

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.

The information set out below in this announcement is provided for information purposes only and does not constitute an invitation to offer to acquire, purchase or subscribe for shares in the Company.



MIE HOLDINGS CORPORATION

MI能源控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1555)

INSIDE INFORMATION

FIFTH SUPPLEMENTAL AGREEMENT TO THE SECOND LETTER AGREEMENT IN RELATION TO THE PUT AND CALL OPTION AGREEMENT

Reference is made to the announcements of the Company dated 9 November 2014, 6 January 2017, 17 May 2017, 30 November 2017, 15 April 2018, 26 November 2018 and 31 May 2019 respectively (the “**Announcements**”). Unless the context otherwise requires, the terms used in this announcement shall have the same meanings as defined in the Announcements.

This announcement is made by the Board pursuant to the Inside Information Provisions (as defined in the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong) and Rule 13.09 of the Listing Rules.

FIFTH SUPPLEMENTAL AGREEMENT TO THE SECOND LETTER AGREEMENT

The Board announces that on 15 January 2020, FEEL, Mr. Zhang Ruilin, Mr. Zhao Jiangwei, Mrs. Zhao Jiangbo and Celestial entered into the Fifth Supplemental Agreement to the Second Letter Agreement.

Major terms of the Fifth Supplemental Agreement

Details of the major terms of the Fifth Supplemental Agreement are as follows:

Further extension of the Revised Put Option Exercise Period

The parties agreed that the expiration of the Revised Put Option Exercise Period shall be further extended to 31 December 2020. The Controlling Shareholders acknowledged that Celestial's rights to exercise the put option with respect to the Remaining Shares pursuant to the Put and Call Option Agreement shall in no way be prejudiced or affected by the extension of the Revised Put Option Exercise Period. All other terms in the Put and Call Option Agreement in connection with the exercise of the Put Option shall apply mutatis mutandis in connection with the Put Option (as extended) and the exercise thereof by Celestial in the Fourth Supplemental Agreement, Third Supplemental Agreement, the Second Supplemental Agreement, the Supplemental Agreement, the Second Letter Agreement and the First Letter Agreement.

Transfer restrictions on the Controlling Shareholders

For so long as (i) any portion of the New Outstanding Reimbursement Amount is outstanding, or (ii) the Put Option held by Celestial has not been fully exercised, (A) other than pursuant to the terms of the Fifth Supplemental Agreement, each of the Controlling Shareholders shall not, and FEEL shall procure that each of its subsidiaries shall not, directly or indirectly sell, assign, transfer, pledge, hypothecate, encumber or dispose in any way of all or any part of any interest in the Shares held by it without the prior written consent of Celestial, and (B) each of the Controlling Shareholders further undertake and covenant that unless Celestial provides prior written consent, the Controlling Shareholders shall procure that the Company will not (X) increase its authorized or designated number of any series of Shares of the Company, or (Y) issue more than 1,134,621,170 new equity securities (including but not limited to any shares, stocks, convertible securities, options, bonds, warrants, or other equivalents) of the Company (calculated as if converted to the ordinary Shares of the Company, as appropriately adjusted for share splits, share dividends, combinations, recapitalizations and similar events), regardless of whether such new issuance is made (i) pursuant to resolutions proposed at any general meeting or board meeting of the Company, (ii) upon exercising of any outstanding convertible securities or options issued by the Company prior to the date hereof, and/or (iii) otherwise.

Save as set out in this announcement, all other provisions of the Put and Call Option Agreement, the Letter Agreement, the Second Letter Agreement, the Supplemental Agreement, the Second Supplemental Agreement, the Third Supplemental Agreement and the Fourth Supplemental Agreement shall remain in full force and effect. Should there be any conflicts between the Put and Call Option Agreement, the Letter Agreement, the Second Letter Agreement, the Supplemental Agreement, the Second Supplemental Agreement, the Third Supplemental Agreement, the Fourth Supplemental Agreement and the Fifth Supplemental Agreement, the Fifth Supplemental Agreement shall prevail.

DEFINITIONS

The following terms have the following meanings in this announcement, unless the context otherwise requires:

“Board”	the board of directors of the Company
“Company”	MIE Holdings Corporation
“FEEL”	Far East Energy Limited, a limited liability company incorporated under the laws of Hong Kong with registered number 847385, a substantial shareholder of the Company
“Fifth Supplemental Agreement”	a letter agreement entered into by FEEL, Mr. Zhang Ruilin, Mr. Zhao Jiangwei, Mrs. Zhao Jiangbo and Celestial on 15 January 2020 in relation to the Second Letter Agreement
“Fourth Supplemental Agreement”	a letter agreement entered into by FEEL, Mr. Zhang Ruilin, Mr. Zhao Jiangwei, Mrs. Zhao Jiangbo and Celestial on 31 May 2019 in relation to the Second Letter Agreement
“New Outstanding Reimbursement Amount”	the outstanding reimbursement amount payable by the Controlling Shareholders to Celestial pursuant to the terms of the Fifth Supplemental Agreement
“Remaining Shares”	the Shares held by Celestial which remains subject to the Put Option
“Revised Put Option Exercise Period”	the period commencing from the date which is 24 months after Celestial has completed its purchase of Shares from TPG Star Energy to the date which is 30 months after such date, being 1 June 2017, which had been extended to 1 December 2017 pursuant to the Second Letter Agreement, and subsequently extended to 15 April 2018 pursuant to the Supplemental Agreement, 30 November 2018 by the Second Supplemental Agreement, 31 May 2019 by the Third Supplemental Agreement, 31 December 2019 by the Fourth Supplemental Agreement and 31 December 2020 by the Fifth Supplemental Agreement
“Second Letter Agreement”	a letter agreement entered into by FEEL, Mr. Zhang Ruilin, Mr. Zhao Jiangwei, Mrs. Zhao Jiangbo and Celestial on 17 May 2017 in relation to the Put and Call Option Agreement and the Letter Agreement
“Second Supplemental Agreement”	a letter agreement entered into by FEEL, Mr. Zhang Ruilin, Mr. Zhao Jiangwei, Mrs. Zhao Jiangbo and Celestial on 14 April 2018 in relation to the Second Letter Agreement

“Supplemental Agreement” a letter agreement entered into by FEEL, Mr. Zhang Ruilin, Mr. Zhao Jiangwei, Mrs. Zhao Jiangbo and Celestial on 30 November 2017 in relation to the Second Letter Agreement

“Third Supplemental Agreement” a letter agreement entered into by FEEL, Mr. Zhang Ruilin, Mr. Zhao Jiangwei, Mrs. Zhao Jiangbo and Celestial on 26 November 2018 in relation to the Second Letter Agreement

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

Hong Kong, 15 January 2020

As at the date of this announcement, the Board comprises (1) the executive directors namely Mr. Zhang Ruilin, Mr. Mei Liming and Mr. Zhao Jiangwei; (2) the non-executive director namely Ms. Xie Na; and (3) the independent non-executive directors namely Mr. Mei Jianping, Mr. Jeffrey Willard Miller and Mr. Guo Yanjun.