
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Trony Solar Holdings Company Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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Trony Solar Holdings Company Limited
創益太陽能控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(stock code: 2468)

**PROPOSALS FOR RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the Annual General Meeting of Trony Solar Holdings Company Limited to be held at Trony Industrial Park, No. 7 Baolong Road, Longgang District, Shenzhen, the PRC on Wednesday, 28 December 2016 at 10:30 a.m., at which, among other things, the above proposals will be considered, is set out on pages 9 to 10 of this circular.

Whether or not you intend to attend the Annual General Meeting, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to Trony Solar Holdings Company Limited's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time of the meeting or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the meeting or any adjournment thereof should you so wish.

24 November 2016

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RESPONSIBILITY STATEMENT

This circular, for which the Directors (as defined in the section headed “DEFINITIONS”) of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules (as defined in the section headed “DEFINITIONS”) 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 circular 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 circular misleading.

DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“AGM”	the annual general meeting of the Company to be convened and held at Trony Industrial Park, No. 7 Baolong Road, Longgang District, Shenzhen, the PRC on Wednesday, 28 December 2016 at 10:30 a.m.
“Articles”	the articles of association of the Company
“Board”	the board of Directors
“Company”	Trony Solar Holdings Company Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange
“Director(s)”	director(s) of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	21 November 2016, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China
“SFO”	Securities and Futures Ordinance (Chapter 571, Laws of Hong Kong)
“Share(s)”	ordinary shares of US\$0.0001 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$”	Hong Kong dollars and cents, the lawful currency of Hong Kong
“US\$”	United State dollars, the lawful currency of United States of America
“%”	per cent.

LETTER FROM THE BOARD



Trony Solar Holdings Company Limited
創益太陽能控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(stock code: 2468)

Executive Director:

Ms. Yu Ying

Independent Non-Executive Directors:

Ms. Chan Yee Ling Elaine (*Chairlady*)

Mr. Cai Zhipeng

Mr. Zhang Xuehu

Ms. Chow Wai Fong

Mr. Fu Wah Sun

Registered Office:

P.O. Box 1350

Clifton House

75 Fort Street

Grand Cayman KY1-1108

Cayman Islands

Head Office in the PRC:

Room 1403, Building A4

Kexing Science Park

Keyuan Road, Middle District of Science Park

Nanshan District

Shenzhen 518048

PRC

Principal Place of Business

in Hong Kong:

Room 1502, 15th Floor

The Chinese Bank Building

61-65 Des Voeux Road Central

Hong Kong

24 November 2016

To the Shareholders,

Dear Sir or Madam,

PROPOSALS FOR RE-ELECTION OF DIRECTORS

INTRODUCTION

The purpose of this circular is to provide you with information in respect of the resolutions to be proposed to seek approval of the Shareholders in respect of, among other matters, the re-election of Directors.

LETTER FROM THE BOARD

RE-ELECTION OF DIRECTORS

The Board currently consists of six Directors, namely Ms. Chan Yee Ling Elaine, Ms. Yu Ying, Mr. Cai Zhipeng, Mr. Zhang Xuehu, Ms. Chow Wai Fong and Mr. Fu Wah Sun.

Pursuant to Article 107(1) of the Articles, Ms. Yu Ying and Mr. Cai Zhipeng shall retire from office by rotation and, being eligible, offer themselves for re-election at the AGM.

Pursuant to Article 102(3) of the Articles, Ms. Chan Yee Ling Elaine and Mr. Fu Wah Sun shall retire and, being eligible, offer themselves for re-election at the AGM.

Details of the above-mentioned Directors proposed to be re-elected at the AGM are set out in Appendix to this circular.

ANNUAL GENERAL MEETING

Set out on pages 9 to 10 of this circular is a notice convening the AGM to consider and, if appropriate, to approve the ordinary resolutions relating to the proposals for re-election of Directors.

A form of proxy for use at the AGM is enclosed herewith. If you are not able to attend and/or vote at the AGM in person, you are requested to complete the form of proxy and return it to the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time of the AGM or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. As such, all the resolutions set out in the notice of the AGM will be voted by poll.

RECOMMENDATION

The Board considers that the ordinary resolutions in relation to the re-election of Directors to be proposed at the AGM are in the best interests of the Company and the Shareholders. Accordingly, the Board recommends the Shareholders to vote in favour of such resolutions at the AGM.

LETTER FROM THE BOARD

GENERAL

Your attention is also drawn to the Appendix to this circular.

MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

By Order of the Board
Trony Solar Holdings Company Limited
Chan Yee Ling Elaine
Chairlady

The following set out the details of the Directors who shall retire and, being eligible, offer themselves for re-election at the AGM pursuant to the Articles 107(1) and 102(3) of the Articles.

**MS. CHAN YEE LING ELAINE, CHAIRLADY AND INDEPENDENT NON-EXECUTIVE
DIRECTOR**

Ms. Chan Yee Ling Elaine (陳綺玲), aged 52, was appointed as an independent non-executive Director and Chairlady of the Board on 7 September 2016. She is a member of each of the audit committee (the “Audit Committee”) and the independent review committee (the “Independent Review Committee”) of the Company. Ms. Chan obtained a Bachelor of Science in Business Administration (Hons) from Hawaii Pacific University in 1996. She obtained the Postgraduate Certificate in Laws from The University of Hong Kong in 2001 and further a Bachelor of Laws (Hons) from Manchester Metropolitan University in 2003. Ms. Chan was admitted as a Solicitor in Hong Kong in 2003. During the years from 2006 to 2016, Ms. Chan had been a practising solicitor in various law firms and has over ten years’ experience in legal practice. Ms. Chan did not hold any directorship in listed companies during the past three years.

Ms. Chan has signed an appointment letter issued by the Company on 7 September 2016 for an initial term of three years commencing from 7 September 2016, which is automatically renewable for a term of three years upon the expiry of the said term or until termination according to the terms of the appointment letter. She is subject to retirement by rotation at least once every three years in accordance with the Articles. Ms. Chan is entitled to a remuneration for acting as Director and a member of the Independent Review Committee of HK\$60,000 per month, which is determined by the Board with reference to the recommendation of the remuneration committee of the Company (the “Remuneration Committee”) based on the duties and responsibilities of Ms. Chan and the prevailing market conditions.

As at the Latest Practicable Date, Ms. Chan does not have any interest in the Shares within the meaning of Part XV of the SFO.

Ms. Chan does not have any relationship with any other Director, senior management, substantial Shareholders (as defined in the Listing Rules) or controlling Shareholders (as defined in the Listing Rules) of the Company.

MS. YU YING, EXECUTIVE DIRECTOR

Ms. Yu Ying (余穎), aged 46, was appointed as an executive Director on 29 April 2016. She is a member of each of the Remuneration Committee, the nomination committee of the Company (the “Nomination Committee”) and the Independent Review Committee. Ms. Yu graduated from the Foreign Languages Department of Shenzhen University. Ms. Yu joined the Group in 2011 and was responsible for assisting the Board and the management on corporate governance of the Company, participating in and supervising the establishment and management of the Group’s overseas subsidiaries, and participating in legal and compliance affairs of the Company. Ms. Yu is currently a director of certain subsidiaries of the Group in Hong Kong, Singapore, the United States and East Africa. Ms. Yu has more than 20 years of experience in business planning, operating and marketing. Ms. Yu did not hold any directorship in other listed public companies in the past three years.

There is no service contract entered into between the Company and Ms. Yu. However, she is subject to retirement by rotation and re-election at least once in every three years in accordance with the Articles. Ms. Yu is entitled to a director’s remuneration of HK\$800,000 per annum which is determined by the Board with reference to the recommendation of the Remuneration Committee based on her qualifications, experience and duties and responsibilities in the Company.

As at the Latest Practicable Date, Ms. Yu does not have any interest in the Shares within the meaning of Part XV of the SFO.

Ms. Yu does not have any relationship with any Directors, senior management, substantial Shareholders (as defined in the Listing Rules) or controlling Shareholders (as defined in the Listing Rules) of the Company.

MR. FU WAH SUN, INDEPENDENT NON-EXECUTIVE DIRECTOR

Mr. Fu Wah Sun (傅華新), aged 65, was appointed as an independent non-executive Director on 19 August 2016. He is the chairman of the Audit Committee and the Independent Review Committee and a member of each of the Remuneration Committee and the Nomination Committee. Mr. Fu is a CPA, being member of The Hong Kong Institute of Certified Public Accountants (HKICPA). He is also an associate member of The Hong Kong Institute of Chartered Secretaries (HKICS). During his 38 years with CLP Group, he was involved in the formulation of financial policies, strategies and planning of the group, annual report preparation, consolidated financial reporting, budgeting and financial control, review and monitoring of the Scheme of Control signed with the Hong Kong SAR Government, project financing, group taxation, preparation of results announcement and merger and acquisition announcement in compliance with the listing rules of Hong Kong and the United States of America, internal control, business performance monitoring as well as system development, etc. His last position held was the deputy director of Finance and Business Support Department of CLP Power HK. Mr. Fu did not hold any directorship in other listed public companies in the past three years.

Mr. Fu has signed an appointment letter issued by the Company on 19 August 2016 for an initial term of three years commencing from 19 August 2016, which is automatically renewable for a term of three years upon the expiry of the said term until termination according to the terms of the appointment letter. He is subject to retirement by rotation at least once every three years in accordance with the Articles. Mr. Fu is entitled to a director's remuneration of HK\$45,000 per month, which is determined by the Board with reference to the recommendation of the Remuneration Committee based on the duties and responsibilities of Mr. Fu and the prevailing market conditions.

As at the Latest Practicable Date, Mr. Fu does not have any interest in the Shares within the meaning of Part XV of the SFO.

Mr. Fu does not have any relationship with any other Director, senior management, substantial Shareholders (as defined in the Listing Rules) or controlling Shareholders (as defined in the Listing Rules) of the Company.

MR. CAI ZHIPENG, INDEPENDENT NON-EXECUTIVE DIRECTOR

Mr. Cai Zhipeng (蔡志鵬), aged 25, was appointed as an independent non-executive Director on 22 October 2015. He is a member of each of the Audit Committee, the Nomination Committee, the Remuneration Committee and the Independent Review Committee. Mr. Cai graduated from The Open University of China (中央廣播電視大學) and majored in law and is currently an undergraduate student in economic and administration management in Nanjing Political College of People's Liberation Army (中國人民解放軍南京政治學院). Mr. Cai has served as a soldier and squad leader in Anti-terrorism Team in Shanghai Armed-Police (武警上海總隊反恐中隊). He was an assistant director of the eleventh engineer bureau of Zhongtai Construction Group Co., Ltd (中太建設集團第十一工程局). He has been the legal representative and director of 上海歐買咖投資管理有限公司 (Shanghai Organic Marvelous Gratefull Management Limited) since November 2015. Mr. Cai did not hold any directorship in other listed public companies in the past three years.

Mr. Cai has signed an appointment letter issued by the Company on 22 October 2015 for an initial term of three years commencing from 22 October 2015, which is automatically renewable for a term of three years upon the expiry of the said term until termination according to the terms of the appointment letter. He is subject to retirement by rotation at least once every three years in accordance with the Articles. Mr. Cai is entitled to a director's remuneration of HK\$38,000 per month, which is determined by the Board with reference to the recommendation of the Remuneration Committee based on the duties and responsibilities of Mr. Cai and the prevailing market conditions.

As at the Latest Practicable Date, Mr. Cai does not have any interest in the Shares within the meaning of Part XV of the SFO.

Mr. Cai does not have any relationship with any Directors, senior management, substantial Shareholders (as defined in the Listing Rules) or controlling Shareholders (as defined in the Listing Rules) of the Company.

Save as disclosed above, there is no information to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules (particularly in relation to sub-paragraphs (h) to (v) therein) nor are there any other matters that need to be brought to the attention of the Shareholders in respect of each of the above Directors.

NOTICE OF ANNUAL GENERAL MEETING



Trony Solar Holdings Company Limited **創益太陽能控股有限公司**

(Incorporated in the Cayman Islands with limited liability)

(stock code: 2468)

NOTICE IS HEREBY GIVEN THAT an Annual General Meeting (the “AGM”) of Trony Solar Holdings Company Limited (the “Company”) will be held at Trony Industrial Park, No. 7 Baolong Road, Longgang District, Shenzhen, the PRC on Wednesday, 28 December 2016 at 10:30 a.m. to transact the following businesses:

1. To receive and consider the Audited Financial Statements and the Reports of the Directors and Auditor of the Company and its subsidiaries for the year ended 30 June 2016.
2.
 - (i) To re-elect Ms. Chan Yee Ling Elaine as Director.
 - (ii) To re-elect Ms. Yu Ying as Director.
 - (iii) To re-elect Mr. Fu Wah Sun as Director.
 - (iv) To re-elect Mr. Cai Zhipeng as Director.
 - (v) To authorise the Directors to fix their remuneration.
3. To re-appoint Zhonghui Anda CPA Limited as Auditor and to authorize the Directors to fix its remuneration.

By Order of the Board
Trony Solar Holdings Company Limited
Chan Yee Ling Elaine
Chairlady

Hong Kong, 24 November 2016

1. A member of the Company entitled to attend and vote at the AGM is entitled to appoint one or, if he is the holder of two or more shares, more proxies to attend and vote instead of him. A proxy need not be a member of the Company.

NOTICE OF ANNUAL GENERAL MEETING

2. In the case of joint holders of shares in the Company, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of the other joint holder(s), seniority being determined by the order in which names stand in the register of members.
3. In order to be valid, the form of proxy must be in writing under the hand of the appointor or of his attorney duly authorized in writing, or if the appointor is a corporation, either under seal, or under the hand of an officer or attorney or other person duly authorized, and must be deposited with the Hong Kong branch share registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (together with the power of attorney or other authority, if any, under which it is signed or a certified copy thereof) not less than 48 hours before the time fixed for holding of the Meeting.
4. With respect to resolution no. 2 of this notice, Ms. Chan Yee Ling Elaine, Ms. Yu Ying, Mr. Fu Wah Sun and Mr. Cai Zhipeng shall retire from office of directorship and shall offer themselves for re-election in accordance with the Articles of Association of the Company. Details of their information which are required to be disclosed under the Listing Rules are set out in the circular of the Company dated 24 November 2016.
5. As at the date of this notice, the board of Directors of the Company consists of one executive Director namely Ms. Yu Ying and five independent non-executive Directors, namely Ms. Chan Yee Ling Elaine, Mr. Cai Zhipeng, Mr. Zhang Xuehu, Ms. Chow Wai Fong and Mr. Fu Wah Sun.