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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 19 MAY 2017
AND
TERMINATION OF EXISTING SHARE OPTION SCHEME AND
ADOPTION OF NEW SHARE OPTION SCHEME**

The Board is pleased to announce that:

- (1) All the resolutions proposed at the AGM held on 19 May 2017 were duly passed.
- (2) The Company has terminated the existing share option scheme and adopted the Scheme at the AGM in accordance with Chapter 17 of the Listing Rules.

POLL RESULTS

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 19 May 2017 (the “**AGM**”) as follows:

Ordinary Resolutions		Number of Votes (%) <i>(Note (a))</i>	
		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 2016.	758,915,571 (99.62%)	2,920,910 (0.38%)
2.	To declare a final dividend of RMB11.35 cents per share for the year ended 31 December 2016.	762,006,481 (100.00%)	0 (0.00%)
3.	To re-elect Dr. Lam Wai Yan as an executive director of the Company.	758,545,149 (99.55%)	3,461,332 (0.45%)
4.	To re-elect Mr. Wang Ta-Hsing as an executive director of the Company.	759,085,571 (99.62%)	2,920,910 (0.38%)

Ordinary Resolutions		Number of Votes (%) <i>(Note (a))</i>	
		For	Against
5.	To re-elect Mr. Chan Chi Mong, Hopkins as an independent non-executive director of the Company.	759,085,571 (99.62%)	2,920,910 (0.38%)
6.	To authorize the Board to fix the respective directors' remuneration.	758,989,416 (99.60%)	3,017,065 (0.40%)
7.	To re-appoint Messrs PricewaterhouseCoopers as auditor of the Company and to authorize the Board to fix auditor's remuneration.	759,085,571 (99.62%)	2,920,910 (0.38%)
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.	759,085,571 (99.62%)	2,920,910 (0.38%)
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.	734,241,101 (96.36%)	27,765,380 (3.64%)
10.	Conditional upon the passing of resolutions nos. 8 and 9, 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.	734,287,876 (96.36%)	27,718,605 (3.64%)
11.	To approve the termination of the existing share option scheme of the Company and adoption of the new share option scheme of the Company (the "Scheme", the principal terms of which are set out in the Company's circular dated 11 April 2017 (the "Circular")) and to authorize the Board to administer the Scheme, to grant options thereunder, to allot, issue and deal with the shares of the Company pursuant to the exercise of any option granted thereunder and to take such acts as may be necessary or expedient.	735,643,007 (96.54%)	26,363,474 (3.46%)

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 11, all such ordinary resolutions were duly passed.
- (c) The total number of shares of the Company in issue as at the date of AGM: 1,133,205,667 shares.

- (d) The total number of shares of the Company entitling the holder to attend and vote on the resolutions at the AGM: 1,133,205,667 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 Circular 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 = RMB0.88379, which is the official exchange rate as announced by the People’s Bank of China on 19 May 2017. The dividend will be paid on 9 June 2017 to the shareholders whose names appear on the register of members of the Company on 31 May 2017.

TERMINATION OF EXISTING SHARE OPTION SCHEME AND ADOPTION OF NEW SHARE OPTION SCHEME

The Board is also pleased to announce that, as set out above, the ordinary resolution approving the termination of the existing share option scheme and the adoption of the Scheme, made in accordance with Chapter 17 of the Listing Rules and the principal terms of which are set out in the Circular, was duly passed by the shareholders of the Company at the AGM.

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

Hong Kong, 19 May 2017

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.