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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)

INTERIM RESULTS FOR THE SIX MONTHS ENDED 31 DECEMBER 2016

The board of Directors (the “**Board**”) of Trony Solar Holdings Company Limited (the “**Company**”) announces the unaudited consolidated results of the Company and its subsidiaries (the “**Group**”) for the six months ended 31 December 2016 (the “**Period**”) together with the comparative figures for the same period in 2015. These unaudited results have been reviewed by the Company’s Audit Committee.

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

FOR THE SIX MONTHS ENDED 31 DECEMBER 2016

	Notes	Six months ended 31 December	
		2016 RMB'000 (Unaudited)	2015 RMB'000 (Unaudited)
Revenue	4	31,863	22,744
Cost of sales and services provided		(32,364)	(26,692)
Gross loss		(501)	(3,948)
Other income		1,584	5,529
Selling and distribution expenses		(2,083)	(4,049)
Administrative expenses		(43,072)	(38,127)
Loss before tax		(44,072)	(40,595)
Income tax	5	(71)	(40)
Loss for the period	6	(44,143)	(40,635)
Other comprehensive income:			
<i>Items that may be reclassified to profit or loss:</i>			
Exchange differences on translating foreign operations		4,017	2,575
Total other comprehensive income for the period		4,017	2,575
Total comprehensive loss for the period attributable to the equity holders of the Company		(40,126)	(38,060)
Loss per share	7		
Basic (RMB)		(0.03)	(0.03)
Diluted (RMB)		(0.03)	(0.03)

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION
AT 31 DECEMBER 2016

	<i>Notes</i>	At 31 December 2016 RMB'000 (Unaudited)	At 30 June 2016 <i>RMB'000</i> (Audited)
Non-current assets			
Property, plant and equipment	9	211,522	222,026
Prepaid land lease payments		<u>9,526</u>	<u>9,874</u>
		<u>221,048</u>	<u>231,900</u>
Current assets			
Inventories		4,516	8,188
Trade receivables and bills receivables	10	36,594	13,862
Other receivables and prepayments		6,939	6,848
Prepaid land lease payments		260	260
Bank and cash balances		<u>103,572</u>	<u>132,669</u>
		<u>151,881</u>	<u>161,827</u>
Current liabilities			
Trade and other payables	11	<u>312,627</u>	<u>293,299</u>
Net current liabilities		<u>(160,746)</u>	<u>(131,472)</u>
NET ASSETS		<u>60,302</u>	<u>100,428</u>
Capital and reserves			
Share capital		1,000	1,000
Reserves		<u>59,302</u>	<u>99,428</u>
TOTAL EQUITY		<u>60,302</u>	<u>100,428</u>

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
FOR THE SIX MONTHS ENDED 31 DECEMBER 2016

1. GENERAL INFORMATION

Trony Solar Holdings Company Limited (the “Company”) was incorporated in the Cayman Islands on 23 June 2006 as an exempted company with limited liability under the Companies Law of the Cayman Islands. The address of its registered office is the office of Estera Trust (Cayman) Limited of P.O. Box 1350, Clifton House, 75 Fort Street, Grand Cayman KY1-1108, Cayman Islands. The address of the Company’s principal place of business in Hong Kong is Room 1502, 15th Floor, The Chinese Bank Building, 61-65 Des Voeux Road Central, Hong Kong. The Company’s shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) and have been suspended for trading since 21 June 2012.

The Company is an investment holding company. The principal activities of the Company and its subsidiaries (collectively the “Group”) are development, manufacture and sale of solar products and construction of photovoltaic cells.

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES

The unaudited condensed consolidated interim financial statements (“Interim Financial Statements”) have been prepared in accordance with International Accounting Standard 34 “Interim Financial Reporting” (“IAS 34”) issued by the International Accounting Standards Board and the applicable disclosure requirements of Appendix 16 of the Rules Governing the Listing of Securities on the Stock Exchange (the “Listing Rules”).

The Interim Financial Statements do not include all the information and disclosures required in the full set of financial statements prepared in accordance with the International Financial Reporting Standards (“IFRSs”), and should be read in conjunction with the Company’s annual consolidated financial statements for the year ended 30 June 2016.

The preparation of an Interim Financial Statements in conformity with IAS 34 requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, income and expenses on a year-to-date basis. Actual results may differ from these estimates.

The accounting policies adopted in the preparation of the Interim Financial Statements are consistent with those followed in the preparation of the Company’s annual consolidated financial statements for the year ended 30 June 2016.

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (Continued)

Suspension of trading in shares of the Company

Reference is made to the Company's announcement dated 11 October 2012. The Company's predecessor auditor, Deloitte Touche Tohmatsu, who has subsequently resigned as the auditor of the Company with effect from 7 February 2015, had received various anonymous emails in March 2012 and an anonymous letter on 20 April 2012 which contained certain allegations against the Company regarding several suspected financial discrepancies (the "Potential Financial Discrepancies") in respect of the financial records of the Group (collectively the "Allegations").

In response to the Allegations, an Independent Review Committee (the "IRC") comprising the three independent non-executive directors of the Company was established on 21 May 2012 by the board of the directors of the Company (the "Board") to conduct an inquiry into the Allegations concerned and the Company appointed an independent external law firm in the Mainland China, namely Guangdong SZGoldenBull Law Firm as its legal advisor in the People's Republic of China (the "PRC") to assist the Company in conducting the inquiry of the Allegations. At the request of the Company, trading in the shares of the Company on the Stock Exchange has been suspended since 21 June 2012.

On 20 July 2012, the Company also appointed King & Wood Mallesons ("KWM") as the Company's legal adviser as to Hong Kong Law in respect to the matters relating to the Allegations. PricewaterhouseCoopers Consulting Hong Kong Limited ("PwC") was subsequently appointed on 19 September 2012 as an independent professional adviser to assist the IRC to carry out a forensic review (the "Forensic Review") of the Allegations and report the respective findings for KWM to advise the IRC particularly on the Potential Financial Discrepancies from a legal perspective.

For the period from March to October 2012, there were several changes in the directors of the Company and senior management of the Group including (i) resignation of finance director of Shenzhen Trony Science and Technology Development Co., Ltd, a wholly-owned subsidiary and a major operating unit of the Company with effect from 1 March 2012; (ii) retirement of the vice president of production of the Group with effect from 6 March 2012; (iii) resignation of an executive director (also as an executive vice president) of the Company, with effect from 21 August 2012; (iv) resignation of the chief financial officer of the Group with effect from 22 August 2012; (v) the appointment of a new chief financial officer on 21 August 2012; (vi) resignation of a non-executive director of the Company on 4 September 2012; and (vii) the appointment of a new executive director (the "New Executive Director") on 3 October 2012.

On 3 October 2012, the Company received a letter from the Stock Exchange detailing the resumption conditions imposed on the Company as follows:

- (i) Engage a professional firm to conduct a forensic review and investigation over the Potential Financial Discrepancies, the allegations enclosed in the anonymous letters and the issues raised in the legal advisor's report from Guangdong SZGoldenBull Law Firm;
- (ii) Inform the market of all information that is necessary to appraise the Company's position, including their implications to the Company's assets, financial and operational position;
- (iii) Publish all outstanding financial results and reports, and address any concerns raised by the Company's auditors through qualifications in their audit report or otherwise;

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (Continued)

Suspension of trading in shares of the Company (Continued)

- (iv) Demonstrate that there are no significant deficiencies in the Company's corporate governance, and that the Company has put in place adequate financial reporting procedures and internal control systems to meet obligations under the Listing Rules; and
- (v) Demonstrate that, in light of the recent resignations of the Company's directors and senior management members, the Company has adequate resources (in particular senior level staff with appropriate qualifications and experience) to safeguard the Company's assets and to meet obligations under the Listing Rules.

The Company should also comply with the Listing Rules and all applicable laws and regulations in Hong Kong and its place of incorporation before the resumption of its share trading. The Stock Exchange may modify any of the above and/or impose further conditions at its discretion.

On 7 February 2013, the Company's three independent non-executive directors resigned from the position and the IRC became vacant. With this regard, the New Executive Director was appointed as the only member of the IRC with effect from 15 March 2013. On 15 May 2013, another three independent non-executive directors have been appointed to fill in the vacancies of members of the audit committee, remuneration committee, nomination committee and the IRC of the Company. Subsequently, on 1 September 2015, the New Executive Director has resigned from the position.

With reference to the Company's announcement dated 12 December 2014, PwC completed the fieldwork of the Forensic Review in respect of the Allegations, particularly the Potential Financial Discrepancies, on 31 July 2013 and a summary of the findings of the Forensic Review was finalised and issued by PwC to KWM on 6 November 2014 (the "Forensic Review Summary"). Based on the results of the Forensic Review, PwC was unable to conclude the Allegations due to various limitations in obtaining relevant and sufficient supporting documents and evidences, and most of the relevant key management were not available for PwC's interviews. PwC had not been able to identify any linkage from the supporting documents to the Company's previous audited financial statements. Due to the lack of supporting documents/information or other factors set out in the Forensic Review Summary, the IRC was not in a position to draw any conclusion as to the completeness or accuracy of the financial data and concludes that those limitations are incapable of being resolved in their totality and thus it is unlikely that further investigation would arrive at any satisfactory findings.

The Forensic Review Summary has been considered and accepted by the IRC and the Board respectively. For further details of scope of the Forensic Review, a summary of findings, limitations and preliminary views of the IRC and the Board, please refer to the Company's announcement dated 12 December 2014. The Board accepted and concurred with the views of the IRC that auditing of the Group's outstanding financial statements should be commenced as soon as possible and an independent internal control expert should be engaged to conduct an overall review of the internal control and financial reporting system of the Group. Upon finalisation of the Forensic Review, the Company also appointed PKF Consulting Inc. to undertake a review of the internal control system of the Group to strengthen its internal control and financial reporting systems of the Group. The Company is also in the process of preparing to fulfill all the required resumption conditions in relation to the application for the resumption of trading in the shares of the Company.

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (Continued)

Suspension of trading in shares of the Company (Continued)

On 8 April 2016, the Company received a letter from the Stock Exchange (the “Show Cause Letter”). The Listing Department of the Stock Exchange (the “Listing Department”) intends to commence procedures to cancel the listing of the Company under Rule 6.01 by issuing an announcement under Rule 6.10 to provide the Company with further time to rectify the matters that have rendered it unsuitable for listing, failing which the Listing Department will recommend to the Listing Committee to proceed with the cancellation of the Company’s listing.

On 9 and 20 May 2016, the Company made written submissions to the Stock Exchange detailing, amongst other things, the current progress of work done by the Company and its ongoing plan towards fulfilling the conditions of resumption of trading imposed on the Company by the Stock Exchange, and pleaded with the Stock Exchange to reconsider its intention to commence procedures to cancel the listing of the Company under Listing Rule 6.01 and grant the Company additional time to fulfil the remaining of the conditions for resumption.

On 3 June 2016, the Company received a further letter (“Decision Letter”) from the Stock Exchange notifying the Company that the Listing Department has decided to commence the procedures to cancel the Company’s listing under Rules 6.01(4) and 6.04 and the grounds set out in the Show Cause Letter (“Decision”). The Company was notified in the Decision Letter that it has the right to have the Decision reviewed by the Listing Committee. In this connection, the Company has on 8 and 15 June 2016 submitted its request for review of the Decision. By a letter from the Stock Exchange dated 20 June 2016, the Company has been notified that a review hearing (“Review Hearing”) has been scheduled on 30 August 2016. The Company attended the Review Hearing on 30 August 2016.

On 5 September 2016, the Company received a letter from the Stock Exchange. The Listing Committee considered the submissions and decided to uphold the Listing Department’s decision to commence the procedures to cancel the Company’s listing.

The Company made written request on 9 September 2016 to the Stock Exchange to plead with the Stock Exchange to reconsider its intention to commence procedures to cancel the listing of the Company. The Company received a letter from the Stock Exchange dated 12 September 2016, stating that further review hearing was scheduled on 22 November 2016. The further review hearing has been postponed to 13 December 2016. On 22 December 2016, the Listing (Review) Committee upheld the Listing Committee’s Decision and the Stock Exchange required the Company to remedy those matters which have rendered it unsuitable for listing by 4 July 2017. Should the Company fail to do so, the Stock Exchange may proceed with cancelling the Company’s listing.

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (Continued)

Going concern

The Group incurred a loss of approximately RMB44,143,000 for the six months ended 31 December 2016 and net current liabilities of approximately RMB160,746,000 in the condensed consolidated statement of financial position of the Group as at 31 December 2016. These conditions indicate the existence of a material uncertainty which may cast significant doubt on the Group's ability to continue as a going concern. Therefore, the Group may be unable to realise its assets and discharge its liabilities in the normal course of business. The Directors believe that the Group would have sufficient financial resources for the Group to continue its operation for the coming twelve months, and in the opinion that it is appropriate to prepare the condensed consolidated interim financial statements on a going concern basis. Should the Group be unable to continue as a going concern, adjustments would have to be made to the condensed consolidated interim financial statements to adjust the value of the Group's assets to their recoverable amounts, to provide for any further liabilities which might arise and to reclassify non-current assets and non-current liabilities as current assets and current liabilities, respectively. The effect of these adjustments has not been reflected in the condensed consolidated interim financial statements.

3. ADOPTION OF NEW AND REVISED INTERNATIONAL FINANCIAL REPORTING STANDARDS ("IFRSs")

In the current period, the Group has adopted all the new and revised IFRSs issued by the International Accounting Standards Board that are relevant to its operations and effective for its accounting period beginning on 1 July 2016. IFRSs comprise International Financial Reporting Standards; International Accounting Standards; and Interpretations. The adoption of these new and revised IFRSs did not result in significant changes to the Group's accounting policies, presentation of the Group's condensed consolidated interim financial statements and amounts reported for the current period and prior periods.

The Group has not applied the new and revised IFRSs that have been issued but are not yet effective. The Group has already commenced an assessment of the impact of these new and revised IFRSs but is not yet in a position to state whether these new and revised IFRSs would have a material impact on its results of operations and financial position.

4. REVENUE AND SEGMENT INFORMATION

Information about reportable segment profit or loss, assets and liabilities:

	Construction of Photovoltaic cells <i>RMB'000</i>	The manufacture and sale of solar products <i>RMB'000</i>	Total <i>RMB'000</i>
Period ended 31 December 2016 (Unaudited):			
Revenue from external customers	16,188	15,675	31,863
Segment loss	(689)	(23,657)	(24,346)
At 31 December 2016 (Unaudited):			
Segment assets	25,691	227,231	252,922
Segment liabilities	15,200	281,997	297,197

4. REVENUE AND SEGMENT INFORMATION (Continued)

Information about reportable segment profit or loss, assets and liabilities: (Continued)

	Construction of Photovoltaic cells <i>RMB'000</i>	The manufacture and sale of solar products <i>RMB'000</i>	Total <i>RMB'000</i>
Period ended 31 December 2015 (Unaudited):			
Revenue from external customers	2,468	20,276	22,744
Segment loss	(9)	(22,684)	(22,693)
At 30 June 2016 (Audited):			
Segment assets	7,666	238,070	245,736
Segment liabilities	<u>2,261</u>	<u>274,787</u>	<u>277,048</u>

Reconciliations of reportable segment profit and loss:

	Six months ended 31 December	
	2016	2015
	<i>RMB'000</i>	<i>RMB'000</i>
	(Unaudited)	(Unaudited)
Total loss of reportable segments	(24,346)	(22,693)
Corporate and unallocated profit or loss	<u>(19,726)</u>	<u>(17,902)</u>
Consolidated loss before tax	<u>(44,072)</u>	<u>(40,595)</u>

5. INCOME TAX

	Six months ended 31 December	
	2016	2015
	<i>RMB'000</i>	<i>RMB'000</i>
	(Unaudited)	(Unaudited)
Current tax – Provision for the period		
PRC enterprise income tax	<u>71</u>	<u>40</u>

No provision for Hong Kong Profits Tax has been made for the six months ended 31 December 2016 as the Group did not generate any assessable profits arising in Hong Kong during the period.

Tax charge on profits assessable elsewhere have been calculated at the rates of tax prevailing in the countries in which the Group operates, based on existing legislation, interpretation and practices in respect thereof.

6. LOSS FOR THE PERIOD

Loss for the period is arrived at after charging:

	Six months ended 31 December	
	2016	2015
	<i>RMB'000</i>	<i>RMB'000</i>
	(Unaudited)	(Unaudited)
Directors' remuneration	<u>810</u>	<u>291</u>

7. LOSS PER SHARE

(a) Basic loss per share

The calculation of basic loss per share attributable to owners of the Company is based on the loss for the period of approximately RMB44,143,000 (2015: approximately RMB40,635,000) attributable to owners of the Company and the weighted average number of 1,584,683,486 (2015: 1,584,683,486) ordinary shares in issue during the period.

(b) Diluted loss per share

The effects of all potential ordinary shares are anti-dilutive for the six months ended 31 December 2016 and 2015.

8. INTERIM DIVIDEND

The Directors resolved not to declare the payment of an interim dividend for the six months ended 31 December 2016 (six months ended 31 December 2015: nil).

9. PROPERTY, PLANT AND EQUIPMENT

During the six months ended 31 December 2016, the Group acquired property, plant and equipment amounted to approximately RMB585,000.

10. TRADE RECEIVABLES AND BILLS RECEIVABLES

	At 31 December 2016	At 30 June 2016
	<i>RMB'000</i>	<i>RMB'000</i>
	(Unaudited)	(Audited)
Trade receivables	32,825	13,762
Bills receivables	<u>3,769</u>	<u>100</u>
	<u>36,594</u>	<u>13,862</u>

10. TRADE RECEIVABLES AND BILLS RECEIVABLES (Continued)

Other than cash and credit card sales, invoices are normally payable within 60 to 120 days of issuance. An aging analysis of the trade receivables at the end of the reporting period, based on invoice dates, is as follows:

	At 31 December 2016 <i>RMB'000</i> (Unaudited)	At 30 June 2016 <i>RMB'000</i> (Audited)
0 to 60 days	13,387	3,847
61 to 120 days	16,227	3,859
121 to 180 days	60	1,145
Over 180 days	3,151	5,011
	<u>32,825</u>	<u>13,862</u>

11. TRADE AND OTHER PAYABLES

	At 31 December 2016 <i>RMB'000</i> (Unaudited)	At 30 June 2016 <i>RMB'000</i> (Audited)
Trade and bills payables	211,039	194,354
Accrued expenses	3,011	3,670
Salaries and staff welfare payables	2,262	1,560
Receipts in advance	88,732	88,732
Others	7,583	4,983
	<u>312,627</u>	<u>293,299</u>

The credit period granted by suppliers to the Group ranged from 90 to 180 days. The aging analysis of trade and bills payables, based on the date of receipts of goods, is as follows:

	At 31 December 2016 <i>RMB'000</i> (Unaudited)	At 30 June 2016 <i>RMB'000</i> (Audited)
0 to 90 days	5,841	3,928
91 to 180 days	14,377	1,994
Over 181 days	190,821	188,432
	<u>211,039</u>	<u>194,354</u>

12. APPROVAL OF THE INTERIM FINANCIAL STATEMENTS

These Interim Financial Statements were approved and authorised for issue by the Board of Directors on 28 February 2017.

MANAGEMENT DISCUSSION AND ANALYSIS

FINANCIAL REVIEW

For the six months ended 31 December 2016, the Group recorded a loss for the period of approximately RMB44,143,000, an increase of loss for the Period of approximately RMB3,508,000 or 8.63% as compared with the corresponding period in 2015.

Revenue

For the six months ended 31 December 2016, the Group has revenue of approximately RMB31,863,000 (2015: approximately RMB22,744,000). This represents an increase of turnover of approximately RMB9,119,000 or 40.09%, as compared to the corresponding period in 2015.

This revenue comprises:

- (1) The turnover of construction of photovoltaic cells segment of approximately RMB16,188,000 (2015: approximately RMB2,468,000), representing an increase of approximately RMB13,720,000 or 555.92% as compared with the corresponding period in 2015; and
- (2) The turnover of manufacture and sale of solar products segment of approximately RMB15,675,000 (2015: approximately RMB20,276,000), representing a decrease of approximately RMB4,601,000 or 22.69% as compared with the corresponding period in 2015.

The increase in turnover in the construction of photovoltaic cells segment was mainly due to a new construction project of approximately RMB14 million performed during the Period. The decrease in turnover of manufacture and sale of solar products segment was mainly due to the continuing competition and market shrinkage.

Gross Loss

For the six months ended 31 December 2016, the Group has gross loss of approximately RMB501,000 (2015: RMB3,948,000). This represents a decrease in gross loss of approximately RMB3,447,000 or 87.31% as compared with the corresponding period in 2015.

The construction of photovoltaic cells segment contributed a gross profit of approximately RMB1,705,000 (2015: approximately RMB1,992,000). On the contrary, the manufacture and sale of solar products segment recorded a gross loss of approximately RMB2,206,000 (2015: approximately RMB5,940,000).

Other Income

For the six months ended 31 December 2016, the Group recorded other income of approximately RMB1,584,000 (2015: approximately RMB5,529,000), representing a decrease of approximately RMB3,945,000 or 71.35%.

The decrease in other income was mainly due to decrease of government grant of approximately RMB3,547,000.

Selling and Distribution Expenses

For the six months ended 31 December 2016, selling and distribution expenses were approximately RMB2,083,000 (2015: approximately RMB4,049,000), representing a decrease of approximately RMB1,966,000 or 48.56% as compared to the corresponding period in 2015.

The decrease in selling and distribution expenses was mainly due to:

- (1) Decrease in consulting expenses and exhibition expenses of approximately RMB1,243,000 as compared with the corresponding period in 2015; and
- (2) Decrease in headcount and hence the selling staff expenses of approximately RMB408,000 as compared with the corresponding period in 2015.

Administrative Expenses

For the six months ended 31 December 2016, administrative expenses were approximately RMB43,072,000 (2015: approximately RMB38,127,000), representing an increase of approximately RMB4,945,000 or 12.97% as compared to the corresponding period in 2015.

The increase in administrative expenses was mainly contributed by the increase in re-structuring costs and professional fees incurred for trade resumption purpose of approximately RMB8,767,000 (2015: approximately RMB5,660,000), representing an increase of approximately RMB3,107,000.

Exchange differences on Translating Foreign Operations

For the six months ended 31 December 2016, exchange differences on translating foreign operations were approximately RMB4,017,000 gain (2015: approximately RMB2,575,000 gain), representing an increase in gains of approximately RMB1,442,000 or 56.00% as compared to the corresponding period in 2015.

The increase in exchange gains on translating foreign operations were mainly due to the continuous depreciation of RMB against USD, as a result the Group recorded exchange gains on translating foreign subsidiaries.

HUMAN RESOURCES

As at 31 December 2016, the Group had 212 employees (30 June 2016: 184). The current remuneration for the employees includes basic salary, discretionary bonus and social security funds. The employees' remuneration is commensurate with their duty, performance and contribution.

PURCHASE, REDEMPTION OR SALE OF LISTED SECURITIES OF THE COMPANY

Neither the Company nor its subsidiaries purchased, redeemed or sold any of the Company's listed securities during the Period.

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code ("**Model Code**") for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") (the "**Listing Rules**") as the code of conduct regarding securities transactions by the Directors. Having made specific enquiry to all Directors, the Company confirmed that all Directors have complied with the required standard set out in the Model Code for the period.

CODE ON CORPORATE GOVERNANCE PRACTICES

The Group acknowledges the need and importance of corporate governance as one of the key elements in enhancing shareholders' value. The Group is committed to improving its corporate governance practices in compliance with regulatory requirements and in accordance with international recommended practices. The Company has adopted the Corporate Governance Code ("**CG Code**") as set out in Appendix 14 to the Listing Rules as its own code of corporate governance. During the six months ended 31 December 2016, the Company was in compliance with the relevant code provisions set out in the CG Code except for the deviation explained below.

Code provision A.2.1 of the CG Code requires that the roles of chairman and chief executive officer should be separate and should not be performed by the same individual. During the six months ended 31 December 2016, Mr. Li Yi, the former chairman of the Company, was also acting as the chief executive officer of the Company until his resignation on 7 September 2016. After evaluation of the current situation of the Company and taking into account of the experience and past performance of Mr. Li Yi, the Board is of the opinion that it is appropriate and in the best interests of the Company to separate the two roles of chairman and chief executive officer. Mr. Pak Wai Keung Martin is currently the chairman of the Company and Mr. Huang Henry Xiao Shi, the general vice president of the Company, has taken up the responsibility of acting chief executive officer of the Company since the resignation of Mr. Li Yi until the Company has identified suitable candidate to fill up the vacancy.

Save as mentioned above, in the opinion of the Directors, the Company has met the code provisions set out in the CG Code during the six months ended 31 December 2016.

AUDIT COMMITTEE

The Company set up the Audit Committee (the “**Audit Committee**”) on 13 September 2010, with its written terms of reference complying with the CG Code. Currently, the Audit Committee comprises of three independent non-executive Directors, namely. Mr. Pak Wai Keung Martin (Chairman), Mr. Zhang Xuehu and Ms. Chow Wai Fong. The primary duties of the Audit Committee are to review the effectiveness of the financial reporting process and to review the risk management and internal control systems of the Group. The Audit Committee has reviewed the unaudited interim results for the period.

GENERAL

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
Martin Pak
Chairman

Hong Kong, 28 February 2017

As at the date of this announcement, the Board comprises two executive Directors, namely Ms. Yu Ying and Mr. Liu Bin, and three independent non-executive Directors, namely Mr. Pak Wai Keung Martin (Chairman), Mr. Zhang Xuehu and Ms. Chow Wai Fong.