
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 GENERAL MANDATES TO ISSUE SHARES AND
TO REPURCHASE SHARES, 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 Friday, 22 December 2017 at 9:30 a.m., at which, among other things, the above proposals will be considered, is set out on pages 14 to 18 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.

31 October 2017

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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 Friday, 22 December 2017 at 9:30 a.m.
“Articles”	the articles of association of the Company
“Board”	the board of Directors
“Close associates”	has the meaning as defined under the Listing Rules
“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
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the AGM to allot, issue and deal with Shares of up to 20% of the aggregate number of the issued Shares of the Company as at the date of passing of the relevant resolution granting such mandate and adding thereto any Shares repurchased by the Company pursuant to the authority granted under the Repurchase Mandate
“Latest Practicable Date”	26 October 2017, 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

DEFINITIONS

“PRC”	the People’s Republic of China
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the AGM to repurchase such number of issued and fully paid Shares of up to 10% of the aggregate number of the issued Shares of the Company as at the date of passing of the relevant resolution granting such mandate
“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
“Takeovers Code”	The Codes on Takeovers and Mergers
“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 Directors:

Ms. Yu Ying

Mr. Liu Bin

Independent Non-Executive Directors:

Mr. Pak Wai Keung Martin (*Chairman*)

Mr. Zhang Xuehu

Ms. Chow Wai Fong

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:

Suites 1106-08, 11th Floor

The Chinese Bank Building

61-65 Des Voeux Road Central

Hong Kong

31 October 2017

To the Shareholders,

Dear Sir or Madam,

**PROPOSALS FOR GENERAL MANDATES TO ISSUE SHARES AND
TO REPURCHASE SHARES AND 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, (i) the ordinary resolutions for granting to the Directors the Issue Mandate and the Repurchase Mandate; and (ii) the ordinary resolutions for re-election of Directors.

LETTER FROM THE BOARD

GENERAL MANDATES

Ordinary resolutions will be proposed at the AGM to grant to the Directors new general mandates:

- (1) to allot, issue and otherwise deal with new Shares with an aggregate number not exceeding 20% of the aggregate number of the issued Shares of the Company as at the date of passing the proposed resolution at the AGM; and
- (2) to repurchase Shares with an aggregate number not exceeding 10% of the aggregate number of the issued Shares of the Company as at the date of passing the proposed resolution at the AGM.

In addition, a separate ordinary resolution will be proposed at the AGM to add to the Issue Mandate those Shares repurchased by the Company pursuant to the Repurchase Mandate (if granted to the Directors at the AGM).

The Directors have no present intention to exercise the Issue Mandate or the Repurchase Mandate (if granted to the Directors at the AGM).

As at the Latest Practicable Date, a total of 1,584,683,486 Shares were in issue. Subject to the passing of the proposed resolution granting the Issue Mandate to the Directors and on the basis that no Shares will be issued and/or repurchased by the Company prior to the AGM, the Company would be allowed to issue a maximum of 316,936,697 Shares representing 20% of the aggregate number of the issued Shares of the Company as at the date of the AGM.

An explanatory statement containing information regarding the Repurchase Mandate is set out in Appendix I to this circular.

LETTER FROM THE BOARD

RE-ELECTION OF DIRECTORS

The Board currently consists of five Directors, namely Mr. Pak Wai Keung Martin, Ms. Yu Ying, Mr. Liu Bin, Mr. Zhang Xuehu and Ms. Chow Wai Fong.

Pursuant to Article 107(1) of the Articles, Mr. Zhang Xuehu shall retire from office by rotation and, being eligible, offer himself for re-election at the AGM.

Pursuant to Article 102(3) of the Articles, Mr. Pak Wai Keung Martin and Mr. Liu Bin 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 14 to 18 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.

LETTER FROM THE BOARD

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.

GENERAL

Your attention is also drawn to the Appendices 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
Martin Pak
Chairman

APPENDIX I EXPLANATORY STATEMENT ON REPURCHASE MANDATE

This appendix serves as an explanatory statement, as required by the Listing Rules, to provide the Shareholders with all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the ordinary resolution to approve the Repurchase Mandate.

1. LISTING RULES RELATING TO THE REPURCHASE OF SHARES

The Listing Rules permit companies whose primary listings are on the Stock Exchange to repurchase their shares on the Stock Exchange subject to certain restrictions.

The Listing Rules provide that all proposed repurchases of shares by a company with a primary listing on the Stock Exchange must be approved by shareholders in advance by an ordinary resolution at a general meeting, either by way of a general mandate or by a specific approval of a particular transaction and that the shares to be repurchased must be fully paid up.

2. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,584,683,486 Shares. Subject to the passing of the resolution for repurchase of Shares and on the basis that no further new Shares will be issued or repurchased up to the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 158,468,348 Shares, representing 10% of the existing issued Shares.

3. REASONS FOR REPURCHASES

The Directors believe that the Repurchase Mandate is in the best interests of the Company and the Shareholders. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets of the Company and/or its earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders.

4. FUNDING OF REPURCHASES

Any repurchase of securities of the Company would be funded entirely from the cash flow or working capital facilities available to the Company, and will, in any event be made out of funds legally available for the purpose in accordance with the Articles and the applicable laws of the Cayman Islands and the Listing Rules. Such funds include, but are not limited to, profits available for distribution. Purchases may only be effected out of the profits of the Company or out of the proceeds of a fresh issue of Shares made for the purpose, or, if so authorized by its Articles and subject to the provisions of the Companies Law, out of capital. Any premium payable on a purchase over the par value of the Shares to be purchased must be provided for out of profits of the Company or out of the Company's share premium account, or, if so authorized by the Articles and subject to the provisions of the Companies Law, out of capital.

5. GENERAL

There might be a material adverse impact on the working capital or gearing position as disclosed in the audited financial statement of the Company for the year ended 30 June 2017 in the event that the Repurchase Mandate were to be carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

APPENDIX I EXPLANATORY STATEMENT ON REPURCHASE MANDATE

6. SHARE PRICES

The highest and lowest prices at which the Shares have traded on the Stock Exchange during the past twelve months and up to the Latest Practicable Date were as follows:

	Share prices	
	Highest	Lowest
	<i>HK\$</i>	<i>HK\$</i>
2016*		
October	Suspended	
November	Suspended	
December	Suspended	
2017*		
January	Suspended	
February	Suspended	
March	Suspended	
April	Suspended	
May	Suspended	
June	Suspended	
July	Suspended	
August	Suspended	
September	Suspended	
October (up to and including the Latest Practicable Date)	Suspended	

* *Trading in the Shares on the Stock Exchange has been suspended since 21 June 2012.*

7. UNDERTAKING

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, their close associates, has any present intention to sell any Shares to the Company under the Repurchase Mandate if the same is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate pursuant to the proposed resolution in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

APPENDIX I EXPLANATORY STATEMENT ON REPURCHASE MANDATE

8. CORE CONNECTED PERSON

No core connected person (as defined in the Listing Rules) has notified the Company that he has a present intention to sell Shares to the Company, or has undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

9. TAKEOVERS CODE

If on exercise of the powers of repurchase pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, according to the register kept by the Company pursuant to section 336 of the SFO and so far as is known to, or can be ascertained after reasonable enquiry by the Directors, Sky Sense Investments Limited ("Sky Sense") and Lakes Invest ("Lakes Invest") Limited are interested in 78,797,910 Shares and 542,700,000 Shares (representing an aggregate of approximately 39.22% of the total issued Shares as at the Latest Practicable Date). Each of Sky Sense and Lakes Invest is wholly-owned by Spring Shine International Limited, which in turn is owned as to 50% by Seletar Limited and 50% by Serangoon Limited, as nominees and trustees for Credit Suisse Trust Limited, which is acting as the trustee of the Li Family Trust. In the event that the Directors exercise in full the power to repurchase Shares under the Repurchase Mandate, then the attributable interest of the Li Family Trust would be increased from 39.22% to approximately 43.58% of the issued share capital of the Company. As a result, the Li Family Trust (and persons acting in concert with each of them) are required to make a mandatory offer under Rule 26 of the Takeovers Code. However, the Company has no present intention to exercise the Repurchase Mandate to such an extent that an obligation to make a general offer under the Takeovers Code will be triggered.

10. SHARE PURCHASE MADE BY THE COMPANY

The Company has not purchased any of the Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

APPENDIX II DETAILS OF THE DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

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.

MR. PAK WAI KEUNG MARTIN, CHAIRMAN AND INDEPENDENT NON-EXECUTIVE DIRECTOR

Mr. Pak, aged 54, was appointed as an independent non-executive Director and chairman of the Board with effect from 19 January 2017. He is also the chairman of each of the Audit Committee and the Independent Review Committee. Since May 2017, he has been the chief financial officer of The Hong Kong Building and Loan Agency Limited, a company listed on the Stock Exchange of Hong Kong Limited (Stock code: 145), Mr. Pak had held positions of chief financial officer and company secretary at various listed companies in Hong Kong, and has accumulated over 25 years of experience in finance and corporate governance affairs. Mr. Pak is a fellow of the Hong Kong Institute of Certified Public Accountants, an associate member of The Institute of Chartered Secretaries and Administrators in the United Kingdom and The Hong Kong Institute of Chartered Secretaries.

On 27 April 2016 and 19 September 2017, Mr. Pak has been appointed as independent non-executive directors of Tai Yang Group Holdings Limited (Stock code: 1991) and Nan Nan Resources Enterprise Limited (Stock code: 1229) respectively, companies listed on the Main Board of the Stock Exchange of Hong Kong Limited.

There is no appointment letter signed by Mr. Pak and the Company. However, he is subject to retirement at the next following annual general meeting of the Company after his appointment and thereafter subject to retirement by rotation and re-election at least once every three years in accordance with the articles of association of the Company. Mr. Pak is entitled to a director's remuneration of HK\$60,000 per month which is determined by the Board with reference to the recommendation of the Remuneration Committee based on his duties and responsibilities in the Company and the prevailing market conditions.

As at the Latest Practicable Date, to the best knowledge of the Board and except as stated above, (i) Mr. Pak has not held any directorships in other public companies the securities of which are listed on any securities market in Hong Kong or overseas during the latest three years, (ii) Mr. Pak has not held any other positions in the Company and other members of the Group, and (iii) Mr. Pak does not have any relationship with any Director, senior management or substantial or controlling shareholder (as defined in the Listing Rules) of the Company.

As at the Latest Practicable Date, Mr. Pak does not have, and is not deemed to have any interest or short positions in the shares of the Company within the meaning of Part XV of the SFO.

**APPENDIX II DETAILS OF THE DIRECTORS PROPOSED TO BE
RE-ELECTED AT THE ANNUAL GENERAL MEETING**

MR. LIU BIN, EXECUTIVE DIRECTOR

Mr. Liu, aged 48, was appointed as an executive Director with effect from 4 January 2017. He is a member of the Independent Review Committee. Mr. Liu graduated from Shenzhen University majored in applied mathematics. Mr. Liu joined the Group in 2011 as the Deputy General Manager of Trony Solar Corporation (深圳市創益科技發展有限公司), a wholly-owned subsidiary of the Company. Mr. Liu has more than 15 years of experience in production management as well as intensive experience in overseas factory inspection in respect of quality, human rights and anti-terrorism. Mr. Liu did not hold any directorship in listed companies during the past three years.

There is no service contract entered into between the Company and Mr. Liu. However, he is subject to retirement and re-election at the next following annual general meeting of the Company after his appointment and thereafter subject to retirement by rotation and re-election at least once in every three years in accordance with the articles of association of the Company. Mr. Liu is entitled to a director's remuneration of HK\$500,000 per annum which is determined by the Board with reference to the recommendation of the Remuneration Committee based on his qualifications, experience and duties and responsibilities in the Company.

Mr. Liu does not have any relationship with any Directors, senior management, substantial or controlling shareholders of the Company. Mr. Liu is interested in the share options of the Company exercisable into 50,000 shares of the Company within the meaning of Part XV of the SFO as at the Latest Practicable Date.

APPENDIX II DETAILS OF THE DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

MR. ZHANG XUEHU, INDEPENDENT NON-EXECUTIVE DIRECTOR

Mr. Zhang, aged 54, was appointed as an independent non-executive Director on 19 July 2016. He is the chairman of each of the Remuneration Committee and Nomination Committee and a member of each of the Audit Committee and the Independent Review Committee. He graduated from Renmin University of China majored in Economics. Mr. Zhang had been a reporter, supervisor and editor in chief in institutions including Workers Daily, Shenzhen Business Newspaper and Shenzhen News. He was the editor in chief of the China United Television of Shenzhen Media Group from 2011 to 2016 and has been the chairman of Shenzhen Media Research Association since June 2016. Mr. Zhang is currently a member of the fifth and sixth commission of Chinese People's Political Consultative Conference, a member of Shenzhen City Social Development Advisory Committee, a member of the Cross-Media Expert Committee of the Journalism School of Renmin University of China and a visiting professor of Shenzhen Polytechnic. Mr. Zhang did not hold any directorship in listed companies during the past three years.

Mr. Zhang has signed an appointment letter issued by the Company on 19 July 2016 for an initial term of three years commencing from 19 July 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 at the next following annual general meeting after his appointment and thereafter subject to retirement by rotation at least once every three years in accordance with the Articles of Association of the Company. Mr. Zhang is entitled to a director's remuneration of HK\$40,000 per month, which is determined by the Board with reference to the duties and responsibilities of Mr. Zhang and the prevailing market conditions.

Mr. Zhang does not have any relationship with any other Director, senior management, substantial or controlling shareholder (as defined in the Listing Rules) of the Company and does not have any interest in the shares of the Company within the meaning of Part XV of the SFO as at the Latest Practicable Date.

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 Friday, 22 December 2017 at 9:30 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 2017.
2.
 - (i) To re-elect Mr. Pak Wai Keung Martin as Director.
 - (ii) To re-elect Mr. Liu Bin as Director.
 - (iii) To re-elect Mr. Zhang Xuehu as Director.
 - (iv) 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.

NOTICE OF ANNUAL GENERAL MEETING

4. **“THAT:**
- (a) subject to the following provisions of this resolution, the exercise by the directors of the Company (“Directors”) during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares of HK\$0.1 each in the share capital of the Company (the “Shares”), and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into Shares) which would or might require the exercise of such powers, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;
 - (b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into Shares) which would or might require the exercise of such powers after the end of the Relevant Period;
 - (c) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the directors of the Company pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) the exercise of the conversion rights attaching to any convertible securities issued by the Company; (iii) the exercise of warrants to subscribe for Shares; (iv) the exercise of options granted under any share option scheme or similar arrangement for the time being adopted by the Company; or (v) an issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the Articles of Association of the Company; shall not exceed 20% of the aggregate number of Shares in issue as at the date of passing of this resolution, and the said approval shall be limited accordingly; and

NOTICE OF ANNUAL GENERAL MEETING

- (d) for the purpose of this resolution, “Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable law of the Cayman Islands to be held; or
 - (iii) the date on which such mandate is revoked or varied by an ordinary resolution of the Shareholders in general meeting.

“Rights Issue” means an offer of Shares open for a period fixed by the Directors to the holders of Shares or any class of Shares whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares as at that date (subject to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

5. **“THAT:**

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase the Shares on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or any other stock exchange on which Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or those of any other recognised stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

- (b) the aggregate number of Shares to be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution shall not exceed 10% of the aggregate number of Shares in issue as at the date of passing of this resolution, and the said approval shall be limited accordingly; and
 - (c) for the purpose of this resolution, “Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or any applicable law of the Cayman Islands to be held; or
 - (iii) the date on which such mandate is revoked or varied by an ordinary resolution of the Shareholders in general meeting.”
6. “**THAT** conditional upon resolutions numbered 4 and 5 above being passed, the unconditional general mandate granted to the Directors to allot, issue and deal with additional shares and to make or grant offers, agreements, and options which might require the exercise of such powers pursuant to resolution numbered 4 above be and is hereby extended by the additional thereto of the Shares repurchased by the Company under the authority granted pursuant to resolution numbered 5 above, provided that such amount shall not exceed 10% of the aggregate number of Shares in issue as at the date of passing the resolution.”

By Order of the Board
Trony Solar Holdings Company Limited
Martin Pak
Chairman

Hong Kong, 31 October 2017

NOTICE OF ANNUAL GENERAL MEETING

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.
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, Mr. Pak Wai Keung Martin, Mr. Liu Bin and Mr. Zhang Xuehu 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 31 October 2017.
5. As at the date of this notice, the board of Directors of the Company consists of two executive Directors namely Ms. Yu Ying and Mr. Liu Bin, and three independent non-executive Directors, namely Mr. Pak Wai Keung Martin, Mr. Zhang Xuehu and Ms. Chow Wai Fong.