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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)

PLACING OF CONVERTIBLE BONDS UNDER GENERAL MANDATE

Placing Agent

NOMURA

Nomura International (Hong Kong) Limited

On 22 January 2018 (after trading hours), the Company and the Placing Agent entered into the Placing Agreement, pursuant to which the Company has conditionally agreed to place the Convertible Bonds in the principal amount of up to HK$340 million with an Initial Conversion Price of HK$0.58 through the Placing Agent on a best efforts basis to placee(s) who and whose ultimate beneficial owner(s) will be Independent Third Parties.

The Initial Conversion Price of HK$0.58 represents (i) a discount of approximately 3.33% to the closing price of HK$0.60 per Share as quoted on the Stock Exchange on the date of the Placing Agreement; and (ii) a discount of approximately 1.36% to the average closing price of HK$0.588 per Share as quoted on the Stock Exchange for the last 5 trading days immediately prior to the date of the Placing Agreement.

Based on the principal amount of the Convertible Bonds and the Initial Conversion Price, 586,206,896 Conversion Shares may be issued pursuant to the exercise of the conversion rights attached to the Convertible Bonds. The Initial Conversion Price is subject to price reset and customary adjustment mechanisms, but pursuant to the terms of the Convertible Bonds, the total number of Shares to be issued upon the exercise of the conversion right attached to the Convertible Bonds is subject to a cap which shall be the limit of 587,719,358 Shares of General Mandate granted at the last annual general meeting of the Company on 30 June 2017.

The Placing is conditional upon, among other things, the Listing Committee of the Stock Exchange having granted the listing of, and permission to deal in, the Conversion Shares. Application will be made by the Company to the Listing Committee for the listing of, and permission to deal in, the Conversion Shares.

Assuming all the Convertible Bonds under the Placing Agreement have been placed, the gross proceeds and the net proceeds (after deduction of commission and other expenses of the Placing) from the Placing will amount to HK$340 million and approximately HK$333.75 million, respectively. It is expected that the entire net proceeds from the Placing will be applied to refinance part of the 2018 Senior Notes.

Shareholders and potential investors should note that the Placing is subject to the satisfaction of the conditions precedent as set out in the section headed "Conditions Precedent" and the Placing Agent not having terminated the Placing Agreement in accordance with the terms thereunder. Accordingly, the Placing may or may not proceed as contemplated or at all. Shareholders and potential investors are advised to exercise caution when dealing in the Shares and securities of the Company.

PLACING AGREEMENT

The principal terms of the Placing Agreement are set out below:

Date:	22 January 2018 (after trading hours)
Issuer:	the Company
Placing Agent:	the Placing Agent

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, as at the date of this announcement, the Placing Agent and its ultimate beneficial owner(s) are Independent Third Parties.

Pursuant to the Placing Agreement, the Placing Agent has conditionally agreed to procure, on a best efforts basis, placee(s) to subscribe for the Convertible Bonds in an aggregate principal amount of up to HK$340 million with an Initial Conversion Price of HK$0.58 and due to mature on the third anniversary of the date of issue. The Initial Conversion Price is subject to price reset and customary adjustment mechanisms.

Conditions precedent

The Placing Agent shall only be under an obligation to procure subscriber(s) to subscribe for the Convertible Bonds if, *inter alia*:

(a) completion documents in connection with the Placing have been received by the Placing Agent;

(b) the Placing Agent has received (i) evidence of the approval from the Stock Exchange for listing of and dealing in the Conversion Shares which may fall to be issued upon conversion of the Convertible Bonds, subject to any conditions reasonably satisfactory to the Placing Agent and (ii) certified copies of all corporate and other consents, approvals or authorisations required in connection with the issuance of the Convertible Bonds and the entry into the transaction documents and the performance by the Company of its obligations under the Convertible Bonds and the transaction documents;

(c) the transaction documents having been executed by or on behalf of all parties thereto;

(d) since the date of the Placing Agreement, there has been no adverse change, or any development reasonably likely to involve an adverse change, in the condition (financial or otherwise) prospects, results of operations, business or general affairs of the Company or any of its subsidiaries that is material in the context of the issuance of the Convertible Bonds;

(e) the representations and warranties by the Company in the Placing Agreement being true and correct on the date of the Placing Agreement and on each date on which they are deemed to be repeated and the Company having performed all its obligations under the Placing Agreement to be performed on or before the Completion Date; and

(f) Far East Energy Limited has executed a lock-up agreement on or before the Completion Date and such lock-up agreement is in full force and effect on the Completion Date,

provided that the Placing Agent may at their discretion waive satisfaction of the above conditions save and except for condition (b).

Completion

Subject to the fulfilment of the conditions precedent set out in the Placing Agreement, completion of the Placing shall take place on the Completion Date.

Placee(s)

The Placing Agent shall ensure that each Placee shall be an Independent Third Party and not a connected person of the Company.

Proceeds of the issuance

Assuming all the Convertible Bonds under the Placing Agreement have been placed, the gross proceeds and the net proceeds (after deduction of commission and other expenses of the Placing) from the Placing will amount to HK$340 million and approximately HK$333.75 million, respectively. The placing commission was determined after arm's length negotiations between the Company and the Placing Agent with reference to the prevailing market rate.

Termination

The Placing Agreement may be terminated by the Placing Agent by notice in writing given to the Company prior to the payment of the gross proceeds of the issuance of the Convertible Bonds on the Completion Date if, *inter alia*:

(a) any representation and warranty by the Company in the Placing Agreement is or proves to be untrue or incorrect on the date of the Placing Agreement or on any date on which it is deemed to be repeated;

(b) the Company fails to perform any of its obligations under the Placing Agreement;

(c) the placee(s), procured by the Placing Agent in accordance with the Placing Agreement, fails to subscribe and make payment for the Convertible Bonds on the Completion Date at the issue price;

(d) any of the conditions precedent is not satisfied or waived by the Placing Agent on the Completion Date;

(e) since the time of execution of the Placing Agreement, there has been, in the opinion of the Placing Agent, such a change in national or international financial, political or economic conditions or currency exchange rates or exchange controls as would in its view be likely to prejudice materially the success of the offering and distribution of the Convertible Bonds or dealings in the Convertible Bonds in the secondary market;

(f) the Shares or any other securities of the Company cease to be quoted on the Stock Exchange or on any other exchange or over-the-counter market; or

(g) an insolvency event occurs in respect of the Company.

Principal terms of the Convertible Bonds

Principal amount	:	HK$340 million
Issue price	:	100% of the principal amount of the Convertible Bonds
Interest rate	:	5.00% per annum payable semi-annually
Maturity	:	26 January 2021

Conversion period	:	Except during a closed period, a Bondholder has the right to convert such Bondholder's Convertible Bonds into Conversion Shares at any time, on or after 41 days after the Completion Date, until 10 days prior to maturity or if such Convertible Bonds have been called for redemption before maturity, then up to the close of business on a date no later than 10 days (both days inclusive) prior to the date fixed for redemption.
Initial Conversion Price	:	HK$0.58 per Conversion Share, subject to adjustment for, among others, the following events: (i) consolidation, subdivision or reclassification of Shares; (ii) capitalisation of profits or reserves; (iii) dividend, capital or assets distributions; (iv) rights issue of Shares or options over Shares or other securities; (v) issue of Shares (other than Shares issued on the exercise of the conversion right under the Convertible Bonds or the exercise of any other rights of conversion into, or exchange or subscription for, Shares), options, warrants other rights to subscribe for or purchase Shares at less than 95% of the then market price of the Shares; (vi) other issues of securities which by their terms of issue carry rights of conversion into, or exchange or subscription for, Shares at less than 95% of the then market price of the Shares; (vii) any modification of the rights of conversion, exchange or subscription attaching to securities in (vi) above resulting in the consideration per Share being less than 95% of the then market price of the Shares; and (viii) other offers to Shareholders.
Cash compensation right upon exercise of conversion right	:	If the average of the daily volume weighted average price of the Shares for the period of 10 consecutive trading days ("**10-day VWAP**") immediately prior to and excluding the date of a conversion notice ("**Cash Compensation Price**") is less than the prevailing Conversion Price, the Company shall make an additional cash payment of an amount equal to the product of (i) the number of Shares to be issued on exercise of a conversion right and (ii) the prevailing Conversion Price minus the Cash Compensation Price to the relevant converting Bondholder on the date of conversion.

Change of control cash settlement option	:	The conversion right is subject to the Company's option to make cash payment on the date of conversion in lieu of the issue of the Shares, exercisable by the Company at its sole discretion within three business days after a conversion notice is received by the Company in respect of the Conversation Shares that, were they to be issued to the relevant converting Bondholder, would lead to a Change of Control. The amount of the cash payment shall be calculated by multiplying the number of Conversion Shares otherwise deliverable and the 10-day VWAP preceding the day on which the notice of exercise of such cash settlement option is served.
Conversion price reset and number of Conversion Shares issuable	:	If the 10-day VWAP immediately prior to and excluding an Interest Payment Date ("**Reset Reference Price**") is less than the prevailing Conversion Price, the Conversion Price shall be adjusted to 101% of the Reset Reference Price, but the reset conversion price shall in no event be less than HK$0.47, being 80% of the Initial Conversion Price. Based on the Initial Conversion Price of HK$0.58, 586,206,896 Conversion Shares will be issued upon full conversion of the Convertible Bonds. The total number of Shares to be issued upon the exercise of the conversion right attached to the Convertible Bonds is subject to a cap which shall be the limit of 587,719,358 Shares of General Mandate. In the event of any reset of the conversion price would result in the Company allotting and issuing Shares issued under the Convertible Bonds in excess of the General Mandate, the Company shall, in lieu of the issue of any Shares exceeding the limit of the General Mandate, make a cash payment of an amount to be calculated by multiplying the number of Shares in excess of the General Mandate and the Cash Compensation Price.
Redemption at maturity	:	Unless previously converted, redeemed or purchased and cancelled, the Convertible Bonds will be redeemed by the Company upon maturity at 136.22% of its principal amount outstanding together with accrued and unpaid interest.
Redemption at the option of the Bondholder in relation to certain events	:	A Bondholder will have the option to require the Company to redeem, in whole or in part, the Convertible Bonds held by him (a) upon the occurrence of (i) a Change of Control; or (ii) delisting or cessation of admission to trading of the Shares of the Company or suspension of the Shares of the Company for a continuous period of more than 30 consecutive trading days on the Stock Exchange or an alternative stock exchange; or (b) at the option of such Bondholder on 26 January 2019.

Early redemption at the option of the Company	:	The Company may redeem the Convertible Bonds in whole but not in part at the amount determined to represent for the Bondholder a gross yield of 15% per annum calculated on a semi-annual basis: (i) at any time on or after 26 January 2020, provided that the closing price of the Shares for 20 consecutive trading days, the last of which falls 5 days prior to the date upon which notice of such redemption is given, is greater than 120% of the early redemption amount divided by a ratio which is calculated by the denomination of the Convertible Bonds divided by the then Conversion Price; (ii) at any time if 90% or more in principal amount of the Convertible Bonds originally issued have been redeemed, purchased and cancelled or converted; or (iii) at any time if the Company has or will become obliged to pay additional tax amounts as a result of any change in, or amendment to, the laws or regulations of the Cayman Islands or Hong Kong.
Events of default	:	The Convertible Bonds contain events of default provisions which provide that on the occurrence of certain events of default specified in the conditions of the Convertible Bonds, each Bondholder shall be entitled to demand for immediate redemption of the principal amount of outstanding Convertible Bonds.
Status	:	The Convertible Bonds constitute direct, unconditional, unsubordinated and unsecured obligations of the Company and shall at all times rank *pari passu* and without any preference or priority among themselves. The payment obligations of the Company under the Convertible Bonds shall, save for such exceptions as may be provided by mandatory provisions of applicable legislation and subject to the terms and conditions of the Convertible Bonds, at all times rank at least equally with all of its other present and future unsubordinated and unsecured obligations.
Transferability	:	Subject to certain conditions specified in the terms and conditions of the Convertible Bonds, the Convertible Bonds are freely transferable, but in minimum denomination of HK$1 million and integral multiples thereof.

Conversion Price

The Initial Conversion Price of HK$0.58 represents (i) a discount of approximately 3.33% to the closing price of HK$0.60 per Share as quoted on the Stock Exchange on the date of the Placing Agreement; and (ii) a discount of approximately 1.36% to the average closing price of HK$0.588 per Share as quoted on the Stock Exchange for the last 5 trading days immediately prior to the date of the Placing Agreement.

The Initial Conversion Price were arrived at after arm's length negotiations between the Company and the Placing Agent, taking into account, among others, the recent trading performance of the Shares and the financial position of the Group.

Lock-up Undertakings

Pursuant to the Placing Agreement, Far East Energy Limited has entered into a lock-up agreement and undertaken to the Placing Agent that, from 22 January 2018 up to 60 calendar days after the Completion Date, neither it nor any of its subsidiaries or affiliates over which it exercises management or voting control, nor any person acting on its or their behalf will, without the prior written consent of the Placing Agent:

(a) issue, offer, sell, and it shall procure such entities to not, pledge, contract to sell or otherwise dispose of or grant options, issue warrants or offer rights entitling persons to subscribe or purchase any interest in any Shares held by it or any securities convertible into, exchangeable for or which carry rights to subscribe or purchase the Shares held by it or other instruments representing interests in the Shares held by it;

(b) enter into any swap or other agreement that transfers, in whole or in part, any of the economic consequences of the ownership of the Shares held by it;

(c) enter into any transaction with the same economic effect as, or which is designed to, or which may reasonably be expected to result in, or agree to do, any of the foregoing, whether any such transaction of the kind described in (a), (b) or (c) is to be settled by delivery of Shares held by it or other securities, in cash or otherwise; or

(d) announce or otherwise make public an intention to do any of the foregoing in paragraphs (a), (b) and (c) above.

If the Placing Agreement is terminated in accordance with its terms, the above lock-up undertakings will cease to have effect.

GENERAL MANDATE

By a resolution of the Shareholders passed at the annual general meeting of the Company held on 30 June 2017, the General Mandate was granted to the Directors to allot, issue and deal with the Shares, not exceeding the aggregate of 20% of the then total issued Shares as at the date of such annual general meeting, which amounted to 587,719,358 Shares. As at the date of this announcement, as no Shares have been issued under the General Mandate, the Company is entitled to issue up to 587,719,358 Shares under the General Mandate without further approval from the Shareholders. Based on the principal amount of the Convertible Bonds and the Initial Conversion Price, up to 586,206,896 Conversion Shares may be allotted and issued pursuant to the exercise of the conversion rights attached to the Convertible Bonds. The Initial Conversion Price is subject to price reset and customary adjustment mechanisms, but pursuant to the terms of the Convertible Bonds, the total number of Shares to be issued upon the exercise of the conversion right attached to the Convertible Bonds is subject to a cap which shall be the limit of 587,719,358 Shares of General Mandate.

APPLICATION FOR LISTING

No application will be made for the listing of the Convertible Bonds on the Stock Exchange or any other stock exchange. The Company will apply to the Listing Committee of the Stock Exchange for listing of, and permission to deal in, the Conversion Shares which may fall to be issued upon conversion of the Convertible Bonds.

REASONS FOR THE ISSUE OF CONVERTIBLE BONDS AND USE OF PROCEEDS

The Group is principally engaged in the exploration, development, production and sale of oil, gas and other petroleum products. The Directors consider that the issuance of the Convertible Bonds represents an appropriate means for the Company to raise additional funds for refinancing its existing indebtedness since it will not have an immediate dilution effect on the shareholding of the existing Shareholders. The Directors have considered alternative capital fund raising methods such as rights issue or open offer, but are of the view that Placing is a suitable means of fund raising, taking into account a right issue or an open offer will require higher costs and longer time.

Based on the above, the Directors consider that the terms of the Placing Agreement and the Convertible Bonds, which were arrived at after arm's length negotiations between the Company and the Placing Agent, are on normal commercial terms and are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

The estimated net proceeds from the issuance of the Convertible Bonds of approximately HK$333.75 million are intended to be used to refinance part of the 2018 Senior Notes.

EFFECTS ON SHAREHOLDING STRUCTURE OF THE COMPANY

Assuming that (a) the Convertible Bonds are placed at the principal amount of HK$340 million to Independent Third Party placee(s) and (b) there will be no issue of new Shares from the date of this announcement to the completion of the Placing and conversion in full of the Convertible Bonds, the following table sets forth the Company's shareholding structure as at the date of this announcement and immediately after the allotment and issue of the Conversion Shares (i) at the Initial Conversion Price and (ii) up to the limit of the General Mandate respectively upon exercise of the conversion rights in full under the Convertible Bonds:

	Shareholding as at the date of this announcement		**Shareholding after completion and immediately upon conversion of the Convertible Bonds at the Initial Conversion Price** *(Note 1)*		**Shareholding after completion and immediately upon conversion of the Convertible Bonds up to the limit of the General Mandate** *(Notes 1, 2)*	
	No. of Shares	*Approx. % of the total issued share capital of the Company*	*No. of Shares*	*Approx. % of the total issued share capital of the Company*	*No. of Shares*	*Approx. % of the total issued share capital of the Company*
Celestial Energy Limited *(Note 3)*	88,521,234	3.01%	88,521,234	2.51%	88,521,234	2.51%
Champion International Energy Limited *(Note 4)*	399,070,000	13.58%	399,070,000	11.32%	399,070,000	11.32%
Orient International Energy Limited *(Note 4)*	399,070,000	13.58%	399,070,000	11.32%	399,070,000	11.32%
Power International Energy Limited *(Note 4)*	141,460,000	4.81%	141,460,000	4.01%	141,460,000	4.01%
New Sun International Energy Limited *(Note 4)*	475,000,000	16.16%	475,000,000	13.48%	475,000,000	13.47%
Mr. Zhang Ruilin *(Note 5)*	100,000	0.003%	100,000	0.003%	100,000	0.003%
Mr. Zhao Jiangwei *(Note 6)*	2,300,000	0.078%	2,300,000	0.065%	2,300,000	0.065%
Placee(s)	—	—	586,206,896	16.63%	587,719,358	16.67%
Public Shareholders	1,433,075,559	48.77%	1,433,075,559	40.66%	1,433,075,559	40.64%
Total	2,938,596,793	100.00%	3,524,803,689	100.00%	3,526,316,151	100.00%

Notes:

(1) For the purpose of illustration only and assuming the Convertible Bonds are fully placed.

(2) The total number of Shares to be issued upon the exercise of the conversion right attached to the Convertible Bonds is subject to a cap which shall be the limit of 587,719,358 Shares of General Mandate. Please refer to "Principal Terms of the Convertible Bonds — Conversion Price Reset and number of Conversion Shares issuable" above for details.

(3) Celestial Energy Limited is beneficially interested in 88,521,234 Shares. Mr. Ho Chi Sing is the sole shareholder of Celestial Energy Limited. Pursuant to the put and call option agreement dated 8 November 2014 and entered into among Far East Energy Limited, Mr. Zhang Ruilin, Mr. Zhao Jiangwei, Ms. Zhao Jiangbo and Celestial Energy Limited, a put option was granted by Far East Energy Limited to Celestial Energy Limited to sell up to 88,521,234 Shares on and subject to the terms and conditions therein.

(4) Each of Champion International Energy Limited, Orient International Energy Limited, Power International Energy Limited and New Sun International Energy Limited is a wholly-owned subsidiary of Sunrise Glory Holdings Limited, which is in turn wholly-owned by Far East Energy Limited, the ultimate holding company of the Company. Far East Energy Limited is held as to 80%, 9.99% and 10% by Ms. Zhao Jiangbo, Mr. Zhang Ruilin and Mr. Zhao Jiangwei, respectively. On 24 May 2013, Ms. Zhao Jiangbo, Mr. Zhang Ruilin and Mr. Zhao Jiangwei have entered into an agreement pursuant to which each of them has agreed to act in concert in relation to all matters that require the decisions of the shareholders of Far East Energy Limited.

(5) Mr. Zhang Ruilin is an executive Director and holds as beneficial owner 100,000 Shares and 7,887,000 share options.

(6) Mr. Zhao Jiangwei is an executive Director and holds as beneficial owner 2,300,000 Shares and 7,887,000 share options.

FUND RAISING ACTIVITIES IN THE PAST TWELVE MONTHS

The Company has not conducted any equity fund raising activities in the twelve (12) months immediately preceding the date of this announcement.

GENERAL

Shareholders and potential investors should note that the Placing is subject to the satisfaction of the conditions precedent as set out in the section headed "Conditions Precedent" and the Placing Agent not having terminated the Placing Agreement in accordance with the terms thereunder. Accordingly, the Placing may or may not proceed as contemplated or at all. Shareholders and potential investors are advised to exercise caution when dealing in the Shares and securities of the Company.

DEFINITIONS

"2018 Senior Notes"	the US$200,000,000 5-year senior notes issued by the Company on 6 February 2013 with an interest rate of 6.875% per annum, which are listed on the Singapore Exchange Securities Trading Limited
"Board"	the board of Directors
"Bondholder(s)"	holder(s) of the Convertible Bonds whose names are registered in the register of bondholders
"Change of Control"	The occurrence of any of the following: (i) Far East Energy Limited ceases to control the Company; (ii) one or more persons acting together acquires control of the Company if such person or persons (other than (a) Far East Energy Limited or (b) any other Controlling Shareholder) does not or does not have, and would not be deemed to have, control of the Company on the date of issuance of the Convertible Bonds; or

	(iii) the merger, amalgamation or consolidation of the Company with or into another person (other than the Controlling Shareholder) or the merger or amalgamation of another person (other than the Controlling Shareholder) with or into the Company, where the Controlling Shareholder upon such merger, amalgamation or consolidation does not control such merged, amalgamated or consolidated entity, or the sale of all or substantially all the assets of the Company to another person (other than the Controlling Shareholder)
"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
"Completion Date"	26 January 2018 or another date not later than 9 February 2018 as agreed by the Company and the Placing Agent
"Controlling Shareholder"	means the shareholder or group of shareholders having or deemed to have control of the Company as at the date of issuance of the Convertible Bonds
"Conversion Shares"	new Shares to be issued upon conversion of the Convertible Bonds
"Convertible Bonds"	the 5% convertible bonds due in 2021 in the aggregate principal amount of HK$340 million to be issued by the Company
"Director(s)"	the director(s) of the Company
"Far East Energy Limited"	Far East Energy Limited, a limited liability company incorporated under the laws of Hong Kong and a substantial shareholder of the Company
"General Mandate"	a general mandate granted to the Directors to allot, issue or deal with Shares not exceeding 20% of the number of issued shares of the Company as at 30 June 2017
"Group"	the Company and its subsidiaries
"Hong Kong"	the Hong Kong Special Administrative Region of the People's Republic of China
"Independent Third Party(ies)"	independent third party(ies) not connected with the Company and its connected persons
"Initial Conversion Price"	HK$0.58 per Conversion Share
"Interest Payment Date"	26 January and 26 July in each year

"Placing"	the placing of the Convertible Bonds by the Company, through the Placing Agent, pursuant to the Placing Agreement
"Placing Agent"	Nomura International (Hong Kong) Limited, a licensed corporation to carry on type 1, 2, 4, 5 and 6 regulated activities (dealing in securities, dealing in futures contracts, advising on securities, advising on futures contracts and advising on corporate finance) under the SFO
"Placing Agreement"	the conditional agreement entered into between the Company and the Placing Agent dated 22 January 2018, regarding the Placing
"SFO"	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
"Shares(s)"	ordinary share(s) of US$0.001 each in the share capital of the Company
"Shareholder(s)"	holder(s) of Share(s)
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"%"	per cent.

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.