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 "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 12, 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.

This announcement is for informational purposes only and does not constitute an invitation or a solicitation of an offer to acquire, purchase or subscribe for securities or an invitation to enter into an agreement to do any such things, nor is it calculated to invite any offer to acquire, purchase or subscribe for any securities.

This announcement is not an offer of securities for sale or the solicitation of an offer to buy any securities in any country or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of such country or jurisdiction. Neither this announcement nor anything herein forms the basis of any contract of commitment whatsoever. Securities may not be offered or sold in the United States absent registration or an exemption from registration. The Company has not registered and does not intend to register any of the Notes in the United States. Any public offering of securities to be made in the United States will be made by means of a prospectus. Such prospectus will contain detailed information about the Company and management, as well as financial statements. No public offering of securities is to be made by the Company in the United States.

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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

June 12, 2017 — MIE Holdings Corporation (the "**Company**") announced today (the "**Announcement**") that it has commenced a 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 Notes 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 Notes Holder**" together with the 2018 Note Holders, the "**Note Holders**") (the "**Maximum Amount Tender Offer**"). To the extent there are remaining funds from the Any and All Tender Offer, such remaining funds may, at the Company's sole discretion, be used to increase the Tender Cap.

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 Proposed Amendments (as defined below) to the 2018 Indenture (as defined below), upon the terms and subject to the conditions set forth in the Statement.

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 ("**2019 Statement**" together with 2018 Statement, the "**Statements**").

THE ANY AND ALL TENDER OFFER AND CONSENT SOLICITATION

Consideration for the Any and All Tender Offer and Consent Solicitation

Subject to the terms and conditions in the 2018 Statement, the total consideration for the 2018 Notes (the "**Any and All Total Consideration**") for each US$1,000 principal amount of the 2018 Notes tendered and accepted for payment and not validly withdrawn on or prior to June 23, 2017 (the "**Any and All Expiration Deadline**") pursuant to the Any and All Tender Offer and Consent Solicitation shall be a price equal to the amount of US$600 per US$1,000 principal amount of Notes (the "**Any and All Purchase Price**") plus an amount equal to US$10 per US$1,000 principal amount of Notes, which will constitute a consent payment (the "**Consent Payment**"). No tenders of 2018 Notes (which means the delivery of the corresponding Consents) will be valid if submitted after the Any and All Expiration Deadline.

The settlement date for the Any and All Tender Offer and Consent Solicitation shall be no later than three business days following the Any and All Expiration Deadline and is expected to be on June 28, 2017 (the "**Any and All Settlement Date**").

Proposed Amendments for the Consent Solicitation, Requisite Consent and Supplemental Indenture

In conjunction with the Any and All Tender Offer, the Company is soliciting Consents for certain proposed amendments (the "**Proposed Amendments**") to the 2018 Indenture (defined below). The Proposed Amendments would, among other things, eliminate substantially all of the restrictive covenants contained in the 2018 Indenture and certain of the related events of default with respect to the 2018 Notes.

In order to be adopted, the Proposed Amendments require the consent of the 2018 Note Holders of at least a majority of the aggregate principal amount (the "**Requisite Consents**") of outstanding 2018 Notes. If the Requisite Consents are obtained with respect to the 2018 Notes, the Company expects to execute a supplement (the "**Supplemental Indenture**") with the Subsidiary Guarantors (as defined in the 2018 Indenture) and Citicorp International Limited, as trustee (the "**Trustee**"), under the 2018 Indenture, dated February 6, 2013, as supplemented and amended from time to time (the "**2018 Indenture**"), effecting the Proposed Amendments.

THE MAXIMUM AMOUNT TENDER OFFER

Consideration for the Maximum Amount Tender Offer

Subject to the terms and conditions in the 2019 Statement, the total consideration for the 2019 Notes (the "**Maximum Amount Total Consideration**") for each US$1,000 principal amount of the 2019 Notes tendered and accepted for payment and not validly withdrawn on or prior to June 23, 2017 (the "**Maximum Amount Early Tender Time**") pursuant to the Maximum Amount Tender Offer shall be a price equal to the amount of US$400 per US$1,000 principal amount of the 2019 Notes (the "**Maximum Amount Purchase Price**") plus an amount equal to US$155 per US$1,000 principal amount of the 2019 Notes, which will constitute an early tender payment (the "**Maximum Amount Early Tender Payment**"). The consideration for each US$1,000 principal amount of 2019 Notes tendered after the Maximum Amount Early Tender Time but on or prior to July 10, 2017 (the "**Maximum Amount Expiration Deadline**") and accepted for payment pursuant to the Maximum Amount Tender Offer shall be an amount equal to the Maximum Amount Purchase Price.

The settlement date for the Maximum Amount Tender Offer shall be no later than three business days following the Maximum Amount Expiration Deadline and is expected to be on July 13, 2017 (the "**Maximum Amount Settlement Date**").

The Company may, but is not obligated to, elect following the Maximum Amount Early Tender Time and prior to the Maximum Amount Expiration Deadline to accept Notes validly tendered by Note Holders on or prior to the Maximum Amount Early Tender Time (the "**Early Settlement Right**"). If the Company elects to exercise the Early Settlement Right, subject to proration, such 2019 Notes tendered on or prior to the Maximum Amount Early Tender Time will be settled on June 28, 2017 (the "**Early Settlement Date**").

PURPOSE OF THE ANY AND ALL TENDER OFFER AND CONSENT SOLICITATION

The principal purpose of the Any and All Tender Offer and Consent Solicitation is to reduce the outstanding debt level of the Company and to eliminate substantially all of the restrictive covenants and to modify certain of the events of default and other provisions in the 2018 Indenture.

The Any and All Tender Offer and Consent Solicitation is conditioned upon the satisfaction of the conditions described under the 2018 Statement.

THE PURPOSE OF THE MAXIMUM AMOUNT TENDER OFFER

The principal purpose of the Maximum Amount Tender Offer is to reduce the outstanding debt level of the Company.

The Maximum Amount Tender Offer is conditioned upon the satisfaction of the conditions described under the 2019 Statement.

SOURCE OF FUNDS

The Company intends to fund the Any and All Tender Offer and Consent Solicitation with the net proceeds from a new loan from a third party lender (the "**Third Party Lender**") in the gross facility amount of US$147 million (the "**Financing**"). The Company will provide certain assets as collateral for the Financing.

The Company intends to fund the Maximum Amount Tender Offer with cash on hand and the net proceeds from the Financing.

CONDITIONS TO THE ANY AND ALL TENDER OFFER AND CONSENT SOLICITATION AND THE MAXIMUM AMOUNT TENDER OFFER

The Company's obligation to complete the Any and All Tender Offer and Consent Solicitation and the Maximum Amount Tender Offer by accepting for purchase, and paying for, any Notes validly tendered (and not validly withdrawn) is subject to and conditioned upon the Financing having closed and been funded on or prior to the Any and All Settlement Date with respect to the Any and All Tender Offer and the applicable Early Settlement Date or the Maximum Amount Settlement Date with respect to the Maximum Amount Tender Offer, as well as satisfaction of all other conditions described under the 2018 Statement and the 2019 Statement, as applicable. The Company may waive any of these conditions in the Company's sole discretion (except that the receipt of the Requisite Consent is required by the 2018 Indenture for approval of the Proposed Amendments and may not be waived).

Neither the Any and All Tender Offer nor the Maximum Amount Tender Offer is conditioned upon any minimum amount of the 2018 Notes or the 2019 Notes being tendered or the consummation of each of the Any and All Tender Offer or the Maximum Amount Tender Offer, each of which may be amended, extended or terminated individually.

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 will be distributed to respective Holders electronically via the following website: https://sites.dfkingltd.com/mie/ or by request to by 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.

The distribution of the 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.