

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)

SUPPLEMENTARY NOTICE OF ANNUAL GENERAL MEETING

Reference is made to the notice of the annual general meeting of BAIOO Family Interactive Limited (the “**Company**”) dated 24 April 2015 (the “**AGM Notice**”). As set out in the AGM Notice, the board of directors (the “**Board**”) of the Company resolved to propose the ordinary resolutions contained in the Notice at the AGM 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 for its shareholders’ consideration and approval.

Reference is also made to the Company’s Supplementary Circular dated 14 May 2015 in relation to the proposed amendments to the Post-IPO RSU Scheme of the Company.

SUPPLEMENTARY NOTICE IS HEREBY GIVEN that:

(A) Resolution No. 8 in the AGM Notice is proposed to be amended and replaced in its entirety as follows:

“8. To consider and, each as a separate resolution, if thought fit, pass with or without amendments, the following resolutions:

“THAT the adoption of the amendment to the Post-IPO RSU Scheme which was conditionally adopted by the Company on 18 March 2014 and took effect on 10 April 2014 and replacement to the entirety of the following clauses be and is hereby authorized to do all acts and things necessary to carry out such amendment and modification:

(a) the definition of “Eligible Person(s)” in clause 1.1 as follows be and is hereby approved:

“**Eligible Person(s)** 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.”

(b) clause 4.1

“4.1 Scheme Mandate Limit

Subject to Section 4.2 below, no Award shall be granted pursuant to the Scheme if as a result of such grant (assumed accepted), the aggregate number of Shares underlying all grants made pursuant to the Scheme (excluding Awards that have lapsed or been cancelled in accordance with the rules of the Scheme) shall exceed 4% of the number of Shares in issue as of the date of approval by the Shareholders (the “**Scheme Mandate Limit**”).”

(c) clause 4.2

“4.2 Renewal of Scheme Mandate Limit

The Scheme Mandate Limit may be refreshed from time to time subject to prior approval from the shareholders of the Company, but in any event the total number of Shares that may underlie the Awards granted following the date of approval of the refreshed limit (the “**New Approval Date**”) under the limit as refreshed from time to time must not exceed 4% of the number of Shares in issue as of the New Approval Date. Shares underlying the Awards granted under the Scheme (including those outstanding, cancelled or vested Awards) prior to the New Approval Date will not be counted for the purpose of determining the maximum aggregate number of Shares that may underlie the Awards granted following the New Approval Date.”

(B) In addition to Resolutions No. 1 to 7 contained in the AGM Notice and Resolution No. 8 as amended above, the following ordinary resolution is proposed by the Board:

“9. Conditional upon the passing of the Resolution No. 8 above, pursuant to the Post-IPO RSU Scheme adopted on 18 March 2014 and amended in accordance with the Resolution No. 8 above, 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 and such new Shares shall rank pari passu in all respects among themselves and with the existing ordinary shares of the Company in issue at the date of the allotment of the new Shares.”

For Resolution 8(a), all the Shareholders shall vote but the Directors or their associates shall not vote against such resolution. Any potential beneficiaries shall abstain from voting on Resolutions No. 8(b), 8(c) and 9.

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

Hong Kong, 14 May 2015

Notes:

1. A Revised Proxy Form is enclosed with the supplementary circular of the Company dated 14 May 2015. The Proxy Form despatched together with the circular of the Company dated 24 April 2015 is superseded by the Revised Proxy Form.
2. Please refer to the Notice of AGM for details of the other ordinary resolutions to be passed at the AGM, proxy and other relevant matters.
3. All resolutions at the meeting will be taken by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules"). The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
4. Any shareholder of the Company entitled to attend and vote at the above meeting is entitled to appoint more than one proxy to attend and vote instead of him provided that each proxy is appointed to represent the respective number of shares held by the shareholder as specified in the relevant proxy form. A proxy need not be a shareholder of the Company.
5. In order to be valid, the completed form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority, must be deposited at the Company's share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. Delivery of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
6. For determining the entitlement to attend and vote at the above meeting, the Register of Members of the Company will be closed from Wednesday, 17 June 2015 to Friday, 19 June 2015, both days inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the Annual General Meeting, unregistered holders of shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 16 June 2015.
7. For determining the entitlement to the proposed special dividend (subject to approval by the shareholders at the Annual General Meeting), the Register of Members of the Company will be closed from Thursday, 25 June 2015 to Friday, 26 June 2015, both dates inclusive, during which period no transfer of shares will be registered. In order to qualify for the proposed special dividend, unregistered holders of shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 24 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.