

# Coolpad 酷派

## COOLPAD GROUP LIMITED

### 酷派集團有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 2369)

#### FORM OF PROXY

Form of proxy for use at the annual general meeting (the "AGM") of the shareholders of Coolpad Group Limited (the "Company") to be held at Conference Room 5, 29A, Admiralty Centre I, 18 Harcourt Road, Hong Kong on Friday, 23 May 2014 at 3:00 p.m. (and at any adjournment thereof)

I/We \_\_\_\_\_  
of \_\_\_\_\_ (Note 1)

being the registered holder(s) of \_\_\_\_\_ (Note 2) share(s) of HK\$0.01 each (the "Share(s)")  
in the share capital of the Company, HEREBY APPOINT \_\_\_\_\_

of \_\_\_\_\_ (Note 3)

or failing him/her, the Chairman of the AGM, to act for me/us at my/our proxy (Note 4) at the AGM to be held at Conference Room 5, 29A, Admiralty Centre I, 18 Harcourt Road, Hong Kong on Friday, 23 May 2014 at 3:00 p.m. (and at any adjournment thereof) for the purpose of considering and, if thought fit, passing the resolutions set out in the notice convening the AGM and at the said meeting (and at any adjournment thereof) to vote for me/us and on my/our behalf in respect of the said resolutions as hereinafter indicated or, if no such indication is given, as my/our proxy thinks fit and to exercise all rights conferred on proxies under law, regulation and the articles of association of the Company.

ORDINARY RESOLUTIONS		FOR (Note 5)	AGAINST (Note 5)
1.	To receive and consider the audited consolidated financial statements and the reports of the directors of the Company (collectively, "Directors" and individually, a "Director") and the auditors of the Company ("Auditors") for the year ended 31 December 2013.		
2(A)(i)	To re-elect Mr. Chan King Chung as an independent non-executive Director. Please refer to the bibliography of Mr. Chan King Chung as set out in Appendix II to the circular of the Company dated 15 April 2014.		
2(A)(ii)	To re-elect Dr. Huang Dazhan as an independent non-executive Director. Please refer to the bibliography of Dr. Huang Dazhan as set out in Appendix II to the circular of the Company dated 15 April 2014.		
2(A)(iii)	To re-elect Mr. Xie Weixin as an independent non-executive Director. Please refer to the bibliography of Mr. Xie Weixin as set out in Appendix II to the circular of the Company dated 15 April 2014.		
2(B)	To authorise the board of Directors ("Board") to fix the remuneration of the Directors.		
3.	To re-appoint Ernst & Young as Auditors and to authorise the Board to fix their remuneration.		
4.	To grant a general mandate to the Board to allot, issue and deal with additional Shares.		
5.	To approve the grant of general mandate to the Directors to repurchase the Shares.		
6.	To approve the extension of the general mandate to the Directors to issue additional Shares up to the number of Shares repurchased by the Company.		
7.	To approve proposed bonus issue of shares as set out in the circular of the Company dated 15 April 2014.		
8.	To approve the adoption of the share option scheme and the termination of the existing share option scheme.		

Dated: \_\_\_\_\_

Signature: \_\_\_\_\_ (Note 6)

**Notes:**

- Full name(s) and address(es) to be inserted in BLOCK CAPITALS.
- Please insert the number of Share(s) registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the Share(s) registered in your name(s).
- Please insert the name and address of the proxy desired. IF NO NAME IS INSERTED, THE CHAIRMAN OF THE AGM WILL ACT AS YOUR PROXY. ANY ALTERATION MADE IN THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON(S) WHO SIGN(S) IT. A proxy need not be a shareholder of the Company but must attend the AGM in person to represent you.
- A member entitled to vote at the AGM is entitled to appoint one or, if he holds two or more shares, more proxies to attend and vote on his behalf in accordance with the Company's articles of association.
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE PUT A TICK ("√") IN THE BOX MARKED "FOR" BESIDE THE RESOLUTION. IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE PUT A TICK ("√") IN THE BOX MARKED "AGAINST" BESIDE THE RESOLUTION. Failure to complete any or all of the boxes will entitle your proxy to cast your vote at his/her discretion.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either executed under its common seal or under the hand of an officer or attorney duly authorised on that corporation's behalf.
- Where there are joint registered holders of any Share(s), any one of such persons may vote at the AGM, either in person or by proxy, in respect of such Share(s) as if he/she were solely entitled thereto, but if more than one of such joint holders are present at the AGM in person or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such Share(s) shall alone be entitled to vote in respect thereof.
- In order to be valid, this form of proxy, together with any power of attorney or other authority (if any) under which it is signed, or a certified copy thereof, must be deposited at the branch share registrar and transfer office of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof (as the case may be).
- Completion and delivery of this form of proxy will not preclude you from attending and voting at the AGM or any adjournment thereof (as the case may be) if you so wish. If you attend and vote at the AGM, the authority of your proxy will be revoked.