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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)**

### **(1) POLL RESULTS OF ANNUAL GENERAL MEETING; (2) RETIREMENT OF DIRECTORS; AND (3) CHANGE OF AUTHORISED REPRESENTATIVE**

#### **POLL RESULTS OF AGM**

The Board announces that all resolutions proposed at the AGM, except resolutions 2(i), 2(iii) and 2(iv), were duly passed.

#### **RETIREMENT OF DIRECTORS**

Ms. Chan Yee Ling Elaine, Mr. Fu Wah Sun and Mr. Cai Zhipeng retired as independent non-executive Directors of the Company upon conclusion of the AGM. At the same time:

- (i) Ms. Chan Yee Ling Elaine ceased to be the Chairlady of the Company and a member of each of the Audit Committee and the Independent Review Committee, and also ceased to be an authorized representative of the Company under the Listing Rules;
- (ii) Mr. Fu Wah Sun ceased to be the chairman of the Audit Committee and the Independent Review Committee, and a member of each of the Remuneration Committee and the Nomination Committee; and
- (iii) Mr. Cai Zhipeng ceased to be a member of each of the Audit Committee, the Remuneration Committee, the Nomination Committee and the Independent Review Committee.

#### **CHANGE OF AUTHORISED REPRESENTATIVE**

The Board further announces that following the retirement of Ms. Chan Yee Ling Elaine, Ms. Yu Ying has been appointed as an authorized representative of the Company under the Listing Rules with effect from 28 December 2016.

## POLL RESULTS OF THE AGM

The board of Directors (the “**Board**”) of Trony Solar Holdings Company Limited (the “**Company**”) hereby announces that at the annual general meeting of the Company held on 28 December 2016 (the “**AGM**”), all resolutions proposed, except resolutions 2(i), 2(iii) and 2(iv), were duly passed by way of poll voting.

Computershare Hong Kong Investor Services Limited, the Company’s branch share registrar in Hong Kong, was appointed as the scrutineer for the purpose of vote-taking at the AGM. The poll results are as follows:

|    | Ordinary Resolutions   | Number of Shares (%)           |                                |
|----|--|--------------------------------|--------------------------------|
|    |  | For                            | Against                        |
| 1. | To receive and consider the Audited Financial Statements and the Reports of the Directors and Auditor for the year ended 30 June 2016. | 622,255,910<br><b>(94.10%)</b> | 39,005,000<br><b>(5.90%)</b>   |
| 2. | (i) To re-elect Ms. Chan Yee Ling Elaine as a Director.  | 39,763,000<br><b>(6.01%)</b>   | 621,497,910<br><b>(93.99%)</b> |
|    | (ii) To re-elect Ms. Yu Ying as a Director.  | 661,141,910<br><b>(99.98%)</b> | 119,000<br><b>(0.02%)</b>      |
|    | (iii) To re-elect Mr. Fu Wah Sun as a Director.  | 39,763,000<br><b>(6.01%)</b>   | 621,497,910<br><b>(93.99%)</b> |
|    | (iv) To re-elect Mr. Cai Zhipeng as a Director.  | 5,441,000<br><b>(0.82%)</b>    | 655,819,910<br><b>(99.18%)</b> |
|    | (v) To authorise the Directors to fix their remuneration   | 661,260,910<br><b>(100%)</b>   | 0<br><b>(0%)</b>               |
| 3. | To re-appoint Zhonghui Anda CPA Limited as Auditor and to authorise the Directors to fix its remuneration.                             | 661,260,910<br><b>(100%)</b>   | 0<br><b>(0%)</b>               |

As at the date of the AGM, the total number of issued shares of the Company was 1,584,683,486 shares, which was the total number of shares entitling the shareholders of the Company to attend and vote for or against the resolutions at the AGM. There was no share which entitled the shareholders of the Company to attend and vote only against the resolutions at the AGM.

As more than 50% of the votes were cast in favour of resolutions 1, 2(ii) and 3, these resolutions were duly passed as ordinary resolutions at the AGM.

As more than 50% of the votes were cast against resolutions 2(i), 2(iii) and 2(iv), these resolutions were not passed as an ordinary resolution at the AGM.

## **RETIREMENT OF DIRECTORS**

As stated above, Ms. Chan Yee Ling Elaine (“**Ms. Chan**”), Mr. Fu Wah Sun (“**Mr. Fu**”) and Mr. Cai Zhipeng (“**Mr. Cai**”) were not re-elected at the AGM and thus retired as independent non-executive Directors of the Company upon conclusion of the AGM. At the same time:

- (i) Ms. Chan ceased to be the Chairlady of the Company and a member of each of the audit committee (the “**Audit Committee**”) and the independent review committee (the “**Independent Review Committee**”) of the Company, and also ceased to be an authorized representative of the Company under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”);
- (ii) Mr. Fu ceased to be the chairman of the Audit Committee and the Independent Review Committee, and a member of each of the remuneration committee (the “**Remuneration Committee**”) and the nomination committee (the “**Nomination Committee**”) of the Company; and
- (iii) Mr. Cai ceased to be a member of each of the Audit Committee, the Remuneration Committee, the Nomination Committee and the Independent Review Committee.

The Board would like to take this opportunity to express its appreciation to Ms. Chan, Mr. Fu and Mr. Cai for their contributions to the Company during their tenure in office.

## **NON-COMPLIANCE WITH MINIMUM NUMBER OF INDEPENDENT NON-EXECUTIVE DIRECTORS**

Following the retirement of Ms. Chan, Mr. Fu and Mr. Cai, the number of the independent non-executive Directors and the Audit Committee members will fall below the minimum number required under Rules 3.10 (1), 3.10A and 3.21 of the Listing Rules.

The Company is endeavoring to identify suitable candidates to fill the vacancies of the independent non-executive Directors within three months from the effective date of the retirement of Ms. Chan, Mr. Fu and Mr. Cai pursuant to Rule 3.11 of the Listing Rules. The Company will make further announcement(s) as and when appropriate.

## **CHANGE OF AUTHORISED REPRESENTATIVE**

The Board further announces that following the retirement of Ms. Chan, Ms. Yu Ying has been appointed as an authorized representative of the Company under the Listing Rules with effect from 28 December 2016.

## **GENERAL**

At the request of the Company, trading in the shares of the Company on The Stock Exchange of Hong Kong Limited was suspended at 9:00 a.m. on 21 June 2012 and will remain suspended until further notice.

By Order of the Board  
**Trony Solar Holdings Company Limited**  
**Yu Ying**  
*Executive Director*

Hong Kong, 28 December 2016

*As at the date of this announcement, the Board comprises one executive Director, namely Ms. Yu Ying, and two independent non-executive Directors, namely Mr. Zhang Xuehu and Ms. Chow Wai Fong.*