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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)**

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the extraordinary general meeting (“Meeting”) of Coolpad Group Limited (the “Company”) will be held at Meeting Room of Exhibition Hall in Building 5, Coolpad Information Park, Shenzhen, the People’s Republic of China on Tuesday, 10 March 2015 at 10:00 a.m. for the following purposes:

**ORDINARY RESOLUTIONS**

1. **“THAT:**
  - (a) the subscription agreement (“Subscription Agreement”) dated 16 December 2014 entered into among the Company, Coolpad E-Commerce Inc. and Tech Time Development Limited, a copy of which is marked “A” and signed by the chairman of the meeting for identification purpose has been tabled at the meeting) be and is hereby approved, confirmed and ratified and the transactions contemplated thereunder be and are hereby approved; and
  - (b) any one of the directors (“Directors”) of the Company be and is authorised to do all such acts and things, to sign and execute such documents or agreements or deeds on behalf of the Company and to do such other things and to take all such actions as he/she considers necessary, appropriate, desirable and expedient for the purposes of giving effect to or in connection with the Subscription Agreement and all transactions contemplated thereunder, and to agree to such variation, amendments or waiver or matters relating thereto of a non-material nature (including any variation, amendments or waiver of such documents or any terms thereof, which are not fundamentally different from those as provided in the Subscription Agreement) as are, in the opinion of such Director, in the interests of the Company and its shareholders as a whole.”
  
2. **“THAT:**
  - (a) the shareholders’ agreement (“Shareholders’ Agreement”) dated 9 January 2015 entered into among the Company, Coolpad E-Commerce Inc. and Tech Time Development Limited, a copy of which is marked “B” and signed by the chairman of the meeting for identification purpose has been tabled at the meeting) be and is hereby approved and the transactions contemplated

thereunder (including the grant of the Exit Call Option (as defined in in the Company's circular dated 12 February 2015) ("Circular")), the Non-Competition Call Option (as defined in the Circular) and the Non-Competition Put Option (as defined in the Circular) by the Company) be and are hereby approved; and

- (b) any one Director be and is authorised to do all such acts and things, to sign and execute such documents or agreements or deeds on behalf of the Company and to do such other things and to take all such actions as he/she considers necessary, appropriate, desirable and expedient for the purposes of giving effect to or in connection with the Shareholders' Agreement and all transactions contemplated thereunder, and to agree to such variation, amendments or waiver or matters relating thereto of a non-material nature (including any variation, amendments or waiver of such documents or any terms thereof, which are not fundamentally different from those as provided in the Shareholders' Agreement) as are, in the opinion of such Director, in the interests of the Company and its shareholders as a whole."

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

Hong Kong, 12 February 2015

*Notes:*

1. The register of members of the Company will be closed from 6 March 2015 to 10 March, 2015 (both days inclusive) during which period no transfer of share(s) will be effected. In order to be eligible to attend and vote at the said extraordinary general meeting, all transfer of shares, accompanied by the relevant share certificates and transfer forms, must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration no later than 4:30 p.m. on 5 March 2015. Members whose name appear on the register of members of the Company at the close of business on 10 March 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 extraordinary general meeting or adjournment thereof.

*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.*