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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)**

### **RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTORS**

The board (the “**Board**”) of directors (the “**Directors**”) of Trony Solar Holdings Company Limited (the “**Company**”) announces that with effect from 7 February 2013:-

1. Mr. Lai Yat Kwong Fred (“**Mr. Lai**”) resigned as an independent non-executive Director and ceased to be the chairman and member of the audit committee of the Company (the “**Audit Committee**”), a member of each of the remuneration committee (the “**Remuneration Committee**”), the nomination committee (the “**Nomination Committee**”) and the independent review committee (the “**Independent Review Committee**”) of the Company due to inadequate time to handle the duties as an independent non-executive Director because of the heavy workload being a member of the Independent Review Committee;
2. Prof. Woo Chia-Wei (“**Prof. Woo**”) resigned as an independent non-executive Director and ceased to be a member of each of the Audit Committee, the Remuneration Committee, the Nomination Committee and the Independent Review Committee due to inadequate time to handle the duties as an independent non-executive Director because of the heavy workload being a member of the Independent Review Committee; and
3. Mr. Che Shujian (“**Mr. Che**”) resigned as an independent non-executive Director and ceased to be the chairman and member of the Remuneration Committee and a member of each of the Audit Committee and the Independent Review Committee due to inadequate time to handle the duties as an independent non-executive Director because of the heavy workload being a member of the Independent Review Committee.

Each of Mr. Lai, Prof. Woo and Mr. Che has confirmed that he has no disagreement with the Board and there is no matter relating to his resignation that needs to be brought to the attention of the shareholders of the Company or The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The Board would like to take this opportunity to express its appreciation to Mr. Lai, Prof. Woo and Mr. Che for their contributions to the Company during their tenure in office.

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

Following the resignation of Mr. Lai, Prof. Woo and Mr. Che, the number of the independent non-executive Directors and the Audit Committee members will fall below the minimum number required under Rules 3.10, 3.10(A) and 3.21 of the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”). The composition of the Remuneration Committee will fall short of the requirements pursuant to Rule 3.25 of the Listing Rules and the composition of the Nomination Committee will fall short of the requirements pursuant to code provision A.5.1 as set out in Appendix 14 to 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 resignation of Mr. Lai, Prof. Woo and Mr. Che pursuant to Rule 3.11 of the Listing Rules. The Company will make further announcement(s) as and when appropriate.

As at the request of the Company, trading in the shares of the Company on the Stock Exchange has been suspended from 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**  
**Li Yi**  
*Chairman*

Hong Kong, 8 February 2013

*As at the date of this announcement, the Board comprises two executive Directors, namely Mr. Li Yi (Chairman and Chief Executive Officer) and Mr. Yeung Sik Keung.*