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## **MIE HOLDINGS CORPORATION**

**MI 能源控股有限公司**

*(Incorporated in the Cayman Island 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.

As MIE Holdings Corporation has published an announcement “MIE Holdings Corporation Announces Consent Solicitation for its 6.875% Senior Notes due 2018” on the Singapore Exchange Securities Trading Limited, the full text of the announcement is set out below for information purpose.

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

Hong Kong, May 19, 2014

*As at the date of this announcement, the Board comprises (1) the executive Directors namely Mr. Zhang Ruilin, Mr. Zhao Jiangwei, Mr. Tao Tak Yin Dexter and Mr. Andrew Harper; (2) the non-executive Director namely Mr. Wang Sing (Mr. Hung Leung is alternate to Mr. Wang Sing); and (3) the independent non-executive Directors namely Mr. Mei Jianping, Mr. Jeffrey W. Miller and Mr. Cai Rucheng.*

## **MIE HOLDINGS CORPORATION ANNOUNCES CONSENT SOLICITATION FOR ITS 6.875% SENIOR NOTES DUE 2018**

MIE Holdings Corporation (the “Company”) today announced that it has commenced a consent solicitation (the “Consent Solicitation”) seeking consents from holders (the “Holders”) of its outstanding 6.875% Senior Notes due 2018 (the “Notes”) to certain proposed amendments to the indenture governing the Notes (the “Indenture”) dated February 6, 2013, by and among the Company, the subsidiary guarantors named therein and Citicorp International Limited, as trustee. The Notes are listed on the Singapore Exchange Securities Trading Limited. As of the date of this announcement, the aggregate principal amount of the Notes is US\$200,000,000.

The Consent Solicitation will expire at 5:00 p.m., London time, on May 30, 2014, unless extended or terminated by the Company.

The Company is seeking consents to amend certain provisions of the Indenture to align those provisions with the terms of the 7.50% Senior Notes due 2019 issued by the Company under an indenture dated April 25, 2014, by and among the Company, the Subsidiary Guarantors named therein and Citicorp International Limited (the “2019 Indenture”). The Company is also amending the Indenture to permit the Company to redesignate the Notes as senior debt at the Company’s option, enabling certain Subsidiary Guarantors (as defined therein) to provide the Holders with a pari passu claim with Indebtedness (as defined therein) incurred under Credit Facilities (as defined therein) rather than a subordinated claim. This amendment is permitted under the Indenture without consent of Holders. Currently, the Indenture requires Subsidiary Guarantees (as defined therein) provided by certain Subsidiary Guarantors (as defined therein) to be subordinated to Indebtedness (as defined therein) incurred under Credit Facilities (as defined therein).

Subject to the terms and conditions set forth in the consent solicitation statement dated May 19, 2014 relating to the Consent Solicitation (the “Statement”), the Company offers to make the consent payment of US\$3.75 to each Holder for each US\$1,000 in principal amount of Notes in respect of which such Holder has validly delivered (and not validly revoked) a consent to the proposed amendments prior to the expiration date of the Consent Solicitation. Under no circumstances will the Company make any consent payment to any Holder delivering a consent unless and until (i) the requisite consents have been received and (ii) a supplemental indenture containing the amendments above has been executed and has become effective.

For a detailed statement of the terms and conditions of the Consent Solicitation, Holders should refer to the Statement and related documents. The Statement will be distributed to Holders by Lucid Issuer Services Limited, the Information and Tabulation Agent for the Consent Solicitation. The Company has engaged Deutsche Bank AG, Singapore Branch, Merrill Lynch International and J.P. Morgan Securities plc to act as solicitation agents for the Consent Solicitation. Questions from Holders regarding the Consent Solicitation or requests for additional copies of the Statement, the Consent Form or other related documents should be directed to any of the following: Lucid Issuer Services Limited, the Information and Tabulation Agent for the Consent Solicitation, at Leroy House, 436 Essex Road, London N1 3QP, United Kingdom, Attention: Thomas Choquet, UK: +44 20 7704 0880; Deutsche Bank AG, Singapore Branch, one of the Solicitation Agents for the Consent Solicitation, at One Raffles Quay, #17-00 South Tower, Singapore 048583, Tel (Singapore): +65 6423 5337, Tel (London): +44 (0) 207 545 8011, E-mail: liability.management@db.com; Merrill Lynch International, one of the Solicitation Agents for the Consent Solicitation, at 2 King Edward Street, London EC1A 1HQ, United Kingdom, Fax: +44-20-7995 8582, Attention: Liability Management Team with copy to Merrill Lynch (Asia Pacific) Limited, 38/F,

Cheung Kong Center, 2 Queen's Road Central, Central, Hong Kong, Fax: +852 2536 3281, Attention: Debt Capital Markets; or J.P. Morgan Securities plc, one of the Solicitation Agents for the Consent Solicitation, at 25 Bank Street, Canary Wharf, London E14 5JP, United Kingdom, Fax: +44 20 3493 0682, Attention: Head of Debt Syndicate and Head of EMEA Debt Capital Markets Group, Email: Liability-management\_asia@jpmorgan.com.

## **General**

This announcement is not a solicitation of consent with respect to any Note. The Consent Solicitation is being made solely pursuant to the Statement and related documents dated May 19, 2014, which set forth in detail the terms of the Consent Solicitation.

The distribution of this 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 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 and USA. The Group operates the Daan, Moliqing and Miao 3 oilfields in the Songliao Basins and Dagang — Kongnan block in the Huanghua Basin under four separate production sharing contracts with PetroChina, the largest oil company in China, and holds a 51% stake in a joint venture that operates Linxing and Sanjiaobei with unconventional gas assets in the Ordos Basin under two separate production sharing contracts. 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 development and production opportunities in China, and 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.