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
INVESTMENT IN JOURNEY ENERGY INC.

On 15 September 2016, the Purchaser (a wholly owned subsidiary of the Company) and the Vendor entered into the Share Purchase Agreement, pursuant to which the Purchaser conditionally agreed to purchase and the Vendor conditionally agreed to sell approximately 37.5% of the equity interests in the Target Company (i.e. the Target Shares) for a cash consideration of C$33,846,602 (equivalent to approximately HK$199,694,952).

As the highest applicable percentage ratio in respect of the Investment is 5% or more but is less than 25%, the Investment constitutes a discloseable transaction for the Company and is subject to the reporting, announcement requirement under Chapter 14 of the Listing Rules.

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THE SHARE PURCHASE AGREEMENT

Date

15 September 2016

Parties

(a) the Vendor

(b) the Purchaser

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, the Vendor and its ultimate beneficial owner(s) are third parties independent of and not connected with the Company and its connected persons.

Subject matter

The Target Shares, representing approximately 37.5% of the equity interests of the Target Company as at the date of this announcement.

Upon Completion, the Target Company will be accounted for as an associate of the Company using equity accounting method.

Consideration and Payment Terms

The Consideration under the Share Purchase Agreement shall be C$33,846,602 (equivalent to approximately HK$199,694,952) and payable in cash upon Completion.

As at the date of this announcement, the full sum of the Consideration has been deposited into the trust account and held in escrow by the Purchaser's counsel. Upon Completion and under the Purchaser's instruction, the Purchaser's counsel shall release the full sum of the Consideration to the Vendor.

The Consideration was determined after arm's length negotiations between the Purchaser and the Vendor with reference to major factors including netback analysis, reserves analysis, acreage (developed and undeveloped), value of the assets, production rate and the status of the Target Company.

Conditions

Completion is subject to the following Conditions being satisfied (or waived) on or before the Completion Date:

(a) all representations and warranties of the Vendor contained in the Share Purchase Agreement being true and correct on the date of the Share Purchase Agreement and at Completion;

(b) the Vendor having performed or complied with all its obligations and covenants contained in the Share Purchase Agreement at or prior to Completion;

(c) all representations and warranties of the Purchaser contained in the Share Purchase Agreement being true and correct on the date of the Share Purchase Agreement and at Completion; and

(d) the Purchaser having performed or complied with all its obligations and covenants contained in the Share Purchase Agreement at or prior to Completion.

Conditions (a) and (b) may be waived by the Purchaser in its sole discretion and Conditions (c) and (d) may be waived by the Vendor in its sole discretion.

Completion

Completion shall take place on the Completion Date.

INFORMATION ON TARGET COMPANY

The Target Company 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). As of year end 2015, the Target Company owns total net acreage of 382,546 acres (approximately 1,548km^2), of which net undeveloped acreage is 166,608 acres (approximately 674km^2). Based on the assessments provided by the independent reserve consultant, GLJ Petroleum Consultants, the proved ("1P") oil and gas reserve for the Target Company at the year end of 2015 was about 29 million barrels of oil equivalents ("boe"), of which approximately 55% was oil and NGLs while the proved + probable ("2P") oil and gas reserve for the Target Company was about 50 million boe, of which about 58% was oil and NGLs. The pre-tax NPV-10 for the 2P reserve is approximately C$485 million. For the second quarter of 2016, the Target Company produced approximately 8,600 boe/day (54% liquids).

The unaudited consolidated net assets of the Target Company as at 30 June 2016 and was approximately C$148,499,000 (equivalent to approximately HK$876,144,100).

The audited consolidated net loss before and after taxation of the Target Company for the year ended 31 December 2015 were approximately C$153,309,000 (equivalent to approximately HK$904,523,100) and C$111,337,000 (equivalent to approximately HK$656,888,300). The audited consolidated net loss before and after taxation of the Target Company for the year ended 31 December 2014 were approximately C$115,307,000 (equivalent to approximately HK$680,311,300) and C$90,221,000 (equivalent to approximately HK$532,303,900).

INFORMATION ON THE VENDOR

The Vendor is a body corporate incorporated pursuant to the laws of Canada and is a wholly-owned subsidiary of the Public Sector Pension Investment Board. The Vendor is principally engaged in investment holdings. As at the date of this announcement, the Vendor is the registered and beneficial owner of 7,260,331 issued and outstanding common shares in the capital of the Target Company and 14,527,776 issued and outstanding restricted voting shares of the Target Company, representing approximately 50% of the equity interests in the Target Company.

INFORMATION ON THE GROUP

The Group is an independent oil and gas group engaged in the exploration and production of oil and gas in China, Kazakhstan and USA. The Group operates the Daan, and Moliqing oilfields in the Songliao under various separate production sharing contracts with PetroChina, the largest oil company in China. The Group also holds an exploration contract and four production contracts that allow the Group to conduct exploration and production activities in the 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.

REASONS FOR AND BENEFITS OF THE INVESTMENT

As part of its strategy of creating value for its shareholders and investors, the Group constantly evaluates investment opportunities globally and is particularly drawn by Canada's vast oil and natural gas resources and an established energy sector. The volatility in recent global commodity prices has led the Group to critically evaluate different opportunities in upgrading its asset portfolio and diversifying risks. The Target Company's asset base supports long life sustainable economic production and reserves growth. Furthermore, it has an established and proven management team. The Investment will also allow the Group to widen its global footprint and develop a more balanced oil and gas business portfolio, expand its operational capabilities and elevate its profile and image as an international energy company. The Directors are of the view that the terms of the Investment are fair and reasonable and in the interests of the Company and the Shareholders as a whole. Depending on various factors including market conditions, the Company may or may not consider acquiring additional equity interest in the Target Company.

LISTING RULES IMPLICATION

As the highest applicable percentage ratio in respect of the Investment is 5% or more but is less than 25%, the Investment constitutes a discloseable transaction for the Company and is subject to the reporting, announcement requirement under Chapter 14 of the Listing Rules.

DEFINITIONS

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

"Board"	the board of Directors
"C$"	Canadian Dollars, the lawful currency of Canada
"Company"	MIE Holdings Corporation (stock code: 1555), 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"	completion of the Investment in accordance with the terms and conditions of the Share Purchase Agreement

"Completion Date"	the earlier of (i) 30 September 2016; and (ii) the fourth business day following the date on which the Target Company have received a waiver from its lenders under a credit agreement entered into by the Target Company relating to an event of default caused by the Investment, or the relevant credit agreement have been amended so that Investment shall not constitute an event of default under such agreement
"Conditions"	conditions precedent to the Completion, details of which are set out in the paragraph headed "*Conditions*" in this announcement
"connected person(s)" and "percentage ratio(s)"	each has the meaning ascribed to it under the Listing Rules
"Consideration"	C$33,846,602 (equivalent to approximately HK$199,694,952), being the consideration payable by the Purchaser to the Vendor for the purchase of the Target Shares in accordance with the terms and conditions of the Share Purchase Agreement
"Director(s)"	the director(s) of the Company
"Group"	the Company and its subsidiaries
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"Hong Kong"	the Hong Kong Special Administrative Region of the People's Republic of China
"Investment"	the purchase of the Target Shares by the Purchaser from the Vendor in accordance with the terms and conditions of the Share Purchase Agreement
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange
"Purchaser"	MIE Maple Investments Limited, a company incorporated in British Virgin Islands and a wholly-owned subsidiary of the Company
"Share Purchase Agreement"	the share purchase agreement dated 15 September 2016 entered into between the Purchaser and the Vendor in relation to the Investment
"Share(s)"	ordinary 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
"Target Company"	Journey Energy Inc., a company incorporated in Alberta and the shares of which are traded on the Toronto Stock Exchange
"Target Shares"	1,828,022 issued and outstanding common shares in the capital of the Target Company and 14,527,776 issued and outstanding restricted voting shares in the capital of the Target Company, and each such restricted voting share shall automatically be converted into a common share of the Target Company on a 1:1 basis for no consideration payable in connection thereof
"Vendor"	Infra-PSP Partners Inc., a body incorporate incorporated pursuant to the laws of Canada
"%"	per cent

For the purpose of this announcement and for illustrative purpose only, C$ is converted into HK$ at the rate of C$1.00:HK$5.90. No representation is made that any amounts in C$ 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, 18 September 2016

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 namely Ms. Xie Na; and (3) the independent non-executive directors namely Mr. Mei Jianping, Mr. Jeffrey Willard Miller and Mr. Guo Yanjun.