MONGOLIA ENERGY CORPORATION LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 276)

(1) COMPLETION OF THE SUBSCRIPTIONS OF THE 2025 CONVERTIBLE NOTES; (2) SETTLEMENT OF THE EXISTING CONVERTIBLE NOTES; AND (3) SETTLEMENT OF THE EXISTING RP LOAN NOTES BY ISSUING OF THE 2025 RP LOAN NOTE

The Board is pleased to announce that as all the conditions precedent under the Subscription Agreements have been fulfilled, completion of the Subscriptions has taken place on 28 May 2025.

Upon issue of the 2025 Convertible Notes, all outstanding principals and accrued interests of the respective Existing Convertible Notes were settled.

The Company has also issued the 2025 RP Loan Note to repay the aggregate outstanding principals and accrued interests of the Existing RP Loan Notes on 28 May 2025.

References are made to the announcement of Mongolia Energy Corporation Limited (the "**Company**") dated 6 March 2025 and the circular of the Company dated 25 April 2025 (the "**Circular**") in relation to, among others, the subscriptions of the new 3% convertible notes of the Company by Golden Infinity Co., Ltd. and Chow Tai Fook Nominee Limited, respectively. Unless otherwise defined herein, capitalised terms used herein shall have the same meanings as those defined in the Circular.

COMPLETION OF THE SUBSCRIPTIONS

The Board is pleased to announce that as all the conditions precedent under the Subscription Agreements have been fulfilled, completion of the Subscriptions has taken place on 28 May 2025.

As at 27 May 2025, the total outstanding amounts (being the principals and the accrued interests) of the Existing GI Convertible Note and the Existing CTF Convertible Note were HK$726,932,284 and HK$3,250,289,055, respectively. On completion of the Subscriptions, the 2025 GI Convertible Note and the 2025 CTF Convertible Note were issued at the principal amounts of HK$726,932,284 and HK$3,250,289,055, respectively.

The subscription money from the Subscriptions were used by the Company to settle the outstanding principals and accrued interests of the Existing GI Convertible Note and Existing CTF Convertible Note on completion.

Accordingly, all outstanding principals and accrued interests under the Existing GI Convertible Note and the Existing CTF Convertible Note have been fully settled.

EFFECT ON SHAREHOLDING STRUCTURE OF THE COMPANY

As at the date of this announcement, save for (i) the 2025 Convertible Notes and (ii) 16,300,000 Outstanding Share Options, there are no other outstanding options, warrants, derivatives, or other securities which carry rights to subscribe for or to be converted into Shares.

The table below illustrates the shareholding structures of the Company as at the date of this announcement and under the following scenarios (assuming that there is no other change in the issued share capital and shareholding structure of the Company from the date of this announcement up to the occurrence of the relevant events mentioned below):

Scenario I: for illustration purpose only, immediately upon full conversion of the principal amount of the 2025 GI Convertible Note of HK$726,932,284 and the accrued interest thereon of HK$65,423,905.56 (calculated from the date of issue of the 2025 GI Convertible Note until its maturity) at the initial Conversion Price of HK$0.65 per Share only;

Scenario II: for illustration purpose only, immediately upon full conversion of the principal amount of the 2025 CTF Convertible Note of HK$3,250,289,055 and the accrued interest thereon of HK$292,526,014.95 (calculated from the date of issue of the 2025 CTF Convertible Note until its maturity) at the initial Conversion Price of HK$0.65 per Share only;

Scenario III: for illustration purpose only, occurrence of scenarios I and II above only;

Scenario IV: for illustration purpose only, occurrence of scenarios I and II above, and upon exercise of all Outstanding Share Options.

	As at the date of this announcement		Scenario I		Scenario II		Scenario III		Scenario IV	
	Number of Shares	*Approximate %*	*Number of Shares (Notes 5 & 6)*	*Approximate %*	*Number of Shares (Notes 5 & 6)*	*Approximate %*	*Number of Shares (Notes 5 & 6)*	*Approximate %*	*Number of Shares (Notes 5 & 6)*	*Approximate %*
Concert Group										
Golden Infinity and its associates *(Note 1)*	30,319,707	16.1	1,249,329,229	88.8	30,319,707	0.5	1,249,329,229	18.2	1,254,629,229	18.2
CTF and its associates *(Note 2)*	5,500,000	2.9	5,500,000	0.4	5,455,984,723	96.8	5,455,984,723	79.6	5,455,984,723	79.4
Dragon Noble Group Limited and its associates *(Note 3)*	9,866,750	5.3	9,866,750	0.7	9,866,750	0.2	9,866,750	0.1	9,866,750	0.1
Subtotal	45,686,457	24.3	1,264,695,979	89.9	5,496,171,180	97.5	6,715,180,702	97.9	6,720,480,702	97.7
Other directors of the Group *(Note 4)*	179,780	0.1	179,780	0.0	179,780	0.0	179,780	0.0	3,979,780	0.1
Other public Shareholders	142,259,612	75.6	142,259,612	10.1	142,259,612	2.5	142,259,612	2.1	149,459,612	2.2
Total	**188,125,849**	**100.0**	**1,407,135,371**	**100.0**	**5,638,610,572**	**100.0**	**6,857,620,094**	**100.0**	**6,873,920,094**	**100.0**

Notes:

1. Among the 30,319,707 Shares held as at the date of this announcement, 124,000 Shares represent interest of Mr. Lo on an individual basis; while 30,151,957 Shares represent interest of Golden Infinity. The balance of 43,750 Shares represent interest of Ms. Ku Ming Mei, Rouisa, the spouse of Mr. Lo.

2. Chow Tai Fook (Holding) Limited holds 99.9% interest in CTF. 81.03% interest of Chow Tai Fook (Holding) Limited is held by Chow Tai Fook Capital Limited in which it is held as to 48.98% by Cheng Yu Tung Family (Holdings) Limited and as to 46.65% by Cheng Yu Tung Family (Holdings II) Limited.

3. Dragon Noble Group Limited is a company wholly and beneficially owned by Dr. Cheng Kar Shun. Dr. Cheng Kar Shun is deemed to be interested in 7,889,250 Shares held by Dragon Noble Group Limited and 1,977,500 Shares owned by Ms. Ip Mei Hing (the spouse of Dr. Cheng Kar Shun) through her controlled corporation Brighton Management Limited.

4. Other directors of the Group include Ms. Yvette Ong, Mr. To Hin Tsun, Gerald, Mr. Tsui Hing Chuen, William *JP*, Mr. Lau Wai Piu, and Mr. Lee Kee Wai, Frank.

5. Pursuant to the terms of the 2025 Convertible Notes, each of the holders of the 2025 Convertible Notes agree and undertake to the Company that it shall not exercise any of the Conversion Rights to such an extent that results or will result in the holders of the 2025 Convertible Notes (or any of its parties acting in concert with it within the meaning of the Takeovers Code) being obliged to make a mandatory offer for all the Shares under the Takeovers Code unless (i) the mandatory offer obligations under the Takeovers Code have been complied with; or (ii) prior approval or waiver from the Executive, and (where so required) approval of the whitewash waiver by the Shareholders, have been obtained in accordance with the requirements of the Takeovers Code (and where any conditions to which such approval or waiver is subject are duly complied with). Accordingly, scenarios above are shown for illustrative purpose only.

6. Pursuant to the terms of the 2025 Convertible Notes, if the issue of the Conversion Shares pursuant to the exercise of the Conversion Right would result in the Company failing to meet the public float requirements as prescribed under the Listing Rules from time to time, such Conversion Right shall be deemed to have been exercised pursuant to such conversion notice such that the Company shall issue the maximum number of Conversion Shares under such conversion notice without breaching the then public float requirement. Accordingly, the Company ensures that at least 25% of the Company's total number of issued Shares (excluding treasury shares) must at all times be held by the public and, therefore, scenarios above are shown for illustrative purpose only.

SETTLEMENT OF THE EXISTING RP LOAN NOTES BY ISSUING OF THE 2025 RP LOAN NOTE

As at 27 May 2025, the aggregate total outstanding amounts (being the principals and the accrued interests) of the existing loan notes of the Company held by Ruby Pioneer Limited, a company controlled by Mr. Lo, was approximately HK$657,565,542 (the "**Existing RP Loan Notes**").

After trading hours on 28 May 2025, the Company and Ruby Pioneer Limited entered into a loan note subscription agreement (the "**2025 RP Loan Note Subscription Agreement**") pursuant to which the Company agreed to issue and Ruby Pioneer Limited agreed to subscribe for a new loan note at a principal amount of HK$657,565,542 for a term of 3 years and at an interest rate of 3% per annum (the "**2025 RP Loan Note**"). Completion of the 2025 RP Loan Note Subscription Agreement and the issue of the 2025 RP Loan Note were taken place on the same date. The subscription money from the 2025 RP Loan Note has been used by the Company for full settlement of the outstanding principals and accrued interests of the Existing RP Loan Notes.

Since the subscription of the 2025 RP Loan Note is conducted on normal commercial terms or better, and the debts owing by the Company under the 2025 RP Loan Note is not secured by the assets of the Group, the entering into of the 2025 RP Loan Note Subscription Agreement (and the issue of the 2025 RP Loan Note) is fully exempt under Rule 14A.90 of the Listing Rules from all disclosure, annual review, circular and shareholders' approval requirements of the Listing Rules.

By order of the Board
Mongolia Energy Corporation Limited
Tang Chi Kei
Company Secretary

Hong Kong, 28 May 2025

As at the date of this announcement, the Board comprises nine Directors, of which Mr. Lo Lin Shing, Simon, Ms. Yvette Ong, Mr. Lo, Rex Cze Kei, Mr. Lo, Chris Cze Wai and Mr. Lo, James Cze Chung are executive Directors, Mr. To Hin Tsun, Gerald is a non-executive Director, and Mr. Tsui Hing Chuen, William JP, Mr. Lau Wai Piu and Mr. Lee Kee Wai, Frank are independent non-executive Directors.