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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)

INSIDE INFORMATION SALE OF SHARES BY THE CONTROLLING SHAREHOLDER

This announcement is made by the Company pursuant to Rule 13.09 of the Listing Rules and the Inside Information Provisions under Part XIVA of the SFO.

The Board was notified by Data Dreamland, a controlling Shareholder, that Data Dreamland entered into the Agreement with the Purchaser on 27 June 2015 pursuant to which Data Dreamland agreed to sell and the Purchaser agreed to purchase 780,380,000 Shares (representing 18.0% of the issued share capital of the Company as at the date of this announcement) at a consideration of HK\$3.508 per Share. Upon completion of the Agreement, the shareholding of Data Dreamland in the Company will be reduced to 881,962,496 Shares (representing approximately 20.3% of the issued share capital of the Company as at the date of this announcement) and Data Dreamland will cease to be a controlling Shareholder.

This announcement is made by the Company pursuant to Rule 13.09 of the Listing Rules and the Inside Information Provisions under Part XIVA of the SFO.

The Board was notified by Data Dreamland, a controlling Shareholder, that Data Dreamland entered into the Agreement with the Purchaser on 27 June 2015 pursuant to which Data Dreamland agreed to sell and the Purchaser agreed to purchase 780,380,000 Shares (representing 18.0% of the issued share capital of the Company as at the date of this announcement) at a consideration of HK\$3.508 per Share. Completion will take place on 20 July 2015 or such later date agreed between the parties.

Upon completion of the Agreement, the shareholding of Data Dreamland in the Company will be reduced to 881,962,496 Shares (representing 20.3% of the issued share capital of the Company as at the date of this announcement) and Data Dreamland will cease to be a controlling Shareholder.

The following illustrates the shareholding structure of the Company: (i) immediately before the completion of the Agreement; and (ii) immediately after the completion of the Agreement:

	As at the date of this announcement		Immediately after the completion of the Agreement	
	Shares	%	Shares	%
Data Dreamland (<i>Note 1</i>)	1,662,342,496	38.3	881,962,496	20.3
Wintech Consultants Limited (<i>Note 2</i>)	420,000	0.01	420,000	0.01
Purchaser	0	0.00	780,380,000	18.0
Other Shareholders	<u>2,672,662,704</u>	<u>61.7</u>	<u>2,672,662,704</u>	<u>61.7</u>
Total	<u>4,335,425,200</u>	<u>100.00</u>	<u>4,335,425,200</u>	<u>100.00</u>

Notes:

- (1) The entire issued share capital of Data Dreamland is held by Barrie Bay Limited. Barrie Bay Limited 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. The Barrie Bay Unit Trust is a discretionary trust set up by Mr. Guo Deying and Ms. Yang Xiao and the discretionary objects of which include the children of Mr. Guo Deying and Ms. YANG Xiao.
- (2) Mr. Guo Deying was taken to be interested in the 420,000 shares held by Wintech Consultants Limited as he was one out of the three directors of Wintech Consultants Limited and the other two directors were accustomed to act in accordance with Mr. Guo Deying's direction.

DEFINITIONS

In this announcement, the following terms and expressions (unless the context otherwise requires) shall have the following meanings:

“Agreement”	the sale and purchase agreement dated 27 June 2015 between Data Dreamland and the Purchaser in relation to sale and purchase of 780,380,000 Shares
“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 (Stock Code: 2369)
“Data Dreamland”	Data Dreamland Holding Limited, a company incorporated in the British Virgin Islands and a controlling Shareholder as at the date of this announcement
“Director(s)”	director(s) of the Company
“Group”	the Company and its subsidiaries

“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“HK\$”	Hong Kong dollars
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Purchaser”	Leview Mobile HK Limited, a company incorporated in Hong Kong
“Shareholder(s)”	holder(s) of the shares in the Company
“SFO”	the Securities and Futures Ordinance (chapter 571 of the laws of Hong Kong)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent

By order of the Board
Coolpad Group Limited
GUO DEYING
Chairman

Hong Kong, 28 June 2015

As at the date of this announcement, 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.