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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)**

## **MIE HOLDINGS CORPORATION ANNOUNCES CONSENT SOLICITATION FOR ITS 6.875% SENIOR NOTES DUE 2018 AND 7.50% SENIOR NOTES DUE 2019**

MIE Holdings Corporation (the “Company”) today announced that it has commenced a concurrent consent solicitation (the “Consent Solicitation”) seeking consents from holders (the “Holders”) of its outstanding 6.875% Senior Notes due 2018 (the “2018 Notes”) and its 7.50% Senior Notes due 2019 (the “2019 Notes”) to certain proposed amendments to the indenture governing the 2018 Notes dated as of February 6, 2013, as amended and supplemented from time to time, and the indenture governing the 2019 Notes dated as of April 25, 2014, as amended and supplemented from time to time (respectively the “2018 Indenture” and “2019 Indenture,” collectively, the “Indentures”), by and among the Company, the subsidiary guarantors named therein and Citicorp International Limited, as trustee. The 2018 Notes and 2019 Notes (collectively, the “Notes” and each a “Series”) are listed on the Singapore Exchange Securities Trading Limited. As of the date of this announcement, the aggregate principal amount of the 2018 Notes is US\$200,000,000 and the aggregate principal amount of the 2019 Notes is US\$476,000,000.

The consent solicitation to the 2018 Indenture will expire at 5:00 p.m., Central European time, on November 9, 2016 and the consent solicitation to the 2019 Indenture will expire at 5:00 p.m., New York time, on November 9, 2016, unless either or both are extended or terminated by the Company.

The Company is seeking consents to amend certain provisions of the Indentures to provide the Company with additional flexibility in light of the continuing volatility of the oil and gas industry to take advantage of market dislocation and realize value, including through opportunistic acquisitions and optimizing the Company's capital structure. The Company is soliciting the consents of the Holders of at least a majority in aggregate principal amount of the outstanding Notes of each Series to allow the Company to amend provisions regarding Permitted Investments (as defined in the Indentures) and (b) the use of Net Cash Proceeds from Asset Sales (both as defined in the Indentures).

Subject to the terms and conditions set forth in the consent solicitation statements dated October 28, 2016 relating to the Consent Solicitation (the "Statements"), the Company offers to make the consent payment of US\$2.50 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 under each of the Indentures unless and until (i) the requisite consents for both Series of Notes have been received; and (ii) supplemental indentures for both Series of Notes containing the amendments above have been executed and have become effective.

For detailed statements of the terms and conditions of either or both of the Consent Solicitation, Holders should refer to the Statements and related documents. The Statements will be distributed to Holders by D.F. King, the Information and Tabulation Agent for the Consent Solicitation. The Company has engaged Morgan Stanley & Co. International plc and Nomura International (Hong Kong) Limited to act as solicitation agents for the Consent Solicitation. Questions from Holders regarding the Consent Solicitation or requests for additional copies of the Statements or other related documents should be directed to any of the following: D.F. King, the Information and Tabulation Agent for the Consent Solicitation, at 125 Wood Street, London EC2V 7AN, UK, Tel: +44 20 7920 9700; Suite 1601, 16/F, Central Tower, 28 Queen's Road Central, Central, Hong Kong, Tel: +852 3953 7230; or 48 Wall Street, 22nd Floor, New York, NY10005, Attention: Peter Aymar, Toll Free: +1 (877) 297-1744; Morgan Stanley & Co. International plc, one of the solicitation agents for the Consent Solicitation, at Level 46, International Commerce Centre, 1 Austin Road West, Kowloon, Hong Kong, Tel: +852 3963 0371, Attention: Debt Capital Markets; Floor 04, 1585 Broadway, New York, New York 10036, US, Toll Free: +800 624 1808, Collect: +1 212 761 1057, Attention: Liability Management Group; or 25 Cabot Square, Canary Wharf, London E14 4QA, United Kingdom, Tel: +44 20 7677 0473, Attention: Liability Management; or Nomura International (Hong Kong) Limited, one of the solicitation agents for the Consent Solicitation, 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](mailto:liability.management@nomura.com), Attention: Liability Management. All documentation relating to the Consent Solicitation and any updates will be available via the following website: <https://sites.dfkingltd.com/mie>.

## **GENERAL**

This announcement is not a solicitation of consent with respect to any Note. The Consent Solicitation is being made solely pursuant to the Statements and related documents dated October 28, 2016, which set forth in detail the terms of the respective 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, 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 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.