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PACIFIC ONLINE LIMITED

太平洋網絡有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 543)

**POLL RESULTS OF THE ANNUAL GENERAL MEETING
HELD ON 22 MAY 2015**

The Board is pleased to announce that all the resolutions proposed at the AGM held on 22 May 2015 were duly passed.

The board of directors (the “**Board**”) of Pacific Online Limited (the “**Company**”) is pleased to announce the poll results of the annual general meeting of the Company held on 22 May 2015 (the “**AGM**”) as follows:

Ordinary Resolutions		Number of Votes (%) ^{(Note (a))}	
		For	Against
1.	To consider and receive the audited consolidated financial statements of the Company and the reports of the directors and auditor for the year ended 31 December 2014.	758,115,731 100.00%	0 0.00%
2.	To declare a final dividend of RMB13.93 cents per share for the year ended 31 December 2014.	758,115,731 100.00%	0 0.00%
3.	To re-elect Mr. Wang Ta-Hsing as an executive director of the Company.	751,409,851 99.12%	6,705,880 0.88%
4.	To re-elect Mr. Thaddeus Thomas Beczak as an independent non-executive director of the Company.	757,265,031 99.89%	850,700 0.11%
5.	To re-elect Mr. Chan Chi Mong, Hopkins as an independent non-executive director of the Company.	757,265,031 99.89%	850,700 0.11%
6.	To authorize the Board to fix the respective directors’ remuneration.	758,115,731 100.00%	0 0.00%

Ordinary Resolutions		Number of Votes (%) ^{(Note (a))}	
		For	Against
7.	To re-appoint Messrs PricewaterhouseCoopers as auditor of the Company and to authorize the Board to fix auditor's remuneration.	758,115,731 100.00%	0 0.00%
8.	To give a general mandate to the directors of the Company to purchase the Company's shares not exceeding 10% of the total number of issued shares of the Company as at the date of passing of this resolution.	758,115,731 100.00%	0 0.00%
9.	To give a general mandate to the directors of the Company to issue, allot and deal with additional shares of the Company not exceeding 20% of the total number of issued shares of the Company as at the date of passing of this resolution.	721,711,175 95.20%	36,404,556 4.80%
10.	To extend the general mandate granted to the directors of the Company to issue, allot and deal with additional shares of the Company by the total number of shares repurchased by the Company.	722,561,875 95.31%	35,553,856 4.69%

Notes:

- (a) The number and percentage of votes are based on the total number of shares of the Company voted by the shareholders of the Company at the AGM in person or by proxy.
- (b) As all/a majority of the votes were cast in favour of each of the resolutions nos. 1 to 10, all such ordinary resolutions were duly passed.
- (c) The total number of shares of the Company in issue as at the date of AGM: 1,112,837,151 shares.
- (d) The total number of shares of the Company entitling the holder to attend and vote on the resolutions at the AGM: 1,112,837,151 shares.
- (e) The total number of shares of the Company entitling the holder to attend and abstain from voting in favour of the resolutions at the AGM (as set out in Rule 13.40 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**")): Nil.
- (f) The total number of shares of the Company that are required under the Listing Rules to abstain from voting at the AGM: Nil.
- (g) None of the shareholders of the Company have stated their intention in the Company's circular dated 14 April 2015 to vote against or to abstain from voting on any of the resolutions at the AGM.
- (h) The Company's Branch Share Registrar in Hong Kong, Tricor Investor Services Limited, acted as the scrutineer for the vote-taking at the AGM.

- (i) In relation to the above resolution no. 2, the translation of Renminbi (“**RMB**”) into Hong Kong dollars (“**HK\$**”) for the purpose of dividend payment in HK\$ is made at the rate of HK\$1.00 = RMB0.78846, which is the official exchange rate as announced by the People’s Bank of China on 22 May 2015. The dividend will be paid on 12 June 2015 to the shareholders whose names appear on the register of members of the Company on 3 June 2015.

By Order of the Board
Pacific Online Limited
Lam Wai Yan
Chairman

Hong Kong, 22 May 2015

As at the date of this announcement, the Board comprises 4 executive directors, namely, Dr. Lam Wai Yan, Mr. Ho Kam Wah, Mr. Wang Ta-Hsing and Ms. Zhang Cong Min; and 3 independent non-executive directors, namely, Mr. Tsui Yiu Wa, Alec, Mr. Thaddeus Thomas Beczak and Mr. Chan Chi Mong, Hopkins.