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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,
ADOPTION OF THIRD AMENDED AND
RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the Annual General Meeting of MIE Holdings Corporation to be held at Units 5906–5912, 59th Floor, The Center, 99 Queen’s Road Central, Hong Kong on Friday, June 14, 2024 at 10:00 a.m. is set out on pages 23 to 27 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not later than 10:00 a.m. on Wednesday, June 12, 2024 (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.

May 21, 2024

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DEFINITIONS

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

“Annual General Meeting” or “AGM”	an annual general meeting of the Company to be held at Units 5906–5912, 59th Floor, The Center, 99 Queen’s Road Central, Hong Kong on Friday, June 14, 2024 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 23 to 27 of this circular, or any adjournment thereof;
“Articles of Association”	the second amended and restated 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;
“CCASS”	the Central Clearing and Settlement System established and operated by Hong Kong Securities Clearing Company Limited;
“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 PRC;
“Issuance Mandate”	a general mandate proposed to be granted to the Directors to allot, issue or deal with additional Shares (including any sale or transfer of any treasury shares) of not exceeding 20% of the number of issued shares (excluding any treasury 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 24 to 26 of this circular;
“Latest Practicable Date”	Tuesday, May 14, 2024, 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;
“Memorandum of Association”	the second amended and restated memorandum of association of the Company currently in force;

DEFINITIONS

“PRC”	the People’s Republic of China, which for the purpose of this circular, shall exclude Hong Kong, the Macau Special Administrative Region of PRC and Taiwan;
“RMB”	Renminbi, the lawful currency of the PRC;
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong;
“Share(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 (excluding any treasury 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 23 to 24 of this circular;
“Shareholder(s)”	holder(s) of Share(s);
“Stock Exchange” or “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;
“Third Amended and Restated Memorandum and Articles of Association”	the memorandum and articles of association of the Company incorporating and consolidating all the proposed amendments set out in Appendix III of this circular proposed to be adopted by the Shareholders with effect from the passing of the relevant special resolution at the Annual General Meeting;
“treasury shares”	shares repurchased and held by a company in treasury, as authorized by the laws of its place of incorporation and its articles of association or equivalent constitutional document, which, for the purpose of the Listing Rules, include shares repurchased by the company and held or deposited in CCASS for sale on the Stock Exchange;
“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. Zhao Jiangwei
Mr. Lam Wai Tong

Non-executive Directors:

Mr. Zhang Ruilin (*Chairman*)
Mr. Guan Hongjun
Ms. Gao Yan

Independent Non-executive Directors:

Mr. Mei Jianping
Mr. Liu Ying Shun
Mr. Yeung Yat Chuen
Mr. Guo Yanjun
Mr. Ai Min

Registered Office:

Maples Corporate Services Limited
P.O. Box 309
Ugland House
Grand Cayman KY1-1104
Cayman Islands

Principal Place of Business in Hong Kong:

5/F, Manulife Place
348 Kwun Tong Road
Kowloon
Hong Kong

Beijing Office:

Room 1301–1303
North Star Times Tower
No. 8 North Star East Road
Chaoyang District, Beijing
The People's Republic of China
100101

May 21, 2024

To the Shareholders

Dear Sir/Madam,

**PROPOSALS FOR
RE-ELECTION OF DIRECTORS,
GENERAL MANDATES TO BUY-BACK SHARES AND
TO ISSUE NEW SHARES,
ADOPTION OF THIRD AMENDED AND
RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION
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; (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; and (iii) the adoption of the Third Amended and Restated Memorandum and Articles of Association.

LETTER FROM THE BOARD

2. PROPOSED RE-ELECTION OF DIRECTORS

In accordance with Article 16.18 of the Articles of Association, Mr. Zhao Jiangwei, Mr. Yeung Yat Chuen, Mr. Guo Yanjun (“**Mr. Guo**”) and Ms. Gao Yan, shall retire at the Annual General Meeting. All of the above Directors, being eligible, will offer themselves for re-election at the Annual General Meeting.

During his period of appointment as an independent non-executive Director of the Company, Mr. Guo has not engaged in any executive management of the Group and has demonstrated his ability to provide an independent view on the Company’s matters. In addition, Mr. Guo has declared his independence by submitting a written confirmation of independence to the Board pursuant to Rule 3.13 of the Listing Rules.

The nomination committee of the Company has reviewed the structure and composition of the Board, the confirmations and disclosures given by the Directors, the qualifications, skills and experience, time commitment and contribution of the retiring Directors with reference to the nomination principles and criteria set out in the Company’s Board Diversity Policy and Director Nomination Policy and the Company’s corporate strategy, and the independence of all independent non-executive Directors. The nomination committee of the Company has recommended to the Board on the re-election of all the retiring Directors including the aforesaid independent non-executive Directors who are due to retire at the Annual General Meeting. The Company considers that the retiring independent non-executive Directors are independent in accordance with the independence guidelines set out in the Listing Rules and will continue to bring valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning and diversity.

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 January 12, 2024, 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 (excluding any treasury shares) 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 23 to 24 of this circular (i.e. equivalent to 338,652,551 Shares on the basis that the issued share capital of the Company remains unchanged on the date of the Annual General Meeting);

LETTER FROM THE BOARD

- (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 (excluding any treasury shares) 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 24 to 26 of this circular (i.e. equivalent to 677,305,102 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.

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.

The Board notes that with effect from June 11, 2024, the Listing Rules will be amended to introduce flexibility for listed companies to cancel shares repurchased and/or to adopt a framework to (i) allow repurchased shares to be held in treasury; and (ii) govern the resale of treasury shares. Following such changes to the Listing Rules, if the Company repurchases Shares pursuant to the Share Buy-back Mandate, the Company may (i) cancel the repurchased Shares and/or (ii) hold such Shares in treasury, subject to market conditions and the capital management needs of the Company at the relevant time such repurchases of Shares are made. If the Company holds Shares in treasury, any resale of Shares held in treasury will be subject to the ordinary resolution contained in item 5 of the notice of the Annual General Meeting and made in accordance with the Listing Rules and applicable laws and regulations of the Cayman Islands.

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. PROPOSED ADOPTION OF THIRD AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION

Reference is made to the announcement of the Company dated March 22, 2024 in relation to the proposed amendments to the Memorandum and Articles of Association for the purposes of updating and bringing the Articles of Association in line with the amendments to the Listing Rules which mandate the electronic dissemination of corporate communications by listed issuers to their securities holders from December 31, 2023 onwards, as well as other housekeeping changes. The Board also proposes to adopt the Third Amended and Restated Memorandum and Articles of Association as the new memorandum and articles of association of the Company in substitution for, and to the exclusion of, the existing Memorandum and Articles of Association.

LETTER FROM THE BOARD

Details of the proposed amendments to the Memorandum and Articles of Association are set out in Appendix III to this circular. A special resolution will be proposed at the AGM to approve the proposed amendments to the Memorandum and Articles of Association and the adoption of the Third Amended and Restated Memorandum and Articles of Association.

The Company's legal advisers have confirmed that the proposed amendments conform with the requirements of the Listing Rules, where applicable, and the Cayman Islands laws. The Company also confirms that there is nothing unusual about the proposed amendments for a company listed in Hong Kong.

The Shareholders are advised that the Third Amended and Restated Memorandum and Articles of Association are available only in English and the Chinese translation of the Third Amended and Restated Memorandum and Articles of Association provided in Appendix III of this circular in Chinese is for reference only. In case of any inconsistency, the English version shall prevail.

5. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages 23 to 27 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not later than 10:00 a.m. on Wednesday, June 12, 2024 (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.

LETTER FROM THE BOARD

6. 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.

7. RECOMMENDATION

The Directors consider that the proposed re-election of Directors, the granting of the Share Buy-back Mandate, the granting and extension of the Issuance Mandate and the adoption of the Third Amended and Restated Memorandum and Articles of Association 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
Zhao Jiangwei
Executive Director

APPENDIX I DETAILS OF THE DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

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

(1) MR. ZHAO JIANGWEI

Mr. Zhao Jiangwei (“**Mr. Zhao**”), aged 52, has been an executive Director and the senior vice president of the Company since December 19, 2008.

Experience

Mr. Zhao has over 31 years of experience in the oil and gas industry. Following the takeover of the Company by Far East Energy Limited (“**FEEL**”) in August 2003, Mr. Zhao joined the Company in September 2003 and has since been a Director of the Company. He is and will continue to be primarily responsible for assisting the Chairman in overseeing the operations at oilfields in the PRC. Mr. Zhao obtained a bachelor of arts degree from Daqing Petroleum College in 1999.

Length of service and emoluments

On November 20, 2009, Mr. Zhao, being an executive Director, has entered into a service contract with the Company, which is renewable yearly unless terminated (i) with twelve months’ notice by either party, or (ii) by the Company upon certain events such as the Director having committed serious or persistent breaches of the service contract. Should the Company terminate the service contract, Mr. Zhao will be entitled to receive severance payment equivalent to one year’s basic pay under the service contract, save for circumstances described in item (ii) above. Under the service contract, Mr. Zhao is entitled to receive (i) an annual emolument of RMB2,200,000 (including allowances and statutory benefits), 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; and (ii) an annual discretionary bonus as may be approved by the Board.

Relationships

Mr. Zhao, who is an executive Director, senior vice president and controlling Shareholder of the Company, is (i) the brother of Ms. Zhao Jiangbo (“**Mrs. Zhang**”), a controlling Shareholder (as defined in the Listing Rules) of the Company; and (ii) the brother-in-law of Mr. Zhang Ruilin (“**Mr. Zhang**”), the non-executive Director, Chairman and controlling Shareholder of the Company.

Save as disclosed above, Mr. Zhao did not hold any other directorship in other listed public companies in Hong Kong or overseas in the last three years, and Mr. Zhao 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. Zhao hold any other positions with the Company or any of its subsidiaries.

APPENDIX I DETAILS OF THE DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING
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Interests in Shares

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

Name	Name of corporation	Capacity	Total interests in Shares (Note 1)	Approx. percentage of the issued Shares
Mr. Zhao	The Company	Interest of controlled corporation (Note 2)	1,566,108,234 (L)	46.24%
		Interest of controlled corporation (Note 3)	88,521,234 (S)	2.61%
	FEEL	Interest of controlled corporation (Note 2)	9,000	10.00%

Note 1: The letter “L” denotes the person’s long position in the Shares of the Company. The letter “S” denotes the person’s short position in the Shares of the Company.

Note 2: FEEL is held by Mrs. Zhang, Mr. Zhang and Mr. Zhao as to 80%, 10% 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 had 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.

The long interests which FEEL, Mr. Zhang and Mr. Zhao have in the 1,566,108,234 Shares in the Company include (i) the beneficial interests which FEEL has (and in the case of Mr. Zhang and Mr. Zhao, the indirect beneficial interests which they have (through their shareholdings in FEEL)) in the 1,469,600,000 Shares in the Company held by FEEL through its subsidiaries; (ii) the put option granted by FEEL, Mr. Zhang and Mr. Zhao, pursuant to a put and call option agreement, over the 88,521,234 Shares in the Company held by Mr. Ho Chi Sing through Celestial Energy Limited (“**Celestial**”), as further described in note (3) below; and (iii) the 7,987,000 Shares owned by Mr. Zhang himself.

APPENDIX I DETAILS OF THE DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING
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Note 3: The Company was informed on November 8, 2014 that TPG Star Energy Ltd. and Celestial had entered into a sale and purchase agreement pursuant to which Celestial had acquired and TPG Star Energy Ltd. has sold 211,855,234 ordinary shares in the Company.

On November 8, 2014, FEEL, Mr. Zhang, Mr. Zhao, Mrs. Zhang and Celestial entered into a put and call option agreement in relation to certain of shares (the “PCA”), pursuant to which the parties to the PCA have agreed to grant each other certain rights in relation to their shares, and Section 317(1)(a) of the SFO applies.

On January 18, 2017, February 23, 2017 and March 7, 2017, Celestial had ceased to have 53,334,000 shares, 40,000,000 shares and 30,000,000 shares in long and short positions, respectively.

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. Zhao that need to be brought to the attention of the Shareholders.

(2) MR. YEUNG YAT CHUEN

Mr. Yeung Yat Chuen (“**Mr. Yeung**”), aged 41, has been an independent non-executive Director and a member of the audit committee of the Company since April 4, 2022.

Experience

Mr. Yeung has over 19 years of experience in corporate finance and listed companies management. He has been an independent non-executive Director of Hong Kong Chaoshang Group Limited (a company listed on the Stock Exchange (stock code:2322)) (“**Chaoshang**”) since December 2023, and the chief financial officer of Changyou Alliance Group Limited (a company listed on the Main Board of the Stock Exchange) (stock code: 1039) since November 2020. Prior to joining the Group, from May 2022 to September 2022, he has been an independent non-executive director of Shunten International (Holdings) Limited (a company listed on the Stock Exchange (stock code:932)) (“**Shunten**”). Also from September 2022 to January 2024, he was the chief operating officer of Shunten. Between June 2019 to November 2020, he was the chief financial officer of a private Hong Kong company where he was in charge of pre-IPO group restructuring and fundraising. He was the financial controller of Creation Chance Limited, a wholly-owned subsidiary of Shunten from December 2018 to June 2019, where he was mainly in charge of monitoring financial and development of its Hong Kong business. From September 2014 to August 2018, he was the chief financial officer of PPS International (Holdings) Limited (a company listed on the Growth Enterprise Market of the Stock Exchange (stock code: 8201)) (“**PPS**”), and was further appointed as an executive director of PPS during the period from February 2018 to July 2018, where he was responsible for the diversification of the group’s business and establishment of the PRC branch. Mr. Yeung was an independent non-executive director of North Mining Shares Company Limited (a company listed on the Main Board of the Stock Exchange,

APPENDIX I DETAILS OF THE DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING
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stock code: 433) for the period from July 2019 to June 2020. From November 2005 to September 2014, Mr. Yeung was engaged by several corporate finance companies including but not limited to Athens Capital Limited, Optima Capital Limited, CLC International Limited, Cinda International Capital Limited and Shenyin Wanguo Capital (H.K.) Limited, where he was responsible for several IPO projects and acted as the financial adviser, independent financial adviser and compliance advisers to a large number of listed companies. Mr. Yeung obtained a bachelor's degree in mathematics from The Hong Kong University of Science and Technology.

Length of service and emoluments

The Company has entered into an appointment letter with Mr. Yeung, pursuant to which he has been appointed as an independent non-executive Director for an initial term of two years, subject to re-election at general meetings in accordance with the Articles of Association. Pursuant to the appointment letter, Mr. Yeung is entitled to a director's fee of US\$40,000 per annum. Such remuneration has been determined by the Board, under the recommendation from the remuneration committee of the Board, with reference to Mr. Yeung's background, qualifications and experience, level of duties and responsibilities undertaken and prevailing market conditions.

Relationships

Save as disclosed above, Mr. Yeung did not hold any directorship in other listed public companies in Hong Kong or overseas in the last three years, and Mr. Yeung 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. Yeung hold any other positions with the Company or any of its subsidiaries.

Interests in Shares

As at the Latest Practicable Date, Mr. Yeung 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. Yeung that need to be brought to the attention of the Shareholders.

APPENDIX I DETAILS OF THE DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

(3) MR. GUO YANJUN

Mr. Guo Yanjun (“**Mr. Guo**”), aged 71, has been an independent non-executive Director and a member of the audit committee, remuneration committee and nomination committee 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 Renmin University of China with a Diploma in Law in 1984. Mr. Guo is currently an independent non-executive director of Mei Ah Entertainment Group Limited (a company listed on the Main Board of the Stock Exchange, stock code: 391). 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 was appointed as an independent non-executive Director for a term of three years, subject to re-election at general meetings in accordance with the Articles of Association. Mr. Guo is entitled to receive an annual emolument of US\$40,000 which was 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 0.02% 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. Guo that need to be brought to the attention of the Shareholders.

APPENDIX I DETAILS OF THE DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

(4) MS. GAO YAN

Ms. Gao Yan (“**Ms. Gao**”), has been a non-executive Director of the Company since May 26, 2022.

Experience

Ms. Gao, aged 37, has extensive experience in the financial industry and is familiar with, among others, the fields of financial management, credit and investment. She joined the China Huarong in 2013 and has worked in different positions within the group since then. She is currently the executive director of the assets management department four of a Hong Kong subsidiary of China CITIC Financial Asset Management Co., Limited (a company listed on the Main Board of the Stock Exchange (stock code: 2799)).

Miss Gao graduated from the Graduate University of Chinese Academy of Social Sciences with a master’s degree in financial management in 2013.

Length of service and emoluments

The Company has entered into an appointment letter with Ms. Gao, pursuant to which she has been appointed as a non-executive Director for an initial term of two years, subject to retirement by rotation and re-election at general meetings in accordance with the Articles of Association. Ms. Gao does not receive any emoluments under the appointment letter or otherwise in relation to Ms. Gao’s appointment as a non-executive Director of the Company.

Relationships

Save as disclosed above, Ms. Gao did not hold any directorship in other listed public companies in Hong Kong or overseas in the last three years, and Ms. Gao 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. Gao hold any other positions with the Company or any of its subsidiaries.

Interests in Shares

As at the Latest Practicable Date, Ms. Gao 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 Ms. Gao 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 3,386,525,510 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 3,386,525,510 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 338,652,551 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

As stated in the Letter from the Board, with effect from June 11, 2024, the Listing Rules will be amended to introduce flexibility for listed companies to cancel shares repurchased and/or to adopt a framework to (i) allow repurchased shares to be held in treasury; and (ii) govern the resale of treasury shares. Following such changes to the Listing Rules, if the Company repurchases Shares pursuant to the Share Buy-back Mandate, the Company may (i) cancel the repurchased Shares and/or (ii) hold such Shares in treasury, subject to market conditions and the capital management needs of the Company at the relevant time such repurchases of Shares are made. If the Company holds Shares in treasury, any resale of Shares held in treasury will be subject to the ordinary resolution contained in item 5 of the notice of the Annual General Meeting and made in accordance with the Listing Rules and applicable laws and regulations of the Cayman Islands. Any resale of treasury shares pursuant to the Issuance Mandate may only be made after the amendments to the Listing Rules have come into effect on June 11, 2024.

To the extent that any treasury shares are deposited with CCASS pending release, the Company will adopt appropriate measures to ensure that it does not exercise any shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those shares were registered in the Company's own name as treasury shares. These measures may include approval by the Board that (i) the Company will not (or will procure its broker not to) give any instructions to Hong Kong Securities Clearing Company Limited to vote at general meetings for the treasury shares deposited with CCASS; and (ii) in the case of dividends or distributions, the Company will withdraw the treasury shares from CCASS, and either re-register them in its own name as treasury shares or cancel them, in each case before the record date for the dividends or distributions.

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 from 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, 2023) 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\$
2023		
May	N/A	N/A
June	N/A	N/A
July	N/A	N/A
August	N/A	N/A
September	N/A	N/A
October	N/A	N/A
November	N/A	N/A
December	N/A	N/A
2024		
January	0.060	0.030
February	0.045	0.033
March	0.040	0.028
April	0.040	0.026
May (<i>up to the Latest Practicable Date</i>)	0.034	0.026

Note: Trading in the Shares on the Stock Exchange had been suspended since April 3, 2023 and resumed on January 19, 2024.

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 will 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. Neither the explanatory statement nor the proposed share buy-back has any unusual features.

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 1,566,108,234 (including share options to be exercised) Shares representing approximately 46.24% of the total issued share capital of the Company. Mrs. Zhang, Mr. Zhang Ruilin and Mr. Zhao Jiangwei are respectively holding 80%, 10% 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 51.38% 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 may 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 as would, in the circumstances, give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Takeovers Code and 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).

The following are details of the proposed amendments to the Memorandum and Articles of Association to be introduced by the Third Amended and Restated Memorandum and Articles of Association. Unless otherwise specified, clauses, paragraphs and article numbers referred to herein are clauses, paragraphs and article numbers of the Memorandum and Articles of Association.

Article No.	Proposed amendments (showing changes to the existing Articles of Association with strikethrough to denote text to be deleted and underline to denote text to be added)
2.2	<p>“Corporate Communication” shall have the meaning given to it in the Listing Rules.</p>
30.1	<p>Except as otherwise provided in these Articles, any notice or document, <u>including any Corporate Communication</u>, may be served by the Company and any notices may be served by the Board on any member either personally or by <u>in any of the following manner to the extent permitted by, and in compliance with the requirements of, the Listing Rules:</u></p> <p>(a) <u>by serving it personally or by leaving it at the registered address of such member as appearing in the register;</u></p> <p>(b) <u>by sending it through the post in a prepaid letter addressed to such member at his registered address as appearing in the register or, to the extent permitted by the Listing Rules and all applicable laws and regulations, (which shall be sent by airmail where the notice or document is posted from one country to another);</u></p> <p>(c) by the Listing Rules and all applicable laws and regulations, by <u>electronic means, including but not limited to, by transmitting it to any electronic number or address or website supplied by the member to the Company; or by placing it on the Company’s Website provided that the Company has obtained either (a) the member’s prior express positive confirmation in writing or (b) the member’s deemed consent, in the manner specified in the Listing Rules to receive or otherwise have made available to him notices and documents to be given or issued to him by the Company by such electronic means, or;</u></p> <p>(d) <u>by placing it on the Company’s Website and the Exchange’s website; or</u></p> <p>(e) (in the case of notice) by advertisement published in the manner prescribed under the Listing Rules.</p> <p>In the case of joint holders of a share, all notices <u>it shall be given to</u> reserved on <u>that holder for the time being whose name stands first in the register and</u> notice so given <u>such service shall be sufficient notice</u> to service on <u>all the joint holders.</u></p>

Article No.	Proposed amendments (showing changes to the existing Articles of Association with strikethrough to denote text to be deleted and underline to denote text to be added)
30.4	<p>A member shall be entitled to have notice served on him at any address within Hong Kong. Any member who has not given an express positive confirmation in writing to the Company in the manner specified in the Listing Rules to receive or otherwise have made available to him notices and documents to be given or issued to him by the Company by electronic means and whose registered address is outside Hong Kong may notify the Company in writing of an address in Hong Kong which for the purpose of service of notice shall be deemed to be his registered address. A member who has no registered address in Hong Kong shall be deemed to have received any notice which shall have been displayed at the transfer office and shall have remained there for a period of 24 hours and such notice shall be deemed to have been received by such member on the day following that on which it shall have been first so displayed, provided that, without prejudice to the other provisions of these Articles, nothing in this Article shall be construed as prohibiting the Company from sending, or entitling the Company not to send, notices or other documents of the Company to any member whose registered address is outside Hong Kong.</p> <p><u>Any notice or document, including any Corporate Communication:</u></p> <p>(a) <u>delivered personally or left at a registered address otherwise than by post shall be deemed to have been served or delivered on the day it was so delivered or left;</u></p> <p>(b) <u>sent by post shall be deemed to have been served on the day following that on which it is put into a post office situated within Hong Kong or on such later day as may be prescribed by the Listing Rules, and in proving such service it shall be sufficient to prove that the envelope or wrapper containing the notice or document was properly prepaid, addressed and put into such post office and a certificate in writing signed by the Secretary or other person appointed by the Board that the envelope or wrapper containing the notice or document was so addressed and put into such post office shall be conclusive evidence thereof;</u></p> <p>(c) <u>given by electronic means as provided herein shall be deemed to have been served and delivered on the day following that on which it is successfully transmitted or at such later time as may be prescribed by the Listing Rules or any applicable laws or regulations, and it shall not be necessary for the receipt of the electronic transmission to be acknowledged by the recipient;</u></p>

Article No.	Proposed amendments (showing changes to the existing Articles of Association with strikethrough to denote text to be deleted and underline to denote text to be added)
	<p>(d) <u>served by being placed on the Company's Website and the Exchange's website shall be deemed to be served on the day it first so appears on the relevant website, unless the Listing Rules specify a different date; and</u></p> <p>(e) <u>served by advertisement shall be deemed to have been served on the day of issue of the official publication and/or newspaper(s) in which the advertisement is published (or on the last day of issue if the publication and/or newspaper(s) are published on different dates).</u></p>
30.5	<p>Any notice or document sent by post shall be deemed to have been served on the day following that on which it is put into a post office situated within Hong Kong and in proving such service it shall be sufficient to prove that the envelope or wrapper containing the notice or document was properly prepaid, addressed and put into such post office and a certificate in writing signed by the Secretary or other person appointed by the Board that the envelope or wrapper containing the notice or document was so addressed and put into such post office shall be conclusive evidence thereof.</p> <p><u>A notice or document (including a Corporate Communication) may be given by the Company to the person or persons entitled to a share in consequence of the death, mental disorder or bankruptcy of a member in the same manner as other notices or documents which are required to be given under these Articles, and shall be addressed to him or them by name, or by the title of representative of the deceased, or trustee of the bankrupt, or by any like description, at the address, electronic number or address or website supplied for that purpose by the person(s) claiming to be so entitled, or in the option of the Company, such notice may be given in any manner in which the same might have been given if the death, mental disorder or bankruptcy had not occurred.</u></p>
30.6	<p>Any notice or other document delivered or left at a registered address otherwise than by post shall be deemed to have been served or delivered on the day it was so delivered or left.</p> <p><u>Any person who by operation of law, transfer or other means whatsoever becomes entitled to any share shall be bound by every notice or document (including any Corporate Communication) in respect of such share which prior to his name and address being entered on the register shall have been duly given to the person from whom he derives his title to such share.</u></p>

Article No.	Proposed amendments (showing changes to the existing Articles of Association with strikethrough to denote text to be deleted and underline to denote text to be added)
30.7	<p>Any notice served by advertisement shall be deemed to have been served on the day of issue of the official publication and/or newspaper(s) in which the advertisement is published (or on the last day of issue if the publication and/or newspaper(s) are published on different dates).</p> <p><u>Any notice or document (including any Corporate Communication) delivered or sent to any member in pursuance of these Articles, shall notwithstanding that such member be then deceased and whether or not the Company has notice of his death be deemed to have been duly served in respect of any registered shares whether held solely or jointly with other persons by such member until some other person be registered in his stead as the holder or joint holder thereof, and such service shall for all purposes of these Articles be deemed a sufficient service of such notice or document on his personal representatives and all persons (if any) jointly interested with him in any such shares.</u></p>
30.8	<p>Any notice given by electronic means as provided herein shall be deemed to have been served and delivered on the day following that on which it is successfully transmitted or at such later time as may be prescribed by the Listing Rules or any applicable laws or regulations. The signature to any notice or document (including any Corporate Communication) to be given by the Company may be written or printed by means of facsimile or, where relevant, by Electronic Signature.</p>
30.9	<p>A notice may be given by the Company to the person or persons entitled to a share in consequence of the death, mental disorder or bankruptcy of a member by sending it through the post in a prepaid letter addressed to him or them by name, or by the title of representative of the deceased, or trustee of the bankrupt, or by any like description, at the address, if any, within Hong Kong supplied for the purpose by the person claiming to be so entitled, or (until such an address has been so supplied) by giving the notice in any manner in which the same might have been given if the death, mental disorder or bankruptcy had not occurred.</p> <p><u>Every shareholder or a person who is entitled to receive notice from the Company under the provisions of the Companies Act and any other applicable laws or these Articles may register with the Company an electronic address to which notices can be served upon him.</u></p>

Article No.	Proposed amendments (showing changes to the existing Articles of Association with strikethrough to denote text to be deleted and underline to denote text to be added)
30.10	Any person who by operation of law, transfer or other means whatsoever shall become entitled to any share shall be bound by every notice in respect of such share which prior to his name and address being entered on the register shall have been duly given to the person from whom he derives his title to such share.
30.11	Any notice or document delivered or sent to any member in pursuance of these Articles, shall notwithstanding that such member be then deceased and whether or not the Company has notice of his death be deemed to have been duly served in respect of any registered shares whether held solely or jointly with other persons by such member until some other person be registered in his stead as the holder or joint holder thereof, and such service shall for all purposes of these Articles be deemed a sufficient service of such notice or document on his personal representatives and all persons (if any) jointly interested with him in any such shares.
30.12	The signature to any notice to be given by the Company may be written or printed by means of facsimile or, where relevant, by Electronic Signature.

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 (“AGM”) of MIE Holdings Corporation (the “Company”) will be held at Units 5906–5912, 59th Floor, The Center, 99 Queen’s Road Central, Hong Kong on Friday, June 14, 2024 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, 2023.
2.
 - (a) To re-elect Mr. Zhao Jiangwei as an executive Director of the Company.
 - (b) To re-elect Mr. Yeung Yat Chuen as an independent non-executive Director of the Company.
 - (c) To re-elect Mr. Guo Yanjun as an independent non-executive Director of the Company.
 - (d) To re-elect Ms. Gao Yan as a non-executive Director of the Company.
 - (e) 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;

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(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 (excluding any treasury shares and 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

(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;

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- (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
 - (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 (excluding any treasury shares and 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).

NOTICE OF ANNUAL GENERAL MEETING

Any reference to an allotment, issue, grant, offer or disposal of shares of the Company shall include the sale or transfer of treasury shares in the capital of the Company (including to satisfy any obligation upon the conversion or exercise of any convertible securities, options, warrants or similar rights to subscribe for shares of the Company) to the extent permitted by, and subject to, the provisions of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and applicable laws and regulations.”

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 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 (excluding any treasury shares).”

7. To consider and, if thought fit, pass with or without amendments, the following resolution as a special resolution:

“**THAT** the proposed amendments to the existing memorandum and articles of association of the Company set out in Appendix III to the circular of the Company dated May 21, 2024 (the “**Circular**”) be and are hereby approved; the third amended and restated memorandum and articles of association of the Company (a copy of which has been produced before the meeting and signed by the chairman of the meeting for the purpose of identification), which consolidates all the proposed amendments mentioned in the Circular, be and are hereby approved and adopted in substitution for and to the exclusion of the existing memorandum and articles of association of the Company in their entirety with immediate effect after the close of the meeting; and that any one of the Directors be and is hereby authorised to do all things necessary to implement the adoption of the third amended and restated memorandum and articles of association of the Company, including without limitation attending to the necessary filings with the Registrar of Companies in Hong Kong and the Cayman Islands.”

By Order of the Board
MIE HOLDINGS CORPORATION
Zhao Jiangwei
Executive Director

Hong Kong, May 21, 2024

NOTICE OF ANNUAL GENERAL MEETING

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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 10:00 a.m. on Wednesday, June 12, 2024 (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, June 11, 2024 to Friday, June 14, 2024, 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration not later than 4:30 p.m. on Friday, June 7, 2024 (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 AGM, the AGM 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. Zhao Jiangwei and Mr. Lam Wai Tong; (2) the non-executive directors namely Mr. Zhang Ruilin, Mr. Guan Hongjun and Ms. Gao Yan; and (3) the independent non-executive directors namely Mr. Mei Jianping, Mr. Liu Ying Shun, Mr. Yeung Yat Chuen, Mr. Guo Yanjun and Mr. Ai Min.