MIE HOLDINGS CORPORATION
MI 能源控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1555)

DISCLOSEABLE TRANSACTION
DISPOSAL OF 24.8% INTEREST IN JOURNEY ENERGY INC.

THE DISPOSAL

The Board is pleased to announce that 22 January 2018, the Vendor (a direct wholly-owned subsidiary of the Company)and the Purchaser entered into the Agreement, pursuant to which the Vendor agreed to sell and the Purchaser agreed to buy-back the Sale Shares, representing 12,700,000 common shares of the Purchaser at the Consideration of C$21,336,000 (equivalent to approximately HK$133,938,874).

If any of the Conditions are not satisfied (and have not been waived) as at the Closing Date, either the Vendor or the Purchaser (as the case may be), may by notice in writing terminate the Agreement.

IMPLICATIONS UNDER THE LISTING RULES

As one or more of the applicable percentage ratios (as defined under the Listing Rules) exceed 5% but are less than 25%, the Disposal constitutes a discloseable transaction of the Company pursuant to the Listing Rules and is subject to the reporting and announcement requirements under Chapter 14 of the Listing Rules.

Shareholders and potential investors should note that the Disposal is subject to the Conditions which may or may not be fulfilled. Shareholders and potential investors are reminded to exercise cautions when dealing in the securities of the Company.

THE DISPOSAL

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The principal terms of the Agreement are set out below.

THE AGREEMENT

Date

22 January 2018

Parties

(i) the Vendor; and

(ii) the Purchaser.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, the Purchaser and its other ultimate beneficial owners are third parties independent of the Company and its connected persons.

Assets to be disposed of

The Sale Shares, representing approximately 24.8% of the equity interests of the Purchaser.

Consideration

The Consideration under the Agreement shall be C$21,336,000 (equivalent to approximately HK$133,938,874) and payable by, or at the direction of, the Purchaser by wire transfer of immediately available funds upon Completion.

The Consideration was determined after arm's length negotiations between the Vendor and the Purchaser on normal commercial terms by taking into consideration of various factors, including but not limited to (i) the factors stated in the section headed "Reasons for and benefits of the Disposal" set out below; and (ii) the market value of the Sale Shares owned by the Vendor.

Conditions precedent

Completion is subject to the following Conditions, amongst others, being satisfied (or waived, as the case may be) by the Purchaser on or before the Closing Date:

(a) the representations and warranties of the Vendor contained in the Agreement being true and correct;

(b) the Vendor having performed or complied with all its obligations and covenants contained in the Agreement;

(c) the Purchaser having closed the financing for the acquisition of the Sale Shares;

(d) the Purchaser having received written consent of at least fifty percent (50%) of the holders of the issued and outstanding common shares of the Purchaser (excluding interested shareholders) to each of (i) the financing for the acquisition of the Sale Shares, and (ii) the acquisition of the Sale Shares by the Purchaser; and

(e) the receipt of all required approvals from the Toronto Stock Exchange;

In addition, Completion is subject to, amongst others, the following Conditions being satisfied (or waived) by the Vendor on or before the Closing Date:

(f) the representations and warranties of the Purchaser contained in the Agreement being true and correct; and

(g) the Purchaser having performed or complied with all its obligations and covenants contained in the Agreement.

Completion

Completion shall take place on the Closing Date. If any of the Conditions are not satisfied (and have not been waived) as at the Closing Date, either the Vendor or the Purchaser (as the case may be), may by notice in writing terminate the Agreement.

INFORMATION ON THE GROUP

The Group is principally engaged in the exploration, development, production and sale of oil, gas and other petroleum products. The Group currently has one production sharing contract producing oil in the PRC, a diverse producing, resource and infrastructure oil and gas asset throughout Western Canada and a working interest in the Niobrara shale oil and gas assets in the United States of America. The Group also participates as associates in the exploration, development and production of petroleum assets located in the Republic of Kazakhstan and the northern part of the South China Sea in the PRC.

INFORMATION ON THE PURCHASER

The Purchaser is listed on the Toronto Stock Exchange and is principally engaged in the exploration and production of conventional, oil-weighted assets in western Canada (stock code:TSX:JOY). Based on publicly available information (as extracted from the Purchaser's interim report for the six months ended 30 June 2017 and annual reports for the two years ended 31 December 2016), the unaudited consolidated net assets of the Purchaser as at 30 June 2017 was approximately C$253,517,000 (equivalent to approximately HK$1,591,478,000). The audited consolidated net profit before and after taxation of the Purchaser for the year ended 31 December 2016 were approximately C$78,055,000 (equivalent to approximately HK$489,998,000) and C$52,593,000 (equivalent to approximately HK$330,158,000) respectively. The audited consolidated net loss before and after taxation of the Purchaser for the year ended 31 December 2015 were approximately C$153,309,000 (equivalent to approximately HK$962,413,000) and C$111,337,000 (equivalent to approximately HK$698,929,000) respectively.

REASONS FOR AND BENEFITS OF THE DISPOSAL

Considering the relatively small size of the Group's investment in Journey and the Group's current financial position, the Directors believe that the Consideration represents a fair valuation on the Sale Shares. In addition, the Directors expect that the net proceeds from the Disposal (consisting of the Group's non-core assets) will improve its cash position by providing additional cash flow in a sluggish oil and gas market and allow the Group to focus on its core assets. The Group intends to use the net proceeds from the Disposal for general working capital.

The Group expects to recognize a realized net loss from the Disposal of approximately HK$107.5 million, being the difference between (i) the total Consideration and (ii) the costs of investment relating to the Sale Shares based on the unaudited 2017 interim financial information.

The Directors are of the view that the terms of the Disposal are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

LISTING RULES IMPLICATIONS

As one or more of the applicable percentage ratios (as defined under the Listing Rules) exceed 5% but are less than 25%, the Disposal constitutes a discloseable transaction of the Company pursuant to the Listing Rules and is subject to the reporting and announcement requirements under Chapter 14 of the Listing Rules.

Shareholders and potential investors should note that the Disposal is subject to the Conditions which may or may not be fulfilled. Shareholders and potential investors are reminded to exercise cautions when dealing in the securities of the Company.

DEFINITIONS

In this announcement, the following expressions have the meanings set out below unless the context otherwise requires:

"Agreement"	the share purchase agreement dated 22 January 2018 entered into between the Vendor and the Purchaser in relation to the Disposal
"Board"	the board of Directors
"C$"	Canadian dollars, the lawful currency of Canada
"Company"	MIE Holdings Corporation, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange (stock code: 1555)
"Completion"	completion of the Disposal in accordance with the terms and conditions of the Agreement
"Closing Date" or "Completion Date"	2 February 2018
"Conditions"	Conditions precedent to the Completion as set out in the Agreement
"connected person(s)"	has the meaning ascribed to it under the Listing Rules
"Consideration"	the consideration payable by the Purchaser pursuant to the Agreement
"Director(s)"	the director(s) of the Company
"Disposal"	the disposal of the Sale Shares pursuant to the Agreement
"Group"	the Company and its subsidiaries
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"Listing Rules"	Rules Governing the Listing of Securities on the Stock Exchange
"PRC"	the People's Republic of China
"Purchaser"	Journey Energy Inc., a company incorporated and existing under the laws of the Province of Alberta, Canada, whose shares are listed on the Toronto Stock Exchange (stock code: TSX:JOY)

"Sale Shares"	12,700,000 issued and outstanding common shares in the capital of the Purchaser as at the date of this announcement
"Share(s)"	common share(s) of US$0.001 each in the capital of the Company
"Shareholder(s)"	holder(s) of the Shares
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Vendor"	MIE Maple Investments Limited, a company incorporated in the British Virgin Islands with limited liability and a direct wholly-owned subsidiary of the Company
"%"	per cent

For the purpose of this announcement and for illustrative purpose only, C$ is converted into HK$ at the rate of HK$6.2776:C$1.00. No representation is made that any amounts in C$ has been or could be converted at the above rates or at any other rates.

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

Hong Kong, 23 January 2018

As at the date of this announcement, the Board comprises (1) the executive directors namely Mr. Zhang Ruilin 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.