

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



## **MIE HOLDINGS CORPORATION**

### **MI 能源控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock code: 1555)**

## **CHANGE IN SHAREHOLDING STRUCTURE OF CONTROLLING SHAREHOLDER**

The board of directors of the Company was informed by its controlling shareholder (as defined in the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the “**Listing Rules**”)), Far East Energy Limited (“**FEEL**”), that on 24 May 2013 the shareholding structure of FEEL changed following the issue and allotment of shares in FEEL to Zhao Jiangbo (“**Mrs. Zhang**”, the spouse of Mr. Zhang Ruilin, Chairman of the Company (“**Mr. Zhang**”)) and to Mr. Zhang so as to give Mrs. Zhang and Mr. Zhang a holding of 80% and 9.99%, respectively, in the issued and allotted share capital of FEEL. As a result of the issue and allotment of new shares in FEEL to Mrs. Zhang and Mr. Zhang, Mr. Zhao Jiangwei’s (“**Mr. Zhao**”) shareholding in FEEL has decreased from 90% to 10% of the issued share capital of FEEL.

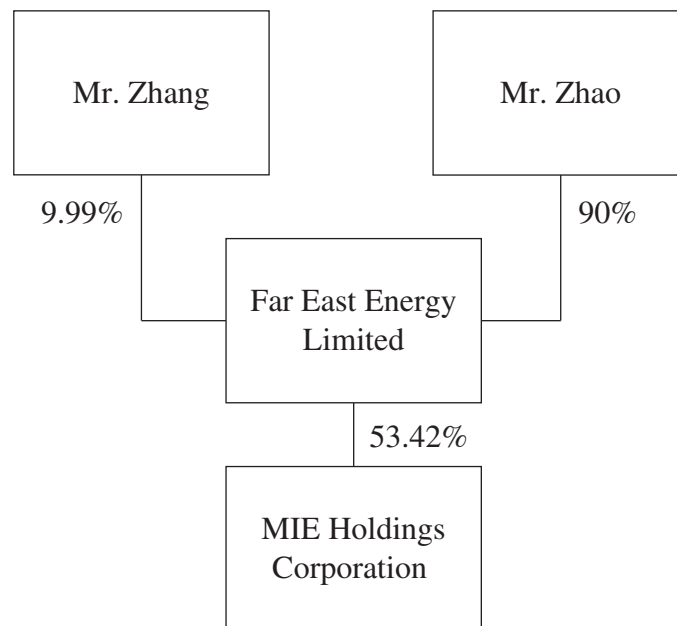
The change in the shareholding structure of FEEL is for family wealth and succession planning purposes. Mr. Zhang, Mr. Zhao and Mrs. Zhang have also entered into an acting-in-concert agreement under which they have agreed to act in concert in relation to all matters that require the decisions of the shareholders of FEEL and certain of its subsidiaries (the “**Acting-in-concert Agreement**”). The Acting-in-Concert Agreement replaces the previous acting-in-concert agreement between Mr. Zhang and Mr. Zhao but includes substantially the same terms as the previous agreement (as disclosed in the Company’s prospectus dated 1 December 2010), such that 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 both his, Mr. Zhao’s and Mrs. Zhang’s shares.

FEEL has simultaneously entered into separate agreements to transfer its entire holding, being 1,414,600,000 ordinary shares in the Company (“**Shares**”), to four of its wholly-owned British Virgin Islands-incorporated subsidiaries in consideration of the issue by each of those subsidiaries of further shares to FEEL. As part of those transactions, 141,460,000 Shares are to be transferred to Power International Energy Limited (“**Power**”), 475,000,000

Shares to New Sun International Energy Limited (“**New Sun**”), 399,070,000 Shares to Champion International Energy Limited (“**Champion**”) and 399,070,000 Shares to Orient International Energy Limited (“**Orient**”).

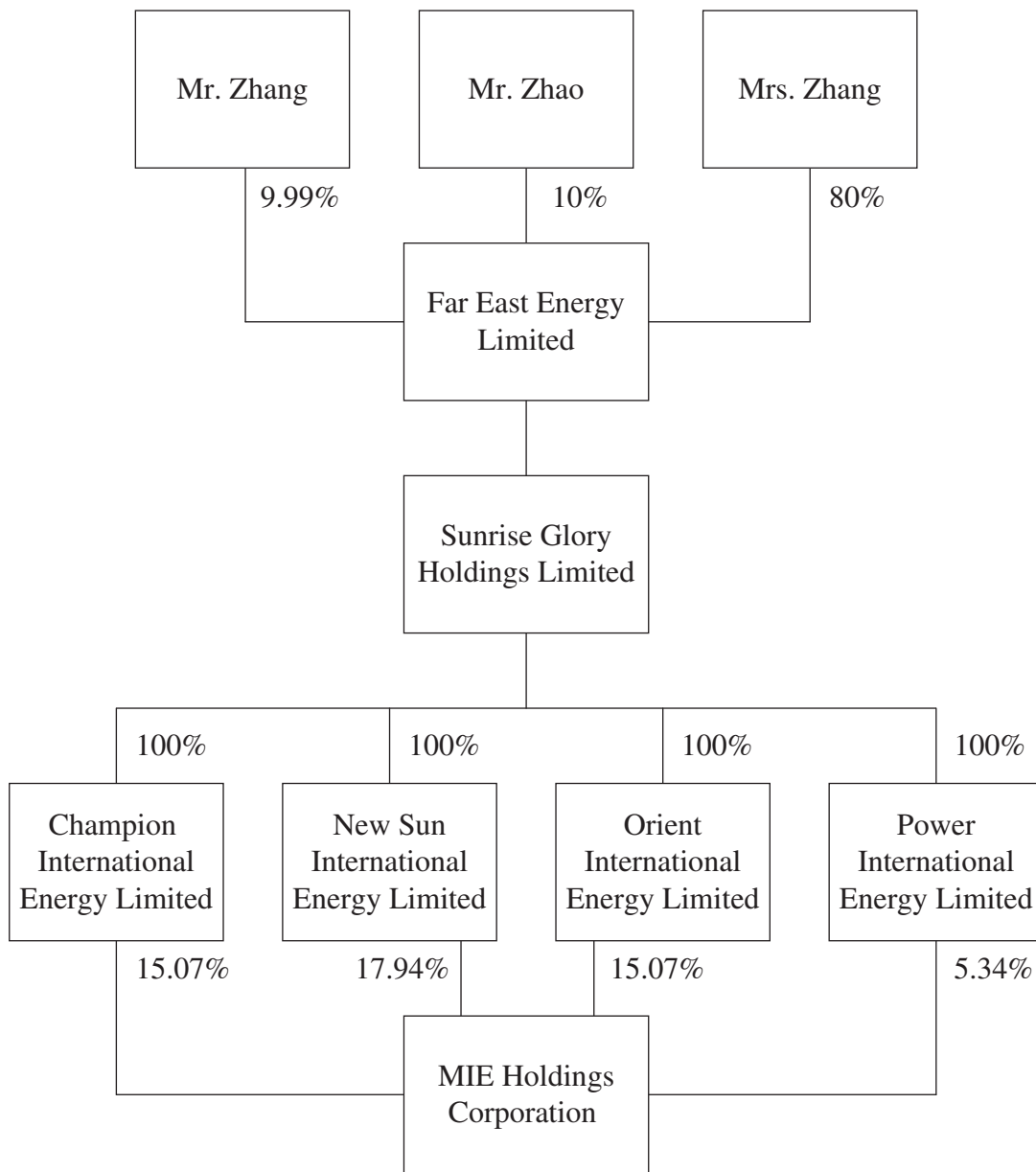
FEEL has also entered into a separate agreement with another wholly-owned subsidiary company incorporated in the British Virgin Islands, Sunrise Glory Holdings Limited (“**Sunrise Glory**”), pursuant to which FEEL has agreed to transfer all of the issued share capital in each of Power, New Sun, Champion and Orient to Sunrise Glory in consideration of the issue of further shares in Sunrise Glory to FEEL. The following charts show the shareholding structure before and after the abovementioned transactions. The change in the shareholding structure will not affect the operations or day to day running of the Company.

**Shareholding structure prior to restructuring\***



\* Shang Zhiguo, a director of FEEL, owns one ordinary share in FEEL.

### Shareholding structure after restructuring\*



\* Shang Zhiguo, a director of FEEL, owns one ordinary share in FEEL.

FEEL applied to the Executive Director of the Corporate Finance Division of the Securities and Futures Commission (“SFC”) for a waiver from the general offer obligation contained in Rule 26.1 of the Code on Takeovers and Mergers in Hong Kong that would otherwise have arisen following the change in the shareholding structure of FEEL. On 27 March 2013 the SFC waived the obligation (arising as a result of the change in the shareholding structure of FEEL) of the shareholders of FEEL to make a general offer for the Shares.

By order of the Board of  
**MIE HOLDINGS CORPORATION**  
**Mr. Zhang Ruilin**  
*Chairman*

Hong Kong, 24 May 2013

*As at the date of this announcement, the Board comprises (1) the executive directors namely Mr. Zhang Ruilin, Mr. Zhao Jiangwei, Mr. Forrest Lee Dietrich and Mr. Allen Mak; (2) the non-executive director namely Mr. Wang Sing (Mr. Tsang Chi Kin 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.*