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*(Incorporated in the Cayman Islands with limited liabilities)*

**(Stock code: 2100)**

## **NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an annual general meeting (the “**AGM**”) 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 Chater Road, Central, Hong Kong at 2:00 p.m. on Tuesday, 27 June 2023 for considering and, if thought fit, passing (with or without amendments) the following purposes:

1. To consider and adopt the audited consolidated financial statements of the Company for the year ended 31 December 2022 and the reports of the directors of the Company (the “**Directors**”) and the independent auditor of the Company (the “**Auditor**”) thereon.
2. To declare a special dividend of HK\$0.015 per ordinary share of the Company (the “**Share(s)**”) for the year ended 31 December 2022.
3. To consider and approve, each as a separate resolution, if thought fit, the following resolutions:
  - (a) to re-elect Dr. Wang Qing (who has served more than nine years) as an independent non-executive Director;
  - (b) to re-elect Mr. Ma Xiaofeng (who has served more than nine years) as an independent non-executive Director;
  - (c) to elect Mr. Wei, Kevin Cheng as an independent non-executive Director; and
  - (d) to authorise the board of Directors (the “**Board**”) to fix the remuneration of Directors.
4. To re-appoint PricewaterhouseCoopers as the Auditor and to authorise the Board to fix its remuneration.

5. To consider and, if thought fit, pass with or without amendments, the following resolution as ordinary resolution:

**“THAT:**

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as defined in paragraph (c) of this resolution) of all the powers of the Company to repurchase shares of the Company on The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) or on any other stock exchange on which the shares of the Company may be listed and recognised by the Stock Exchange and the Securities and Futures Commission for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange (“**Listing Rules**”) or of any other stock exchange as amended from time to time be and is hereby generally and unconditionally approved;
- (b) the aggregate number of shares of the Company to be purchased pursuant to the approval in paragraph (a) of this resolution above shall not exceed 10% of the total number of the issued shares of the Company as at the date of this resolution and the said approval shall be limited accordingly; and
- (c) for the purposes of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”

6. To consider and, if thought fit, pass with or without amendments, the following resolution as ordinary resolution:

**“THAT:**

- (a) subject to paragraph (c) of this resolution, a general mandate be and is hereby generally and unconditionally given to the Directors during the Relevant Period (as defined below) to allot, issue and deal with additional Shares, to grant rights to subscribe for, or convert any securities into, Shares (including the issue of any securities convertible into Shares, or options, warrants or similar rights to subscribe for any Shares) and to make or grant offers, agreements and options which might require the exercise of such powers;
- (b) the mandate in paragraph (a) of this resolution shall authorise the Directors to make or grant offers, agreements and options during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to the mandate in paragraph (a) of this resolution, otherwise than pursuant to:
  - (i) a Rights Issue (as defined below);
  - (ii) the exercise of options under a share option scheme of the Company or a restricted share units scheme of the Company, including without limitation to (i) the share option plan approved and adopted by the Company on 18 June 2010, (ii) the restricted share unit plan approved and adopted by the Company on 30 September 2013 and the post-IPO restricted share unit scheme adopted by the Company on 18 March 2014, which took effect on 10 April 2014 and was amended on 19 June 2015 and 17 December 2020, and (iii) the post-IPO restricted share unit scheme to be adopted by the Company at the AGM, subject to the approval by Shareholders as at the date of this resolution;
  - (iii) the exercise of rights of the subscription or conversion under the terms of any warrants to be issued by the Company or any securities which are convertible into Shares; and
  - (iv) any scrip dividend scheme or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company,

shall not exceed 20% of the total number of issued Shares on the date of passing of this resolution, subject to adjustments according to any subsequent consolidation or subdivision of Shares; and

(d) for the purposes of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.

“**Right Issue**” means an offer of Shares or an issue of options, warrants or other securities giving the right to subscribe for Shares, open for a period fixed by the Directors to holders of Shares or any class thereof on the register of members on a fixed record date in proportion to their then holdings of such Shares or class thereof (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction or the requirements of any recognised regulatory body or any stock exchange).”

7. To consider and, if thought fit, pass with or without amendments, the following resolution as ordinary resolution:

“**THAT** conditional upon the passing of the resolutions set out in items 5 and 6 of the notice convening the AGM (the “**Notice**”), the general mandate referred to in the resolution set out in item 6 of the Notice be and is hereby extended by the addition to the aggregate number of Shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the Directors pursuant to such general mandate of the number of Shares repurchased by the Company pursuant to the mandate referred to in resolution set out in item 5 of the Notice, provided that such amount shall not exceed 10% of the total number of issued Shares as at the date of passing of this resolution.”

8. To consider and, if thought fit, pass with or without amendments, the following resolution as special resolution:

“**THAT** the third amended and restated memorandum and articles of association of the Company (incorporating the proposed amendments of the existing second amended and restated memorandum and articles of association of the Company, the details of which are set out in Appendix III to the circular of the Company dated on the same day as this Notice (“**Circular**”)) (“**New Memorandum and Articles of Association**”), a copy of which has been produced to this meeting and marked “A” and initialled by the chairman of the meeting for the purpose of identification purpose, be and is hereby approved and adopted as the new memorandum and articles of association of the Company in substitution for, and to the exclusion of, the existing second amended and restated memorandum and articles of association of the Company

with immediate effect after the close of this meeting, and any one Director be and is hereby authorised to do all such acts and things and execute all such documents, deeds and make all such arrangements that he/she shall, in his/her absolute discretion, deem necessary or expedient to implement the adoption of the New Memorandum and Articles of Association.”

9. To consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions:
- (a) “**THAT**, subject to and conditional upon the Listing Committee of the Stock Exchange granting approval of the listing of, and permission to deal in, the new Shares underlying the awards which may be granted pursuant to the new restricted share units (“**RSU**”) scheme of the Company (the “**2023 RSU Scheme**”), as defined and summarised in Appendix IV to the Circular (the rules of which are contained in the document produced to the meeting marked “**B**” and initialled by the chairman of this meeting for identification purpose):
- (i) the 2023 RSU Scheme be and is hereby approved and adopted by the Company; and
- (ii) the Directors be and are hereby authorised to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the 2023 RSU Scheme, including but without limitation:
- (1) administering the 2023 RSU Scheme under which Awards (as defined in the Circular) will be granted (whether with or without any conditions, restrictions or limitations as it may think fit) to Eligible Persons (as defined in the Circular) under the 2023 RSU, including but not limited to determining and granting the Awards in accordance with the terms of the 2023 RSU Scheme;
- (2) modifying, amending and/or altering the rules of the 2023 RSU Scheme from time to time provided that such modification, amendment and/or alternation is effective in accordance with the provision of the 2023 RSU Scheme relating to modification, amendment and/or alternation and the requirements of the Listing Rules;
- (3) granting Awards under the 2023 RSU Scheme and allotting and issuing from time to time such number of Shares as may be required pursuant to the RSUs granted under the 2023 RSU Scheme, subject to the applicable laws and regulations;
- (4) making application at the appropriate time or times to the Stock Exchange for the listing of, and permission to deal in, any Shares or any part thereof that may from time to time be allotted and issued pursuant to the Awards granted under the 2023 RSU Scheme; and
- (5) consenting, if it so deems fit and expedient, to such conditions, modifications and/or variations as may be required or imposed by the relevant authorities in relation to the 2023 RSU Scheme and subject to the applicable laws and regulations.”

(b) **“THAT:**

- (i) conditional upon the 2023 RSU Scheme being approved and adopted by way of the ordinary resolution of the Company numbered 9(a) above, the limit on the total number of Shares which may be allotted and issued in respect of all options and awards to be granted under all the share schemes involving issue of new shares by the Company or its principal subsidiaries (as defined in the Circular) (collectively, the “**share schemes**”) of no more than 282,284,400 Shares, being 10% of the Shares in issue as at the date of passing this resolution (the “**Scheme Mandate Limit**”), be and is hereby approved; and
- (ii) the Board be and is hereby authorised, subject to compliance with the Listing Rules, to grant share options and awards to the grantees under the share schemes up to the Scheme Mandate Limit and to exercise all the powers of the Company to allot, issue and deal with Shares pursuant to the exercise of such share options and awards.”

(c) **“THAT:**

- (i) conditional upon the 2023 RSU Scheme being approved and adopted by way of the ordinary resolution of the Company numbered 9(a) above and within the Scheme Mandate Limit, the limit on the total number of Shares which may be allotted and issued in respect of all options and awards to be granted to the Service Providers (as defined in the Circular) under all the share schemes of no more than 28,228,440 Shares, being 1% of the Shares in issue as at the date of passing this resolution (the “**Service Provider Sub-limit**”), be and is hereby approved; and
- (ii) the Board be and is hereby authorised, subject to compliance with the Listing Rules, to grant share options and awards to the Service Providers under the share schemes up to the Service Provider Sub-limit and to exercise all the powers of the Company to allot, issue and deal with Shares pursuant to the exercise of such share options and awards.”

By Order of the Board  
**BAIOO Family Interactive Limited**  
**DAI Jian**  
*Chairman, Chief Executive Officer and Executive Director*

Hong Kong, 27 April 2023

*Notes:*

1. All resolutions at the AGM 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 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.

2. 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 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.
3. 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for the holding of the AGM 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 AGM and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. For determining the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Wednesday, 21 June 2023 to Tuesday, 27 June 2023, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the AGM, 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 20 June 2023.
5. For determining the entitlement to the proposed special dividend (subject to approval by the shareholders at the AGM), the register of members of the Company will be closed from Tuesday, 11 July 2023 to Thursday, 13 July 2023, 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 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Monday, 10 July 2023.
6. Shareholders who wish to attend the AGM and exercise their voting rights can be achieved in one of the following ways:
  - (1) attend the AGM in person and vote at the AGM venue; or
  - (2) appoint chairman of the AGM or other persons as your proxy to vote on your behalf. In appointing the chairman of the AGM as proxy, a Shareholder of the Company (whether individual or corporate) must give specific instructions as to voting in the form of proxy, the duly completed and signed form of proxy must be deposited together with a power of attorney or other authority (if any) under which it is signed or a certified copy of that power or authority at the office of the Company's Hong Kong share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 2:00 p.m. on Sunday, 25 June 2023 (being not less than forty-eight (48) hours before the AGM), failing which the appointment will be treated as invalid. Your proxy's authority and instruction will be revoked if you attend and vote in person at the AGM.
7. In the event of inconsistency, the English text of this notice shall prevail over the Chinese text.

*As at the date of this announcement, the executive directors of the Company are Mr. DAI Jian (Chairman and Executive Officer), Mr. WU Lili and Mr. LI Chong; the independent non-executive directors of the Company are Ms. LIU Qianli, Dr. WANG Qing and Mr. MA Xiaofeng.*