



# BAIOO Family Interactive Limited

百奧家庭互動有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 2100)

Number of shares to which this form of proxy relates <sup>(Note 1)</sup>	
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## FORM OF PROXY FOR THE ANNUAL GENERAL MEETING TO BE HELD ON FRIDAY, 20 JUNE 2014

I/We <sup>(Note 2)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of \_\_\_\_\_ share(s) <sup>(Note 3)</sup> in the issued share capital of BAIOO Family Interactive Limited (the "Company") hereby appoint the chairman of the meeting <sup>(Note 3)</sup> or \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to attend, act and vote for me/us and on my/our behalf as directed below at the annual general meeting (the "AGM") of the Company for the year 2014 to be held at Aberdeen, Level 3, JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong at 3:30 p.m. on Friday, 20 June 2014 (and at any adjournment thereof).

Name of proxy who is entitled to vote on the resolution on a show of hands at the AGM if more than one proxy are appointed <sup>(Note 4)</sup>	
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Please tick ("✓") the appropriate boxes to indicate how you wish your vote(s) to be cast on a poll <sup>(Note 5)</sup>.

ORDINARY RESOLUTIONS		FOR	AGAINST
1.	To receive the audited consolidated financial statements and the reports of the directors and auditors for the year ended 31 December 2013.		
2(a).	To re-elect Mr. Dai Jian as an executive director.		
2(b).	To re-elect Mr. Wu Lili as an executive director.		
2(c).	To re-elect Mr. Li Chong as an executive director.		
2(d).	To re-elect Mr. Chen Ziming as an executive director.		
2(e).	To re-elect Mr. Wang Xiaodong as an executive director.		
2(f).	To re-elect Mr. Ji Yue as a non-executive director.		
2(g).	To re-elect Mr. Ma Xiaofeng as an independent non-executive director.		
2(h).	To authorize the board of directors to fix the directors' remuneration.		
3.	To re-appoint PricewaterhouseCoopers as auditor and to authorize the board of directors to fix its remuneration.		
4.	To give a general mandate to the directors to repurchase shares of the Company not exceeding 10% of the aggregate nominal value of the issued share capital of the Company as at the date of passing of this resolution.		
5.	To give a general mandate to the directors to issue, allot and deal with additional shares of the Company not exceeding 20% of the aggregate nominal value of the issued share capital of the Company as at the date of passing of this resolution.		
6.	To extend the general mandate granted to the directors to issue, allot and deal with additional shares in the capital of the Company by the aggregate nominal value of the shares repurchased by the Company.		

Dated: \_\_\_\_\_ 2014 Signature(s) <sup>(Note 6)</sup> \_\_\_\_\_

**Notes:**

- Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s). If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified.
- Please insert the number of shares in your name(s) to which this proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- If any proxy other than the Chairman of the meeting is preferred, please strike out the words "the Chairman of the meeting" and insert the name and address of the proxy desired in the space provided. Any shareholder of the Company entitled to attend and vote at the AGM is entitled to appoint more than one proxy to attend and vote instead of him. A proxy need not be a shareholder of the Company.  
On a show of hands every shareholder who is present in person or by proxy shall have one vote provided that where more than one proxy is appointed by a shareholder which is a clearing house (or its nominee(s)), each such proxy shall have one vote on a show of hands. In the case of a poll, every shareholder present in person or by proxy shall be entitled to one vote for each share held by him.
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE TICK ("✓") THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE TICK ("✓") THE BOX MARKED "AGAINST".** If no direction is given, your proxy will vote or abstain at his discretion.
- This form of proxy must be signed by you or your attorney duly authorized in writing. In case of a corporation, the same must be either under its common seal or under the hand of an officer or attorney so authorized. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- In case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of votes of the other joint holder(s) and for this purpose seniority will be determined by the order in which the names stand in the Register of Members of the Company.
- In order to be valid, this completed form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a certified copy thereof, must be deposited at the Company's share registrar in Hong Kong at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof.
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the AGM if you so wish, but the appointment of the proxy will be revoked if you attend in person at the meeting.
- The full text of Resolutions 4 to 6 are set out in the notice of the AGM.