



百奧家庭互動有限公司

BAIOO Family Interactive Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 2100)

**FORM OF PROXY**

**For use by members at the Annual General Meeting  
to be held at 2:00 p.m. on Tuesday, 27 June 2023 or any adjournment thereof**

Number of Shares to which this form of proxy relates <sup>(Note 1)</sup>	
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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 to 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 (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 <sup>(Note 4)</sup>	AGAINST <sup>(Note 4)</sup>
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 “ <b>Directors</b> ”) and the independent auditor of the Company (the “ <b>Auditor</b> ”) thereon.		
2.	To declare a special dividend of HK\$0.015 per ordinary share of the Company (the “ <b>Share(s)</b> ”) for the year ended 31 December 2022.		
3(a).	To re-elect Dr. Wang Qing (who has served more than nine years) as an independent non-executive Director.		
3(b).	To re-elect Mr. Ma Xiaofeng (who has served more than nine years) as an independent non-executive Director.		
3(c).	To elect Mr. Wei, Kevin Cheng as an independent non-executive Director.		
3(d).	To authorize the board of Directors (the “ <b>Board</b> ”) to fix the remuneration of Directors.		
4.	To re-appoint PricewaterhouseCoopers as the Auditor and to authorize the Board to fix its remuneration.		
5.	To give a general mandate to the Directors to repurchase Shares not exceeding 10% of the total number of issued Shares as at the date of passing of this resolution.		
6.	To give a general mandate to the Directors to allot, issue and deal with additional Shares not exceeding 20% of the total number of issued Shares 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 by the number of the Shares repurchased by the Company.		

SPECIAL RESOLUTION		FOR <sup>(Note 4)</sup>	AGAINST <sup>(Note 4)</sup>
8.	To approve the proposed amendments of the existing second amended and restated memorandum and articles of association of the Company and the adoption of the third amended and restated memorandum and articles of association of the Company.		
ORDINARY RESOLUTIONS		FOR <sup>(Note 4)</sup>	AGAINST <sup>(Note 4)</sup>
9(a).	To adopt the 2023 RSU Scheme and authorise the Directors 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.		
9(b).	To approve the Scheme Mandate Limit of no more than 282,284,400 Shares, being 10% of the Shares in issue as at the date of passing of this resolution and authorise the Board 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.		
9(c).	To approve the Service Provider Sub-limit of no more than 28,228,440 Shares, being 1% of the Shares in issue as at the date of passing of this resolution and authorise the Board 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.		

Date: \_\_\_\_\_ 2023

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

*Notes:*

- 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.
- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- 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.
- 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.
- 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.**
- 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.
- 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 branch 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 holding the AGM or any adjournment thereof.
- 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.
- The full text of the resolutions 5 to 9 are set out in the notice of AGM of the Company dated 27 April 2023.

**PERSONAL INFORMATION COLLECTION STATEMENT**

Your supply of your and your proxy's (or proxies') name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the AGM of the Company (the "Purposes"). We may transfer your and your proxy's (or proxies') name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us for use in connection with the Purposes and to such parties who are authorised by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy's (or proxies') name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to Tricor Investor Services Limited at the above address.