
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).

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

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 AGM to be held at Meeting room 1, 3/F., Boton Mansion, Intersection of Chuangke Road and Chaguang Road, Nanshan District, Shenzhen, PRC on Friday, 18 May, 2018 at 3:00 p.m. is set out on pages 16 to 20 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, Wanchai, 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.

18 April 2018

CONTENTS

	<i>Page</i>
Responsibility statement	1
Definitions	2
Letter from the Board	4
Introduction	4
1. Proposed Issue Mandate and Repurchase Mandate	5
2. Proposed re-election of retiring Directors	6
3. AGM	6
4. Actions to be taken	6
5. Recommendation	7
Appendix I – Explanatory statement for the proposed Repurchase Mandate	8
Appendix II – Details of retiring Directors to be re-elected at the AGM.	11
Notice of AGM	16

Accompanying: Form of proxy for AGM

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 Meeting room 1, 3/F, Boton Mansion, Intersection of Chuangke Road and Chaguang Road, Nanshan District, Shenzhen, PRC on Friday, 18 May 2018 at 3:00 p.m., the notice of which is set out on pages 16 to 20 of this circular
“Articles”	the articles of association of the Company
“associate(s)”	has the same meaning ascribed to it under the Listing Rules
“Board”	the board of Directors
“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
“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 number of Shares in issue as at the date of passing of an ordinary resolution granting such mandate
“Latest Practicable Date”	11 April 2018, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein

DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“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 number of Shares 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. JIANG Chao
Mr. LEUNG Siu Kee
Mr. LAM Ting Fung Freeman
Mr. LIANG Rui

Non-executive Director

Mr. NG Wai Hung

Independent non-executive Directors:

Dr. HUANG Dazhan
Mr. XIE Weixin
Mr. CHAN King Chung

Registered office:

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

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

Coolpad information Harbor
No. 2 Mengxi Road
Hi-tech Industry Park
(Northern)
Nanshan District
Shenzhen

*Principal place of business
in Hong Kong:*

Room 1902, China Evergrande
Center
38 Gloucester Road
Wanchai
Hong Kong

18 April 2018

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 number of Shares in issue as at the date of passing of the ordinary resolution granting such mandate;
- (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 number of Shares in issue as at the date of passing of the ordinary resolution granting such mandate; and
- (c) to extend the Issue Mandate by an amount representing the number of 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 5,033,407,480 Shares. Accordingly, the exercise of the Issue Mandate in full would enable the Company to issue a maximum of 1,006,681,496 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. It contains all information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the relevant resolutions.

LETTER FROM THE BOARD

2. PROPOSED RE-ELECTION OF RETIRING DIRECTORS

As at the Latest Practicable Date, the executive Directors were Mr. Jiang Chao, Mr. Leung Siu Kee, Mr. Lam Ting Fung Freeman and Mr. Liang Rui, the non-executive Director was Mr. Ng Wai Hung, and the independent non-executive Directors were Dr. Huang Dazhan, Mr. Xie Weixin and Mr. Chan King Chung.

Pursuant to Article 86(3) of the Articles, Mr. Leung Siu Kee, Mr. Lam Ting Fung Freeman, Mr. Liang Rui and Mr. Ng Wai Hung shall retire from their respective offices at the AGM, and, being eligible, will offer themselves for re-election.

Pursuant to Article 87(1) of the Articles, Dr. Hung Dazhan, Mr. Xie Weixin and Mr. Chan King Chung will retire from their respective offices at the AGM, and, being eligible, will offer themselves for re-election.

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 Meeting room 1, 3/F, Boton Mansion, Intersection of Chuangke Road and Chaguang Road, Nanshan District, Shenzhen, PRC on Friday, 18 May 2018 at 3:00 p.m., is set out on pages 16 to 20 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.

LETTER FROM THE BOARD

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
Jiang Chao
Vice Chairman
Chief Executive Officer

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 5,033,407,480 Shares in issue or an issued share capital of HK\$50,334,074.8. As at the Latest Practicable Date, there were outstanding share options entitling the holders thereof to subscribe for an aggregate of 147,046,000 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 are 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 503,340,748 Shares, representing 10% of the total number of Shares in issue and a share capital of HK\$5,033,407.48, 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 2016).

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

Trading in the shares of the Company on Stock Exchange has been suspended with effect from 9 a.m. on 31 March 2017, so there are no highest and lowest prices at which the Shares have been traded on the Stock Exchange during each of the twelve months preceding the Latest Practicable Date. The last price of Shares of the Company on Stock Exchange before suspension was HK\$0.72.

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 close respective 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 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 interest 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
Power Sun Ventures Limited	1	897,437,000	Beneficial owner	17.83%
Zeal Limited		551,367,386	Beneficial owner	10.95%
Data Dreamland Holding Limited	2	462,889,484	Beneficial owner	9.20%

Notes:

1. The entire issued share capital of Power Sun Ventures Limited is 100% held by Chen Jiajun.
2. The entire issued share capital of Data Dreamland Holding Limited is held by Barrie Bay (PTC) Limited. Barrie Bay (PTC) Limited is acting as the trustee of the Barrie Bay Unit Trust. The Barrie Bay Unit Trust is a unit trust held by HSBC International Trustee Limited, which is acting as the trustee of the Barrie Bay Trust. The Barrie Bay Trust is a discretionary trust set up by Mr. Guo Deying and Ms. Yang Xiao (the spouse of Mr. Guo) and the beneficiary objects of which include the children of Mr. Guo Deying and Ms. Yang Xiao.

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. LEUNG Siu Kee

Mr. Leung, aged 41, is an executive Director, has more than 15 years of experience in accounting industry. Prior to joining our Group, Mr. Leung had worked in two international accounting firms for 5 years, mainly to provide auditing and business assurance services. He has been a director of a CPA Limited and a company providing accounting and taxation services since August 2008 and September 2016, respectively. Mr. Leung has been an independent non-executive director of China Chuanglian Education Financial Group Limited (stock code: 2371), which is listed on the Stock Exchange, since December 2009. He had been an independent non-executive director of KK Culture Holdings Limited (formerly known as Cinderella Media Group Limited and Recruit Holdings Limited, stock code: 550), which is listed on the Stock Exchange, for the period between September 2015 and December 2016, and has been a non-executive director of KK Culture Holdings Limited since December 2016. Mr. Leung obtained a bachelor degree of business administration in accounting from The Hong Kong University of Science and Technology in November 1998 with first class honour. He has been a member of the Hong Kong Society of Accountants since March 2003 and currently a practising certified public accountant of the Hong Kong Institute of Certified Public Accountants. Save as disclosed above, Mr. Leung (i) did not hold any other directorship in other Hong Kong or overseas listed public companies in the last three years; (ii) does not hold any other positions with the Company or other members of the Group; and (iii) does not have any relationship with any other directors, senior management or substantial or controlling shareholders of the Company.

Pursuant to the existing service agreement between Mr. Leung and the Company, the appointment of Mr. Leung was for a term of 3 years commencing from 19 January 2018. The current emolument payable to Mr. Leung is HK\$480,000 per year and may, subject to the discretion of the Directors, be reviewed. The remuneration is determined with reference to the experience of Mr. Leung and the market rate of executive directorship in companies of comparable scale in the same sector.

As at the Latest Practicable Date, Mr. Leung was not interested in the Shares under Part XV of the SFO. Mr. Leung 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. LAM Ting Fung Freeman

Mr. Lam, aged 38, is an executive Director, and was recognised as an International Registered Financial Practitioner in 2006. He served as a divisional manager in AIA for 12 years since 1998. He joined Kossilon Group as a director in 2008 and assisted the group in establishing a corporate financial service division. He served as a senior branch manager in AXA in 2010 and was admitted as a life member of the Million Dollar Round Table in 2012. Mr. Lam has 10 years of experience in corporate financial services, providing professional advice to companies regarding asset restructuring and financing. He also has 15 years of

experience in financial planning and asset management, having managed an asset investment with a value of HK\$300 million in 2007. He also has 20 years of experience in the sales of insurance and wealth management products, leading a team of over 60 people. Save as disclosed above, Mr. Lam (i) did not hold any other directorship in other Hong Kong or overseas listed public companies in the last three years; (ii) does not hold any other positions with the Company or other members of the Group; and (iii) does not have any relationship with any other directors, senior management or substantial or controlling shareholders of the Company.

Pursuant to the existing service agreement between Mr. Lam and the Company, the appointment of Mr. Lam was for a term of 3 years commencing from 19 January 2018. The current emolument payable to Mr. Lam is HK\$480,000 per year and may, subject to the discretion of the Directors, be reviewed. The remuneration is determined with reference to the experience of Mr. Lam and the market rate of executive directorship in companies of comparable scale in the same sector.

As at the Latest Practicable Date, Mr. Lam was not interested in the Shares under Part XV of the SFO. Mr. Lam 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. LIANG Rui

Mr. Liang, aged 42, is an executive Director, and is currently a president of Shenzhen Shuibei Jewelry Group. Mr. Liang obtained a doctoral degree of Technical Economics and Management from the School of Economics and Business Administration of Chongqing University in 2007 and a postdoctoral degree in Applied Economics from the School of Economics and Finance of Xi'an Jiaotong University in 2009. From January 2000 to October 2014, he worked in the Shenzhen Luohu District People's Government, serving as an officer in the Education Bureau, deputy director-general of the State Bureau for Letters and Calls, director-level deputy director of the district (governmental) committee office, and director of the Bureau of Civil Administration. From September 2014 to November 2017, he served as Secretary and director of the Shenzhen Nanhu Sub-district Office. Since December 2017, he has been serving as the president of Shenzhen Shuibei Jewelry Group. Save as disclosed above, Mr. Liang (i) did not hold any other directorship in other Hong Kong or overseas listed public companies in the last three years; (ii) does not hold any other positions with the Company or other members of the Group; and (iii) does not have any relationship with any other directors, senior management or substantial or controlling shareholders of the Company.

Pursuant to the existing service agreement between Mr. Liang and the Company, the appointment of Mr. Liang was for a term of 3 years commencing from 19 January 2018. The current emolument payable to Mr. Liang is HK\$480,000 per year and may, subject to the discretion of the Directors, be reviewed. The remuneration is determined with reference to the experience of Mr. Liang and the market rate of executive directorship in companies of comparable scale in the same sector.

As at the Latest Practicable Date, Mr. Liang was not interested in the Shares under Part XV of the SFO. Mr. Liang 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. NG Wai Hung

Mr. Ng, aged 54, is a non-executive Director, and is a practicing solicitor and a partner in Iu, Lai & Li, a Hong Kong firm of solicitors and notaries. Mr. Ng has extensive experience in the areas of securities law, corporate law and commercial law in Hong Kong and China trades and has been involved in initial public offerings of securities in Hong Kong as well as corporate restructuring, mergers and acquisitions and takeovers of listed companies in Hong Kong. Mr. Ng is currently an independent non-executive director of three companies listed on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”), namely China Star Cultural Media Group Limited (currently known as Lajin Entertainment Network Group Limited, stock code: 8172), Xinyi Automobile Glass Hong Kong Enterprises Limited (stock code: 8328) and 1957 & Co. (Hospitality) Limited (stock code: 8495) (all being companies listed on the Stock Exchange since March 2015, June 2016 and November 2017 respectively. Mr. Ng was also an independent non-executive director of Yun Sky Chemical (International) Holdings Limited (currently known as King Stone Energy Group Limited, stock code: 663), KTP Holdings Limited (currently known as Ares Asia Limited, stock code: 645), Tomorrow International Holdings Limited (currently known as Talent Property Group Limited, stock code: 760), Perception Digital Holdings Limited (currently known as HongDa Financial Holding Limited, stock code: 1822), HyComm Wireless Limited (currently known as Qingdao Holdings International Limited, stock code: 499), Tech Pro Technology Development Limited, stock code: 3823), GOME Retail Holdings Limited (stock code: 493), Kingbo Strike Limited (stock code: 1421), Trigiant Group Limited (stock code: 1300), Fortune Sun (China) Holdings Limited (stock code: 352), On Time Logistics Holdings Limited (stock code: 6123) and Sustainable Forest Holdings Limited (stock code: 723) (all being companies listed on the Stock Exchange) and resigned in February 2010, February 2011, January 2012, August 2014, September 2014, March 2017, May 2017, June 2017, August 2017, September 2017, December 2017 and December 2017 respectively. Save as disclosed above, Mr. Ng (i) did not hold any other directorship in other Hong Kong or overseas listed public companies in the last three years; (ii) does not hold any other positions with the Company or other members of the Group; and (iii) does not have any relationship with any other directors, senior management or substantial or controlling shareholders of the Company.

Pursuant to the existing service agreement between Mr. Ng and the Company, the appointment of Mr. Ng was for a term of 3 years commencing from 19 January 2018. The current emolument payable to Mr. Ng is HK\$240,000 per year and may, subject to the discretion of the Directors, be reviewed. The remuneration is determined with reference to the experience of Mr. Ng and the market rate of executive directorship in companies of comparable scale in the same sector.

As at the Latest Practicable Date, Mr. Ng was not interested in the Shares under Part XV of the SFO. Mr. Ng 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.

Dr. HUANG Dazhan

Dr. HUANG Dazhan, aged 60, is an independent non-executive Director and joined the Group in November 2004. Dr. Huang obtained his doctorate degree from the Victoria University of Manchester, England, the United Kingdom in 1993. Dr. HUANG currently serves at China Merchants Group. Save as disclosed above, Dr. Huang (i) did not hold any other directorship in other Hong Kong or overseas listed public companies in the last three years; (ii) does not hold any other positions with the Company or other members of the Group; and (iii) does not have any relationship with any other directors, senior management or substantial or controlling shareholders of the Company.

Pursuant to the existing service agreement between Dr. Huang and the Company, the appointment of Dr. Huang was for a term of one year commencing from 21 November 2016. The current emolument payable to Dr. Huang is HK\$240,000 per year and may, subject to the discretion of the Directors, be reviewed. The remuneration is determined with reference to the experience of Dr. Huang and the market rate of executive directorship in companies of comparable scale in the same sector.

As at the Latest Practicable Date, Dr. Huang was deemed to be interested in 288,000 Shares under Part XV of the SFO. Dr. Huang 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. XIE Weixin

Mr. XIE Weixin, aged 76, is an independent non-executive Director and joined the Group in November 2004. Mr. Xie graduated from the Department of Electronics Engineering of Xi'an University of Electronics Technology in 1965. Mr. Xie was a visiting scholar in University of Pennsylvania during the period from 1981 to 1983 and from 1989 to 1990, respectively. He was honored as one of the national outstanding middle-aged and young experts. Mr. Xie currently is the chairman of the Academic Committee of Shenzhen University, a professor in College of Information Engineering of Shenzhen University, and Mr. Xie was an independent non-executive director of Shenzhen Sed Industry Co. Limited (the shares of which are listed on the Shenzhen Stock Exchange, Stock Code: 000032) from 2010 to 2014.

Pursuant to the existing service agreement between Mr. Xie and the Company, the appointment of Mr. Xie was for a term of one year commencing from 21 November 2016. The current emolument payable to Mr. Xie is HK\$240,000 per year and may, subject to the discretion of the Directors, be reviewed. The remuneration is determined with reference to the experience of Mr. Xie and the market rate of executive directorship in companies of comparable scale in the same sector.

As at the Latest Practicable Date, Mr. Xie was deemed to be interested in 384,000 Shares under Part XV of the SFO. Mr. Xie 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. CHAN King Chung

Mr. CHAN King Chung, aged 55, is an independent non-executive Director and joined the Group in November 2004. He obtained a bachelor's degree in business administration and accountancy from the Chinese University of Hong Kong in 1987 and City University of Hong Kong in 1993, respectively. Mr. Chan also obtained a Master degree in accountancy and business administration. He is a member of the Hong Kong Institute of Certified Public Accountants and a fellow member of The Hong Kong Institute of Company Secretaries. Mr. Chan has more than 20 years of experience in corporate governance, management and financial controlling.

Pursuant to the existing service agreement between Mr. Chan and the Company, the appointment of Mr. Chan was for a term of one year commencing from 21 November 2016. The current emolument payable to Mr. Chan is HK\$240,000 per year and may, subject to the discretion of the Directors, be reviewed. The remuneration is determined with reference to the experience of Mr. Chan and the market rate of executive directorship in companies of comparable scale in the same sector.

As at the Latest Practicable Date, Mr. Chan was deemed to be interested in 441,600 Shares under Part XV of the SFO. Mr. Chan 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.

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 Meeting room 1, 3/F, Boton Mansion, Intersection of Chuangke Road and Chaguang Road, Nanshan District, Shenzhen, PRC on Friday, 18 May 2018 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 2016.
2. (A) (i) To re-elect Dr. Huang Dazhan as an independent non-executive Director.

(ii) To re-elect Mr. Xie Weixin as an independent non-executive Director.

(iii) To re-elect Mr. Chan King Chung as an independent non-executive Director.

(iv) To re-elect Mr. Ng Wai Hung as a non-executive Director.

(v) To re-elect Mr. Leung Siu Kee as an executive Director.

(vi) To re-elect Mr. Lam Ting Fung Freeman as an executive Director.

(vii) To re-elect Mr. Liang Rui 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 for the year ended 31 December 2017 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 number of Shares 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 number of Shares 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 earlier of:
 - (aa) the conclusion of the next annual general meeting of the Company; and
 - (bb) 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 number 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 number of Shares 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 earlier of:

- (i) the conclusion of the next annual general meeting of the Company;
 - (ii) 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 18 April 2018 (the “AGM Notice”) convening this meeting, the number of Shares 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 number of Shares 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 number of Shares in issue as at the date of passing of this Resolution 6.”

By Order of the Board of
COOLPAD GROUP LIMITED
Jiang Chao
Vice Chairman
Chief Executive Officer

Hong Kong, 18 April 2018

NOTICE OF AGM

Notes:

1. The register of members of the Company will be closed from 15 May 2018 to 18 May 2018 (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 2018 will be entitled to attend and vote at the Meeting. In order to ensure that the Shareholders are entitled to attend and vote at the Meeting, all transfer documents, together with the relevant share certificates, should be lodged no later than 4:30 p.m. on Monday, 14 May 2018 at the branch share registrar and transfer registrar office of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong.
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, Wan Chai, 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 18 April 2018 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. Jiang Chao, Mr. Leung Siu Kee, Mr. Lam Ting Fung Freeman and Mr. Liang Rui; the non-executive Director is Mr. Ng Wai Hung; the independent non-executive Directors are Dr. Huang Dazhan, Mr. Xie Weixin and Mr. Chan King Chung.