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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 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.
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)

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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.**