

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)

POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 19 JUNE 2015

At the annual general meeting (the “AGM”) of BAIOO Family Interactive Limited (the “Company”) held on 19 June 2015, all the proposed resolutions as set out in the notice of the AGM dated 24 April 2015 and the supplementary notice of AGM were taken by poll. The poll results are as follows:

Ordinary Resolutions		Number of Votes (%)	
		For	Against
1.	To receive the audited consolidated financial statements and the reports of the directors and auditor for the year ended 31 December 2014.	1,507,166,000 (100.00%)	0 (0.00%)
2.	To declare a special dividend of HK\$0.035 per ordinary share for the year ended 31 December 2014.	1,507,166,000 (100.00%)	0 (0.00%)
3(a).	To re-elect Mr. WANG Xiaodong as an executive director.	1,502,508,000 (99.69%)	4,658,000 (0.31%)
3(b).	To re-elect Ms. LIU Qianli as an independent non-executive director.	1,504,170,000 (99.80%)	2,996,000 (0.20%)
3(c).	To re-elect Dr. WANG Qing as an independent non-executive director.	1,504,170,000 (99.80%)	2,996,000 (0.20%)
3(d).	To authorize the board of directors to fix the directors’ remuneration.	1,507,166,000 (100.00%)	0 (0.00%)
4.	To re-appoint PricewaterhouseCoopers as auditor and to authorize the board of directors to fix its remuneration.	1,507,166,000 (100.00%)	0 (0.00%)

Ordinary Resolutions		Number of Votes (%)	
		For	Against
5.	To give a general mandate to the directors to repurchase shares of the Company not exceeding 10% of the total number of issued shares of the Company as at the date of passing of this resolution.	1,507,166,000 (100.00%)	0 (0.00%)
6.	To give a general mandate to the directors 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.	1,488,124,000 (98.74%)	19,042,000 (1.26%)
7.	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 number of shares repurchased by the Company.	1,488,124,000 (98.74%)	19,042,000 (1.26%)
8(a).	To amend the definition of “Eligible Person(s)” in the Post-IPO RSU Scheme.	1,507,166,000 (100.00%)	0 (0.00%)
8(b).	To amend clause 4.1 in the Post-IPO RSU Scheme; and	1,507,166,000 (100.00%)	0 (0.00%)
8(c).	To amend clause 4.2 in the Post-IPO RSU Scheme.	1,507,166,000 (100.00%)	0 (0.00%)
9.	Pursuant to the amendments to the Post-IPO RSU Scheme, to give a specific mandate to the directors to issue, allot and deal with additional shares of the Company not exceeding 4% of the total number of issued shares of the Company, with a 2% annual limit, as at the date of passing of this resolution.	1,507,166,000 (100.00%)	0 (0.00%)

Notes:

- (a) As a majority of the votes were cast in favour of each of the above resolutions, all resolutions were duly passed as ordinary resolutions.
- (b) As at the date of the AGM, the total number of shares of the Company in issue was 2,810,662,000 shares.
- (c) The total number of shares of the Company entitling the holder to attend and vote on the resolutions 1 to 8(a) at the AGM was 2,810,662,000 shares. No shareholder of the Company was required under the Listing Rules to abstain from voting on resolutions 1 to 8(a).
- (d) For resolution 8(a), all the shareholders are entitled to vote but the Directors of the Company or their associates should not vote and have not voted against such resolution.
- (e) The potential beneficiaries holding a total of 8,951,914 shares were required to abstain from voting on resolutions 8(b), 8(c) and 9. Accordingly, the total number of shares entitling shareholders to attend and to vote on resolutions 8(b), 8(c) and 9 was 2,801,710,086 shares.

- (f) None of the shareholders of the Company has stated their intention as indicated in the Company's circular dated 24 April 2015 and the Company's supplementary circular dated 15 May 2015 to vote against or to abstain from voting on any of the resolutions at the AGM.
- (g) The Company's Hong Kong share registrar, Tricor Investor Services Limited, acted as the scrutineer for the vote-taking at the AGM.

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

Hong Kong, 19 June 2015

As at the date of this announcement, the executive directors of the Company are Mr. DAI Jian, Mr. WU Lili, Mr. LI Chong and Mr. WANG Xiaodong; the non-executive director of the Company is Mr. JI Yue; the independent non-executive directors of the Company are Ms. LIU Qianli, Mr. WANG Qing and Mr. MA Xiaofeng.