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(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 543)

**POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD
ON 18 MAY 2012
AND
CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND
MEMBER OF BOTH THE AUDIT COMMITTEE AND
REMUNERATION COMMITTEE**

The Board announces that:

- (1) All the resolutions proposed at the AGM held on 18 May 2012 were duly passed.
- (2) Mr Louie Ming retired as an independent non-executive director of the Company at the AGM. He has also ceased to be a member of both the Audit Committee and the Remuneration Committee of the Company.
- (3) Mr Chan Chi Mong, Hopkins has been appointed as an independent non-executive director and a member of both the Audit Committee and the Remuneration Committee of the Company with effect from 18 May 2012.

POLL RESULTS

The board of directors (the “**Board**”) of Pacific Online Limited (the “**Company**”) is pleased to announce that at the annual general meeting of the Company held on 18 May 2012 (the “**AGM**”), all the resolutions were duly passed by way of poll voting. The poll results are 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 2011. | 743,964,845 (100.00%) | 0 (0.00%) |
| 2. | To declare a final dividend of RMB14.78 cents per share for the year ended 31 December 2011. | 743,964,845 (100.00%) | 0 (0.00%) |
| 3. | To re-elect Mr Wang Ta-Hsing as an executive director of the Company. | 743,964,845 (100.00%) | 0 (0.00%) |
| 4. | To re-elect Mr Tsui Yiu Wa, Alec as an independent non-executive director of the Company. | 743,909,845 (99.99%) | 55,000 (0.01%) |
| 5. | To authorize the Board to fix the respective directors’ remuneration. | 743,909,845 (99.99%) | 55,000 (0.01%) |
| 6. | To re-appoint Messrs PricewaterhouseCoopers as auditor of the Company and to authorize the Board to fix auditor’s remuneration. | 743,964,845 (100.00%) | 0 (0.00%) |
| 7. | To give a general mandate to the directors of the Company to purchase the Company’s shares not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution. | 743,964,845 (100.00%) | 0 (0.00%) |
| 8. | 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 aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution. | 701,138,550 (94.24%) | 42,826,295 (5.76%) |
| 9. | To extend the general mandate granted to the directors of the Company to issue, allot and deal with additional shares in the capital of the Company by the aggregate nominal amount of shares repurchased by the Company. | 701,138,550 (94.24%) | 42,826,295 (5.76%) |

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 9, all such ordinary resolutions were duly passed.

- (c) The total number of shares of the Company in issue as at the date of AGM: 1,085,043,948 shares (not taking account of the 3,116,000 shares of HK\$0.01 each which have been repurchased by the Company but have not yet been cancelled).
- (d) The total number of shares of the Company entitling the holder to attend and vote on the resolutions at the AGM: 1,085,043,948 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 12 April 2012 (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 = RMB0.81343, which is the official exchange rate as announced by the People’s Bank of China on 18 May 2012. The dividend will be paid on 6 June 2012 to the shareholders whose names appear on the register of members of the Company on 29 May 2012.

CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND MEMBER OF BOTH THE AUDIT COMMITTEE AND THE REMUNERATION COMMITTEE

Retirement

As set out in the Circular, Mr Louie Ming (“**Mr Louie**”) retired as an independent non-executive director of the Company at the AGM since he wishes to focus on his other commitments. Upon his retirement, Mr Louie has also ceased to be a member of both the Audit Committee and the Remuneration Committee of the Company. Mr Louie has confirmed that he has no disagreement with the Board and the Company, and there are no matters that need to be brought to the attention of the shareholders of the Company in relation to his retirement.

Taking this opportunity, the Board would like to express its appreciation and gratitude to Mr Louie for his contribution and services to the Company in the past.

Appointment

The Board further announces that Mr Chan Chi Mong, Hopkins (“**Mr Chan**”) has been appointed as an independent non-executive director and a member of both the Audit Committee and the Remuneration Committee of the Company with effect from 18 May 2012, to fill the vacancies left by the retirement of Mr Louie. The biographical details of Mr Chan are set out below:

Experience & qualifications

Mr Chan, aged 54, is the founder member of the Institute of Leadership and Management, U.K. Mr Chan has over twenty years’ experiences in finance and management. He served as the vice president and associate director of Dean Witter Reynolds (H.K.) Ltd., and the executive director of Silver Grant International Finance Ltd. He is the president of Chengdu

Arkian Scientific Research Ltd. He is the supervisor of Hong Kong Pui Ching Middle School, and Hong Kong Pui Ching Primary School. In social service, he is the board chairman of Baptist Oi Kwan Social Service.

Mr Chan has not held directorships in the last three years in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Length of service and director's emolument

Pursuant to the letter of appointment issued by the Company to Mr Chan, his initial term of office is 3 years commencing on 18 May 2012. He is also subject to retirement and re-election in accordance with the provisions set out in the articles of association of the Company.

Mr Chan is entitled to receive a director's fee of HK\$372,000 per annum. Except for the share option scheme, Mr Chan is not eligible to participate in any bonus schemes or other benefits of the kind available to executive directors of the Company. The forgoing emolument of Mr Chan is recommended by the Company's Remuneration Committee and approved by the Board with reference to his experience and responsibilities as well as the prevailing market conditions.

Interests in shares & relationships

As far as the Board is aware, as at the date of this announcement, Mr Chan does not have or is not deemed to have any interests or short positions in the shares or underlying shares of the Company pursuant to Part XV of the Securities and Futures Ordinance. In addition, Mr Chan does not have any relationships with any other directors, senior management, substantial shareholders (as defined in the Listing Rules) or controlling shareholders (as defined in the Listing Rules) of the Company.

Other information and matters that need to be disclosed or brought to the attention of the shareholders

As far as the Board is aware, there is no information of Mr Chan to be disclosed pursuant to any of the requirements under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters relating to the appointment of Mr Chan that need to be brought to the attention of the shareholders of the Company.

The Board would like to take this opportunity to welcome Mr Chan for joining the Board.

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

Hong Kong, 18 May 2012

As at the date of this announcement, the Board comprises 4 executive directors, namely, Mr 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.