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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)**

**OVERSEAS REGULATORY ANNOUNCEMENT**

This announcement is published pursuant to Rule 13.10B of The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

MIE Holdings Corporation has published an announcement in connection with its previous announcement entitled “MIE Holdings Corporation Announces Any and All Tender Offer and Consent Solicitation for its 6.875% Senior Notes due 2018 and Up to a Maximum Amount Tender Offer for its 7.50% Senior Notes due 2019” on the Singapore Exchange Securities Trading Limited, the full text of which is set out below for informational purposes.

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

Hong Kong, June 23, 2017

*As at the date of this announcement, the Board comprises (1) the executive Directors namely Mr. Zhang Ruilin, Mr. Zhao Jiangwei, Mr. Andrew Sherwood Harper and Mr. Tian Hongtao; (2) the non-executive Director Ms. Xie Na; and (3) the independent non-executive Directors, namely, Mr. Mei Jianping, Mr. Jeffrey Willard Miller and Mr. Guo Yanjun.*

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**MIE HOLDINGS CORPORATION ANNOUNCES AMENDMENTS TO  
THE ANY AND ALL TENDER OFFER AND CONSENT SOLICITATION  
FOR ITS 6.875% SENIOR NOTES DUE 2018  
AND  
UP TO A MAXIMUM AMOUNT TENDER OFFER  
FOR ITS 7.50% SENIOR NOTES DUE 2019**

June 23, 2017 — Reference is made to the announcement of MIE Holdings Corporation (the “**Company**”) dated June 12, 2017 in relation to the cash tender offer for any and all of its outstanding 6.875% Senior Notes due 2018 (the “**2018 Notes**” and each holder of 2018 Notes, a “**2018 Note Holder**”) (the “**Any and All Tender Offer**”) and a cash tender offer up to an aggregate cash amount of US\$20 million (the “**Tender Cap**”) of its outstanding 7.50% Senior Notes due 2019 (the “**2019 Notes**” together with the 2018 Notes, the “**Notes**,” and each holder of 2019 Notes, a “**2019 Note Holder**” together with the 2018 Note Holders, the “**Note Holders**”) (the “**Maximum Amount Tender Offer**”).

In conjunction with the Any and All Tender Offer, the Company is soliciting (the “**Consent Solicitation**”) from 2018 Note Holders consents (the “**Consents**”) to the certain proposed amendments to the 2018 Indenture (as defined below).

The Any and All Tender Offer and Consent Solicitation is being made pursuant to a statement dated June 12, 2017 (the “**2018 Statement**”) and the Maximum Amount Tender Offer is being made pursuant to a statement dated June 12, 2017 (the “**2019 Statement**” together with the 2018 Statement, the “**Statements**”).

## **THE ANY AND ALL TENDER OFFER AND CONSENT SOLICITATION**

The Company announces that it has amended the terms of the Any and All Tender Offer and Consent Solicitation as follows:

- increased the total consideration to US\$700 per US\$1,000 principal amount tendered and accepted; and
- extended the expiration deadline to July 10, 2017 at 4 p.m. London time (the “**Any and All Expiration Deadline**”).

The increased total consideration of US\$700 per US\$1,000 principal amount is equal to the purchase price of US\$690 per US\$1,000 principal amount tendered plus the consent payment of US\$10 per US\$1,000 principal amount tendered pursuant to the Any and All Tender Offer and Consent Solicitation on or before the Any and All Expiration Deadline. If by the Any and All Expiration Deadline, Requisite Consents are not received by the Company, the 2018 Note Holders who have validly tendered their 2018 Notes will still receive the increased total consideration of US\$700 per US\$1,000 principal amount, if such 2018 Notes are accepted for purchase by the Company.

2018 Note Holders who have previously tendered their 2018 Notes do not need to re-tender their 2018 Notes or take any other action to receive the increased total consideration, if such 2018 Notes are accepted for purchase by the Company.

The Settlement Date for the Any and All Tender Offer and Consent Solicitation will be no later than 3 business days after the Any and All Expiration Deadline, which is expected to be July 13, 2017.

All of the other terms of the Any and All Tender Offer and Consent Solicitation remain unchanged. The terms of the Any and All Tender Offer, including all capitalized terms not defined herein, are contained in the 2018 Statement. Pursuant to the terms of the Any and All Tender Offer, any tender made on or before the Any and All Expiration Deadline, may not be withdrawn.

The following table summarizes the revised pricing terms for the total consideration, purchase price and consent payment for each US\$1,000 aggregate principal amount of the 2018 Notes.

<u>Security Description</u>	<u>ISIN/Common Code</u>	<u>Outstanding Principal Amount</u>	<u>Total Consideration</u>	<u>Purchase Price</u>	<u>Consent Payment</u>
6.875% Senior Notes due 2018	Regulation S Notes: ISIN Number XS0883317702 Common Code 088331770	US\$200,000,000	US\$700 per US\$1,000	US\$690 per US\$1,000	US\$10 per US\$1,000

### **THE MAXIMUM AMOUNT TENDER OFFER**

The Company announces that it has amended the terms of the Maximum Amount Tender Offer as follows:

- increased the total consideration to US\$650 per US\$1,000 principal amount tendered and accepted;
- extended the Early Tender Time to July 10, 2017 at 5 p.m. New York time;
- extended the Withdrawal Date to July 10, 2017; and
- extended the Expiration Deadline to July 24, 2017 at 5 p.m. New York time.

The increased total consideration of US\$650 per US\$1,000 principal amount is equal to the purchase price of US\$450 per US\$1,000 principal amount tendered plus the early tender payment of US\$200 per US\$1,000 principal amount tendered pursuant to the Maximum Amount Tender Offer on or before the Early Tender Time and are accepted for payment by the Company.

If applicable, the Early Acceptance Date is anticipated to be July 11, 2017. The Early Settlement Date for the Maximum Amount Tender Offer will be no later than 3 business days after the Early Tender Time, which is expected to be July 13, 2017. The Settlement Date for the Maximum Amount Tender Offer will be no later than 3 business days after the Expiration Deadline, which is expected to be July 27, 2017.

As set forth in the 2019 Statement, the Maximum Amount Tender Offer is subject to a Financing Condition, among other conditions. The Company has entered into a US\$147 million facility with a Third Party Lender for the purpose of purchasing the 2018 Notes and the 2019 Notes. The Company retains the right to increase the Tender Cap in its sole discretion with any amounts remaining from the Any and All Tender Offer and Consent Solicitation.

All of the other terms of the Maximum Amount Tender Offer remain unchanged. The terms of the Maximum Amount Tender Offer, including all capitalized terms not defined herein, are contained in the 2019 Statement. 2019 Notes validly withdrawn on or before the

Withdrawal Date may be re-tendered on or before the Maximum Amount Expiration Deadline. Pursuant to the terms of the Maximum Amount Tender Offer, any 2019 Notes tendered before the Withdrawal Date may be withdrawn, but not thereafter.

2019 Note Holders who have previously tendered and not validly withdrawn their 2019 Notes do not need to re-tender their 2019 Notes or take any other action to receive the increased total consideration, if such 2019 Notes are accepted for purchase by the Company.

Any 2019 Note Holders who tenders (and do not validly withdraw) their 2019 Notes on or before the Early Tender Time, will receive the increased total consideration if their 2019 Notes are accepted for purchase by the Company. Any 2019 Note Holders who tender their 2019 Notes after the Early Tender Time but on or before the Expiration Deadline will only receive the purchase price of US\$450 per US\$1,000 principal amount if such 2019 Notes are accepted for payment by the Company.

The following table summarizes the revised pricing terms for the total consideration, purchase price and early tender payment for each US\$1,000 aggregate principal amount of 2019 Notes.

<u>Security Description</u>	<u>ISIN/Common Code/CUSIP</u>	<u>Outstanding Principal Amount</u>	<u>Total Consideration</u>	<u>Purchase Price</u>	<u>Early Tender Payment</u>
7.50% Senior Notes due 2019	144A Notes: ISIN US55309DAB91, Common Code 106037809, CUSIP 55309DAB9  Regulation S Notes: ISIN USG61157AC01, Common Code 106037817, CUSIP G61157AC0	US\$476,000,000	US\$650 per US\$1,000	US\$450 per US\$1,000	US\$200 per US\$1,000

## OTHER INFORMATION

The Company has engaged Nomura International (Hong Kong) Limited to act as Dealer Manager for the Any and All Tender Offer and Consent Solicitation and the Maximum Amount Tender Offer. For detailed statements of the terms and conditions of either or both of the 2018 Statement and the 2019 Statement, Note Holders should refer to the Statements and related documents. The Statements have been distributed to respective Holders electronically via the following website: <https://sites.dfkingltd.com/mie/> or by request to D.F. King, (the “**Consent and Tender Agent**”) for the Any and All Tender Offer and Consent Solicitation and the Maximum Amount Tender Offer. Questions from Note Holders regarding the Any and All Tender Offer and Consent Solicitation and the Maximum Amount Tender Offer or requests for additional copies of the Statements or other related documents should be directed to any of the following: D.F. King, the Consent and Tender Agent for the respective Any and All Tender Offer and Consent Solicitation and the Maximum Amount Tender Offer, at Email: mie@dfkingltd.com, Suite 1601, 16/F, Central Tower, 28 Queen’s

Road Central, Central, Hong Kong, Tel: +852 3953 7230 (in Hong Kong); 125 Wood Street, London EC2V 7AN, United Kingdom, Tel: +44 20 7920 9700 (In London); or 48 Wall Street, 22nd Floor, New York, NY10005, Tel: Banks and Brokers Call Collect: +1 (212) 269-5550; All Others, Call Toll Free: +1 (800) 370-1749; or Nomura International (Hong Kong) Limited, the Dealer Manager for the Any and All Tender Offer and Consent Solicitation and the Maximum Amount Tender Offer, at 30th Floor, Two International Finance Centre, 8 Finance Street, Central, Hong Kong, Tel: +852 2536 7056, +44(0) 20 7103 6597, Email: liability.management@nomura.com, Attention: Liability Management.

## **GENERAL**

This announcement is not a solicitation of consent or tender with respect to any Note. The Any and All Tender Offer and Consent Solicitation and the Maximum Amount Tender Offer are being made solely pursuant to the Statements and related documents dated June 12, 2017, which set forth in detail the terms of the respective Any and All Tender Offer and Consent Solicitation and the Maximum Amount Tender Offer as amended hereby.

The distribution of this announcement in certain jurisdictions may be restricted by law. Persons into whose possession this announcement comes are required to inform themselves about, and to observe, any such restrictions.

Forward-looking statements in this announcement, including, among others, those statements relating to the Tender Offers and Consent Solicitation are based on current expectations. These statements are not guarantees of future events or results. Future events and results involve risks, uncertainties and assumptions and are difficult to predict with any precision. Actual events and results could vary materially from the description contained herein due to many factors including changes in the market and price for the Notes, changes in the business and financial condition of the Company and its subsidiaries, changes in the oil and gas industry, and changes in the capital markets in general.

Shareholders of the Company and potential investors are advised to exercise caution when dealing in the securities of the Company.

## **ABOUT MIE HOLDINGS CORPORATION**

MIE Holdings Corporation (together with its subsidiaries, the “**Group**”) is an independent oil and gas company engaged in the exploration and production of oil and gas in China, Kazakhstan, Canada and USA. The Group operates the Daan, and Moliqing oilfields in the Songliao Basin under various separate production sharing contracts with PetroChina, the largest oil company in China. The Group also holds a 40% stake in an exploration contract and four production contracts that allow the Group to conduct exploration and production activities in Mangistau province in the southwestern region of Kazakhstan. In addition, the Group pursues other oil and gas exploration, development and production opportunities internationally, both independently and in partnership with other major and independent oil companies.

MIE Holdings Corporation is listed on the Main Board of The Stock Exchange of Hong Kong Limited with stock code 1555.