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CAPXON INTERNATIONAL ELECTRONIC COMPANY LIMITED

凱普松國際電子有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 469)

**POLL RESULTS OF ANNUAL GENERAL MEETING HELD ON 1 JUNE 2017,
RETIREMENT AND APPOINTMENT OF INDEPENDENT
NON-EXECUTIVE DIRECTOR
AND
CHANGE OF COMPOSITION OF BOARD COMMITTEES**

Reference is made to the circular of the Company dated 26 April 2017 (the “Circular”). Terms defined in the Circular shall, unless the context requires otherwise, have the same meanings when used in this announcement.

Poll Results of Annual General Meeting held on 1 June 2017

The Board is pleased to announce that at the AGM held on 1 June 2017, all the proposed resolutions as set out in the notice of the AGM were duly passed by Shareholders by way of poll.

The share registrar of the Company in Hong Kong, Tricor Investor Services Limited, was appointed as scrutineer for the purpose of vote-taking at the AGM. Set out below are the poll results of the AGM:-

	Ordinary Resolutions	Number of Votes Cast (Approximate Percentage of Total Number of Votes Cast)	
		For	Against
1.	To receive and consider the audited consolidated financial statements and the reports of the directors and auditor for the year ended 31 December 2016.	595,080,501 (100%)	0 (0%)
2.A.	To re-elect Mr. Lin Yuan Yu as an executive Director.	595,080,501 (100%)	0 (0%)
2.B.	To re-elect Ms. Liu Fang Chun as a non-executive Director.	595,080,501 (100%)	0 (0%)
2.C.	To authorize the Board to fix the remuneration of the Directors.	595,080,501 (100%)	0 (0%)

	Ordinary Resolutions	Number of Votes Cast (Approximate Percentage of Total Number of Votes Cast)	
		For	Against
3.	To elect Mr. Hsieh King-Hu, Miles as an independent non-executive Director and to authorize the Board to fix his remuneration.	595,080,501 (100%)	0 (0%)
4.	To re-appoint Deloitte Touche Tohmatsu as auditor of the Company and to authorize the Board to fix their remuneration.	595,080,501 (100%)	0 (0%)
5.A.	To grant a general mandate to the Directors to allot, issue and deal with additional Shares.	595,064,501 (99.9973%)	16,000 (0.0027%)
5.B.	To grant a general mandate to the Directors to repurchase the Company's own Shares.	595,080,501 (100%)	0 (0%)
5.C.	To add the number of the Shares repurchased under resolution 5.B. to the mandate granted to the Directors under resolution 5.A.	595,069,801 (99.9982%)	10,700 (0.0018%)

On the basis of the votes set out above, all the resolutions proposed at the AGM were duly passed as ordinary resolutions.

As at the date of the AGM, the total number of Shares in issue was 844,559,841 Shares, which was the total number of Shares entitling the holders to attend and vote on the resolutions at the AGM. There were no Shares entitling the holders to attend and abstain from voting in favour of the resolutions as set out in Rule 13.40 of the Listing Rules, and no Shareholders were required under the Listing Rules to abstain from voting at the AGM.

Retirement of Independent Non-Executive Director

The Board announces that Mr. Lai Chung Ching ("Mr. Lai") retired as an independent non-executive Director at the AGM in accordance with the Articles and did not offer himself for re-election due to his advanced age. Following his retirement, Mr. Lai ceased to be (i) the chairman of the Audit Committee; (ii) a member of the Nomination Committee and (iii) the chairman of the Remuneration Committee with effect from the conclusion of the AGM.

Mr. Lai has confirmed that there is no disagreement with the Board and there are no matters relating to his retirement that need to be brought to the attention of the Shareholders or the Stock Exchange. The Board would also like to take this opportunity to express its sincere gratitude to Mr. Lai for his valuable contributions to the Company.

Appointment of Independent Non-Executive Director

Mr. Hsieh King-Hu, Miles ("Mr. Hsieh") was elected as an independent non-executive Director by the Shareholders at the AGM.

Mr. Hsieh, aged 69, graduated from the Faculty of Accounting of Soochow University, and is currently a member of Taipei CPA Association. Mr. Hsieh joined Deloitte Haskins & Sells (now known as Deloitte & Touche) in July 1971, became a partner in 1987 and retired in August 2002. From 1983 to 2002, Mr. Hsieh was a member of the American Institute of Certified Public Accountants; he was also an executive member of Taipei CPA Association

from August 1998 to 2001. Mr. Hsieh is at present the managing partner of Miles Hsieh & Company, which was established by him in 2002. From June 2012 to June 2015, Mr. Hsieh was the supervisor of a Taiwan-listed company, TSRC Corporation (Stock Code: 2103), and is currently the independent director of CX Technology Corporation (Stock Code: 2415) and The Shanghai Commercial & Savings Bank, Ltd. (Stock code: 5876), both of whose shares are listed on the Taiwan Stock Exchange Corporation.

Save as disclosed above, Mr. Hsieh has no relationship with any Directors, senior management or substantial or controlling Shareholders, has not held any position in the Company or any of its subsidiaries, and has not held any directorship in any Hong Kong or overseas listed public companies in the last three years. As at the date of this announcement, Mr. Hsieh did not have any interest in the securities of the Company within the meaning of Part XV of the SFO. Mr. Hsieh has entered into an appointment letter with the Company for a term of three years commencing from the conclusion of the AGM, subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Articles. Mr. Hsieh's annual remuneration, as covered by his appointment letter, is HK\$168,000. Mr. Hsieh is also entitled to such bonus and such share options as may be determined by the Board based on the recommendation of the Remuneration Committee at its sole discretion from time to time. The remuneration of Mr. Hsieh was determined on the basis of his experience, level of responsibilities within the Group and the current market condition.

Save as disclosed above, there is no other information in relation to Mr. Hsieh which is required to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules and there is no other matter that needs to be brought to the attention of the Shareholders in relation to his appointment.

The Company has received from Mr. Hsieh his confirmation of independence pursuant to Rule 3.13 of the Listing Rules and therefore, the Board considers that he is independent.

Change of Composition of Board Committees

Following Mr. Lai's cessation to act as member of the Nomination Committee and the chairman of each of the Audit Committee and the Remuneration Committee, the composition of the Board committees has been changed as below with effect from the conclusion of the AGM:

- (i) Mr. Lu Hong Te, an independent non-executive Director, was appointed as the chairman of each of the Audit Committee and the Remuneration committee; and
- (ii) Mr. Hsieh was appointed to act as a member of the Audit Committee, the Nomination Committee and the Remuneration Committee.

By order of the Board
Capxon International Electronic Company Limited
Lin Chin Tsun
Chairman

Hong Kong, 1 June 2017

As at the date of this announcement, the Board is composed of four executive Directors, namely Mr. Lin Chin Tsun (Chairman and President), Ms. Chou Chiu Yueh (Vice-President), Mr. Lin Yuan Yu (Chief Executive Officer) and Ms. Lin I Chu, one non-executive Director, namely Ms. Liu Fang Chun and three independent non-executive Directors, namely Mr. Hsieh King-Hu, Miles, Mr. Lu Hong Te and Mr. Tung Chin Chuan.