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COOLPAD GROUP LIMITED

酷派集團有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 2369)

**INSIDE INFORMATION AND DISCLOSURE
PURSUANT TO RULE 13.18 OF THE LISTING RULES**

This announcement is made pursuant to Rules 13.09 and 13.18 of the Listing Rules and the Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong) in respect of the US\$107,000,000 term loan facility with a greenshoe option of up to US\$68,000,000 obtained by the Company on 16 April 2014. The Facility Agreement imposes a minimum shareholding requirement on the controlling shareholder of the Company.

This announcement is made by Coolpad Group Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rules 13.09 and 13.18 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong).

The Company, as a borrower, and Digital Tech Inc., Yulong Infotech Inc., and Coolpad Technologies Inc. (all being the subsidiaries of the Company) as original guarantors, CTBC Bank Co., Ltd. and UBS AG Hong Kong Branch as mandated lead arrangers and bookrunners, The Bank of East Asia, Limited, Offshore Banking Branch, Chang Hwa Commercial Bank Ltd., Offshore Banking Branch, First Commercial Bank, Offshore Banking Branch and Land Bank of Taiwan Co., Ltd. Hong Kong Branch as mandated lead arrangers, Hua Nan Commercial Bank, Ltd., Offshore Banking Branch, Ta Chong Bank, Offshore Banking Branch and JihSun International Bank as arrangers and CTBC Bank Co., Ltd. as facility agent and security agent have on 16 April 2014 entered into a facility agreement (the “**Facility Agreement**”) for a 3-year term loan facility (the “**Loan Facility**”) in the principal amount of US\$107,000,000 with a greenshoe option of up to US\$68,000,000 at an interest rate of LIBOR plus 3.25% per annum. The amounts borrowed under the Loan Facility shall be applied towards funding corporate growth initiatives and the capital expenditure of the Group, the general corporate purposes of the Group, and payment of any fee and expense in respect of the Loan Facility.

Pursuant to the Facility Agreement, if Mr. Guo Deying and his family ceases to (i) be the single largest ultimate legal and beneficial shareholder of the Company, or (ii) legally and beneficially (directly or indirectly) own not less than 30% of the entire issued share capital of the Company:

- (a) the Company shall promptly notify the facility agent upon becoming aware of that event; and
- (b) the facility agent shall, by not less than five days' notice to the Company, cancel all commitments and declare all outstanding loans, together with accrued interest, and all other amounts accrued under the Loan Facility immediately due and payable, whereupon all commitments will be cancelled and all such outstanding amounts will become immediately due and payable.

The Company will make continuing disclosure pursuant to Rule 13.21 of the Listing Rules for so long as circumstances giving rise to the obligation under Rule 13.18 of the Listing Rules continue to exist.

By order of the Board
Coolpad Group Limited
GUO DEYING
Chairman

Hong Kong, 16 April 2014

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.