

香港交易及結算所有限公司及香港聯合交易所有限公司對本公告之內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示，概不對因本公告全部或任何部份內容而產生或因倚賴該等內容而引致之任何損失承擔任何責任。

本公告僅供參考，並不構成邀請或游說收購、購買或認購證券之要約或邀請訂約作出任何上述行動，亦無意作為邀請任何收購、購買或認購任何證券之要約。

本公告並不構成於美國或任何其他司法權區提呈證券以供銷售或招攬購買任何證券之要約，倘未根據該等司法權區之證券法例事先辦理登記或取得資格，則進行上述要約、招攬或銷售即屬違法。本公告所述證券未曾亦不會根據1933年美國證券法（「證券法」）登記。在並無登記或不獲豁免適用登記規定下，證券不得在美國提呈發售或出售。凡在美國公開發售任何證券，均須以刊發招股章程之方式進行。該招股章程須載列有關提呈發售涉及本公司、其管理層及財務報表之詳盡資料。本公司不擬在美國公開發售任何證券。



MIE HOLDINGS CORPORATION

MI能源控股有限公司

（於開曼群島註冊成立的有限公司）

（股份代號：1555）

海外監管公告

本公告乃根據香港聯合交易所有限公司證券上市規則第13.10B條刊發。

MI能源控股有限公司已於新加坡證券交易所有限公司刊發「(1)本公司現有債券持有人電話會議通告及(2)任何及所有尚未償付二零一九年到期7.50%優先票據之交換要約的補充信息」之公告，下文載列公告全文以供參考。

承董事會命
MI能源控股有限公司
主席
張瑞霖先生

香港，二零一九年三月一日

於本公告日期，董事會包括(1)執行董事張瑞霖先生及趙江巍先生；(2)非執行董事謝娜女士；及(3)獨立非執行董事梅建平先生、Jeffrey Willard Miller先生及郭燕軍先生。

These materials are not for distribution, directly or indirectly, in or into the United States (including its territories and possessions, any State of the United States and the District of Columbia).

This announcement is for information 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 does not constitute an offer to sell or the solicitation of an offer to buy any securities in the United States or any other jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. The securities mentioned herein have not been, and will not be, registered under the Securities Act. No securities may be offered or sold in the United States absent registration or an applicable exemption from registration requirements. 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 making the offer, management, as well as financial statements. The Company does not intend to make any public offering of securities in the United States.



MIE HOLDINGS CORPORATION
MI能源控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1555)

**(1) NOTICE OF CONFERENCE CALL FOR
HOLDERS OF EXISTING NOTES OF THE COMPANY**
**(2) ADDITIONAL INFORMATION RELATING TO
OFFER TO EXCHANGE ANY AND ALL OUTSTANDING
7.50% SENIOR NOTES DUE 2019**

**CUSIP: G61157AC0
55309DAB9**

**ISIN: USG61157AC01
US55309DAB91**

**Common Code: 106037817
106037809**

Reference is made to the announcement of MIE Holdings Corporation (the “**Company**”) dated 1 March 2019 (the “**Announcement**”) in relation to its offer to exchange (the “**Exchange Offer**”) any and all of the outstanding 7.50% Senior Notes due 2019 issued by the Company and unconditionally and irrevocably guaranteed by the subsidiary guarantors (the “**Existing Notes**”) for the exchange consideration, upon the terms and subject to the conditions set forth in the exchange offer memorandum dated 1 March 2019, as supplemented by the supplemental exchange offer memorandum dated 1 March 2019 (the

“**Exchange Offer Memorandum**”). Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as defined in the Exchange Offer Memorandum.

NOTICE OF CONFERENCE CALL FOR HOLDERS OF EXISTING NOTES

Notice is hereby given to the holders of the Existing Notes (the “**Holders of Existing Notes**”) that the Company will be holding a conference call on Monday, 4 March 2019 at 5 p.m. (Hong Kong time) for the Holders of the Existing Notes.

Details of the conference call are set out as follows:

Date:	Monday, 4 March 2019
Time:	5:00 p.m.–7:00 p.m.
Language:	Mandarin and English
Representatives of the Company:	Mr. ZHANG Ruilin, Chairman and CEO Mr. MEI Leon, VP Finance Ms. LIAN Kelly, VP Legal

Holders of the Existing Notes who wish to participate in the conference call must register in advance by contacting the Company at chatwinpr@gmail.com. Holders of the Existing Notes will be required to provide their name, institution (if applicable), physical location, whether they are a U.S. person (as defined in Regulation S under the Securities Act) and the principal amount of the Existing Notes they hold. Upon receipt of their registration and verification of the information provided, a dial-in number and a password will be sent to each registered Holder of the Existing Notes.

The deadline for registration is 4:00 p.m. (Hong Kong time) on Monday, 4 March 2019. Holders of the Existing Notes should dial in no later than 4:50 p.m. (Hong Kong time) on Monday, 4 March 2019 to ensure access to the call.

The New Notes have not been and will not be registered under the Securities Act, and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons. Consequently, the New Notes are being offered for exchange only outside the United States to non-U.S. persons in compliance with Regulation S under the Securities Act. Holders of Existing Notes who are located in the United States or are U.S. persons will not be permitted to participate in the conference call, or in the Exchange Offer.

ADDITIONAL INFORMATION REGARDING MINIMUM TENDER AMOUNTS

The Company wishes to provide Eligible Holders of Existing Notes with the additional information below regarding minimum amounts of Existing Notes that can be validly tendered in the Exchange Offer in order to be eligible to receive the Early Exchange Consideration or the Exchange Consideration, as the case may be.

The following sets out the calculations for the minimum amounts of Existing Notes that can be validly tendered in order to be eligible to receive the Early Exchange Consideration or the Exchange Consideration, as the case may be. Please note that the calculations below assumes an Exchange Settlement Date of March 26, 2019, and that the Offeror has the right, in its sole discretion, to extend the Early Participation Deadline, the Exchange Expiration

Deadline or the Exchange Settlement Date. For the avoidance of doubt, neither the Early Exchange Consideration nor the Exchange Consideration set forth below has changed from that set out in the Announcement.

The New Notes will be issued in minimum denominations of US\$200,000 of principal amount and integral multiples of US\$1,000 in excess thereof. Instructions that would result in a principal amount of New Notes below US\$200,000 will be rejected.

Early Exchange Consideration Minimum Tender Amount

For each US\$1,000 principal amount of Existing Notes validly tendered prior to the Early Participation Deadline and accepted for exchange, Eligible Holders will receive the Early Exchange Consideration comprising:

- (1) a cash payment of US\$100, plus
- (2) US\$900 in principal amount of New Notes, plus
- (3) any Capitalized Interest, plus
- (4) cash in lieu of any fractional amount of New Notes.

Instructions for an exchange would need to be at least US\$215,000 in principal amount of Existing Notes in order to be accepted. For example, Eligible Holders submitting an Instruction for US\$215,000 in principal amount of Existing Notes will be entitled to receive:

- (1) a cash payment of US\$21,500, plus
- (2) US\$193,500 in principal amount of New Notes, plus
- (3) US\$6,763.54 Capitalized Interest, plus
- (4) cash in lieu of any fractional amount of New Notes,

which equals to US\$200,000 in principal amount of New Notes plus US\$21,763.54 in cash.

To avoid being otherwise excluded from participating in the Exchange Offer because application of the ratio of the cash payment to New Notes in the Early Exchange Consideration would result in an Eligible Holder receiving less than the required US\$200,000 minimum denomination of New Notes, Eligible Holders who submit Instructions with respect to a principal amount of Existing Notes of at least US\$200,000 but less than US\$215,000 will receive the Exchange Consideration, rather than the Early Exchange Consideration. See “— *Exchange Consideration Minimum Tender Amount*” below.

Exchange Consideration Minimum Tender Amount

For each US\$1,000 principal amount of Existing Notes validly tendered at or after the Early Participation Deadline but prior to the Exchange Expiration Deadline and accepted for exchange, Eligible Holders will receive the Exchange Consideration comprising:

- (1) a cash payment of US\$20, plus
- (2) US\$980 in principal amount of New Notes, plus
- (3) any Capitalized Interest, plus
- (4) cash in lieu of any fractional amount of New Notes.

Instructions for an exchange would need to be at least US\$200,000 in principal amount of Existing Notes in order to be accepted. For example, Eligible Holders submitting an Instruction for US\$200,000 in principal amount of Existing Notes will be entitled to receive:

- (1) a cash payment of US\$4,000, plus
- (2) US\$196,000 in principal amount of New Notes, plus
- (3) US\$6,291.67 Capitalized Interest, plus
- (4) cash in lieu of any fractional amount of New Notes,

which equals to US\$202,000 in principal amount of New Notes plus US\$4,291.67 in cash.

Eligible Holders should carefully consider all the information in the Exchange Offer Memorandum including, in particular, the “Risk Factors” section of the Exchange Offer Memorandum before making any decision regarding the Exchange Offer.

Eligible Holders of the Existing Notes should note that the Company’s obligation to consummate the Exchange Offer is subject to the fulfilment or waiver of the conditions precedent to the Exchange Offer as set forth in the Exchange Offer Memorandum and summarized in this announcement. No assurance can be given that the Exchange Offer will be consummated and the Company reserves the right to amend, withdraw or terminate the Exchange Offer with or without conditions.

The Company may, in its sole discretion, amend or waive certain of the conditions precedent to the Exchange Offer. As the Exchange Offer may or may not proceed, shareholders, holders of the Existing Notes and potential investors should exercise caution when dealing in the securities of the Company or the Existing Notes.

THE EXCHANGE OFFER IS NOT BEING CONDUCTED IN A MANNER ELIGIBLE FOR THE EXCHANGE OFFER PROCEDURES OF DTC. TO PARTICIPATE IN THE EXCHANGE OFFER, ANY ELIGIBLE HOLDER OF EXISTING NOTES MUST EITHER HOLD SUCH EXISTING NOTES THROUGH A DIRECT PARTICIPANT IN EUROCLEAR OR CLEARSTREAM OR ARRANGE FOR THE TRANSFER OF ITS EXISTING NOTES SO THAT THEY ARE HELD THROUGH SUCH A DIRECT

PARTICIPANT. U.S. PERSONS (AS DEFINED IN REGULATION S UNDER THE SECURITIES ACT) AND PERSONS LOCATED IN THE UNITED STATES ARE NOT PERMITTED TO TENDER EXISTING NOTES IN THE EXCHANGE OFFER.

FURTHER DETAILS

For a detailed statement of the terms and conditions of the Exchange Offer, Eligible Holders should refer to the Exchange Offer Memorandum.

The Company has retained D.F. King as the Information and Exchange Agent for the Exchange Offer. To contact D.F. King in London, +44 20 7920 9700 and in Hong Kong, +852 3953 7231 or via email at mie@dfkingltd.com.

The Exchange Offer Memorandum will be distributed in electronic format to Eligible Holders via the Exchange Website: <https://sites.dfkingltd.com/mie>. Any requests for additional copies of the Exchange Offer Memorandum should be directed to D.F. King at the above contact points.

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, Canada and Kazakhstan. The Group operates the Daan oilfield in the Songliao Basin under a production sharing contract with PetroChina, the largest oil company in China, and holds a 10% participating interest in the Moliqing oilfield, also in the Songliao Basin. In Canada, the Group is engaged in the business of exploration and development of oil and natural gas resources in Western Canada and the supply of crude oil and natural gas to the North America markets. The Group also participates in the exploration, development and production of petroleum assets located in the Republic of Kazakhstan and the northern part of the South China Sea through non-controlling interests in Emir-Oil, LLP and PetroBroad Copower Limited.

MIE Holdings Corporation is listed on the Main Board of The Stock Exchange of Hong Kong Limited with stock code 1555.

GENERAL

This announcement is not an offer to purchase, a solicitation of an offer to purchase, an offer to sell or a solicitation of an offer to sell, securities in the United States or elsewhere. No securities of the Company or any of its subsidiaries are being, or will be, registered under the U.S. Securities Act or the securities laws of any state of the United States, and no such securities may be offered or sold in the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and any applicable state or local securities laws. No public offering of securities is being or will be made in the United States or any other jurisdiction. This announcement is provided to you because you are outside the United States. Nothing in this communication shall constitute an offer to sell or the solicitation of an offer to buy securities in any jurisdiction in which such offer or sale would be unlawful.

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 Exchange Offer 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 Existing Notes and/or the New Notes, changes in the business and financial condition of the Company and its subsidiaries, changes in the property industry and changes in the capital markets in general.

The distribution of the Exchange Offer Memorandum is restricted by law in certain jurisdictions. Persons who come into possession of the Exchange Offer Memorandum are required to inform themselves of and to observe any of these restrictions. The Exchange Offer Memorandum does not constitute, and may not be used in connection with, an offer to buy Existing Notes or New Notes or a solicitation to sell Existing Notes by anyone in any jurisdiction in which such an offer or solicitation is not authorized or in which the person making such an offer or solicitation is not qualified to do so or to any person to whom it is unlawful to make an offer or a solicitation. The Company will not accept any responsibility for any violation by any person of the restrictions applicable in any jurisdiction.

No assurance can be given that the Exchange Offer will be completed and the Company reserves the right, in its sole and absolute discretion, to extend, withdraw or terminate the Exchange Offer and amend, modify or waive any of the terms and conditions of the Exchange Offer, in each case in whole or in part, at any time before their expiration dates. As the Exchange Offer may or may not proceed, shareholders, noteholders, Holders of the Existing Notes and potential investors in any securities of the Company or the Existing Notes should exercise caution when dealing in the securities of the Company or the Existing Notes.