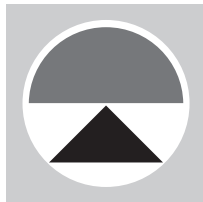


**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

**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 REPURCHASE 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 Park Lane Room VI, 27th Floor, Park Lane Hotel, 310 Gloucester Road, Causeway Bay, Hong Kong on Friday, May 16, 2014 at 10:30 a.m. is set out on pages 17 to 21 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>).

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 less than 48 hours before the time appointed for the holding of the Annual General Meeting or any adjournment thereof. 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 7, 2014

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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 Park Lane Room VI, 27th Floor, Park Lane Hotel, 310 Gloucester Road, Causeway Bay, Hong Kong on Friday, May 16, 2014 at 10:30 a.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 17 to 21 of this circular, or any adjournment thereof;
“Articles of Association”	the 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 aggregate nominal amount of the issued share capital of the Company as at the date of the passing of proposed ordinary resolution contained in item 5(2) of the notice of the Annual General Meeting as set out on pages 17 to 21 of this circular;
“Latest Practicable Date”	Thursday, April 3, 2014, 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 Repurchase Mandate”	a general mandate proposed to be granted to the Directors to purchase Shares on the Stock Exchange of not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of proposed ordinary resolution contained in item 5(1) of the notice of the Annual General Meeting as set out on pages 17 to 21 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;
“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  
Mr. Andrew Sherwood Harper  
Mr. Tao Tak Yin Dexter

*Registered Office:*

P.O. Box 309  
Ugland House  
Grand Cayman KY1-1104  
Cayman Islands

*Non-executive Director:*

Mr. Wang Sing  
Mr. Hung Leung  
*(alternate to Mr. Wang Sing)*

*Principal Place of Business*

*in Hong Kong:*  
Level 54, Hopewell Centre  
183 Queen's Road East  
Hong Kong

*Independent Non-executive Directors:*

Mr. Mei Jianping  
Mr. Jeffrey W. Miller  
Mr. Cai Rucheng

*Beijing Office:*

Sutie 1501, Block C, Grand Place  
5 Hui Zhong Road  
Chaoyang District  
Beijing 100101  
The People's Republic of China

April 7, 2014

*To the Shareholders*

Dear Sir/Madam,

**PROPOSALS FOR  
RE-ELECTION OF DIRECTORS,  
GENERAL MANDATES TO REPURCHASE 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 Repurchase Mandate and the Issuance Mandate to repurchase 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, Mr. Zhang Ruilin and Mr. Mei Jianping shall retire at the Annual General Meeting. In addition, Mr. Andrew Sherwood Harper and Mr. Tao Tak Yin Dexter, both were appointed as executive Director on 19 July 2013 and shall hold office until the forthcoming Annual General Meeting pursuant to Articles 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.

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 REPURCHASE AND ISSUE SHARES

At the annual general meeting of the Company held on May 24, 2013, general mandates were granted to the Directors to repurchase 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 repurchase 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 Repurchase Mandate to the Directors to purchase Shares on the Stock Exchange of not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of the proposed ordinary resolution contained in item 5(1) of the notice of the Annual General Meeting as set out on pages 17 to 21 of this circular (i.e. an aggregate nominal amount of Shares up to US\$264,929.07 (equivalent to 264,929,079 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 aggregate nominal amount of the issued share capital of the Company as at the date of the passing of the proposed ordinary resolution contained in item 5(2) of the notice of the Annual General Meeting as set out on pages 17 to 21 of this circular (i.e. an aggregate nominal amount of Shares up to US\$529,858.15 (equivalent to 529,858,158 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 nominal amount of Shares repurchased by the Company pursuant to the Share Repurchase Mandate.

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

## **LETTER FROM THE BOARD**

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 Repurchase 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 17 to 21 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>). 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 less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof. 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 Repurchase 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) MR. ZHANG RUILIN**

Mr. Zhang Ruilin (“Mr. Zhang”), aged 43, has been our executive Director, chairman and chief executive officer since his appointment on March 20, 2008.

**Experience**

Mr. Zhang is one of our controlling shareholders. Mr. Zhang has over 23 years of experience in the oil and gas business, during which he acquired his experience as an oilfield worker and technician for PetroChina in 1989 and as the chairman and general manager at a local oilfield services company, Jilin San Huan Petrochemical Co., Ltd., for over five years. In May 2003, he founded Far East Energy Limited (“FEEL”) in Hong Kong, through which he acquired MI Energy Corporation (“MIE”) from Microbes Inc. Following the takeover of MIE by FEEL in August 2003, he joined us in September 2003 and has since been a director of MIE. He is primarily responsible for overseeing our overall strategies, planning and day-to-day management and operations. Mr. Zhang is also a director for the various subsidiaries of the Group. He a member of the Songyuan Committee of the National People’s Congress of The People’s Republic of China. Mr. Zhang graduated from Jilin Petroleum College in 1995.

Save as disclosed above, Mr. Zhang did not hold any positions with the Company and other members of the Group and did not hold any directorships in any other listed public companies in the last three years.

**Length of service and emoluments**

On November 20, 2009, Mr. Zhang, being an executive Director, has entered into a service contract with the Company and MIE respectively, which is renewable yearly unless terminated (i) with twelve month’s notice by either party, or (ii) by the Company or MIE (as applicable) upon certain events such as the Director having committed serious or persistent breaches of the service contract. Should the Company or MIE (as applicable) terminate the service contract, Mr. Zhang will be entitled to receive a severance payment equivalent to one year’s basic pay under the service contract, save for circumstances described in item (ii) above. Mr. Zhao has entered into a letter of appointment with the Company for terms of three years. Mr. Zhang is entitled to receive a lump sum 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**

Mr. Zhang, who is an executive Director, chairman, chief executive officer and controlling shareholder of the Company, is the brother-in-law of Mr. Zhao Jiangwei (“Mr. Zhao”), the executive Director, vice chairman and senior vice president of the Company.

Other than the relationship with Mr. Zhao and arising from his being the Company's executive Director, chairman, chief executive officer and controlling shareholder, Mr. Zhang does not have any relationships with any other Directors, senior management, substantial shareholders (as defined in the Listing Rules), nor controlling shareholders (as defined in the Listing Rules) of the Company.

### Interests in Shares

As at the Latest Practicable Date, Mr. Zhang had the following interests in Shares/ underlying Shares of the Company and its associated corporations under Part XV of the SFO:

Name	Name of corporation	Capacity	Total interests in Shares	Approx. percentage of the issued share capital of the Company
Mr. Zhang	the Company	Interest of controlled corporation (Note 1)	1,414,600,000	53.42%
		Beneficial owner (Note 2)	2,347,000	0.09%
	FEEL	Interest of controlled corporation (Note 1)	8,999	9.99%

*Note 1:* FEEL is held by Ms. Zhao Jiangbo ("Mrs. Zhang"), Mr. Zhang and Mr. Zhao as to 80%, 9.99% and 10%, respectively. On May 24, 2013, 72,000 shares in FEEL were issued to Mrs. Zhang, 399,070,000 shares in the Company were transferred from FEEL to Champion International Energy Limited ("Champion"), 399,070,000 shares in the Company were transferred from FEEL to Orient International Energy Limited ("Orient"), 475,000,000 shares in the Company were transferred from FEEL to New Sun International Energy Limited ("New Sun") and 141,460,000 shares in the Company were transferred from FEEL to Power International Energy Limited ("Power"). Each of Champion, Orient, New Sun and Power is a wholly owned subsidiary of Sunrise Glory Holdings Limited, which is itself a wholly-owned subsidiary of FEEL. Mrs. Zhang, Mr. Zhang and Mr. Zhao have entered into an Acting-in-Concert Agreement under which they agreed to act in concert in relation to all matters that require the decisions of the shareholders of FEEL. Pursuant to the Acting-in-Concert Agreement, if a unanimous opinion in relation to the matters that require action in concert is unable to be reached, Mr. Zhang shall be allowed to vote on his, Mrs. Zhang's and Mr. Zhao's shares.

*Note 2:* These interests represent interests in outstanding stock options under the Stock Incentive Compensation Plan adopted prior to the listing of the Company on the Stock Exchange and the Share Option Scheme adopted by the Company on November 27, 2010.

**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. Zhang that need to be brought to the attention of the Shareholders.

**(2) MR. ANDREW SHERWOOD HARPER**

Mr. Andrew Sherwood Harper (“Mr. Harper”), aged 62, has been an executive Director since his appointment on July 19, 2013.

**Experience**

Mr. Harper has been the Company’s chief geologist and president of the Company’s international operations from 2001 to 2008 and rejoined the Company on April 1, 2010 as the chief geologist. He is also the chief executive officer and a director of MIE Jurassic Energy Corporation, overseeing the group’s operations in the United States. He has over 35 years of experience in the oil and gas industry, during which he acquired his experience working in the exploration and production team of ARCO International Oil & Gas Company prior to joining the Company in 2001. During his time with ARCO, he worked extensively overseas, including assignments in Chile, Dubai, Norway, the United Kingdom and Indonesia, and as ARCO’s resident manager in Bogota, Colombia. He also worked as a basin studies director, Latin America exploration director and exploration project director at the headquarters of ARCO International in the United States from 1990 to 1996 and as an exploration manager at the Andean Basins in ARCO Latin America Inc. from 1999 to 2000.

Mr. Harper received a bachelor’s degree in Geology from Williams College and a master’s degree in Geology from the University of Southern California. He is certified as a Professional Geologist by the Texas Board of Professional Geoscientists and a Certified Petroleum Geologist of American Association of Petroleum Geologists.

Save as disclosed above, Mr. Harper did not hold any positions with the Company and other members of the Group and did not hold any directorships in any other listed public companies in the last three years.

**Length of service and emoluments**

The Company has entered into an appointment letter with Mr. Harper, pursuant to which he is appointed as an 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. Harper as executive Director shall remain effective until the forthcoming annual general meeting of the Company, whereby he shall be eligible for re-election.

Mr. Harper will not receive any director fee as an executive Director. He is, however, in his capacity as the chief geologist of the Company, entitled to emolument of US\$400,000 per annum and such amount of discretionary bonus which the Company may decide to pay from time to time. Such emolument is decided by the remuneration committee of the Company, having regard to the Company's operating results, individual performance and comparable market statistics.

**Relationships**

Other than the relationship arising from his being the Company's executive Director and chief geologist, Mr. Harper does not have any relationships with any other Directors, senior management, substantial shareholders (as defined in the Listing Rules), nor controlling shareholders (as defined in the Listing Rules) of the Company.

**Interests in Shares**

As at the Latest Practicable Date, Mr. Harper was interested in 1,323,000 share options, representing 0.05% 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. Harper that need to be brought to the attention of the Shareholders.

**(3) MR. TAO TAK YIN DEXTER**

Mr. Tao Tak Yin Dexter ("Mr. Tao"), aged 41, has been an executive Director and chief financial officer since his appointment on July 19, 2013.

**Experience**

Mr. Tao has been a veteran investment banker with extensive corporate finance and accounting experience. Before joining the Company, Mr. Tao served as senior director in the Global Investment Banking team at Bank of America Merrill Lynch where he spent six years, specializing in the origination and execution of investment banking business for China's private sector enterprises. He has been closely involved with the various capital market transactions of the Company, including the initial public offering and subsequent high-yield bond offerings in 2011 and 2013. Prior to Bank of America Merrill Lynch, he has also worked at Bear Stearns Asia, BNP Paribas Peregrine Capital and Arthur Andersen LLP (subsequently known as PricewaterhouseCoopers).

Mr. Tao holds both a bachelor's degree in Business Administration and a master's degree in Accounting from the University of Southern California. He was a Certified Public Accountant in Hong Kong from 1996 to 1999.

Save as disclosed above, Mr. Tao did not hold any positions with the Company and other members of the Group and did not hold any directorships in any other listed public companies in the last three years.

**Length of service and emoluments**

The Company has entered into an appointment letter with Mr. Tao, pursuant to which he is appointed as an 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. Tao as executive Director shall remain effective until the forthcoming annual general meeting of the Company, whereby he shall be eligible for re-election.

Mr. Tao will not receive any director fee as an executive Director. He is, however, in his capacity as the chief financial officer of the Company, entitled to emolument of US\$400,000 per annum and such amount of discretionary bonus which the Company may decide to pay from time to time. Such emolument is decided by the remuneration committee of the Company, having regard to the Company's operating results, individual performance and comparable market statistics.

**Relationships**

Other than the relationship arising from his being the Company's executive Director and chief financial officer, Mr. Tao does not have any relationships with any other Directors, senior management, substantial shareholders (as defined in the Listing Rules), nor controlling shareholders (as defined in the Listing Rules) of the Company.

**Interests in Shares**

As at the Latest Practicable Date, Mr. Tao did not have any interest in 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. Tao that need to be brought to the attention of the Shareholders.

**(4) MR. MEI JIANPING**

Mr. Mei Jianping ("Mr. Mei"), aged 53, has been our independent non-executive Director since his appointment on 27 November 2010.

**Experience**

Mr. Mei has been a professor of finance at Cheung Kong Graduate School of Business in Beijing, China since 2006 and a fellow at Financial Institutions Center, the Wharton School of University of Pennsylvania since 2004. He was a tenured associate professor of finance from 1996 to 2005 and an assistant professor of finance from 1990 to 1995 at New York University. From 2003 to 2008, he also taught at Tsinghua University as a special term professor of finance. He has been a director of Cratings.com Inc., USA since 1999. Since 2009, he has served on the boards of Powerlong Real Estate Holdings Limited, a company listed on the Stock Exchange, and Zhong De Securities Company Limited. He also served as the chairman of board of Shanghai Zhangjiang Jrtan.com Inc. from 2000 to 2012. He worked as a consultant for various financial institutions, such as Deutsche Bank, UBS, Prudential Insurance of America and Asia Development Bank. He has published a number of books and articles on topics related to finance. He received a bachelor's degree in Mathematics from Fudan University in 1982, a master's degree in Economics and a Ph.D. in Economics (Finance) from Princeton University in 1988 and 1990, respectively.

Save as disclosed above, Mr. Mei did not hold any positions with the Company and other members of the Group and did not hold any directorships in any other listed public companies in the last three years.

**Length of service and emoluments**

Mr. Mei has entered into a letter of appointment with the Company, pursuant to which he is appointed as independent non-executive Director for terms of three years, subject to re-election at general meetings in accordance with the Articles of Association. Mr. Mei 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**

Other than the relationship arising from his being the Company's independent non-executive Director, Mr. Mei does not have any relationships with any other Directors, senior management, substantial shareholders (as defined in the Listing Rules), nor controlling shareholders (as defined in the Listing Rules) of the Company.

**Interests in Shares**

As at the Latest Practicable Date, Mr. Mei was interested in 1,267,933 share options, representing 0.05% 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. Mei 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 Repurchase Mandate.

## **1. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 2,649,290,793 Shares.

Subject to the passing of the ordinary resolution set out in item 5(1) of the notice of the Annual General Meeting in respect of the granting of the Share Repurchase 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 2,649,290,793 Shares, the Directors would be authorized under the Share Repurchase Mandate to repurchase, during the period in which the Share Repurchase Mandate remains in force, an aggregate nominal amount of Shares up to US\$264,929.07 (equivalent to 264,929,079 Shares), representing 10% of the aggregate nominal amount of Shares in issue as at the date of the Annual General Meeting.

## **2. REASONS FOR SHARE REPURCHASE OF SHARES**

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

Repurchases 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 repurchase will benefit the Company and the Shareholders as a whole.

## **3. FUNDING OF REPURCHASE**

In repurchasing Shares, the Company will only apply funds legally available for such purpose in accordance with its Memorandum and Articles of Association and the laws of the Cayman Islands.

## **4. IMPACT OF REPURCHASE**

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, 2013) in the event that the Share Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Share Repurchase 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:

<b>Month</b>	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
<b>2013</b>		
April	1.94	1.64
May	2.07	1.73
June	1.90	1.65
July	1.96	1.68
August	1.83	1.68
September	1.78	1.61
October	1.70	1.51
November	1.76	1.61
December	1.72	1.51
<b>2014</b>		
January	1.65	1.33
February	1.57	1.35
March	1.57	1.24
April ( <i>up to the Latest Practicable Date</i> )	1.54	1.43

**6. GENERAL**

To the best of their knowledge and having made all reasonable enquiries, none of the Directors nor any of their respective 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 Repurchase Mandate is approved by the Shareholders.

The Company has not been notified by any 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 Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make repurchases of Shares pursuant to the Share Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

**7. TAKEOVERS CODE**

If as a result of a repurchase of Shares pursuant to the Share Repurchase 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.

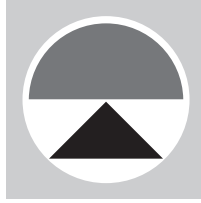
To the best knowledge of the Company and as recorded in the register required to be kept by the Company under Section 336 of the SFO, as at the Latest Practicable Date, Mr. Zhang Ruilin, Mr. Zhao Jiangwei, together with Ms. Zhao Jiangbo ("Mrs. Zhang") (party acting in concert with them) (the "Parties"), and Far East Energy Limited ("FEEL"), a controlling Shareholder (as defined in the Listing Rules) of the Company, were beneficially interested in 1,416,947,000 (including share options to be exercised) Shares representing approximately 53.48% of the total issued share capital of the Company. FEEL is held by Mrs. Zhang, Mr. Zhang Ruilin and Mr. Zhao Jiangwei who hold 80%, 9.99% and 10% of the issued share capital of FEEL, respectively. In the event that the Directors exercise the proposed Share Repurchase Mandate in full, the interests of the Parties would be increased to approximately 59.42% of the issued share capital of the Company on the basis that no further Shares are issued or repurchased after the Latest Practicable Date. Accordingly, the exercise of the Share Repurchase Mandate in full will not result in the Parties being obliged to make a mandatory offer under Rule 26 of the Takeovers Code.

The Directors do not propose to exercise the Share Repurchase 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. REPURCHASE OF SHARES MADE BY THE COMPANY**

During the 6 months prior to the Latest Practicable Date, the Company had not repurchased 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 Park Lane Room VI, 27th Floor, Park Lane Hotel, 310 Gloucester Road, Causeway Bay, Hong Kong on Friday, May 16, 2014 at 10:30 a.m. for the following purposes:

1. To receive and adopt the audited consolidated financial statements of the Company and the reports of the directors and auditors for the year ended December 31, 2013.
2. To declare a final dividend.
3. To re-elect directors and to authorize the board of directors to fix the respective directors’ remuneration.
4. To re-appoint auditors and to authorize the board of directors to fix their remuneration.
5. To consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions:

(1) **“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 purchase or repurchase its shares in the capital of the Company (“Shares”) including any form of depositary shares representing the right to receive such Shares issued by the Company on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or on any other stock exchange on which the Shares of the Company may be listed and recognized for this purpose by the Securities and Futures Commission of Hong Kong and the Stock Exchange under the Code on Share Buy-backs, and subject to and in accordance with all applicable laws, rules and regulations;

## NOTICE OF ANNUAL GENERAL MEETING

- (b) the total nominal amount of Shares of the Company to be purchased or repurchased pursuant to the mandate in paragraph (a) above shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of this resolution and the said mandate shall be limited accordingly; and
- (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.”

(2) **“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 or securities convertible into Shares, or options, warrants or similar rights to subscribe for Shares or such convertible securities, and to make or grant offers, agreements, options and warrants which would or 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, agreements, options and warrants during the Relevant Period (as defined below) which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of ordinary share capital allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company 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;

## NOTICE OF ANNUAL GENERAL MEETING

- (iii) the exercise of options under a share option scheme 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
- (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 aggregate nominal amount of the issued share capital of the Company on the date of the passing of this resolution and the said mandate shall be limited accordingly; 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.

“Rights Issue” means an offer of Shares open for a period fixed by the directors of the Company 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 or class thereof (subject to such exclusions or other arrangements as the directors of the Company 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).”

- (3) “**THAT** conditional upon the passing of resolutions set out in items 5(1) and 5(2) of the notice convening this meeting (the “Notice”), the general mandate referred to in the resolution set out in item 5(2) of the Notice be and is hereby extended by the addition to the aggregate nominal amount of Shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the directors of the Company pursuant to such general mandate of an amount representing the aggregate nominal amount of Shares purchased by

## NOTICE OF ANNUAL GENERAL MEETING

the Company pursuant to the mandate referred to in resolution set out in item 5(1) of the Notice, provided that such amount shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of this resolution.”

By Order of the Board  
**MIE HOLDINGS CORPORATION**  
**Zhang Ruilin**  
*Chairman*

Hong Kong, April 7, 2014

*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 less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. 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 13, 2014 to Friday, May 16, 2014, 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 Monday, May 12, 2014.
6. For determining the entitlement to the proposed final dividend, the register of members of the Company will be closed from Thursday, May 22, 2014 to Monday, May 26, 2014, both days inclusive, during which period no transfer of shares will be registered. The record date to which the shareholders of the Company are qualified to receive the proposed final dividend is Monday, May 26, 2014. In order to qualify for the proposed final dividend, 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 Wednesday, May 21, 2014.

## NOTICE OF ANNUAL GENERAL MEETING

*As at the date of this notice, the Board comprises (1) the executive directors namely Mr. Zhang Ruilin, Mr. Zhao Jiangwei, Mr. Andrew Sherwood Harper and Mr. Tao Tak Yin Dexter; (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.*