
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your securities in BAI00 Family Interactive Limited, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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**PROPOSAL FOR
DECLARATION AND PAYMENT OF THE SPECIAL DIVIDEND
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

A notice convening an extraordinary general meeting of BAI00 Family Interactive Limited to be held at Room 1501-02, 15/F, HKUST Business School Central, Hong Kong Club Building, 3A Chater Road, Central, Hong Kong, on Monday, 2 December 2019 at 2:30 p.m. is set out on pages EGM-1 to EGM-2 of this circular. A form of proxy for use at the extraordinary general meeting is also enclosed. Such form of proxy is also published on the websites of the Stock Exchange at www.hkexnews.hk and the Company at www.baioo.com.hk.

Whether or not you intend to attend and vote in person at the extraordinary general meeting, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as practicable but in any event not later than 48 hours before the time appointed for holding the extraordinary general meeting or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the extraordinary general meeting or any adjournment thereof (as the case may be) should you so wish. If you attend and vote at the extraordinary general meeting, the form of proxy will be revoked.

12 November 2019

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DEFINITIONS

In this circular, the following expressions have the following meanings unless the context specifies otherwise:

“Announcement”	the announcement of the Company dated 30 October 2019 in relation to, inter alia, the Board’s recommendation for declaration and payment of the Special Dividend
“Articles of Association” or “Articles”	the articles of association of the Company as amended, supplemented or modified from time to time
“Board”	the board of the Directors
“Company”	BAIOO Family Interactive Limited (百奧家庭互動有限公司), formerly known as Baitian Information Limited, Baitian Family Interactive Limited (百田家庭互動有限公司) and BYO Family Interactive Limited (百奧家庭互動有限公司), an exempted company incorporated in the Cayman Islands with limited liability on 25 September 2009, with its Shares listed on the Main board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“Dividend Policy”	the dividend policy of the Company adopted on 20 December 2018
“EGM”	an extraordinary general meeting of the Company to be held at Room 1501-02, 15/F, HKUST Business School Central, Hong Kong Club Building, 3A Chater Road, Central, Hong Kong on Monday, 2 December 2019 at 2:30 p.m. for the purpose of considering and, if thought fit, approving the declaration and payment of the Special Dividend, notice of which is set out herein
“Group”	the Company, and its subsidiaries and the PRC operating entity (the financial results of which have been consolidated and accounted for as a subsidiary of the Company by virtue of the contractual arrangements)
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Record Date”	Friday, 6 December 2019, being the record date for determining entitlement to the Special Dividend
“Special Dividend”	the proposed special dividend of HK\$0.025 per Share as recommended by the Board
“Share(s)”	ordinary share(s) of US\$0.0000005 each in the issued capital of the Company or if there has been a subsequent sub-division, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary equity share capital of the Company

DEFINITIONS

“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent

LETTER FROM THE BOARD



Executive Directors:

Mr. DAI Jian (*Chairman and Chief Executive Officer*)
Mr. WU Lili
Mr. LI Chong
Mr. WANG Xiaodong

Independent non-executive Directors:

Ms. LIU Qianli
Dr. WANG Qing
Mr. MA Xiaofeng

Registered Office:

Hutchins Drive
Cricket Square
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands
British West Indies

Head Office:

34 Floor, Goldchi Building
120 Huangpu W Ave
Tianhe District
Guangzhou
Guangdong
China 510623

Principal Place of Business in

Hong Kong:

Level 54, Hopewell Centre
183 Queen's Road East
Hong Kong

12 November 2019

To the Shareholders

Dear Sir or Madam,

**PROPOSAL FOR
DECLARATION AND PAYMENT OF THE SPECIAL DIVIDEND
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide you with information in respect of an ordinary resolution to be proposed at the EGM for the approval of the declaration and payment of the Special Dividend to enable you to make a decision on whether to vote for or against such resolution and to give you notice of the EGM.

LETTER FROM THE BOARD

2. DECLARATION AND PAYMENT OF THE SPECIAL DIVIDEND

Reference is made to the Announcement in which, among other things, the Board recommended the declaration and payment of the Special Dividend of HK\$0.025 per Share, subject to the approval of the Shareholders at the EGM, in an aggregate amount of payment of approximately HK\$70 million.

Taking into account the Group's business, financial and cash flow position, the Board has recommended the declaration and payment of the Special Dividend as a reward to the Shareholders for their continuous support to the Company in accordance with the Dividend Policy and the Articles. The Board considers that the declaration and payment of the Special Dividend will not have any material adverse impact on the financial position of the Group.

Subject to the approval of the Shareholders at the EGM, the Special Dividend will be paid to the Shareholders on Tuesday, 24 December 2019 whose names appear on the register of members of the Company on the Record Date.

3. THE EGM AND PROXY ARRANGEMENT

The notice of the EGM is set out on pages EGM-1 to EGM-2 of this circular. At the EGM, an ordinary resolution will be proposed to approve the declaration and payment of the Special Dividend.

Pursuant to Rule 13.39(4) of the Listing Rules and the Articles of Association, any vote of Shareholders at a general meeting must be taken by poll except where the chairman of such meeting, in good faith, decides to allow a resolution relating purely to a procedural or administrative matter to be voted on by a show of hands pursuant to the Listing Rules. Therefore, the resolution put to the vote at the EGM will be taken by way of poll. The chairman of the EGM will explain the detailed procedures for conducting a poll at the commencement of the EGM.

After the conclusion of the EGM, the poll results will be published on the websites of the Stock Exchange at www.hkexnews.hk and the Company at www.baioo.com.hk in the manner prescribed under Rule 13.39(5) of the Listing Rules.

A form of proxy for use by the Shareholders at the EGM is enclosed with this circular and such form of proxy is also published on the websites of the Stock Exchange at www.hkexnews.hk and the Company at www.baioo.com.hk. Whether or not you intend to attend and vote in person at the EGM, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as practicable but in any event not later than 48 hours before the time appointed for holding the EGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof (as the case may be) should you so wish. If you attend and vote at the EGM, the authority of your proxy will be revoked.

LETTER FROM THE BOARD

4. CLOSURE OF REGISTER OF MEMBERS

For the purpose of determining eligibility to attend and vote at the EGM as members of the Company, the register of members of the Company will be closed from Wednesday, 27 November 2019 to Monday, 2 December 2019, both days inclusive, on which period no transfer of the Shares will be registered. All transfers of Shares accompanied by the relevant share certificates and appropriate transfer forms must be lodged for registration with the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, not later than 4:30 p.m. on Tuesday, 26 November 2019.

For the purpose of determining the entitlement to the Special Dividend (if the proposed declaration and payment of the Special Dividend is approved by the Shareholders at the EGM), the register of members of the Company will be closed on Friday, 6 December 2019 and no transfer of the Shares will be registered on that day. All transfers of Shares accompanied by the relevant share certificates and appropriate transfer forms must be lodged for registration with the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Thursday, 5 December 2019.

5. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement in this circular or this circular misleading.

6. RECOMMENDATION

The Directors (including the independent non-executive Directors) are of the opinion that the declaration and payment of the Special Dividend is in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors (including the independent non-executive Directors) recommend the Shareholders to vote in favour of the relevant resolution to be proposed at the EGM.

Yours faithfully,
For and on behalf of the Board
BAIOO Family Interactive Limited
DAI Jian
Chairman, Chief Executive Officer and Executive Director

NOTICE OF THE EGM



NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the “**EGM**”) of BAIOO Family Interactive Limited (the “**Company**”) will be held at Room 1501-02, 15/F, HKUST Business School Central, Hong Kong Club Building, 3A Charter Road, Central, Hong Kong, on Monday, 2 December 2019 at 2:30 p.m. for the purpose of considering and, if thought fit, passing the following resolution:

ORDINARY RESOLUTION

“**THAT** the declaration and payment of a special dividend recommended by the board of directors of the Company (the “**Board**”) of HK\$0.025 per share of the Company (the “**Special Dividend**”) to shareholders of the Company (the “**Shareholders**”) whose names appear on the register of members of the Company on the record date as fixed by the Board be and is hereby approved; and the Board be authorised to effect the payment of the Special Dividend and to do all acts and things and to take such steps as they may consider necessary, appropriate, desirable or expedient to give effect to or in connection with the payment of the Special Dividend.”

By Order of the Board
BAIOO Family Interactive Limited
DAI Jian

Chairman, Chief Executive Officer and Executive Director

Hong Kong, 12 November 2019

NOTICE OF THE EGM

Notes:

1. A form of proxy for use at the EGM is enclosed.
2. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of any officer or attorney duly authorised.
3. Any Shareholder entitled to attend and vote at the EGM convened by the above notice shall be entitled to appoint another person as his proxy to attend and vote instead of him. A proxy need not be a shareholder of the Company.
4. To be effective, the form of proxy, together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power of attorney or authority, must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as practicable but in any event not later than 48 hours before the time appointed for holding of the EGM or any adjournment thereof (as the case may be).
5. Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the EGM convened and in such event, the form of proxy will be deemed to be revoked.
6. Where there are joint holders of any share of the Company (the "Shares"), any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders are present at the EGM, whether in person or by proxy, the vote of the senior who tenders a vote shall be accepted to the exclusion of votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand on the register of members of the Company in respect of the joint holding.
7. For the purpose of determining eligibility to attend and vote at the EGM as members of the Company, the register of members of the Company will be closed from Wednesday, 27 November 2019 to Monday, 2 December 2019, both days inclusive, on which period no transfer of the Shares will be registered. All transfers of Shares accompanied by the relevant share certificates and appropriate transfer forms must be lodged for registration with the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 26 November 2019.
8. For the purpose of determining the entitlement to the Special Dividend (if the proposed declaration and payment of the Special Dividend is approved by the Shareholders at the EGM), the register of members of the Company will be closed on Friday, 6 December 2019 and no transfer of the Shares will be registered on that day. All transfers of Shares accompanied by the relevant share certificates and appropriate transfer forms must be lodged for registration with the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Thursday, 5 December 2019.
9. If typhoon signal No. 8 or above, or a "black" rainstorm warning is in effect any time after 7:00 a.m. on the date of the EGM but before it has commenced, the EGM will be postponed. The Company will publish an announcement on the website of the Company at www.baioo.com.hk and on the HKExnews website of the Stock Exchange at www.hkexnews.hk to notify Shareholders of the date, time and place of the rescheduled meeting.

As at the date of this notice, the Board comprises the following directors:

Executive directors:

Mr. DAI Jian (*Chairman and Chief Executive Officer*)

Mr. WU Lili

Mr. LI Chong

Mr. WANG Xiaodong

Independent non-executive directors:

Ms. LIU Qianli

Dr. WANG Qing

Mr. MA Xiaofeng