme shall be valid and effective from the Adoption Date to the date the last of the Awarded Shares has been vested and transferred to the relevant Selected Grantee or has lapsed in accordance with the Scheme Rules provided that no Award shall be made on or after the 10th anniversary date of the Adoption Date.

Under the Scheme, the Board may, from time to time, at their absolute discretion select any Grantee, who is an Employee or Consultant of any member of the Group or of any Affiliate but is not a core connected person or connected person (as defined in the Listing Rules) of the Company, for participation in the Scheme.

The number of Awarded Shares throughout the duration of the Scheme is limited to 10% of the issued shares of the Company as at the Adoption Date. The maximum number of Shares which may be awarded to a Selected Grantee under the Scheme shall not exceed 1% of the issued shares of the Company as at the Adoption Date.

The Scheme does not constitute a share option scheme pursuant to Chapter 17 of the Listing Rules and is not required to comply with the rules thereunder. No shareholders' approval is required to adopt the Scheme. Prior to the adoption of the Scheme, the Company has adopted the 2009 Stock Incentive Compensation Plan prior to the listing of the Company on the Stock Exchange, the 2010 Share Option Scheme at the time of listing and the 2012 Share Award Scheme in 2012. The Scheme does not supersede or alter any of the 2009 Stock Incentive Compensation Plan, the 2010 Share Option Scheme and the 2012 Share Award Scheme.

INTRODUCTION

The Board is pleased to announce that it has resolved to adopt the Scheme on 6 January 2015 to recognize the contributions by certain Grantees and to give incentives thereto in order to retain them for the continuing operation and development of the Group, and to attract suitable personnel for further development of the Group.

Pursuant to the Scheme Rules, existing Shares will be purchased by the Trustee from the market out of cash arranged to be paid by the Company as Trust Shares and be held on trust for Selected Grantees until the relevant Award(s) is vested in accordance with the relevant award agreement and the Scheme Rules.

The Scheme does not constitute a share option scheme pursuant to Chapter 17 of the Listing Rules and is a discretionary scheme of the Company. Prior to the adoption of the Scheme, the Company has implemented three incentive plans, including (1) the 2009 Stock Incentive Compensation Plan adopted prior to the listing of the Company on the Stock Exchange; (2) the 2010 Share Option Scheme effective at the time of listing on the Stock Exchange pursuant to Chapter 17 of the Listing Rules; and (3) the 2012 Share Award Scheme solely for the operation of the share appreciation rights under the 2009 Stock Incentive Compensation Plan. The Scheme will be in effect in parallel with the 2009 Stock Incentive Compensation Plan, the 2010 Share Option Scheme and the 2012 Share Award Scheme.

SUMMARY OF THE SCHEME RULES

A summary of the principal terms of the Scheme is set out below:

Purposes of the Scheme

The purposes of the Scheme are to recognize the contributions by certain Grantees and to give incentives thereto in order to retain them for the continuing operation and development of the Group, and to attract suitable personnel for further development of the Group.

Duration and termination

Subject to any early termination as may be determined by the Board pursuant to the Scheme Rules, the Scheme shall be valid and effective from the Adoption Date to the date the last of the Awarded Shares has been vested and transferred to the relevant Selected Grantee or has lapsed in accordance with the Scheme Rules provided that no Award shall be made on or after the 10th anniversary date of the Adoption Date.

Administration

The Scheme shall be subject to the administration of the Board in accordance with the Scheme Rules. The Trustee shall hold the Shares and the income derived therefrom in accordance with the terms of the Trust Deed.

Scheme limit

The number of Awarded Shares throughout the duration of the Scheme is limited to 10% of the issued shares of the Company as at the Adoption Date. The maximum number of Shares which may be awarded to a Selected Grantee under the Scheme shall not exceed 1% of the issued shares of the Company as at the Adoption Date.

Operation

Under the Scheme, the Board may, from time to time, at their absolute discretion select any Grantee, who is an Employee or Consultant of any member of the Group or of any Affiliate but is not a core connected person or connected person (as defined in the Listing Rules) of the Company, for participation in the Scheme as Selected Grantee and determine the number of Awarded Shares to be granted to such Selected Grantee.

The Board shall, at its discretion, either before or after identification of the Selected Grantee(s), cause the Company to instruct a broker or the Trustee to purchase Shares from the market out of cash arranged to be paid by the Company.

Vesting and lapse

Awarded Shares held by the Trustee shall vest to that Selected Grantee in accordance with a vesting schedule determined at the discretion of the Board, provided that the Selected Grantee remains at all times after the grant of the Award and on each relevant Vesting Date(s) a Grantee. The Board may also, at their absolute discretion, determine the performance, operating and financial targets and other criteria, if any, to be satisfied by the Selected Grantee before the Awarded Shares can vest.

Unless specified otherwise in the relevant award agreement, in the event that (i) a Selected Grantee who is an Employee or Consultant ceases to be an Employee or Consultant (as the case may be), or (ii) the Subsidiary by which a Selected Grantee is employed ceases to be a Subsidiary of the Company (or of a member of the Group), or (iii) an order for the winding-up of the Company is made or a resolution is passed for the voluntary winding-up of the Company (subject to certain exceptions stipulated in the Scheme Rules), the Award shall, unless the Board otherwise agrees, lapse and all the Awarded Shares of such Award shall not vest on the relevant Vesting Date but shall become Returned Shares.

Unless specified otherwise in the relevant award agreement, in the event that a Selected Grantee ceases to be an Employee prior to a Vesting Date by reason of death or retirement (only those who have worked for the Company for more than 5 consecutive years), all the Awarded Shares of such Selected Grantee (or rights thereto) shall be deemed to be vested on the day immediately prior to his death or retirement.

In the event that (i) a Selected Grantee is excluded by the Board pursuant to the Scheme Rules or (ii) a Selected Grantee fails to return duly executed transfer documents for the relevant Awarded Shares within the stipulated period, the relevant part of an Award made to such Selected Grantee shall, unless the Board otherwise agrees, lapse and the relevant Awarded Shares shall not vest on the relevant Vesting Date but shall become Returned Shares.

Upon vesting, the Trustee shall transfer the relevant Trust Shares as Awarded Shares to the relevant Selected Grantee, or upon receipt of the instructions from the Selected Grantees, dispose of the relevant Awarded Shares in the market and transfer the proceeds of the sale of the relevant Awarded Shares (after deduction of the relevant charges, expenses, stamp duty and levy) to the relevant Selected Grantee.

Related Income and Returned Shares

The Trustee shall hold the Related Income which is in the form of Shares and the Returned Shares exclusively for the benefit of all or one or more of the Grantees and may, upon instructions by the Company, allocate such Related Income and Returned Shares as Awarded Shares to any Selected Grantees, or sell such Related Income and Returned Shares.

A Selected Grantee shall only have a contingent interest in the Awarded Shares subject to the vesting of such Awarded Shares, and a Selected Grantee shall have no rights in the cash remaining in the trust fund, the Related Income or any of the Returned Shares.

Upon termination of the Scheme, all the Trust Shares, the Related Income in the form of Shares, the Returned Shares and all such non-cash income remaining in the trust fund shall be sold by the Trustee. Net proceeds of the above sale and any other funds remaining in the Trust shall be remitted to the Company forthwith after the sale.

Restriction

No Shares or payment (as case may be) shall be delivered or made to the Trustee and no instructions to acquire Shares shall be given to the Trustee under the Scheme where any Director is in possession of any inside information in relation to the Company or where dealings by Directors are prohibited under any code or requirement of the Listing Rules and all applicable laws from time to time.

Voting rights

The Trustee shall not exercise the voting rights in respect of any Shares held under the Trust (including but not limited to the Trust Shares, the Related Income in the form of Shares and the Returned Shares).

INCENTIVE PLANS ADOPTED PRIOR TO THE SCHEME

Prior to the adoption of the Scheme, the Company has adopted and has been implementing (1) the 2009 Stock Incentive Compensation Plan; (2) the 2010 Share Option Scheme; and (3) the 2012 Share Award Scheme. The Scheme will be in effect in parallel to the 2009 Stock Incentive Compensation Plan, the 2010 Share Option Scheme, and the 2012 Share Award Scheme.

As at 31 December 2014, there are a total of 42,065,002 Shares held by the trustee under the 2012 Share Award Scheme; and a total of 154,101,741 outstanding share options under the 2009 Stock Incentive Compensation Plan and the 2010 Share Option Scheme. Further details of these three plans are summarized as follows.

(1) 2009 Stock Incentive Compensation Plan

On 20 November 2009, the Board adopted the 2009 Stock Incentive Compensation Plan prior to the listing of the Company on the Stock Exchange, which was designed to attract and retain the best available personnel for positions of substantial responsibility, provide additional incentive to employees and Directors and promote the success of our business.

As the terms of the 2009 Stock Incentive Compensation Plan do not comply with the requirements of Chapter 17 of the Listing Rules, the Company has agreed not to grant any new options under 2009 Stock Incentive Compensation Plan upon the completion of its listing on the Stock Exchange.

As at 31 December 2014, there are a total of 20,127,386 outstanding share options under the 2009 Stock Incentive Compensation Plan.

(2) 2010 Share Option Scheme

On 27 November 2010, the Board adopted the 2010 Share Option Scheme to enable the Company to grant options to selected participants as incentives or rewards for their contributions to the Group pursuant to the Listing Rules. Participants of the 2010 Share Option Scheme include any executive Director, non-executive Director or full time employee of the Group as invited by the Board. The 2010 Share Option Scheme shall be valid and effective for a period of 10 years from the adoption date.

As at 31 December 2014, there are a total of 133,974,355 outstanding share options under the Share Option Scheme.

(3) 2012 Share Award Scheme

Solely for the operation of the share appreciation rights granted under the 2009 Stock Incentive Compensation Plan, the Board resolved to adopt the 2012 Share Award Scheme on 30 May 2012, pursuant to which the Company granted to the share appreciation rights holders, such number of awarded Shares being equal to the same number of outstanding notional Shares to which the share appreciation rights holder relates. Pursuant to the 2012 Share Award Scheme, up to 44,415,800 existing Shares of the Company may be purchased by a trustee from the market out of cash contributed by the Company and be held in trust for the benefit of the share appreciation rights holders pending the exercise of such share appreciation rights.

As at 31 December 2014, the trustee under the 2012 Share Award Scheme holds 42,065,002 Shares acquired through purchases from the market.

DEFINITIONS

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

“Adoption Date”	6 January 2015, being the date on which the Scheme is approved and adopted by the Board
“Affiliate”	any entity other than the Company and any Subsidiary that is affiliated with the Company through stock or equity ownership or otherwise
“Award”	the award of Shares by the Board to a Selected Grantee pursuant to the Scheme Rules
“Awarded Share(s)”	in respect of a Selected Grantee, such number of Shares determined by the Board and granted to such Selected Grantee
“Board”	the board of Directors or a duly authorized committee or person(s) delegated with the power and authority by the board of Directors of the Company to administer the Scheme
“Business Day”	any day on which the Stock Exchange is open for the business of dealings in securities
“Company”	MIE Holdings Corporation (stock code: 1555), a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange
“Consultant”	a consultant, advisor or other independent contractor who is a natural person and performs services for the Company or a Subsidiary or an Affiliate in a capacity other than as an Employee or a director of the Company or a Subsidiary
“Director(s)”	the director(s) of the Company
“Eligible Person”	any Employee or Consultant of any member of the Group or of any Affiliate, excluding expressly any core connected person (as defined in the Listing Rules) and connected person (as defined in the Listing Rules)
“Employee”	any person designated as an employee (whether full time or part time) of the Company, a Subsidiary and/or an Affiliate
“Grantee(s)”	any Eligible Person or such Eligible Person’s wholly owned company or trust (the beneficiaries of which include such Eligible Person and/or his immediate family members)

“Group”	the Company and its Subsidiaries from time to time
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Related Income”	all income derived from a Share (net of all expenses or charges incurred in relation to the receipt or payment of such income) held upon the Trust in the form of Shares (including but not limited to, any bonus Shares or scrip Shares received in respect of the Share) in or money, but excludes any cash remaining in the trust fund (including interest income derived from deposits maintained with licensed banks in Hong Kong which have not been applied in the acquisition of Shares)
“Returned Share(s)”	the Awarded Shares and the Related Income derived therefrom which are not vested and/or forfeited in accordance with the Scheme Rules, or the Shares which are deemed to be Returned Shares
“Scheme”	the Share Award Scheme constituted by the Scheme Rules, in its present form or as amended from time to time
“Scheme Rules”	the rules of the Scheme
“Selected Grantee(s)”	Grantee(s) selected by the Board pursuant to the Scheme Rules
“Share(s)”	share(s) of US\$0.001 each in the capital of the Company (or of such other nominal amount as shall result from a subdivision, consolidation, reclassification or reconstruction of the share capital of the Company from time to time)
“2012 Share Award Scheme”	the share award scheme adoption by the Company on 30 May 2012
“2010 Share Option Scheme”	the share option scheme adopted by the Company on 27 November 2010
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“2009 Stock Incentive Compensation Plan”	the stock incentive compensation plan adopted by the Company on 20 November 2009
“Subsidiary(ies)”	a company which is for the time being and from time to time a subsidiary (within the meaning of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong)) of the Company, whether incorporated in Hong Kong or elsewhere
“Trust”	the trust constituted by the Trust Deed

“Trust Deed”	a trust deed in relation to the appointment of the Trustee for the administration of the Scheme dated 7 January entered into between the Company and the Trustee (as restated, supplemented and amended from time to time)
“Trust Share(s)”	any Shares purchased by (1) or on behalf of the Company and delivered to the Trustee subsequently; or (2) the Trustee out of cash arranged to be paid by the Company out of the Company’s funds to the Trustee, pursuant to the Scheme Rules, together with in either case any scrip Shares or bonus Shares referable to those Shares, for the purposes of settlement of the Awarded Shares
“Trustee”	Law Debenture Trust (Asia) Limited, and any additional or replacement trustees, being the trustee or trustees for the time being of the trusts declared in the Trust Deed
“Vesting Date”	the date or each such date on which the Awarded Shares are to vest

By order of the Board of
MIE Holdings Corporation
Mr. Zhang Ruilin
Chairman

Hong Kong, 7 January 2015

As at the date of this announcement, the Board comprises (1) the executive directors namely Mr. Zhang Ruilin, Mr. Zhao Jiangwei, Mr. Tak Yin Dexter Tao, Mr. Andrew Sherwood Harper and Mr. Tian Hongtao; (2) the non-executive director namely Mr. Wang Sing (Mr. Hung Leung is alternate to Mr. Wang Sing) and; (3) the independent non-executive directors namely Mr. Mei Jianping, Mr. Jeffrey W. Miller and Mr. Cai Rucheng.