

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.



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)

ANNOUNCEMENT IN RELATION TO CHANGE OF RSU TRUSTEES AND PUBLIC FLOAT

For the purpose of increasing our public float, we intend to appoint a new trustee and a new nominee, independent from the Pre-IPO RSU Trustee and the Pre-IPO RSU Nominee, to administer the restricted share units (“**RSUs**”) granted to our Directors and senior management.

RSU Trustees

Prior to our listing on April 10, 2014, we engaged The Core Trust Company Limited as the trustee (“**Pre-IPO RSU Trustee**”) to administer our Pre-IPO RSU Scheme and Peto Holding Limited, a wholly owned subsidiary of the Pre-IPO RSU Trustee, as its nominee (“**Pre-IPO RSU Nominee**”). We allotted and issued 142,316,000 Ordinary Shares to Peto Holding Limited, which represent all the RSUs (“**Pre-IPO RSUs**”) granted under the Pre-IPO RSU Scheme prior to our listing, including 10,600,000 RSUs granted to our Directors and 20,000,000 RSUs granted to our senior management, and 111,716,000 RSUs granted to our other employees, none of whom is our connected person. The number of Ordinary Shares held by the Pre-IPO RSU Nominee did not change and none of the RSUs has vested to date.

To increase our public float, we intend to engage The Core Services Limited (the “**New RSU Trustee**”), an independent third party, as the new trustee, and ZEA Holding Limited (the “**New RSU Nominee**”), a wholly owned subsidiary of the New RSU Trustee, as the new nominee, to administer the 30,600,000 RSUs granted to our Directors and our senior management under our Pre-IPO RSU Scheme. After such engagement, the Pre-IPO RSU Nominee will transfer such 30,600,000 Ordinary Shares to the New RSU Nominee (the “**Proposed Transfer**”). As a result, the Pre-IPO RSU Nominee will hold 111,716,000 Ordinary Shares and the New RSU Nominee will hold 30,600,000 Ordinary Shares, respectively. We currently expect that the Proposed Transfer will be completed in the middle of June 2014.

Public Float

Before the Proposed Transfer is completed, the Pre-IPO RSU Nominee is our connected person for being an associate of our Directors by holding the shares underlying the RSUs granted to our Directors. As a result, the 142,316,000 Ordinary Shares held by the Pre-IPO RSU Nominee is not a part of our public float. Upon the completion of the Proposed Transfer, neither the Pre-IPO RSU Nominee nor the Pre-IPO RSU Trustee will be our connected person. Therefore, the 111,716,000 Ordinary Shares to be held by the Pre-IPO RSU Nominee, approximately 3.96% of our total share capital, will become a part of our public float.

By Order of the Board
BAIOO Family Interactive Limited
DAI Jian
Chairman and Executive Director

Hong Kong, 10 June 2014

As at the date of this announcement, the Executive Directors of the Company are Mr. Dai Jian, Mr. Wu Lili, Mr. Li Chong, Mr. Chen Ziming and Mr. Wang Xiaodong; the Non-Executive Director is Mr. Ji Yue; and the Independent Non-Executive Directors are Ms. Liu Qianli, Mr. Wang Qing and Mr. Ma Xiaofeng.