PHOENITRON

PHOENITRON HOLDINGS LIMITED

品 創 控 股 有 限 公 司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8066)

VOLUNTARY ANNOUNCEMENT

Reference is made to the annual results announcement for the year ended 31 December 2018 (the "**Announcement**") of the Company dated 26 March 2019 regarding, among other things, the other receivables due from the Petroleum Company of RMB48,750,000 standing in the books of Phoenitron HK as of 31 December 2018. Capitalised terms used herein shall have the same meaning as those defined in the Announcement, unless the context otherwise requires.

THE REPAYMENT AGREEMENT

On 5 July 2019 (after trading hours), Phoenitron HK, an indirect wholly-owned subsidiary of the Company, entered into the Repayment Agreement with the Petroleum Company, pursuant to which Phoenitron HK, as the creditor, and the Petroleum Company, as the debtor, agreed as follows:–

1. Phoenitron HK and the Petroleum Company confirm that as of the signing date of the Repayment Agreement, the Petroleum Company owes Phoenitron HK a total sum of RMB48,750,000; and

2. The Petroleum Company agrees to settle the said RMB48,750,000 with Phoenitron HK in the following manner:–

    (1) the Petroleum Company shall repay Phoenitron HK a total sum of RMB24,375,000 by August 25 2019;

    (2) the Petroleum Company shall repay Phoenitron HK a total sum of RMB12,187,500 by August 25 2020; and

    (3) the Petroleum Company shall repay Phoenitron HK the remaining sum of RMB12,187,500 by August 25 2021.

REASONS FOR AND BENEFITS OF ENTERING INTO THE REPAYMENT AGREEMENT

The Company has consulted its appointed lawyer in the PRC regarding the potential benefits and drawbacks of recovering the RMB48,750,000 from the Petroleum Company by different means, including but not limited to commencing legal proceedings against the Petroleum Company, or attempting to reach an amicable settlement with the Petroleum Company through negotiation. Having considered the advice from the said appointed lawyer in the PRC carefully, the Directors are of the view that the Repayment Agreement would be an opportunity for the Group to recover the RMB48,750,000 from the Petroleum Company in a more cost effective and expeditious manner.

In light of the above reasons, the Directors consider that the terms of the Repayment Agreement are fair and reasonable and are entered into on normal commercial terms, and entering into the Repayment Agreement is in the interests of the Company and its shareholders as a whole.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following expressions shall have the following meaning:

“Board”	the board of Directors
“Company”	Phoenitron Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on the GEM
“Directors”	the directors of the Company
“GEM”	GEM of the Stock Exchange

"GEM Listing Rules"	the Rules Governing the Listing of Securities on GEM
"Group"	the Company and its subsidiaries
"HKD"	Hong Kong Dollar, the lawful currency of Hong Kong
"Hong Kong"	the Hong Kong Special Administrative Region of the People's Republic of China
"PRC"	the People's Republic of China, which for the purpose of this announcement, shall exclude Hong Kong, Macau Special Administrative Region of the PRC and Taiwan
"Phoenitron HK"	Phoenitron Resources Company limited, an indirect wholly-owned subsidiary of the Company
"RMB"	Renminbi, the lawful currency of the PRC
"Repayment Agreement"	A repayment agreement entered by Phoenitron HK and the Petroleum Company on 5 July 2019
"Stock Exchange"	The Stock Exchange of Hong Kong Limited

By order of the Board
Phoenitron Holdings Limited
Chang Wei Wen
Executive Director

Hong Kong, 12 July 2019

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 in this announcement misleading.

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