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(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2100)

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

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