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PHOENITRON
PHOENITRON HOLDINGS LIMITED
品創控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8066)

**INSIDE INFORMATION – LETTER OF INTENT
IN RELATION TO A PROPOSED ACQUISITION**

This announcement is made by Phoenitron Holdings Limited (the “**Company**”) pursuant to Rule 17.10 of the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”) and the Inside Information Provisions (as defined in the GEM Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Proposed Acquisition

The board of directors (the “**Board**”) of the Company is pleased to announce that after trading hours on 29 June 2017, the Company entered into a letter of intent (the “**Letter of Intent**”) with several independent third parties (the “**Vendors**”) pursuant to which the Company intended to acquire and the Vendors intended to sell in aggregate the entire share capital of the 圖木舒克新盛燃氣有限公司 (the “**Target Company**”) (the “**Proposed Acquisition**”).

Information of the Target Company

Based on the preliminary information provided by the Vendors, the Target Company is a limited company incorporated in Tumushuke, the People’s Republic of China (the “**PRC**”) since 2012 and has formally commenced business in 2014, and the Vendors are the legal and beneficial owners of the entire share capital of the Target Company. The Target Company is granted an exclusive franchise of 30 years commencing from 30 June 2013 to, among other things, supply of piped gas (e.g. natural gas, liquefied petroleum gas and other gas fuels) in the city core planned areas of Tumushuke (approximately 96 square kilometers) and to establish and operate compressed natural gas fueling stations and liquefied natural gas fueling stations etc. in Tumushuke.

Consideration

The consideration for the Possible Acquisition is subject to further negotiations and determination between the Vendors and the Company.

Due Diligence and Formal Agreement

After the execution of the Letter of Intent, the Company is entitled to carry out a due diligence review and investigation on the Target Company, including without limitation to its assets, liabilities, contracts, commitments, business, financial, legal and taxation aspects.

The Company should, as soon as practicable after the end of the due diligence review and investigation, in writing notify the Vendors as to whether it will proceed with the Proposed Acquisition. In case that the Proposed Acquisition will be proceeded with, the parties should endeavor to negotiate in good faith terms of the formal agreement for the Proposed Acquisition and the entering into of the same.

Exclusivity

The Vendors and Target Company will not, and will procure its respective directors, officers, employees, representatives and agents will not, directly or indirectly, for a period of three months from the date of the Letter of Intent (the “**Exclusivity Period**”) (i) solicit, initiate or encourage inquiries or offers from, or (ii) initiate or continue negotiations or discussions with or furnish any information to, or (iii) enter into any agreement or statement of intent or understanding with, any person or entity other than the Company hereto with respect to the Proposed Acquisition.

Binding Effect

The Letter of Intent does not create legally binding obligations on the parties in relation to the Proposed Acquisition but is legally binding as to such terms relating to, among others, the Exclusivity and confidentiality. The Proposed Acquisition is subject to the further negotiation and execution of a formal agreement between the parties.

General

As of the date of this announcement, all terms and conditions of the Proposed Acquisition are still being negotiated and no binding agreement has been entered into, the Company will keep the shareholders and potential investors informed of any material development in connection with the Proposed Acquisition by way of further announcement(s) as and whether appropriate in compliance with the requirements of the GEM Listing Rules.

To the best knowledge of the directors of the Company and having made all reasonable enquiries, each of the Vendors is a third party independent of and not connected with the directors, chief executive or substantial shareholder(s) of the Company or any of its subsidiaries or any of their associates as defined in the GEM Listing Rules.

The Letter of Intent may or may not lead to the entering into of definitive and binding agreement for the Proposed Acquisition. If the Proposed Acquisition is materialised, it may constitute a notifiable transaction of the Company pursuant to the GEM Listing Rules. Shareholders and investors of the Company are urged to exercise caution when dealing in the securities of the Company. Further announcement in respect of the Proposed Acquisition will be made by the Company as and when appropriate in compliance with the GEM Listing Rules.

By Order of the Board
Phoenitron Holdings Limited
Lily Wu
Chairman

Hong Kong, 29 June 2017

As at the date of this announcement, the Board comprises three executive Directors, Ms. Lily Wu (Chairman and Chief Executive Officer), Mr. Chang Wei Wen and Mr. Yang Meng Hsiu, and three independent non-executive Directors, Ms. Wong Ka Wai, Jeanne, Mr. Leung Ka Kui, Johnny and Mr. Chan Siu Wing, Raymond.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.

This announcement will remain at www.hkgem.com on the "Latest Company Announcements" page of the GEM website for at least 7 days from the date of its posting and on the Company website at www.phoenitron.com.