
THIS SUPPLEMENTAL CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this supplemental 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 (the “Company”), you should at once hand this supplemental circular and the accompanying second 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)

**SUPPLEMENTAL CIRCULAR TO
THE CIRCULAR TO SHAREHOLDERS DATED 8 JULY 2016
IN RELATION TO THE RE-ELECTION OF DIRECTORS
AT THE ANNUAL GENERAL MEETING**

This supplemental circular should be read together with the circular to the shareholders of the Company dated 8 July 2016 (the “Circular”). The notice convening the annual general meeting of the Company (“AGM”) was set out on pages 10 to 11 of the Circular.

Whether or not you intend to attend the AGM, you are requested to complete and return the accompanying new form of proxy (“Second Proxy Form”) in accordance with the instructions printed thereon to the Company 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 Second Proxy Form shall not preclude you from attending and voting in person at the meeting or any adjournment thereof should you so wish.

28 July 2016

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RESPONSIBILITY STATEMENT

This supplemental circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this supplemental 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 supplemental circular misleading.

DEFINITIONS

In this supplemental 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 Monday, 8 August 2016 at 10:30 a.m.
“Announcement”	the announcement of the Company dated 19 July 2016 in relation to the appointment of Directors
“Articles”	the articles of association of the Company
“Board”	the board of Directors
“Branch Registrar”	Computershare Hong Kong Investor Services Limited, the branch share registrar and transfer office of the Company in Hong Kong
“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
“Circular”	the circular of the Company dated 8 July 2016 in respect of the matters to be considered at the AGM
“Closing Time”	48 hours before the time appointed for the AGM or any adjourned meeting (as the case may be)
“Director(s)”	director(s) of the Company
“First Proxy Form”	the proxy form which was sent to Shareholders on 8 July 2016 together with the Circular
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

DEFINITIONS

“Latest Practicable Date”	25 July 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
“Second Proxy Form”	the new form of proxy sent together with this supplemental circular
“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\$” and “cents”	Hong Kong dollars and cents, the lawful currency of Hong Kong
“US\$”	United States 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:

Mr. Li Yi
Ms. Yu Ying

Independent Non-Executive Directors:

Mr. Hu Bing
Mr. Cai Zhipeng
Mr. Zhang Xuehu
Ms. Chow Wai Fong

Registered Office:

Walker House, 87 Mary Street
George Town
Grand Cayman KY1-9005
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

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in Hong Kong:*

Room 1502, 15th Floor
The Chinese Bank Building
61-65 Des Voeux Road Central
Hong Kong

28 July 2016

To the Shareholders

Dear Sir or Madam,

PROPOSALS FOR RE-ELECTION OF DIRECTORS

INTRODUCTION

This supplemental circular should be read together with the Circular which contains, among others, the notice of the AGM of which one of the agenda is the re-election of retiring Directors. The purpose of this supplemental circular is to give you further information relating to the re-election of additional retiring Directors at the AGM.

LETTER FROM THE BOARD

RE-ELECTION OF DIRECTORS

As at the Latest Practicable Date, the Board consists of six Directors, namely Mr. Li Yi, Ms. Yu Ying, Mr. Hu Bing, Mr. Cai Zhipeng, Mr. Zhang Xuehu and Ms. Chow Wai Fong.

Subsequent to the despatch of the Circular and as disclosed in the Announcement, Mr. Zhang Xuehu and Ms. Chow Wai Fong were appointed as independent non-executive Directors with effect from 19 July 2016. Pursuant to Article 102(3) of the Articles, any Director appointed as an additional Director shall hold office only until the next following annual general meeting and shall then be eligible for re-election at that meeting. Accordingly, Mr. Zhang Xuehu and Ms. Chow Wai Fong shall retire from office as a Director at the AGM and being eligible, offer themselves for re-election.

Biographical details of Mr. Zhang Xuehu and Ms. Chow Wai Fong are set out in the Appendix to this circular.

In addition, Mr. Yan Lihu has resigned as an independent non-executive Director of the Company on 20 July 2016, and therefore, the resolution for re-electing him as a Director as set out in the notice of AGM will not be put forth for approval at the AGM.

SECOND PROXY FORM

Since the First Proxy Form does not contain the proposed resolutions for the re-election of Mr. Zhang Xuehu and Ms. Chow Wai Fong as Directors as set out in this supplemental circular, the Second Proxy Form has been prepared and is enclosed with this supplemental circular.

You are requested to complete the Second Proxy Form in accordance with the instructions printed on it and return the completed Second Proxy Form to the Branch Registrar, 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 so that it is received before the Closing Time. Shareholders who have appointed or intend to appoint proxies to attend the AGM are requested to pay particular attention to the following arrangement in relation to the completion and submission of the Second Proxy Form:

A Shareholder who has not yet lodged the First Proxy Form with the Branch Registrar is requested to lodge the Second Proxy Form if he/she wishes to appoint proxies to attend, speak and vote at the AGM on his/her behalf. In this case, the First Proxy Form should not be lodged with the Branch Registrar.

LETTER FROM THE BOARD

A Shareholder who has already lodged the First Proxy Form with the Branch Registrar should note that:

- (i) If no Second Proxy Form is lodged with the Branch Registrar, the First Proxy Form, if correctly completed, will be treated as a valid proxy form lodged by him/her. The proxy so appointed by the Shareholder will be entitled to cast the vote at his/her discretion or to abstain from voting on any resolution properly put to the AGM (including, if properly put, a resolution for the re-election of an additional candidate as a Director as set out in this supplemental circular) except for those resolutions to which the Shareholder has indicated his/her voting direction in the First Proxy Form.
- (ii) If the Second Proxy Form is lodged with the Branch Registrar before the Closing Time, the Second Proxy Form, if correctly completed, will revoke and supersede the First Proxy Form previously lodged by him/her. The Second Proxy Form will be treated as a valid proxy form lodged by the Shareholder.
- (iii) If the Second Proxy Form is lodged with the Branch Registrar after the Closing Time, or if lodged before the Closing Time but is incorrectly completed, the proxy appointment under the Second Proxy Form will be invalid. The proxy so appointed by the Shareholder under the First Proxy Form, if correctly completed, will be entitled to vote in the manner as mentioned in (i) above as if no Second Proxy Form was lodged with the Branch Registrar. Accordingly, Shareholders are advised to complete the Second Proxy Form carefully and lodge the Second Proxy Form with the Branch Registrar before the Closing Time.

Shareholders are reminded that submission of the First Proxy Form and/or the Second Proxy Form shall not preclude Shareholders from attending the AGM or any adjourned meeting thereof and voting in person should they so wish.

If you are a non-registered Shareholder, i.e. your Shares are held through an intermediary (for example, a bank, custodian or securities broker) or registered in the name of your nominee, you will not receive the Second Proxy Form directly from the Company, and you will need to give instructions to your intermediary/nominee to vote on your behalf. If you wish to attend, speak and vote at the AGM, you should seek authorisation to do so from your intermediary/nominee directly.

LETTER FROM THE BOARD

RECOMMENDATION

The Board are of the opinion that the re-election of Mr. Zhang Xuehu and Ms. Chow Wai Fong as independent non-executive Directors are in the interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of such resolutions at the AGM.

Shareholders are advised to read this supplemental circular together with the Circular for information relating to the voting arrangement.

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
Li Yi
Chairman

The biographical details of the additional Directors eligible for re-election at the AGM are set out below:

Mr. Zhang Xuehu, aged 53, was appointed as an independent non-executive Director on 19 July 2016. He is the chairman of the remuneration committee of the Company (“Remuneration Committee”) and a member of each of the audit committee (“Audit Committee”), nomination committee (“Nomination Committee”) and independent review committee (“Independent Review Committee”) of the Company. 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. Mr. Zhang is entitled to a director’s remuneration of US\$20,000 per annum and an emolument for acting as a member of the Independent Review Committee of US\$10,000 per annum, 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.

Ms. Chow Wai Fong, aged 52, was appointed as an independent non-executive Director on 19 July 2016. She is a member of each of the Audit Committee, the Remuneration Committee, the Nomination Committee and the Independent Review Committee. She acquired a Bachelor of Science in Business Administration of California State University, Hayward, CA in 1987 and further acquired a Master of Science in E-Commerce of The Hong Kong Polytechnic University in 2003. Ms. Chow was the manager of product marketing in AT&T China Company Limited from 1995 to 1997, the marketing director of enterprise networks in greater China of Lucent Technologies Asia/Pacific Limited from 1995 to 2000 and was the marketing director in greater China of Avaya Hong Kong Company Limited from 2000 to 2015. Ms. Chow has over 20 years' experience in marketing strategies. Ms. Chow did not hold any directorship in listed companies during the past three years.

Ms. Chow 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. She is subject to retirement at the next following annual general meeting after her appointment and thereafter subject to retirement by rotation at least once every three years in accordance with the Articles. Ms. Chow is entitled to a director's remuneration of US\$20,000 per annum and an emolument for acting as a member of the Independent Review Committee of US\$10,000 per annum, which is determined by the Board with reference to the duties and responsibilities of Ms. Chow and the prevailing market conditions.

Ms. Chow 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, neither there is any further information required to be disclosed pursuant to the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules nor there is any other matter relating to the appointment of Mr. Zhang and Ms. Chow that needs to be brought to the attention of the shareholders of the Company.