
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 BAIOO 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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PROPOSED AMENDMENTS TO THE POST-IPO RSU SCHEME AND NOTICE OF EXTRAORDINARY GENERAL MEETING

A notice convening an extraordinary general meeting of BAIOO Family Interactive Limited to be held at 35th Floor, Goldchi Building, 120 Huangpu W Ave, Tianhe, Guangzhou, Guangdong, China, 510623, on Friday, 11 December 2020 at 2:00 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.

In light of the Coronavirus Pandemic ("COVID-19"), the Company will implement additional precautionary measures at the EGM including, without limitation:

- compulsory body temperature screening;
- mandatory use of surgical face masks;
- mandatory health declaration — anyone subject to quarantine, has any flu-like symptoms or has travelled overseas within 14 days immediately before the EGM ("recent travel history"), or has close contact with any person under quarantine or with recent travel history will not be permitted to attend the EGM;
- anyone attending the EGM is reminded to observe good personal hygiene at all times; and
- appropriate distancing and spacing will be maintained and as such, the Company may limit the number of attendees at the EGM as may be necessary to avoid over-crowding.

In light of the continuing risks posed by the COVID-19 pandemic, the Company strongly encourages Shareholders **NOT to attend the EGM in person**, and advises Shareholders to appoint the Chairman of the EGM as their proxy to vote according to their indicated voting instructions as an alternative to attending the EGM in person. If you are not a registered Shareholder (i.e. if your Shares are held via banks, brokers, custodians or Hong Kong Securities Clearing Company Limited), you should consult directly with your banks, brokers or custodians (as the case may be) to assist you in the appointment of proxy. Shareholders are advised to read the leaflet attached to this circular for further detail and monitor the development of COVID-19. Subject to the development of COVID-19, the Company may implement further changes and precautionary measures and may issue further announcement on such measures as appropriate.

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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 14 October 2020 in relation to, inter alia, the Board’s proposed amendments to the Post-IPO RSU Scheme
“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
“EGM”	an extraordinary general meeting of the Company to be held at 35th Floor, Goldchi Building, 120 Huangpu W Ave, Tianhe, Guangzhou, Guangdong, China, 510623 on Friday, 11 December 2020 at 2:00 p.m. for the purpose of considering and, if thought fit, approving the Amendments to the Post-IPO RSU Scheme, 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 Date”	10 April 2014, when the Company was listed on the Main Board of the Stock Exchange
“Latest Practicable Date”	20 November 2020, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Post-IPO RSU Scheme” or “Post-IPO Restricted Share Unit Scheme”	the restricted share unit plan approved by the shareholders of the Company on 18 March 2014, which became effective conditionally upon the commencement of trading of shares of the Company on the Main Board of the Stock Exchange on 10 April 2014

DEFINITIONS

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

References to time and dates in this circular are to Hong Kong time and dates.

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

26 November 2020

To the Shareholders

Dear Sir or Madam,

**PROPOSED AMENDMENTS TO THE POST-IPO RSU SCHEME
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

1. INTRODUCTION

Reference is made to the Announcement dated 14 October 2020. Unless otherwise stated, capital terms used in this circular shall have the same meanings as defined in the Announcement.

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 Amendments to the Post-IPO RSU Scheme 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. PROPOSED AMENDMENTS TO THE POST-IPO RSU SCHEME

The Company was listed on the Main Board of the Stock Exchange on 10 April 2014. The Post-IPO RSU Scheme was approved by the Shareholders of the Company on 18 March 2014 and took effect on 10 April 2014 and was amended on 19 June 2015, pursuant to which, the total number of Shares underlying the RSUs that may be granted under the Post-IPO RSU Scheme was initially 56,488,440 Shares, representing 2% of the total number of Shares in issue on the Listing Date, or the Scheme Mandate Limit, which is subject to annual refreshment by Shareholder's approval. Pursuant to the circular of the Company dated 24 April 2015 and the supplementary circular of the Company dated 14 May 2015, the Company proposed to increase the Scheme Mandate Limit, which should not exceed 4% of the number of Shares in issue as of the date of approval by the Shareholders. The amendments in respect of the increase in Scheme Mandate Limit was approved by the shareholders of the Company on 19 June 2015. As of the Latest Practicable Date, there was a total of 90,980,000 restricted share units (the "RSUs") had been granted and outstanding under the Post-IPO RSU Scheme, representing 3.34% of the total number of issued Shares.

Details of the Post-IPO RSU Scheme and the RSUs granted thereunder are set out in the prospectus of the Company dated 28 March 2014, the circular of the Company dated 24 April 2015, the supplementary circular of the Company dated 14 May 2015, the circular of the Company dated 27 April 2016, the circular of the Company dated 27 April 2017, the announcements of the Company dated 10 July 2015, 30 July 2015 and 10 November 2017, the circulars of the Company dated 27 April 2018 and 26 April 2019, the announcement of the Company dated 2 April 2020, the circular of the Company dated 22 May 2020 and the annual reports of the Company for the previous seven years (2013, 2014, 2015, 2016, 2017, 2018 and 2019) and the announcement dated 11 September 2020, respectively.

Background for Amendments to the Post-IPO RSU Scheme

The Company continued to optimize its existing mobile game operations and other products and focused on offering innovative and diversified gaming content to game users and the performance of games, short and long videos and living streaming were all outstanding. The Company had launched three mobile games in the PRC in the second half of 2019, namely Shiwuyu (「食物語」), Aola Star Mobile (「奧拉星手遊」) and Zaowufaze II (「造物法則二：先鋒英雄」), all of which were well received by the market, which was a clear indication that the Company has successfully expanded from its web games to mobile games platform. Given the success in its mobile games, the Company had expanded its original mobile games to the regions other than mainland China, including Hong Kong, Macau, Taiwan, Singapore, Malaysia, Japan, Korea, Europe and America as it executes its internationalisation strategy.

The Post-IPO RSU Scheme is the only share-based incentive scheme that the Company has in place to incentivise its employees after its listing on the Stock Exchange. Given that the Company is one of China's leading internet content and service providers while such industry is becoming increasingly competitive in attracting talents and the base of the Company's own talent pools continues to grow, there is a pressing need for the Company to amend the Post-IPO RSU Scheme to better attract, motivate and retain its directors, officers and employees, to align their interest with that of the Company and to retain the Company's human resources and talents in the long term. The amendments to the Post-IPO RSU Scheme may also assist the Company in retaining the management of potential targets in case of any mergers and acquisitions situations.

LETTER FROM THE BOARD

Proposed Amendments to the Post-IPO RSU Scheme

To allow the Board to have more flexibility in incentivising employees and better attracting and incentivising the participants in the long run, on 14 October 2020, the Board proposed the following amendments to the Post-IPO RSU Scheme (the “**Amendments**”):

The Post-IPO RSU Scheme		
No.	The original clause	The amended clause
1.	<p>Clause 1.1 Definition of “Eligible Person(s)”</p> <p>means person(s) eligible to receive Awards under this Scheme, who could be existing employees or officers of the Company, PRC Operational Entity or other companies in the Group, or any other person selected by the Board or the Remuneration Committee at its sole discretion from time to time, however, shall not be directors of the Company;</p>	<p>Clause 1.1 Definition of “Eligible Person(s)”</p> <p>means person(s) eligible to receive Awards under this Scheme, who could be existing and former employees, directors or officers of the Company, PRC Operational Entity or other companies in the Group, or any other person selected by the Board or the Remuneration Committee at its sole discretion from time to time, however, shall not be directors of the Company;</p>
2.	<p>Clause 4.3</p> <p>During the Period (as defined below), to the extent that the Company may grant Awards pursuant to the Scheme which may be satisfied by the Company allotting and issuing new Shares upon the vesting of the Awards granted pursuant to the Scheme, the Company shall at its annual general meeting propose for the shareholders to consider and, if thought fit, pass on ordinary resolution approving a mandate specifying:</p> <p>(a) the maximum number of new Shares that may underlie the Awards granted pursuant to the Scheme during the Applicable Period; and</p> <p>(b) that the Board has the power to allot and issue Shares, procure the transfer of Shares and otherwise deal with Shares pursuant to the vesting of any Awards that are granted pursuant to the Scheme during the Applicable Period when the Awards vest.</p>	<p>Clause 4.3</p> <p>During the Period (as defined below), to the extent that the Company may grant Awards pursuant to the Scheme which may be satisfied by the Company allotting and issuing new Shares upon the vesting of the Awards granted pursuant to the Scheme, the Company shall at its annual general meeting propose for the shareholders to consider and, if thought fit, pass on ordinary resolution approving a mandate specifying:</p> <p>(a) the maximum number of new Shares that may underlie the Awards granted pursuant to the Scheme during the Applicable Period, <u>which shall not exceed 2% of the number of Shares in issue as of the date of the approval by the shareholders at the annual general meeting of the Company;</u> and</p> <p>(b) that the Board has the power to allot and issue Shares, procure the transfer of Shares and otherwise deal with Shares pursuant to the vesting of any Awards that are granted pursuant to the Scheme during the Applicable Period when the Awards vest.</p>

LETTER FROM THE BOARD

The Post-IPO RSU Scheme		
No.	The original clause	The amended clause
	<p>The above mandate shall remain in effect during the period from the passing of the ordinary resolution granting the mandate until the earliest of:</p> <p>(A) the conclusion of the next annual general meeting;</p> <p>(B) the end of the period within which the Company is required by any applicable laws or by the Articles of the Company to hold the next annual general meeting; and</p> <p>(C) the date on which such mandate is varied or revoked by an ordinary resolution of the shareholders in a general meeting,</p> <p>(the “Applicable Period”).</p>	<p>The above mandate shall remain in effect during the period from the passing of the ordinary resolution granting the mandate until the earliest of:</p> <p>(A) the conclusion of the next annual general meeting;</p> <p>(B) the end of the period within which the Company is required by any applicable laws or by the Articles of the Company to hold the next annual general meeting; and</p> <p>(C) the date on which such mandate is varied or revoked by an ordinary resolution of the shareholders in a general meeting,</p> <p>(the “Applicable Period”).</p>
3.	<p>Clause 5.1</p> <p>Subject to the fulfillment of the conditions in Section 3.1 and Section 15, this Scheme shall be valid and effective for a term of 10 years commencing on the Adoption Date (the “Scheme Period”), after which period no further Awards shall be granted or accepted, but the provisions of this Scheme shall remain in full force and effect in order to give effect to the vesting of Awards granted and accepted prior to the expiration of the Scheme Period.</p>	<p>Clause 5.1</p> <p>Subject to the fulfillment of the conditions in Section 3.1 and Section 15, this Scheme shall be valid and effective until 1 October 2030 for a term of 10 years commencing on the Adoption Date (the “Scheme Period”), after which period no further Awards shall be granted or accepted, but the provisions of this Scheme shall remain in full force and effect in order to give effect to the vesting of Awards granted and accepted prior to the expiration of the Scheme Period.</p>

LETTER FROM THE BOARD

The Post-IPO RSU Scheme		
No.	The original clause	The amended clause
4.	<p>Clause 6.2</p> <p>(i) The Board or the Remuneration Committee shall not grant any Award to any Selected Person in any of the following circumstances:</p> <p>a) the requisite approvals for such grant from any applicable regulatory authorities have not been obtained;</p> <p>b) the securities laws or regulations require that a prospectus or other offering documents be issued in respect of the grant of Award(s) or in respect of this Scheme, unless the Board determines otherwise;</p> <p>c) the grant would result in a breach by the Group or any of its directors or senior management of any applicable laws, regulations or rules;</p> <p>d) the grant would result in breach of the Scheme Limit (as set out in Section 4.1 above) or other rules of this Scheme; or</p> <p>e) after a price sensitive event has occurred or a price sensitive matter has been the subject of a decision until such price sensitive information has been announced by the Company in accordance with the requirements of the Listing Rules. In particular, during the period commencing one month immediately preceding the earlier of:</p> <p>(i) the date of the meeting of the Board (as such date is first notified to the Stock Exchange in accordance with the Listing Rules) for the approval of the Company's results for any year, half-year, quarterly or any other interim period (whether or not required under the Listing Rules); and</p>	<p>(i) The Board or the Remuneration Committee shall not grant any Award to any Selected Person in any of the following circumstances:</p> <p>a) the requisite approvals for such grant from any applicable regulatory authorities have not been obtained;</p> <p>b) the securities laws or regulations require that a prospectus or other offering documents be issued in respect of the grant of Award(s) or in respect of this Scheme, unless the Board determines otherwise;</p> <p>c) the grant would result in a breach by the Group or any of its directors or senior management of any applicable laws, regulations or rules;</p> <p>d) the grant would result in breach of the Scheme Limit (as set out in Section 4.1 above) or other rules of this Scheme; or</p> <p>e) after a price sensitive event has occurred or a price sensitive matter has been the subject of a decision until such price sensitive information has been announced by the Company in accordance with the requirements of the Listing Rules. In particular, during the period commencing one month immediately preceding the earlier of:</p> <p>(i) the date of the meeting of the Board (as such date is first notified to the Stock Exchange in accordance with the Listing Rules) for the approval of the Company's results for any year, half-year, quarterly or any other interim period (whether or not required under the Listing Rules); and</p>

LETTER FROM THE BOARD

The Post-IPO RSU Scheme		
No.	The original clause	The amended clause
	<p>(ii) the deadline for the Company to publish an announcement of its results for any year or half-year under the Listing Rules, or quarterly or any other interim period (whether or not required under the Listing Rules).</p>	<p>(ii) the deadline for the Company to publish an announcement of its results for any year or half-year under the Listing Rules, or quarterly or any other interim period (whether or not required under the Listing Rules).</p> <p>(ii) <u>The maximum number of Shares which may be awarded to any one Selected Persons under the Scheme may no exceed 2% of the issued share capital of the Company as of the New Approval Date.</u></p>

Save and except for the Amendments above, all other terms of the Post-IPO RSU Scheme remain unchanged. Summaries of the terms of the Post-IPO RSU Scheme have been disclosed in the sections headed “Statutory and General Information — Post-IPO RSU Scheme” in Appendix IV to the prospectus of the Company dated 28 March 2014, the circular of the Company dated 24 April 2015 and the supplementary circular of the Company dated 14 May 2015.

As of the date of this circular, to the best knowledge of the Directors, no Shareholder is required to abstain from voting on resolution relating to Amendments at the EGM.

Grants to connected persons

Any grant of RSUs (in the form of new Shares) to a Director will be subject to the announcement, reporting and shareholder approval requirements under Chapter 14A of the Listing Rules.

Dilution Effect on Shareholding of the Company

As the Scheme Mandate Limited remain unchanged, there will not be any dilution effect on the shareholding of the Company under the Amendments to the Post-IPO RSU Scheme.

A copy of the Post-IPO RSU Scheme with the Amendments incorporated is available for inspection at the principal place of business of the Company in Hong Kong for a period of 14 days before the date the EGM and at the EGM.

The Remuneration Committee has reviewed and agreed with the Amendments to the Post-IPO RSU Scheme.

LETTER FROM THE BOARD

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 amendments to the Post- IPO RSU Scheme.

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.

4. VOTING BY POLL

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 Tuesday, 8 December 2020 to Friday, 11 December 2020, 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 Monday, 7 December 2020.

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.

LETTER FROM THE BOARD

6. RECOMMENDATION

The Directors (including the independent non-executive Directors) are of the opinion that the Amendments are 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 EXTRAORDINARY GENERAL MEETING



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 35th Floor, Goldchi Building, 120 Huangpu W Ave, Tianhe, Guangzhou, Guangdong, China, 510623, on Friday, 11 December 2020 at 2:00 p.m. for the purpose of considering and, if thought fit, passing the following resolution:

ORDINARY RESOLUTION

1. To consider and approve the resolution in relation to the proposed Amendments to the Post-IPO RSU Scheme.

By Order of the Board
BAIOO Family Interactive Limited
DAI Jian

Chairman, Chief Executive Officer and Executive Director

Hong Kong, 26 November 2020

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.

NOTICE OF EXTRAORDINARY GENERAL MEETING

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 Tuesday, 8 December 2020 to Friday, 11 December 2020, 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 Monday, 7 December 2020.
8. 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.
9. **In light of the Coronavirus Pandemic ("COVID-19"), the Company will implement additional precautionary measures at the EGM including, without limitation:**
 - **compulsory body temperature screening;**
 - **mandatory use of surgical face masks;**
 - **mandatory health declaration — anyone subject to quarantine, has any flu-like symptoms or has travelled overseas within 14 days immediately before the EGM ("recent travel history"), or has close contact with any person under quarantine or with recent travel history will not be permitted to attend the EGM;**
 - **anyone attending the EGM is reminded to observe good personal hygiene at all times; and**
 - **appropriate distancing and spacing will be maintained and as such, the Company may limit the number of attendees at the EGM as may be necessary to avoid over-crowding.**
10. **In light of the continuing risks posed by the COVID-19 pandemic, the Company strongly encourages Shareholders NOT to attend the EGM in person, and advises Shareholders to appoint the Chairman of the EGM as their proxy to vote according to their indicated voting instructions as an alternative to attending the EGM in person. If you are not a registered Shareholder (i.e. if your Shares are held via banks, brokers, custodians or Hong Kong Securities Clearing Company Limited), you should consult directly with your banks, brokers or custodians (as the case may be) to assist you in the appointment of proxy.**
11. **Shareholders are advised to read the leaflet attached to this notice for further detail and monitor the development of COVID-19. Subject to the development of COVID-19, the Company may implement further changes and precautionary measures and may issue further announcement on such measures as appropriate.**
12. In the event of inconsistency, the English text of this notice shall prevail over the Chinese text.

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



百奧家庭互動有限公司

BAIOO Family Interactive Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2100)

PRECAUTIONARY MEASURES FOR THE EXTRAORDINARY GENERAL MEETING (“EGM”)

In light of the Coronavirus Pandemic (“COVID-19”), BAIOO Family Interactive Limited (the “**Company**”) will implement additional precautionary measures at the EGM in the interests of the health and safety of our shareholders, investors, directors, staff and other participants of the EGM (the “**Stakeholders**”) which include without limitation:

1. All attendees will be required to **wear surgical face masks** before they are permitted to attend, and during their attendance of, the EGM. Attendees are advised to maintain appropriate social distance with each other at all times when attending the EGM.
2. There will be **compulsory body temperature screening** for all persons before entering the EGM venue. Any person with a body temperature of 37.8 degrees Celsius or above will not be given access to the EGM venue. Denied entry to EGM venue also means the person will not be allowed to attend the EGM.
3. Attendees may be asked if (i) he/she has travelled outside of the PRC within 14 days immediately before the EGM (“**recent travel history**”); (ii) he/she is subject to any prescribed quarantine requirement by the PRC authorities; and (iii) he/she has any flu-like symptoms or close contact with any person under quarantine or with recent travel history. Any person who responds positively to any of these questions will be denied entry into the EGM venue or be required to promptly leave the EGM venue.
4. Anyone who has recent travel history, is subject to quarantine, or has any flu-like symptoms or close contact with any person under quarantine or with recent travel history will not be permitted to attend the EGM.
5. Anyone attending the EGM is reminded to observe good personal hygiene at all times.
6. Appropriate distancing and spacing will be maintained and as such, the Company may limit the number of attendees at the EGM as may be necessary to avoid over-crowding.
7. In light of the continuing risks posed by the COVID-19 pandemic, and in the interests of protecting the Stakeholders, the Company is supportive of the precautionary measures being adopted and strongly encourages shareholders **NOT to attend the EGM in person** and advises shareholders to appoint the Chairman of the EGM as their proxy to vote according to their indicated voting instructions as an alternative to attending the EGM in person. If you are not a registered Shareholder (i.e. if your Shares are held via banks, brokers, custodians or Hong Kong Securities Clearing Company Limited), you should consult directly with your banks, brokers or custodians (as the case may be) to assist you in the appointment of proxy.
8. **Shareholders are advised to read this leaflet carefully and monitor the development of COVID-19. Subject to the development of COVID-19, the Company may implement further changes and precautionary measures and may issue further announcement on such measures as appropriate.**