

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

This announcement is for information purposes only and does not constitute or form part of and should not be construed as an invitation or a solicitation of an offer to acquire, purchase or subscribe for securities or an inducement to enter into investment activity, 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 is not an offer of securities for sale in the PRC, Hong Kong, the United States or elsewhere. The New Senior Notes are not available for general subscription in Hong Kong or elsewhere.

This announcement does not constitute an offer to purchase, a solicitation of an offer to purchase, or a solicitation of an offer to sell, any securities referred to herein. This announcement does not constitute, and may not be used in connection with, any form of offer or solicitation in the United States or any place where such offers or solicitations are not permitted by law. This announcement is not for release, publication or distribution in or into, or to any person resident and/or located in any jurisdiction where such release, publication or distribution is unlawful. The securities referred to herein have not been and will not be registered under the United States Securities Act of 1933, as amended (the "Securities Act") and may not be offered or sold in the United States except pursuant to an exemption from, or a transaction not subject to, the registration requirements of the Securities Act. Any public offer 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 and its management, as well as financial statements. The Company does not intend to make any public offering of securities in the United States.



MONGOLIAN MINING CORPORATION

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 975)

EARLY SETTLEMENT OF TENDER OFFERS

**COMPLETION OF CONSENT SOLICITATION AND EXECUTION OF
SUPPLEMENTAL INDENTURE IN RESPECT OF SENIOR NOTES DUE 2022
(COMMON CODE / ISIN NUMBER: 159863450 / XS1598634506)**

ISSUANCE OF GUARANTEED NEW SENIOR NOTES DUE 2024

This announcement is made by the Company pursuant to Rule 13.09(2) of the Listing Rules and the Inside Information Provisions (as defined in the Listing Rules) of Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Reference is made to the announcements of the Company dated (i) 18 March 2019 regarding the Tender Offers and Consent Solicitation; (ii) 25 March 2019 regarding the amendment of certain terms of the Tender Offers and Consent Solicitation; (iii) 2 April 2019 regarding the early results of the Perpetual Securities Tender Offer; (iv) 4 April 2019 regarding the pricing of the New Senior Notes; and (v) 9 April 2019 regarding the early results of the Senior Notes Tender Offer (the “**Announcements**”). Capitalised terms used in this announcement have the meanings ascribed to them in the Announcements unless otherwise indicated.

The Board is pleased to announce that, on 15 April 2019 (Central European time), an early settlement of the Tender Offers has occurred. Pursuant to the Perpetual Securities Tender Offer, the Company has repurchased an aggregate principal amount of US\$23,915,255 of Perpetual Securities. Pursuant to the Senior Notes Tender Offer, ER has repurchased an aggregate principal amount of US\$397,847,706 of Senior Notes.

Holders of Perpetual Securities and/or Senior Notes validly tendered prior to the Early Tender Deadline for the Senior Notes (and not validly withdrawn) and accepted for purchase will receive the Repurchase Price (or Late Tender Price) and/or Total Offer Consideration, as applicable, pursuant to the terms of the Tender Offers.

As at the Early Tender Deadline for the Senior Notes, Consents have been deemed to be validly delivered to ER by the Holders of the Senior Notes holding approximately US\$397,847,706 of the aggregate principal amount of Senior Notes, representing approximately 96.46% of the aggregate outstanding principal amount of Senior Notes. As the requisite Consents have been obtained from the Holders representing more than two-thirds of the outstanding aggregate principal amount of the Senior Notes, ER as issuer, the Company as parent guarantor, certain subsidiary guarantors named therein and the Senior Notes Trustee entered into the Supplemental Indenture on 15 April 2019 to give effect to the Proposed Amendments.

Following the completion of the Perpetual Securities Tender Offer and the cancellation of the Perpetual Securities in accordance with the Perpetual Securities Tender Offer, the outstanding aggregate principal amount of the Perpetual Securities is US\$171,084,572.

Following the completion of the Senior Notes Tender Offer and the cancellation of the Senior Notes in accordance with the Senior Notes Tender Offer, the outstanding aggregate principal amount of the Senior Notes is US\$14,618,186. Holders of the Senior Notes are hereby notified that they are therefore subject to the terms of the Senior Notes Indenture as supplemented, amended and waived by the Supplemental Indenture. The Supplemental Indenture has given effect to and adopted the Proposed Amendments as each are specified and contained in the Offer to Purchase Memorandum, and became operative on the 15 April 2019.

The Board wishes to announce that on 15 April 2019, the Company entered into the New Senior Notes Indenture between, among others, the Company and ER as co-issuers, certain subsidiary guarantors named therein, and the New Senior Notes Trustee.

Further, on 11 April 2019, the Senior Loan with outstanding principal amount of US\$16,200,000 as of 31 March 2019 was fully repaid with proceeds from Baruun Naran S.à.r.l., the wholly-owned subsidiary of the Company, upon which certain collection accounts and coal stockpiles pledged under the Senior Loan were released.

This announcement is made by the Company pursuant to Rule 13.09(2) of the Listing Rules and the Inside Information Provisions (as defined in the Listing Rules) of Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Reference is made to the announcements of the Company dated (i) 18 March 2019 regarding the Tender Offers and Consent Solicitation; (ii) 25 March 2019 regarding the amendment of certain terms of the Tender Offers and Consent Solicitation; (iii) 2 April 2019 regarding the early results of the Perpetual Securities Tender Offer; (iv) 4 April 2019 regarding the pricing of the New Senior Notes; and (v) 9 April 2019 regarding the early results of the Senior Notes Tender Offer (the “**Announcements**”). Capitalised terms used in this announcement have the meanings ascribed to them in the Announcements unless otherwise indicated.

As at the date of this announcement, the aggregate outstanding principal amount of Perpetual Securities is US\$171,084,572 and the aggregate outstanding principal amount of the Senior Notes is US\$14,618,186.

EARLY SETTLEMENT OF THE TENDER OFFERS

The Board is pleased to announce that, on 15 April 2019 (Central European time), an early settlement of the Tender Offers has occurred. Pursuant to the Perpetual Securities Tender Offer, the Company has repurchased an aggregate principal amount of US\$23,915,255 of Perpetual Securities. Pursuant to the Senior Notes Tender Offer, ER has repurchased an aggregate principal amount of US\$397,847,706 of Senior Notes.

Holders of Perpetual Securities and/or Senior Notes validly tendered prior to the Early Tender Deadline for the Senior Notes (and not validly withdrawn) and accepted for purchase will receive the Repurchase Price (or Late Tender Price) and/or Total Offer Consideration, as applicable, pursuant to the terms of the Tender Offers.

The Company has purchased US\$23,915,255 in aggregate principal amount of Perpetual Securities for a total purchase price of US\$12,194,523.30, with the Repurchase Price being US\$510 for each US\$1,000 principal amount of Perpetual Securities validly tendered on or before the Early Tender Deadline for the Perpetual Securities and the Late Tender Price being US\$460 for each US\$1,000 principal amount of Perpetual Securities validly tendered after the Early Tender Deadline for the Perpetual Securities.

The Company and ER will cancel the Perpetual Securities and Senior Notes purchased by the Company or ER (as applicable) in accordance with the Tender Offers.

The Tender Offers will expire at Expiration Time, unless extended or terminated as provided in the Offer to Purchase Memorandum.

COMPLETION OF THE CONSENT SOLICITATION AND EXECUTION OF THE SUPPLEMENTAL INDENTURE IN RESPECT OF THE SENIOR NOTES

As at the Early Tender Deadline for the Senior Notes, Consents have been deemed to be validly delivered to ER by the Holders of the Senior Notes holding approximately US\$397,847,706 of the aggregate principal amount of Senior Notes, representing approximately 96.46% of the aggregate outstanding principal amount of Senior Notes.

As the requisite Consents have been obtained from the Holders representing more than two-thirds of the outstanding aggregate principal amount of the Senior Notes, ER as issuer, the Company as parent guarantor, certain subsidiary guarantors named therein and the Senior Notes Trustee entered into the Supplemental Indenture on 15 April 2019 to give effect to the Proposed Amendments.

Following the completion of the Senior Notes Tender Offer and the cancellation of the Senior Notes in accordance with the Senior Notes Tender Offer and currently held by ER and its affiliates, the outstanding aggregate principal amount of the Senior Notes is US\$14,618,186.

Holders of the Senior Notes are hereby notified that they are therefore subject to the terms of the Senior Notes Indenture as supplemented, amended and waived by the Supplemental Indenture. The Supplemental Indenture has given effect to and adopted the Proposed Amendments as each are specified and contained in the Offer to Purchase Memorandum, and became operative on the 15 April 2019.

ISSUANCE OF THE GUARANTEED NEW SENIOR NOTES DUE 2024

The Board is pleased to announce that on 15 April 2019, the issue of the New Senior Notes was completed pursuant to the New Senior Notes Indenture. The New Senior Notes are guaranteed by the Subsidiary Guarantors and the proposed issue of the New Senior Notes was arranged by J.P. Morgan Securities plc and Morgan Stanley & Co. International plc as Joint Bookrunners and Joint Lead Managers. The Bank of New York Mellon is the New Senior Notes Trustee.

The Company used the net proceeds from the issue of the New Senior Notes to pay the tender price of the Senior Notes tendered in connection with the Senior Notes Tender Offer and the Perpetual Securities tendered in connection with the Perpetual Securities Tender Offer plus all related fees and expenses incurred. Any remaining funds are expected to be used by the Company for general corporate purposes, including to repay indebtedness of the Company.

REPAYMENT OF SENIOR LOAN

Further, on 11 April 2019, the Senior Loan with outstanding principal amount of US\$16,200,000 as of 31 March 2019 was fully repaid with proceeds from Baruun Naran S.à.r.l., the wholly-owned subsidiary of the Company, upon which certain collection accounts and coal stockpiles pledged under the Senior Loan were released.

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 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 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. 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.

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

FORWARD-LOOKING STATEMENTS

Forward-looking statements in this announcement, including, among others, those statements relating to the Tender Offers are based on the Company's current expectations. These statements are not guarantees of future events or results. Future events and results involve some risks, uncertainties and assumptions that are difficult to predict. 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 Perpetual Securities, and/or the Senior Notes; changes in the business and financial condition of the Company and its subsidiaries; changes in the debt markets in general; and the occurrence of events specified in the Offer to Purchase Memorandum that would trigger a condition permitting termination or amendment of the Tender Offers.

Shareholders, Holders of the Perpetual Securities, Holders of the Senior Notes and potential investors should note that completion of the Tender Offers is subject to the fulfillment or waiver of the conditions precedent to the Tender Offers as set forth in the Offer to Purchase Memorandum. No assurance can be given that the Tender Offers will be completed and the Company reserves the right to amend, withdraw or terminate the Tender Offers with or without conditions. The Company may, in its sole discretion, amend or waive certain of the conditions precedent to the Tender Offers.

DEFINITIONS

“Board”	means	the board of directors of the Company
“Company”	means	Mongolian Mining Corporation
“Consent(s)”	means	consent(s) from Holders of the Senior Notes to amend the Senior Notes Indenture by entering into the Supplemental Indenture to implement the Proposed Amendments
“Consent Solicitation”	means	the solicitation of Consent upon the terms and subject conditions set forth in the Offer to Purchase Memorandum
“Early Tender Deadlines”	means	the Early Tender Deadline for the Perpetual Securities and the Early Tender Deadline for the Senior Notes
“Early Tender Deadline for the Perpetual Securities”	means	5:00 p.m. Central European time, on 1 April 2019
“Early Tender Deadline for the Senior Notes”	means	5:00 p.m. Central European time, on 8 April 2019

“ER”	means	Energy Resources LLC, an indirect wholly-owned subsidiary of the Company
“Expiration Time”	means	11:00 a.m., Central European time, on 25 April 2019, unless extended
“Group”	means	the Company together with its subsidiaries
“Holders”	means	holders of the Perpetual Securities and/or holders of the Senior Notes, as applicable
“Late Tender Price”	means	the price for each US\$1,000 principal amount of the Perpetual Securities that Holders who validly tendered such Perpetual Securities after the Early Tender Deadline and on or before the Expiration Time will be eligible to receive
“Joint Bookrunners and Joint Lead Managers”	means	J.P. Morgan Securities plc and Morgan Stanley & Co. International plc
“Listing Rules”	means	The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“New Senior Notes”	means	new senior notes issued jointly by the Company and ER as co-issuers, and guaranteed by certain subsidiary guarantors named thereunder
“New Senior Notes Indenture”	means	the indenture between, among others, the Company and ER as co-issuers, certain subsidiary guarantors named therein, and the New Senior Notes Trustee
“New Senior Notes Trustee”	means	The Bank of New York Mellon
“Offer to Purchase Memorandum”	means	the Offer to Purchase Memorandum dated 18 March 2019, together with the notice dated 25 March 2019 issued by the Company to the Holders in connection with the Tender Offers and the Consent Solicitation
“Perpetual Securities”	means	the US\$194,999,827 perpetual securities of the Company issued on 4 May 2017 which are listed on the SGX-ST (Common Code/ISIN Number: 159907805/XS1599078059)
“Perpetual Securities Tender Offer”	means	the offer by the Company Holders to purchase the Perpetual Securities for payment of the Offer Consideration upon the terms and subject to conditions set forth in the Offer to Purchase Memorandum
“Proposed Amendments”	means	the certain amendments made to the Senior Notes Indenture as specified in the Offer to Purchase Memorandum

“Repurchase Price”	means	the price for each US\$1,000 principal amount of the Perpetual Securities that Holders who validly tendered such Perpetual Securities on or before the Early Tender Deadline will be eligible to receive, and which includes the Perpetual Securities Early Tender Premium
“Securities Act”	means	U.S. Securities Act of 1933, as amended
“Senior Loan”	means	the first ranking senior secured facility with principal amount of US\$16,200,000 as of 31 March 2019, and with initial fair value of US\$30,960,000, issued by the Group on 4 May 2017
“Senior Notes”	means	the US\$412,465,892 Guaranteed Senior Notes due 2022 issued by ER on 4 May 2017 pursuant to the Senior Notes Indenture which are listed on the SGX-ST (Common Code/ISIN Number: 159863450/XS1598634506)
“Senior Notes Indenture”	means	the indenture between, among others, ER as issuer, the Company as parent guarantor, certain subsidiary guarantors named therein and the Senior Notes Trustee
“Senior Notes Tender Offer”	means	the offer by ER to Holders to purchase the Senior Notes for payment of the Offer Consideration upon the terms and subject to condition set forth in the Offer to Purchase Memorandum
“Senior Notes Trustee”	means	The Bank of New York Mellon
“SGX-ST”	means	Singapore Exchange Securities Trading Limited
“Shareholders”	means	shareholders of the Company
“Subsidiary Guarantors”	means	Baruun Naran S.à.r.l, Energy Resources Corporation LLC, Energy Resources Rail LLC, Khangad Exploration LLC, Mongolian Coal Corporation Limited, Mongolian Coal Corporation S.à.r.l, Tavan Tolgoi Airport LLC, United Power LLC, Enreotechnology LLC and Ukhua Khudag Water Supply LLC, subsidiary guarantors of the New Senior Notes
“Supplemental Indenture”	means	the supplemental indenture entered into between, among others, ER as issuer, the Company as parent guarantor, certain subsidiary guarantors named therein and the Senior Notes Trustee, the form of which is as specified in the Offer to Purchase Memorandum

“Tender Offers”	means	the Perpetual Securities Tender Offer and the Senior Notes Tender Offer
“United States”	means	the United States of America, its territories and possessions and all areas subject to its jurisdiction

For and on behalf of the Board
Mongolian Mining Corporation
Odjargal Jambaljamts
Chairman

Hong Kong, 16 April 2019

As at the date of this announcement, the Board consists of Mr. Odjargal Jambaljamts and Dr. Battsengel Gotov, being the executive directors, Mr. Od Jambaljamts, Ms. Enkhtuvshin Gombo and Mr. Enkhtuvshin Dashtseren, being the non-executive directors, and Dr. Khashchuluun Chuluundorj, Mr. Unenbat Jigjid and Mr. Chan Tze Ching, Ignatius, being the independent non-executive directors.