



# 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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### REVISED FORM OF PROXY FOR THE ANNUAL GENERAL MEETING TO BE HELD ON FRIDAY, 19 JUNE 2015

I/We<sup>(Note 2)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of \_\_\_\_\_ share(s)<sup>(Note 1)</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 2015 to be held at Taishan Room, Level 5, Island Shangri-La, Hong Kong, Two Pacific Place, Supreme Court Road, Central, Hong Kong at 3:00 p.m. on Friday, 19 June 2015 (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 3)</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 4)</sup>.

ORDINARY RESOLUTIONS		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.		
2.	To declare a special dividend of HK\$0.035 per ordinary share for the year ended 31 December 2014.		
3(a).	To re-elect Mr. WANG Xiaodong as an executive director.		
3(b).	To re-elect Ms. LIU Qianli as an independent non-executive director.		
3(c).	To re-elect Dr. WANG Qing as an independent non-executive director.		
3(d).	To authorize the board of directors to fix the directors' remuneration.		
4.	To re-appoint PricewaterhouseCoopers as auditor and to authorize the board of directors to fix its remuneration.		
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.		
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.		
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.		
8(a).	To amend the definition of "Eligible Person(s)" in clause 1.1 in the Post-IPO RSU Scheme;		
8(b).	To amend clause 4.1 in the Post-IPO RSU Scheme; and		
8(c).	To amend clause 4.2 in the Post-IPO RSU Scheme.		
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.		

Date: \_\_\_\_\_ 2015

Signature(s)<sup>(Note 5)</sup> \_\_\_\_\_

*Notes:*

1. 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.
2. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
3. 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.
4. **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.
5. 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.**
6. 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.
7. 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.
8. 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.
9. The full text of Resolutions 5 to 9 are set out in the notice of AGM and the supplementary notice of AGM.

**IMPORTANT: A SHAREHOLDER OF THE COMPANY WHO HAS ALREADY LODGED THE FORM OF PROXY WHICH WAS SENT TOGETHER WITH THE NOTICE OF ANNUAL GENERAL MEETING DATED 24 APRIL 2015 (THE "PROXY FORM") SHOULD NOTE THAT:**

- (i) If no Revised Proxy Form is lodged with the Company's share registrar in Hong Kong, the Proxy Form, if correctly completed, will be treated as a valid proxy form lodged by the Shareholder. The proxy so appointed by the Shareholder will be entitled to vote at his discretion or abstain on any resolution properly put to the AGM other than those referred to in the notice of AGM, as supplemented by the supplementary notice of AGM, and the Proxy Form, as revised by the Revised Proxy Form.
- (ii) If the Revised Proxy Form is lodged with the Company's share registrar in Hong Kong not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof, the Revised Proxy Form, if correctly completed, will be treated as a valid proxy form lodged by the Shareholder and will revoke and supersede the Proxy Form previously lodged by him.
- (iii) If the Revised Proxy Form is lodged with the Company's share registrar in Hong Kong less than 48 hours before the time appointed for holding the AGM or any adjournment thereof, or if lodged not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof but is incorrectly completed, the Revised Proxy Form will be invalid and in the latter case, the validity of the Revised Proxy Form will be subject to the discretion of the board of Directors. Whether or not the Revised Proxy Form is valid, it will revoke the Proxy Form previously lodged by the shareholder of the Company, and any vote that may be cast by the purported proxy appointed under the Proxy Form will not be counted in any poll which may be taken on a proposed resolution. **Accordingly, shareholders of the Company are advised to complete the Revised Proxy Form carefully and lodge the Revised Proxy Form not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof.** If such shareholders of the Company wish to vote at the AGM, they will have to attend in person and vote at the AGM themselves.