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**VARITRONIX**

**VARITRONIX INTERNATIONAL LIMITED**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 710)**

**POLL RESULTS OF ANNUAL GENERAL MEETING  
HELD ON 3 JUNE 2016  
AND  
CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTORS AND  
MEMBERS OF BOARD COMMITTEES**

The Board is pleased to announce that the poll results in respect of the resolutions set out in the notice of the AGM.

The Board further announces that at the AGM, Dr. Lo Wing Yan, William J.P. and Mr. Chau Shing Yim, David retired by rotation as independent non-executive Directors of the Company while the appointment of Mr. Fung, Yuk Kan Peter and Mr. Chu, Howard Ho Hwa as independent non-executive Directors of the Company was approved by the Shareholders at the AGM, all with effect from close of the AGM.

**POLL RESULTS OF ANNUAL GENERAL MEETING HELD ON 3 JUNE 2016**

Reference is made to the notice (the “**Notice**”) of the annual general meeting and the circular (the “**Circular**”) of Varitronix International Limited (the “**Company**”) dated 5 May 2016. Unless the context otherwise requires, capitalised terms used herein shall have the same meanings as those defined in the Circular.

At the AGM, all proposed ordinary resolutions (the “**Ordinary Resolutions**”) set out in the Notice were taken by poll. The Company’s Hong Kong branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited, was appointed as the scrutineer for the vote-taking at the AGM.

The total number of shares entitling the Shareholders to attend and vote for or against the Ordinary Resolutions at the AGM was 731,945,204 Shares, representing the entire issued share capital of the Company as at the date of the AGM. There were no shares entitling the Shareholders to attend and abstain from voting in favour of the resolutions at the AGM as set out in Rule 13.40 of the Listing Rules.

No Shareholders were required under the Listing Rules to abstain from voting. No parties have stated their intention in the Circular to vote against or abstain from voting on the relevant resolutions at the AGM.

The poll results in respect of the Ordinary Resolutions at the AGM were as follows:

	Ordinary Resolutions	For	Against	Total number of votes
		Number of votes (%)		
1.	To receive and consider the audited financial statements of the Company and its subsidiaries and the reports of the directors and the independent auditors for the year ended 31 December 2015.	456,377,078 (100%)	0 (0%)	456,377,078 (100%)
The resolution was duly passed as an ordinary resolution.				
2.	To declare a final dividend for the year ended 31 December 2015.	457,368,078 (100%)	0 (0%)	457,368,078 (100%)
The resolution was duly passed as an ordinary resolution.				
3.	(a) To re-elect Mr. Yao Xiangjun as a director of the Company.	442,846,479 (96.82%)	14,521,599 (3.18%)	457,368,078 (100%)
The resolution was duly passed as an ordinary resolution.				
	(b) To re-elect Mr. Su Ning as a director of the Company.	456,460,078 (99.80%)	908,000 (0.20%)	457,368,078 (100%)
The resolution was duly passed as an ordinary resolution.				
	(c) To re-elect Ms. Yang Xiaoping as a director of the Company.	456,668,078 (99.85%)	700,000 (0.15%)	457,368,078 (100%)
The resolution was duly passed as an ordinary resolution.				
	(d) To re-elect Mr. Dong Xue as a director of the Company.	456,668,078 (99.85%)	700,000 (0.15%)	457,368,078 (100%)
The resolution was duly passed as an ordinary resolution.				
	(e) To re-elect Mr. Yuan Feng as a director of the Company.	456,668,078 (99.85%)	700,000 (0.15%)	457,368,078 (100%)
The resolution was duly passed as an ordinary resolution.				
	(f) To authorize the board of directors of the Company to fix the remuneration of directors.	447,429,078 (100%)	0 (0%)	447,429,078 (100%)
The resolution was duly passed as an ordinary resolution.				
4.	(a) To approve the appointment of Mr. Fung, Yuk Kan Peter as an independent non-executive director of the Company with effect from close of the annual general meeting.	457,279,078 (99.98%)	89,000 (0.02%)	457,368,078 (100%)
The resolution was duly passed as an ordinary resolution.				

	(b) To approve the appointment of Mr. Chu, Howard Ho Hwa as an independent non-executive director of the Company with effect from close of the annual general meeting.	457,279,078 (99.98%)	89,000 (0.02%)	457,368,078 (100%)
The resolution was duly passed as an ordinary resolution.				
5.	To re-appoint KPMG, as auditors and authorize the board of directors of the Company to fix their remuneration.	457,368,078 (100%)	0 (0%)	457,368,078 (100%)
The resolution was duly passed as an ordinary resolution.				
6.	To grant a general mandate to repurchase shares of the Company.	457,094,078 (100%)	0 (0%)	457,094,078 (100%)
The resolution was duly passed as an ordinary resolution.				
7.	To grant a general mandate to issue new shares of the Company.	431,170,183 (94.27%)	26,197,895 (5.73%)	457,368,078 (100%)
The resolution was duly passed as an ordinary resolution.				
8.	To extend the general mandate to issue new shares of the Company.	430,907,183 (94.21%)	26,460,895 (5.79%)	457,368,078 (100%)
The resolution was duly passed as an ordinary resolution.				

## CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTORS AND MEMBERS OF BOARD COMMITTEES

The Board announces that Dr. Lo Wing Yan, William J.P. (“**Dr. Lo**”) and Mr. Chau Shing Yim, David (“**Mr. Chau**”) retired as independent non-executive Directors of the Company (the “**INED**”) pursuant to Bye-law 99 of the Bye-laws with effect from close of the AGM and did not offer themselves for re-election at the AGM. The Board further announces that, as stated above, the appointment of Mr. Fung, Yuk Kan Peter (“**Mr. Fung**”) and Mr. Chu, Howard Ho Hwa (“**Mr. Chu**”), pursuant to Bye-law 102(A) of the Bye-laws and any applicable law, as the INED with effect from close of the AGM was approved by the Shareholders at the AGM.

Following their retirement at the AGM, Dr. Lo automatically ceased to act as the Chairman of the audit committee and the remuneration committee, and a member of the nomination committee of the Company and Mr. Chau automatically ceased to act as a member of the audit committee, the remuneration committee and the nomination committee of the Company. At the same time, Mr. Fung and Mr. Chu have been appointed to succeed Dr. Lo and Mr. Chau for such positions respectively.

Dr. Lo and Mr. Chau have confirmed that they have no disagreement with the Board and there is no matter that needs to be brought to the attention of the Shareholders in relation to their retirement from the Board.

Mr. Fung, Yuk Kan Peter, aged 49, was trained and qualified in KPMG London before returning to KPMG Hong Kong in 1993. Since his return Mr. Fung has travelled regularly into China to lead different types of China projects, including Initial Public Offerings and due diligence exercises for merger and acquisitions. Mr. Fung became a partner in October 2000. Later in 2006 he moved to and started stationing in Beijing. In the past two decades, he has been in many positions within KPMG, including the partner in-charge of large accounts, regional head of audit and regional head of business development.

Mr. Fung's last position before retirement is the Global Chair of KPMG Global China Practice ("GCP"). The GCP is a community of professionals in China and across the globe with a total focus on inbound and outbound China businesses and assists Chinese businesses with their globalisation strategy and helps multinational companies enter or expand into the China market. In this role, he regularly meets with market players to discuss the continuous development of China and issues confronting executives from different businesses. He also writes publications and appears in conferences and events as presenters/panelists to share his experience and views on these matters.

Mr. Fung is a fellow member of the Institute of Chartered Accountants of England and Wales and a member of the Hong Kong Institute of Certified Public Accountants. He obtained a bachelor of science in Economics from London School of Economics and Political Science in 1988.

There is no service contract between the Company and Mr. Fung. He has been appointed as the INED. He will be appointed for a fixed term expiring on 31 December 2016 and will be subject to retirement by rotation and re-election in accordance with the Bye-laws. He will be entitled to an annual director's fee of HK\$200,000 which is determined with reference to his experience and the prevailing market director's fees for the INED.

As at the date hereof and save as disclosed above, Mr. Fung did not have any interests in the Shares within the meaning of Part XV of the Securities and Futures Ordinance, does not hold any directorship in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years and does not have any relationship with any other Director, senior management, or substantial or controlling shareholder of the Company.

Mr. Chu, Howard Ho Hwa, aged 52, has over 15 years of business experience and over 9 years of experience in corporate governance. Mr. Chu is currently the chief executive officer of mReferral Corporation (HK) Limited which is a leading mortgage referral company and is a joint venture of Midland Holdings Limited and Cheung Kong (Holdings) Limited and is an independent non-executive director of Directel Holdings Limited which is a publicly listed company on the Growth Enterprise Market of the Stock Exchange (stock code: 8337). From March 2012 to June 2012, he was the chief financial officer of China Smart Electric Co. Ltd. From July 2009 to October 2011, he was the chief financial officer of Trony Solar Holdings Company Limited which is a publicly listed company on the Main Board of the Stock

Exchange (stock code: 2468). From September 2010 to May 2012, he was an independent non-executive director of China Kingstone Mining Holdings Limited which is a publicly listed company on the Main Board of the Stock Exchange (stock code: 1380). He has previously worked for Shanghai Century Acquisition Corporation, a company listed on the American Stock Exchange, and United Energy Group Limited, a company listed on the Stock Exchange. He was a director at ABN AMRO Asia Corporate Finance Ltd. and was also a director at the Hong Kong and Shanghai Banking Corporation Ltd. From June 2012 to June 2015, he was an independent non-executive director of Weichai Power Co. Ltd. which is a publicly listed company on the Main Board of Stock Exchange (stock code: 2338). He obtained a master degree of business administration from the Columbia University and a bachelor degree of science from the University of Rochester in 1990 and 1986 respectively.

There is no service contract between the Company and Mr. Chu. He has been appointed as the INED. He will be appointed for a fixed term expiring on 31 December 2016 and will be subject to retirement by rotation and re-election in accordance with the Bye-laws. He will be entitled to an annual director's fee of HK\$200,000 which is determined with reference to his experience and the prevailing market director's fees for the INED.

As at the date hereof and save as disclosed above, Mr. Chu did not have any interests in the Shares within the meaning of Part XV of the Securities and Futures Ordinance, does not hold any directorship in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years and does not have any relationship with any other Director, senior management, or substantial or controlling shareholder of the Company.

Save as disclosed above, there are no other matters concerning Mr. Fung and Mr. Chu relating to their appointment that need to be brought to the attention of the Shareholders. In addition, there is no information to be disclosed pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

The Board would like to thank Dr. Lo and Mr. Chau for their valuable contributions to the Group during their tenure of service and extend a warm welcome to Mr. Fung and Mr. Chu for joining the Board.

By Order of the Board  
**Varitronix International Limited**  
**Yao Xiangjun**  
Chairman

Hong Kong, 3 June 2016

*As at the date of this announcement, the Board comprises nine Directors, of whom Mr. Yao Xiangjun, Ms. Ko Wing Yan, Samantha and Mr. Su Ning are executive Directors, Ms. Yang Xiaoping, Mr. Dong Xue and Mr. Yuan Feng are non-executive Directors, and Mr. Fung, Yuk Kan Peter, Mr. Chu, Howard Ho Hwa and Mr. Hou Ziqiang are independent non-executive Directors.*