
THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Coolpad Group Limited, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser(s) or the transferee(s) or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or the transferee(s).

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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)

**PROPOSALS FOR
GRANT OF ISSUE MANDATE AND REPURCHASE MANDATE,
RE-ELECTION OF RETIRING DIRECTORS,
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting (“AGM”) of the Company to be held at Room 1501-02, 15/F, Hong Kong Club Building, 3A Chater Road, Central, Hong Kong on Monday, 18 May 2015 at 3:00 p.m. is set out on pages 13 to 17 of this circular.

Whether or not you intend to attend and vote at the AGM in person, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the office of the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible and in any event not later than 48 hours before the time of the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjourned meeting should you so wish.

17 April 2015

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“AGM”	the annual general meeting of the Company to be convened and held at Room 1501-02, 15/F, Hong Kong Club Building, 3A Chater Road, Central, Hong Kong on Monday, 18 May 2015 at 3:00 p.m., the notice of which is set out on pages 13 to 17 of this circular
“Articles”	the articles of association of the Company
“Board”	the board of Directors
“close associate(s)”	has the same meaning ascribed to it under the Listing Rules
“Company”	Coolpad Group Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the main board of the Stock Exchange
“core connected person(s)”	has the same meaning ascribed to it under the Listing Rules
“Directors”	the directors of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	the proposed general mandate to be granted to the Directors at the AGM to allot, issue and deal with new Shares up to 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of an ordinary resolution granting such mandate
“Latest Practicable Date”	9 April 2015, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange

DEFINITIONS

“PRC”	The People’s Republic of China and for the purpose of this circular, excluding Hong Kong, the Macau Special Administrative Region and Taiwan
“Repurchase Code”	the Code on Share Repurchase of Hong Kong
“Repurchase Mandate”	the proposed general mandate to be granted to the Directors at the AGM to exercise the powers of the Company to repurchase the fully paid up Shares up to 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of the ordinary resolution granting such mandate
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	the ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholders”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder(s)”	has the same meaning ascribed to it under the Listing Rules
“Takeovers Code”	the Code on Takeovers and Mergers of Hong Kong
“%”	per cent

LETTER FROM THE BOARD

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)

Executive Directors:

Mr. Guo Deying
(Chairman and Chief Executive Officer)
Mr. Jiang Chao
Mr. Li Bin
Mr. Li Wang

Registered office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

Independent non-executive Directors:

Dr. Huang Dazhan
Mr. Xie Weixin
Mr. Chan King Chung

*Head office and principal place
of business in the PRC:*

No. 2 Flat
Coolpad Cyber Park
Mengxi Boulevard
Northern Part of Science
& Technology Park
Nanshan District
Shenzhen

*Principal place of business
in Hong Kong:*

Room 1902, MassMutual Tower
38 Gloucester Road
Wanchai
Hong Kong

17 April 2015

To the Shareholders

Dear Sir/Madam,

**PROPOSALS FOR
GRANT OF ISSUE MANDATE AND REPURCHASE MANDATE,
RE-ELECTION OF RETIRING DIRECTORS,
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information regarding certain resolutions to be proposed at the AGM to enable you to make an informed decision on whether to vote for or against those resolutions.

LETTER FROM THE BOARD

At the AGM, resolutions will be proposed for the Shareholders to approve, among other things, (i) the grant of the proposed Issue Mandate; (ii) the grant of the proposed Repurchase Mandate and the extension of the Issue Mandate; and (iii) the re-election of retiring Directors.

1. PROPOSED ISSUE MANDATE AND REPURCHASE MANDATE

At the AGM, the following ordinary resolutions will be proposed:

- (a) to grant the Issue Mandate to the Directors to allot, issue and otherwise deal with new Shares up to 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the ordinary resolution;
- (b) to grant the Repurchase Mandate to the Directors to exercise the powers of the Company to repurchase Shares up to a maximum of 10% of the aggregate nominal amount of the issued share capital of the Company in issue as at the date of passing of the ordinary resolution; and
- (c) to extend the Issue Mandate by an amount representing the aggregate nominal amount of the Shares repurchased by the Company pursuant to and in accordance with the Repurchase Mandate.

As at the Latest Practicable Date, the number of Shares in issue was 4,297,645,200 Shares. Accordingly, the exercise of the Issue Mandate in full would enable the Company to issue a maximum of 859,529,040 new Shares (assuming no Share is issued or repurchased after the Latest Practicable Date and up to the passing of the relevant resolution). The Directors believe that the granting of the Issue Mandate will provide flexibility and discretion to the Directors in the event that the Company becomes desirable to issue new Shares to raise capital to facilitate any expansion plan as the Directors consider appropriate, and it is in the best interests of the Company and the Shareholders to continue to have a general authority from the Shareholders to enable the Directors to repurchase Shares on the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and its earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders as a whole.

An explanatory statement, required by the Listing Rules, on the Repurchase Mandate is set out in Appendix I to this circular. This contains all information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the relevant resolutions.

2. PROPOSED RE-ELECTION OF RETIRING DIRECTORS

As at the Latest Practicable Date, the executive Directors were Mr. Guo Deying, Mr. Jiang Chao, Mr. Li Bin and Mr. Li Wang, and the independent non-executive Directors were Dr. Huang Dazhan, Mr. Xie Weixin and Mr. Chan King Chung.

Pursuant to Article 87(1) of the Articles, Mr. Guo Deying, Mr. Li Bin and Mr. Li Wang shall retire from their respective offices at the AGM, and, being eligible, will offer themselves for re-election.

LETTER FROM THE BOARD

Details of the Directors proposed to be re-elected at the AGM are set out in Appendix II to this circular.

3. AGM

A notice convening the AGM to be held at Room 1501-02, 15/F, Hong Kong Club Building, 3A Chater Road, Central, Hong Kong on Monday, 18 May 2015 at 3:00 p.m., is set out on pages 13 to 17 of this circular.

According to Rule 13.39(4) of the Listing Rules, any vote of the Shareholders at the AGM will be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands and an announcement on the results of the poll will be made after the AGM pursuant to Rule 13.39(5) of the Listing Rules.

4. ACTIONS TO BE TAKEN

A form of proxy for use by the Shareholders at the AGM is enclosed in this circular. Whether or not you intend to attend and vote at the AGM in person, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible, but in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Such form of proxy for use at the AGM is also published on the website of the Stock Exchange at www.hkexnews.hk. Completion and return of the proxy form will not preclude you from subsequently attending and voting at the AGM or any adjourned meeting should you so wish.

5. RECOMMENDATION

The Directors consider that (i) the proposed grant of the Issue Mandate and the extension of the Issue Mandate; (ii) the proposed grant of the Repurchase Mandate; and (iii) the proposed re-election of retiring Directors are in the best interest of the Company and the Shareholders as a whole and accordingly recommend all Shareholders to vote in favour of all resolutions set out in the AGM notice.

Yours faithfully,
For and on behalf of
COOLPAD GROUP LIMITED
Guo Deying
Chairman

17 April 2015

This appendix serves as an explanatory statement as required under the Listing Rules, to provide the requisite information to you for consideration of the proposed Repurchase Mandate.

I. SHARE CAPITAL

As at the Latest Practicable Date, the Company had 4,297,645,200 Shares in issue or an issued share capital of HK\$42,976,452. As at the Latest Practicable Date, there were outstanding share options entitling the holders thereof to subscribe for an aggregate of 316,446,800 Shares respectively.

Subject to the passing of the proposed ordinary resolution approving the proposed Repurchase Mandate and on the basis that none of the outstanding share options is exercised and no further Shares is issued, allotted or repurchased by the Company prior to the AGM, the exercise of the proposed Repurchase Mandate in full would result in up to a maximum of 429,764,520 Shares, representing 10% of the total number of Shares in issue and a share capital of HK\$4,297,645.2, being repurchased by the Company during the period ending on the earlier of the conclusion of the next annual general meeting of the Company or the date by which the next annual general meeting of the Company is required to be held by law or the date upon which the proposed Repurchase Mandate is revoked or varied by an ordinary resolution of the Shareholders at a general meeting of the Company.

II. REASONS FOR SHARES REPURCHASE

Although the Directors have no present intention of exercising the proposed Repurchase Mandate, they believe that the flexibility afforded by the proposed Repurchase Mandate would be beneficial to the Company and the Shareholders. At any time in the future when the Shares are traded at a discount to their underlying value, the ability of the Company to repurchase the Shares will be beneficial to the Shareholders who retain their investment in the Company as their percentage interest in the assets of the Company would increase in proportion to the number of Shares repurchased by the Company from time to time and thereby resulting in an increase in net assets and/or earnings per share of the Company. Such repurchases will only be made when the Directors believe that such exercises will benefit the Company and the Shareholders as a whole.

III. FUNDING OF REPURCHASE

The Directors propose that the repurchase of Shares under the proposed Repurchase Mandate would be financed from the Company's internal resources.

In repurchasing the Shares, the Company may only apply funds legally available for such purposes in accordance with the memorandum of association and the Articles and the applicable laws of the Cayman Islands. The laws of the Cayman Islands provide that the amount of capital repaid in connection with a share repurchase may only be paid out of the capital paid up on the relevant shares (subject to the Articles and the laws of the Cayman Islands), profit or the proceeds of a new issue of the shares made for such purpose. It is envisaged that the funds required for any repurchase of Shares would be derived from the capital paid up on the Shares being repurchased and from the distributable profits of the Company.

The exercise of the proposed Repurchase Mandate in full will not have a material adverse impact on the working capital or the gearing level of the Company (as compared with the position disclosed in its most recent published audited accounts as at 31 December 2014).

The number of the Shares to be repurchased on any occasion and the price and other terms upon which the same are purchased will be decided by the Directors at the relevant time having regard to the circumstances then pertaining.

IV. SHARE PRICES

The highest and lowest prices at which the Shares have been traded on the Stock Exchange during each of the previous twelve months preceding the Latest Practicable Date were as follows:

	Price per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2014		
April	2.13*	1.61*
May	2.03*	1.41*
June	2.18	1.75
July	2.32	1.81
August	2.00	1.63
September	1.79	1.36
October	1.68	1.25
November	1.79	1.59
December	1.95	1.38
2015		
January	1.66	1.43
February	1.60	1.43
March	1.52	1.30
April (up to the Latest Practicable Date)	1.90	1.32

* Adjusted to take into account to the effect of the issue of the bonus shares by the Company on 13 June 2014.

V. DIRECTORS' UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the proposed Repurchase Mandate in accordance with the Articles, the Listing Rules and the applicable laws of the Cayman Islands.

VI. DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

None of the Directors or, to the best of their knowledge and belief having made all reasonable enquiries, any of their respective close associates has any present intention, in the event that the proposed Repurchase Mandate is approved by the Shareholders, to sell any Shares or other securities to the Company. No core connected person of the Company has notified the Company that he/she/it has a present intention to sell any Shares to the Company nor has undertaken not to do so, in the event that the proposed Repurchase Mandate is approved by the Shareholders.

VII. TAKEOVERS CODE

If, as a result of repurchase of the Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of Rule 32 of the Takeovers Code and Rule 6 of the Repurchase Code. Accordingly, a Shareholder, or group of Shareholders acting in concert, depending on the level of increase of the Shareholder's interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date and insofar as the Directors are aware, substantial shareholders of the Company having an interests representing 5% or more in the issued share capital of the Company which are disclosable under Part XV of the SFO are as follows:

Name	Notes	Nature of shares in which interested	Nature of interest	Percentage of the Company's issued share capital
Data Dreamland Holding Limited ("Data Dreamland")	1	1,662,342,496	Beneficial owner	38.7%
Barrie Bay Limited ("Barrie Bay")	2	1,662,342,496	Interest of controlled corporation	38.7%
HSBC International Trustee Limited ("HSBC Trustee")	2	1,662,342,496	Trustee	38.7%
Ms. YANG Xiao ("Ms. YANG")	1	1,662,762,496	Spouse interest	38.7%
Mr. GUO Deying ("Mr. GUO")	1	1,662,762,496	Founder of trust/Interest of controlled corporation	38.7%

Notes:

1. The entire issued share capital of Data Dreamland is held by Barrie Bay. Barrie Bay is acting as the trustee of the Barrie Bay Trust. The Barrie Bay Unit Trust is a unit trust held by HSBC Trustee, which is acting as the trustee of the Barrie Bay Unit Trust which is a discretionary trust set up by Mr. GUO and Ms. YANG and the discretionary objects of which include the children of Mr. GUO and Ms. YANG. Ms. YANG is also deemed to be interested in 420,000 Shares held by Wintech Consultants Limited, which are deemed to be interested by Mr. Guo, the spouse of Ms. YANG.
2. The 1,662,342,496 Shares are held by Data Dreamland, the entire share capital of which is held by Barrie Bay, which is acting as the trustee of the Barrie Bay Unit Trust and the entire issued share capital of which is held by HSBC Trustee.

Data Dreamland, Barrie Bay and HSBC Trustee are interested in the same 1,662,342,496 Shares. Each of Mr. Guo and Ms. Yang is taken to be interested in the 1,662,342,496 Shares held by Data Dreamland as each of them is a settlor of the Barrie Bay Unit Trust and by virtue of the interests of their children under the Barrie Bay Unit Trust. In addition, as Mr. Guo is also taken to be interested in the 420,000 Shares held by Wintech Consultants Limited as he is one out of the three directors of Wintech Consultants Limited and the other two directors were accustomed to act in accordance with Mr. Guo's direction. Accordingly, Data Dreamland, Barrie Bay, HSBC Trustee and Mr. Guo are interested in an aggregate of 1,662,762,496 Shares, representing approximately 38.7% of the issued share capital of the Company. In the event that the Directors should exercise the proposed Repurchase Mandate in full to repurchase Shares, the aggregate shareholding of Data Dreamland, Barrie Bay, HSBC Trustee and Mr. Guo will be increased to approximately 43.0% of the issued share capital of the Company which may give rise to an obligation on them to make mandatory offers under Rule 26 of the Takeovers Code. However, the Directors have no present intention to exercise the proposed Repurchase Mandate to the extent that the obligation to make a general offer on the part of the above-mentioned substantial Shareholders will be triggered under the Takeovers Code.

Assuming that there is no further issue of the Shares between the Latest Practicable Date and the date of repurchase, the exercise of the proposed Repurchase Mandate in full will not result in less than 25% of the issued share capital of the Company being held by the public as required by Rule 8.08 of the Listing Rules.

VIII. SHARES REPURCHASED BY THE COMPANY

The Company did not repurchase any of its Shares whether on the Stock Exchange or otherwise in the six months preceding the Latest Practicable Date.

MR. GUO DEYING

Mr. Guo, aged 50, is the chairman and chief executive officer of the Group. He is responsible for the Group's overall management and the strategic development. Mr. Guo has been the chairman, the legal representative and the general manager of the Group since its establishment in 1993. Mr. Guo has about 19 years of experience in wireless communication industry. Mr. Guo was certified as an engineer by Shenzhen City Engineering Technical Central Examination Board (深圳市工程技術中評委) in December 1991. He holds a master's degree in engineering from Shanghai Jiao Tong University (上海交通大學). Mr. Guo was appointed as a guest professor by Xidian University (西安電子科技大學) for its computer network and information security department in November 2003. In October 2004, Mr. Guo was accredited as Outstanding Entrepreneur of Private-owned Technology Companies in the PRC (中國優秀民營科技企業家) by China National Industrial and Commercial Association (中華全國工商業聯合會) and China Private-owned Technology Industrialists Association (中國民營科技實業家協會). In July 2008, Mr. GUO was awarded Mayor Award of Shenzhen (深圳市長獎) by the Shenzhen Municipal Government. Mr. GUO is a member of Guangdong province and Shenzhen Committee of Chinese People's Political Consultative Conference. Mr. Guo did not hold any other directorship in other Hong Kong or overseas listed public companies in the last three years. Save as disclosed above, he does not hold any other positions with the Company or other members of the Group.

Pursuant to the existing service agreement between Mr. Guo and the Company, the appointment of Mr. Guo was for a term of 3 years commencing from 21 November 2014. The current emolument payable to Mr. Guo is RMB4,200,000 per year and may, subject to the discretion of the Directors, be reviewed. The remuneration is determined with reference to the experience of Mr. Guo and the market rate of executive directorship in companies of comparable scale in the same sector.

Mr. Guo is the spouse of Ms. Yang Xiao, a former non-executive Director. As at the Latest Practicable Date, Mr. Guo is deemed to be interested in 1,662,762,496 Shares under Part XV of the SFO. Mr. Guo has no information to be disclosed pursuant to paragraphs (h) to (w) of Rule 13.51(2) of the Listing Rules and save as disclosed above, there are no other matters that need to be brought to the attention of Shareholders.

MR. LI BIN

Mr. Li, aged 44, is an executive Director of the Company. Mr. Li obtained a bachelor's degree in computer science and software engineering from Huazhong University of Science and Technology (華中理工大學) in 1992. Mr. Li has more than ten years of experience in software development and testing. Mr. Li joined the Group in June 1996. Prior to joining the Group, Mr. Li worked in China Sanjiang Aviation Industry Group Company (中國三江航天工業集團有限公司). Before his appointment as an executive director of the Company, he was a deputy general manager of the Group and was responsible for the research and development of software and testing. Mr. Li did not hold any other directorship in other Hong Kong or overseas listed public companies in the last three years. Save as disclosed above, he does not (i) hold any other positions with the Company or other members of the Group; and (ii) does not have any relationship with any other directors, senior management or substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. Li is deemed to be interested in 28,700,000 Shares under Part XV of the SFO. Mr. Li has entered into a service contract with the Company dated 7 April 2015 which he has agreed to act as an executive director of the Company for 3 years. Mr. Li is entitled to a fixed annual salary in the amount of RMB2,400,000, which are determined with reference to the experience of Mr. Li, the prevailing market rate and the Mr. Li's time commitment and expertise in the Company's affairs. There are no other matters concerning Mr. Li that need to be brought to the attention of the Shareholders nor any information to be disclosed pursuant to the requirements under paragraphs (h) to (w) of Rule 13.51(2) of the Listing Rules and save as disclosed above, there are no other matters that need to be brought to the attention of Shareholders.

MR. LI WANG

Mr. Li, aged 43, is an executive Director of the Company. Mr. Li obtained a master's degree in business administration from Dalian University of Technology (大連理工大學) in 1997. Mr. Li has more than ten years of experience in the information technology industry. Mr. Li joined the Group in March 2001. Before joining the Group, he worked for Hua Wei Technology Company Limited (華為技術有限公司). Before his appointment as an executive director of the Company, he was a deputy general manager of the Group and was responsible for the Group's sales and marketing functions. Mr. Li is the responsible person of the sales representative office of Yulong Computer Telecommunication Scientific (Shenzhen) Co., Ltd, an indirect wholly-owned subsidiary of the Company.

Mr. Li did not hold any other directorship in other Hong Kong or overseas listed public companies in the last three years. Save as disclosed above, he does not (i) hold any other positions with the Company or other members of the Group; and (ii) does not have any relationship with any other directors, senior management or substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. Li is deemed to be interested in 19,640,000 Shares under Part XV of the SFO. Mr. Li has entered into a service contract with the Company dated 7 April 2015 which he has agreed to act as an executive director of the Company for 3 years. Mr. Li is entitled to a fixed annual salary in the amount of RMB2,400,000, which are determined with reference to the experience of Mr. Li, the prevailing market rate and the Mr. Li's time commitment and expertise in the Company's affairs. There are no other matters concerning Mr. Li that need to be brought to the attention of the Shareholders nor any information to be disclosed pursuant to the requirements under paragraphs (h) to (w) of Rule 13.51(2) of the Listing Rules and save as disclosed above, there are no other matters that need to be brought to the attention of Shareholders.

NOTICE OF AGM

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)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (“Meeting”) of Coolpad Group Limited (the “Company”) will be held at Room 1501-02, 15/F, Hong Kong Club Building, 3A Chater Road, Central, Hong Kong on Monday, 18 May 2015 at 3:00 p.m. for the following purposes:

As Ordinary Business

ORDINARY RESOLUTIONS

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 2014.
2. (A) (i) To re-elect Mr. Guo Deying as an executive Director.

(ii) To re-elect Mr. Li Bin as an executive Director.

(iii) To re-elect Mr. Li Wang as an executive Director.

(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.

NOTICE OF AGM

As Special Business

ORDINARY RESOLUTIONS

4. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution of the Company:

“THAT:

- (a) subject to paragraph (c) below of this Resolution, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional shares of HK\$0.01 each in the capital of the Company (the “Shares”) or 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 would or might require the exercise of such powers, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this Resolution shall be in addition to any other authorisations given to the Directors and shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which would or might require the exercise of such powers at any time during or after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) of this Resolution, otherwise than pursuant to:
 - (i) a Rights Issue (as defined in paragraph (e) of this Resolution);
 - (ii) an exercise of rights of subscription or conversion under terms of any warrants issued by the Company or any securities which are convertible into Shares;
 - (iii) an exercise of the subscription rights under any option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries or such other persons eligible to participate in any such scheme(s) or arrangement of Shares or rights to acquire Shares;
 - (iv) any scrip dividend 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 (the “Articles”) or a specific authority granted by the Shareholders in general meeting,

shall not exceed 20 per cent of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this Resolution and the said approval shall be limited accordingly;

NOTICE OF AGM

- (d) subject to the passing of each of the paragraphs (a), (b) and (c) of this Resolution, any prior approvals of the kind referred to in paragraphs (a), (b) and (c) of this Resolution which had been granted to the Directors and which are still in effect be and are hereby revoked; and
 - (e) for the purpose of this Resolution:
 - (i) “**Relevant Period**” means the period from the passing of this Resolution until whichever is the earliest of:
 - (aa) the conclusion of the next annual general meeting of the Company;
 - (bb) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or any applicable laws of the Cayman Islands to be held; or
 - (cc) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the Shareholders in general meeting.
 - (ii) “**Rights Issue**” means an offer of Shares or other equity securities of the Company open for a period fixed by the Directors to the holders of Shares on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares (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 in any territory outside the Hong Kong Special Administrative Region of the People’s Republic of China applicable to the Company).”
5. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution of the Company:

“**THAT:**

- (a) subject to paragraph (b) below of this Resolution, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to repurchase Shares on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or on any other stock exchange on which the Shares may be listed and recognised for this purpose by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and regulations of Hong Kong, the Cayman Islands, the Articles and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or rules of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;

NOTICE OF AGM

- (b) the aggregate nominal amount of Shares to be repurchased or agreed conditionally or unconditionally to be repurchased by the Company pursuant to the approval in paragraph (a) of this Resolution during the Relevant Period (as defined below) shall not exceed 10 per cent of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this Resolution and the said approval shall be limited accordingly;
- (c) subject to the passing of each of the paragraphs (a) and (b) of this Resolution, any prior approvals of the kind referred to in paragraphs (a) and (b) of this Resolution which had been granted to the Directors and which are still in effect be and hereby revoked; and
- (d) for the purpose 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 or any applicable laws of the Cayman Islands to be held; or
 - (iii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the Shareholders in general meeting.”
6. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution of the Company:

“**THAT** conditional upon the passing of Resolutions 4 and 5 set out in this notice of annual general meeting dated 17 April 2015 (the “AGM Notice”) convening this meeting, the aggregate nominal amount of share capital of the Company that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to and in accordance with the general mandate granted under Resolution 4 set out in the AGM Notice be and is hereby extended by the addition thereto of the aggregate nominal amount of the shares in the capital of the Company which may be repurchased by the Company pursuant to and in accordance with the general mandate granted under Resolution 5 set out in the AGM Notice, provided that such amount shall not exceed 10 per cent of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this Resolution 6.”

By Order of the Board of
COOLPAD GROUP LIMITED
GUO DEYING
Chairman and Chief Executive Officer

Hong Kong, 17 April 2015

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Notes:

1. The register of members of the Company will be closed from 14 May 2015 to 18 May 2015 (both days inclusive) during which period no transfer of share(s) will be effected. Members whose name appear on the register of members of the Company at the close of business on 18 May 2015 will be entitled to attend and vote at the Meeting.
2. Any shareholder entitled to attend and vote at the Meeting is entitled to appoint another person as his/her proxy to attend and vote on his/her behalf. A shareholder who is the holder of two or more shares may appoint more than one proxy to attend on the same occasion. A proxy need not be a shareholder of the Company.
3. Where there are joint registered holders of any shares, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such shares as if he were solely entitled thereto; but if more than one of such joint holders be present at any meeting personally or by proxy, that one of the said persons so present being the most, or, as the case may be, the more senior shall alone be entitled to vote in respect of the relevant joint holding and, for this purpose, seniority shall be determined by reference to the order in which the names of the joint holders stand in the register in respect of the relevant joint holding.
4. In order to be valid, a form of proxy in the prescribed form together with the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, must be lodged with 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 fixed for holding the annual general meeting or adjournment thereof.
5. Please refer to Appendix II of the circular of the Company dated 17 April 2015 for the details of the retiring Directors subject to re-election at the Meeting.

As at the date of this notice, the executive Directors are Mr. Guo Deying, Mr. Jiang Chao, Mr. Li Bin and Mr. Li Wang, and the independent non-executive Directors are Dr. Huang Dazhan, Mr. Xie Weixin and Mr. Chan King Chung.