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January 18, 2021



Mongolian Mortgage Corporation HFC LLC

(incorporated under the laws of Mongolia with limited liability)

Mongolian Mortgage Corporation HFC LLC (the “**Company**”) is offering (the “**Tender Offer**”) to repurchase for cash any and all of its 9.75% Senior Notes due 2022 issued by the Company (the “**Notes**”) and irrevocably and unconditionally guaranteed by MIK Holding JSC (the “**Guarantor**”). The purchase price for the Notes will be equal to (i) U.S.\$1,020 per U.S.\$1,000 principal amount of Notes (the “**Early Tender Offer Consideration**”) payable only in respect of Notes validly tendered and not validly withdrawn at or prior to the Early Tender Deadline that the Company accepts for purchase pursuant to the Tender Offer, or (ii) U.S.\$1,000 per U.S.\$1,000 principal amount of Notes (the “**Tender Offer Consideration**”) payable in respect of Notes validly tendered after the Early Tender Deadline but at or before the Expiration Time. Each of the Early Tender Offer Consideration and the Tender Offer Consideration is referred to herein as the applicable or relevant “**Consideration**”, as the case may be. Only Notes validly tendered and not validly withdrawn at or before the Early Tender Deadline will be eligible to receive the Early Tender Offer Consideration. Notes validly tendered after the Early Tender Deadline but at or before the Expiration Time will be eligible to receive only the Tender Offer Consideration. In addition to the applicable Consideration, Holders whose Notes have been validly tendered and not validly withdrawn and accepted for purchase pursuant to the Tender Offer will also be paid accrued and unpaid interest and additional amounts, if any, in respect of any Notes purchased in the Tender Offer from, and including, the last interest payment date to, but excluding, the Early Payment Date (if any) or the Final Payment Date, as the case may be (such amount, an “**Accrued Interest Payment**”) pursuant to the Tender Offer. The Tender Offer is made on the terms and subject to conditions to set out in a tender offer memorandum dated January 18, 2021 (the “**Tender Offer Memorandum**”). No tenders will be valid if submitted after the Expiration Time.

All capitalized terms used but not defined in this announcement have the respective meanings specified in the Tender Offer Memorandum. The table below sets forth certain information relating to the Notes.

Description of the Notes	ISIN / CUSIP / Common Code	Outstanding Principal Amount ⁽¹⁾	Tender Offer Consideration ⁽²⁾⁽³⁾	Early Tender Offer Consideration ⁽³⁾⁽⁴⁾
9.75% Senior Notes due 2022	Regulation S – CUSIP: Y6142G AA1, ISIN: USY6142GAA14, Common Code: 194408382 Rule 144A – CUSIP: 60938E AA8, ISIN: US60938EAA82, Common Code: 194441045	US\$280,680,000	U.S.\$1,000 per U.S.\$1,000 principal amount	U.S.\$1,020 per U.S.\$1,000 principal amount

- (1) As of the date of this Tender Offer Memorandum.
- (2) Per U.S.\$1,000 principal amount of Notes that are validly tendered at or prior to the Expiration Time but after the Early Tender Deadline that are accepted for purchase pursuant to the Tender Offer.
- (3) In addition to payment of the applicable Consideration, the Company will also pay accrued and unpaid interest on each of the Notes accepted for purchase pursuant to the Tender Offer up to, but excluding, the applicable Payment Date (as defined below) in respect of such Notes.
- (4) Per U.S.\$1,000 principal amount of Notes that are validly tendered and not validly withdrawn at or prior to the Early Tender Deadline and that are accepted for purchase pursuant to the Tender Offer.

THE TENDER OFFER WILL EXPIRE AT 11:59 P.M., NEW YORK CITY TIME, ON FEBRUARY 16, 2021, UNLESS EXTENDED OR EARLIER TERMINATED (SUCH TIME AND DATE, AS THE SAME MAY BE EXTENDED, THE “EXPIRATION TIME”). THE EARLY TENDER DEADLINE FOR THE TENDER OFFER WILL BE 5:00 P.M., NEW YORK CITY TIME, ON FEBRUARY 1, 2021, UNLESS EXTENDED OR EARLIER TERMINATED (SUCH TIME AND DATE, AS THE SAME MAY BE EXTENDED, THE “EARLY TENDER DEADLINE”). HOLDERS OF NOTES MUST VALIDLY TENDER THEIR NOTES AT OR PRIOR TO THE EARLY TENDER DEADLINE IN ORDER TO BE ELIGIBLE TO RECEIVE THE EARLY TENDER OFFER CONSIDERATION. NOTES TENDERED MAY BE WITHDRAWN AT ANY TIME AT OR PRIOR TO 5:00 P.M., NEW YORK CITY TIME, ON FEBRUARY 1, 2021 (SUCH TIME AND DATE, AS THE SAME MAY BE EXTENDED, THE “WITHDRAWAL DEADLINE”) BUT NOT THEREAFTER, EXCEPT AS MANDATED BY APPLICABLE LAW.

The consummation of the Tender Offer is subject to satisfaction or waiver by the Company (as defined in the Tender Offer Memorandum), in its sole discretion, of certain conditions set forth under “Conditions of the Tender Offer” in the Tender Offer Memorandum.

The deadlines set by any intermediary or clearing system will be earlier than the deadlines set out above.

Purpose of Offer

The purpose of the Tender Offer is to proactively manage the Company’s upcoming debt maturities and extend its debt maturity profile.

Consideration for the Notes

The applicable Consideration for the Notes will be as follows:

- (i) Early Tender Offer Consideration: Notes tendered at or before the Early Tender Deadline and not validly withdrawn at or before the Withdrawal Deadline will be eligible to receive the Early Tender Offer Consideration of U.S.\$1,020 for each U.S.\$1,000 principal amount of Notes accepted for purchase pursuant to the Tender Offer; or
- (ii) Tender Offer Consideration: Notes validly tendered after the Early Tender Deadline but at or before the Expiration Time will be eligible to receive only the Tender Offer Consideration of U.S.\$1,000 for each U.S.\$1,000 principal amount of Notes tendered pursuant to the Tender Offer.

Only Notes validly tendered and not validly withdrawn at or before the Early Tender Deadline will be eligible to receive the Early Tender Offer Consideration. Notes validly tendered after the Early Tender Deadline but at or before the Expiration Time will be eligible to receive only the Tender Offer Consideration.

In addition to the applicable Consideration, Holders whose Notes have been validly tendered and accepted for purchase pursuant to the Tender Offer will also receive the applicable Accrued Interest Payment, which corresponds to accrued and unpaid interest and additional amounts, if any, in respect of any Notes purchased in the Tender Offer from, and including, the last interest payment date to, but excluding, the Early Payment Date (if applicable) or the Final Payment Date, as the case may be.

Interest will cease to accrue on the applicable Payment Date for the Notes accepted in the Tender Offer. Any Notes not validly tendered or not accepted for purchase pursuant to the Tender Offer will continue to accrue interest in accordance with the terms of the Indenture.

The Company will calculate the applicable Consideration and applicable Accrued Interest Payment in respect of the Notes validly tendered and accepted for purchase pursuant to the Tender Offer, and its calculation will be final and binding, absent manifest error.

Source of Funds

The Company has announced this Tender Offer as part of the Company’s overall financing plans and debt maturity profile management, including the Company’s concurrent offering (the “**New Notes Issuance**”) of new guaranteed senior debt securities (the “**New Notes**”) to be issued by the Company and guaranteed by the Guarantor in reliance on an exemption from the registration requirements of the U.S. Securities Act of 1933, as amended (the “**Securities Act**”). The Company intends to use all or a portion of the proceeds it expects to receive from the New Notes Issuance to fund the aggregate Early Tender Offer Consideration, the Tender Offer Consideration and Accrued Interest Payment on Notes accepted for purchase pursuant to the Tender Offer.

Condition to the Tender Offer

The Company's obligation to accept Notes tendered in the Tender Offer is subject to the satisfaction or (in its sole discretion) waiver of certain conditions, including (1) the General Conditions, which include certain customary conditions further described in "Conditions of the Tender Offer" in the Tender Offer Memorandum, including that the Company will not be obligated to consummate the Tender Offer upon the occurrence of any event or events that, in the reasonable judgement of the Company, could prevent, restrict or delay consummation of the Tender Offer or materially impair the contemplated benefits to the Company of the Tender Offer or any such event or events shall be likely to occur, and (2) the Financing Condition, consisting of, among other things, the successful completion of the New Notes Issuance and the Company's receipt of funds as a result of the New Notes Issuance on terms and conditions satisfactory to the Company, as determined in its sole discretion, including, but not limited to, the amount of net proceeds raised in the New Notes Issuance being sufficient to fund the aggregate Consideration for this Tender Offer.

Subject to applicable law, the Company reserves the right, in its sole discretion, (a) to accept for purchase and pay for all Notes validly tendered and not validly withdrawn at or before the Expiration Time and to keep the Tender Offer open or extend the Expiration Time and (b) to waive some or all conditions to the Tender Offer for Notes tendered at or before the Expiration Time, as described under "Conditions of the Tender Offer" in the Tender Offer Memorandum.

Allocation Identifier Codes

Holders who wish to tender their Notes and subscribe for the New Notes in the separate New Notes Issuance should contact the Dealer Manager to obtain an Allocation Identifier Code to be quoted in their ATOP or tender instructions. An Allocation Identifier Code is not required for a Holder to tender its Notes, but if a tendering Holder wishes to subscribe for the New Notes in the separate New Notes Issuance, such Holder may obtain an Allocation Identifier Code from the Dealer Manager and quote it in its ATOP or tender instructions.

The Company will review tender instructions received and may in its sole and absolute discretion give priority to those investors tendering with Allocation Identifier Codes in connection with the allocation of New Notes in the separate New Notes Issuance. However, no assurance can be given that any Holder that tenders Notes will be given an allocation of New Notes in the separate New Notes Issuance at the levels it may subscribe for, or at all.

Holders who wish to tender their Notes and subscribe for the New Notes must submit one instruction per beneficial owner. The Holder applying for the Allocation Identifier Code must disclose the identity of the beneficial holder of the relevant Notes.

Indicative Offer Timetable

Events

Times and Dates

Commencement Date

January 18, 2021

Early Tender Deadline

5:00 P.M., New York City time, on February 1, 2021, unless extended. In the case of extension, the Early Tender Deadline will be such other date and time as so extended.

Withdrawal Deadline

5:00 P.M., New York City time, on February 1, 2021 unless extended.

Early Acceptance Date

If the Company so elects in respect of Notes that are validly tendered and not validly withdrawn at or prior to the Early Tender Deadline, a time following the Early Tender Deadline but before the Expiration Time.

Early Payment Date

Promptly following the Early Tender Deadline, if any. The Early Payment Date is expected to be February 3, 2021, two Business Days after the Early Tender Deadline.

Expiration Time

11:59 P.M., New York City time, on February 16, 2021, unless the Tender Offer is extended or earlier terminated. In the case of extension, the Expiration Time will be such

Final Acceptance Date

other date and time as so extended.

Subject to the satisfaction or waiver of the conditions to the Tender Offer and the Company's right, in its sole discretion, to amend, extend, terminate or withdraw the Tender Offer, a time following the Expiration Time.

Final Payment Date

Promptly following the Expiration Time. The Final Payment Date is expected to be February 18, 2021, two Business Days after the Expiration Time.

The above dates and times are subject, where applicable, to the right of the Company, in its sole discretion but subject to applicable law, to extend, re-open, amend and/or terminate the Tender Offer with respect to the Notes, as provided in this Tender Offer Memorandum.

The information in this announcement is only a summary. Before making a decision with respect to the Tender Offer, Holders should carefully consider all of the information in the Tender Offer Memorandum. You may request a copy of the Tender Offer Memorandum by contacting Morrow Sodali Limited (the "**Information and Tender Agent**") at the addresses, and telephone numbers set forth below, or you may download the Tender Offer Memorandum at the Tender Offer website: <https://bonds.morrowsodali.com/mik>.

The Information and Tender Agent for the Tender Offer is:

Morrow Sodali Limited

In London:
103 Wigmore Street
W1U 1QS
London
Telephone: +44 208 089 3287

In Stamford:
470 West Ave., Suite 3000
Stamford, CT 06902
United States of America
Telephone: +1 203 609 4910

In Hong Kong:
Unit 13-101, 13/F
40-44 Bonham Strand, Sheung Wan Hong Kong
Telephone: +852 2319 4130

Email: mik@investor.morrowsodali.com
Tender Offer Website: <https://bonds.morrowsodali.com/mik>

The Dealer Manager for the Tender Offer is:

Credit Suisse (Singapore) Limited

1 Raffles Link, #03-01
One Raffles Link
Singapore 039393
Telephone: +852 2101 7700
Attention: Investment Banking & Capital Markets – Legal
Email: list.hkdcmsyndicate@credit-suisse.com

This announcement is not an offer or a solicitation of offers. The Tender Offer is made solely by means of the Tender Offer Memorandum. The Tender Offer does not constitute, and may not be used in connection with, an offer or solicitation by anyone in any jurisdiction where an offer or solicitation is not authorized or in which the person making such offer or solicitation is not qualified to do so or to any person to whom it is unlawful to make such offer or solicitation.

This announcement does not constitute an offer to sell, or a solicitation of an offer to buy, any New Notes and shall not constitute an offer, solicitation or sale in any jurisdiction in which such offer, solicitation or sale would be unlawful.

With respect to persons in Hong Kong, (1) The Tender Offer is not being made to the public in Hong Kong, by means of any document, other than (i) to "professional investors" as defined in the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the "**SFO**") and any rules made thereunder; or (ii) in other circumstances which do not result in the document being a "prospectus" as defined in the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) of Hong Kong or which do not constitute an offer to the public within the meaning of that Ordinance; and (2) no advertisement, invitation or document relating to the Tender Offer will be issued, whether in Hong Kong or elsewhere, which is directed at, or the contents of which are likely to be accessed or read by, the public in Hong Kong (except if permitted to do so under the laws of Hong Kong) other than with respect to Notes which are or are intended to be disposed of only to persons outside Hong Kong or only to "professional investors" as defined in the SFO and any rules made thereunder.

Neither the Tender Offer Memorandum nor any other documents or materials relating to the Tender Offer (together, the “Tender Offer Documents”) constitute an offer to sell or the solicitation of an offer to buy any Notes in the People's Republic of China (the “PRC”, excluding Hong Kong, Macau and Taiwan) to any person to whom it is unlawful to make the offer or solicitation in the PRC. The Company and the Dealer Manager do not represent that the Tender Offer Documents may be lawfully distributed in compliance with any applicable registration or other requirements in the PRC, or pursuant to an exemption available thereunder, or assume any responsibility for facilitating any such distribution or offering. In particular, no action has been taken by the Company which would permit a public offering of any Notes or distribution of the Tender Offer Documents in the PRC. Accordingly, the Notes are not being offered or sold within the PRC by means of the Tender Offer Documents or any other document. Neither the Tender Offer Document nor any advertisement or other offering material may be distributed or published in the PRC, except under circumstances that will result in compliance with any applicable laws and regulations.

Neither the Tender Offer Memorandum nor any other documents or materials relating to the Tender Offer have been submitted to or will be submitted for approval or recognition to the FSMA (Autorité des services et marchés financiers / Autoriteit financiële diensten en markten) and, accordingly, the Tender Offer may not be made in Belgium by way of a public offering, as defined in Articles 3, §1, 1° and 6 of the Belgian Takeover Law as amended or replaced from time to time. Accordingly, the Tender Offer may not be advertised and the Tender Offer will not be extended, and neither the Tender Offer Memorandum nor any other documents or materials relating to the Tender Offer (including any memorandum, information circular, brochure or any similar documents) has been or shall be distributed or made available, directly or indirectly, to any person in Belgium other than (i) to “qualified investors” in the sense of Article 10 of the Belgian Law of June 16, 2006 on the public offer of placement instruments and the admission to trading of placement instruments on regulated markets, acting on their own account; or (ii) in any circumstances set out in Article 6, §4 of the Belgian Takeover Law. The Tender Offer Memorandum have been issued only for the personal use of the above qualified investors and exclusively for the purpose of the Tender Offer. Accordingly, the information contained in the Tender Offer Memorandum may not be used for any other purpose or disclosed to any other person in Belgium.

The Tender Offer Memorandum and any other documents or materials relating to the Tender Offer are only addressed to and directed at persons in member states of the European Economic Area (the “EEA”) who are “Qualified Investors” within the meaning of Article 2(1)(e) of the Prospectus Directive. The Tender Offer is only available to Qualified Investors. None of the information in the Tender Offer Memorandum and any other documents and materials relating to the Tender Offer should be acted upon or relied upon in any member state of the EEA by persons who are not Qualified Investors.

The Tender Offer does not constitute a public offering in Indonesia under Law Number 8 of 1995 regarding Capital Market and its implementing regulations (the “**Indonesian Capital Market Law**”). None of the Tender Offer Memorandum or any other documents or materials relating to the Tender Offer may not be offered within the territory of the Republic of Indonesia or to Indonesian citizens using mass media (which includes newspapers, magazines, film, television, radio and other electronic media, letter and brochures as well as any printed matter) or offered to more than 100 Indonesian parties and/or sold to more than 50 Indonesian parties or Indonesian residents, wherever they are domiciled, whether in or outside Indonesia within a certain time, in a manner which constitutes a public offering under the Indonesian Capital Market Law.

Under Luxembourg law, the Tender Offer is not considered as an offer to the public subject to the Luxembourg rules on public offers, since no securities are offered to the investors and the Tender Offer therefore falls outside of the scope of the Luxembourg law of July 10, 2005 on prospectuses for securities, as amended.

The Tender Offer Memorandum has not been and will not be approved by the Netherlands Authority for the Financial Markets (Autoriteit Financiële Markten) in accordance with Article 5:2 of the Dutch Act on Financial Supervision (Wet op het financieel toezicht).

None of the Tender Offer Memorandum or any other documents or materials relating to the Tender Offer have been or will be submitted to the clearance procedure of the Commissione Nazionale per le Società e la Borsa (the “**CONSOB**”) pursuant to Italian laws and regulations. The Tender Offer is being carried out in the Republic of Italy as an exempted offer pursuant to article 101-bis, paragraph 3-bis of the Legislative Decree No. 58 of February 24, 1998, as amended (the “**Financial Services Act**”) and article 35-bis, paragraph 4 of CONSOB Regulation No. 11971 of May 14, 1999, as amended (the “**Issuers’ Regulation**”), as the case may be. The Tender Offer is also being carried out in compliance with article 35-bis, paragraph 7 of the Issuers’ Regulation. A Holder located in the Republic of Italy can tender the Notes through authorized persons (such as investment firms, banks or financial intermediaries permitted to conduct such activities in the Republic of Italy in accordance with the Financial Services Act, CONSOB Regulation No. 16190 of October 29, 2007, as amended from time to time, and Legislative Decree No. 385 of September 1, 1993, as amended) and in compliance with applicable laws and regulations or with requirements imposed by CONSOB or any other Italian authority. Each intermediary must comply with the applicable laws and regulations concerning information duties vis-à-vis its clients in connection with the Notes or the Tender Offer.

None of the Tender Offer Memorandum or any other documents or materials relating to the Tender Offer have been or will be registered as a prospectus with the Monetary Authority of Singapore under the Securities and Futures Act, Chapter 289 of Singapore (the “SFA”). The Tender Offer does not constitute a public tender offer for the purchase of the Notes nor an offering of securities in Singapore pursuant to the SFA.

The Tender Offer is made in Switzerland to Holders only. Neither the Tender Offer Memorandum nor any other document related to the Tender Offer constitutes a prospectus within the meaning of Art. 652a or Art. 1156 of the Swiss Code of Obligations.

The Tender Offer Memorandum is not being distributed in the context of a public offer in France and has accordingly not been submitted to the Autorité des marchés financiers for prior approval and clearance. The Tender Offer Memorandum are not to be further distributed or reproduced (in whole or in part) by the addressees. Each of the Company and the Dealer Manager represents and agrees that the Tender Offer has not been and will not be made, directly or indirectly, to the public in France and it has not distributed or caused to be distributed and will not distribute or cause to be distributed to the public in France, the Tender Offer Memorandum or any other offering material relating to the Tender Offer, and that such offers, sales and distributions have been and shall only be made in France to (i) qualified investors other than individuals acting for their own account or (ii) providers of investment services relating to portfolio management for the account of third parties as defined in and in accordance with Articles L.411-1, L.411-2 and D.411-1 of the French Code monétaire et financier.

None of the communication of the Tender Offer Memorandum or any other documents or materials relating to the Tender Offer is being made, and such documents and/or materials have not been approved, by an authorized person for the purposes of section 21 of the Financial Services and Markets Act 2000 (the “FSMA”). Accordingly, such documents and/or materials are not being distributed to, and must not be passed on to, the general public in the United Kingdom. The communication of such documents and/or materials as a financial promotion is only being made to those persons in the United Kingdom falling within (i) the definition of investment professionals (as defined in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the “**Financial Promotion Order**”), (ii) Article 34 of the Financial Promotion Order, or (iii) any other applicable provision or provisions, of the Financial Promotion Order, or to persons to whom it may lawfully be communicated in accordance with the Financial Promotion Order.