

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



**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 23 MAY 2014**

The Board is pleased to announce that all the resolutions proposed at the AGM held on 23 May 2014 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 23 May 2014 (the “**AGM**”) as follows:

Ordinary Resolutions		Number of Votes (%) <sup>(Note (a))</sup>	
		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 2013.	509,683,634 (100.00%)	0 (0.00%)
2.	To declare a final dividend of RMB16.25 cents per share for the year ended 31 December 2013.	509,683,634 (100.00%)	0 (0.00%)
3.	To re-elect Mr Lam Wai Yan as an executive director of the Company.	508,513,212 (99.77%)	1,170,422 (0.23%)
4.	To re-elect Mr Ho Kam Wah as an executive director of the Company.	506,601,574 (99.40%)	3,082,060 (0.60%)
5.	To re-elect Mr Tsui Yiu Wa, Alec as an independent non-executive director of the Company.	465,815,438 (91.39%)	43,868,196 (8.61%)
6.	To authorize the Board to fix the respective directors’ remuneration.	509,683,634 (100.00%)	0 (0.00%)
7.	To re-appoint Messrs PricewaterhouseCoopers as auditor of the Company and to authorize the Board to fix auditor’s remuneration.	509,683,634 (100.00%)	0 (0.00%)

Ordinary Resolutions		Number of Votes (%) <sup>(Note (a))</sup>	
		For	Against
8.	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.	509,683,634 (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 aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution.	438,822,758 (86.10%)	70,860,876 (13.90%)
10.	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.	439,782,758 (86.29%)	69,900,876 (13.71%)

*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: 1,111,232,799 shares.
- (d) The total number of shares of the Company entitling the holder to attend and vote on the resolutions at the AGM: 1,111,232,799 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 2014 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 = RMB0.79549, which is the official exchange rate as announced by the People’s Bank of China on 23 May 2014. The dividend will be paid on 12 June 2014 to the shareholders whose names appear on the register of members of the Company on 4 June 2014.

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

Hong Kong, 23 May 2014

*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.*