

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, 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 announcement.*



**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  
RESUMPTION OF TRADING**

This announcement is made by Coolpad Group Limited (the “**Company**”) pursuant to Rule 13.09 of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and the Inside Information Provisions (as defined in the Listing Rules) under Part XIVA of Securities and Future Ordinance (Chapter 571, Laws of Hong Kong) (“**SFO**”).

Reference is made to the announcement of the Company dated 9 January 2015 (the “**Announcement**”) and the circular of the Company dated 12 February 2015 in relation to a shareholders’ agreement (the “**Shareholders’ Agreement**”) entered into amongst the Company, Tech Time Development Limited (“**Tech Time**”) and Coolpad E-Commerce Inc. (“**Coolpad E-Commerce**”) on 9 January 2015. Unless otherwise defined herein, capitalized terms used herein shall have the same meanings as defined in the Announcement.

The Company confirms that it had received two emails from ReedSmith Richards Butler (“**RSRB**”), the legal counsel of Tech Time, on 2 September 2015 and 7 September 2015, respectively, attaching two letters (the “**Letters**”) from Tech Time and RSRB to the Company, respectively. The Letters purport to contain the notice for the exercise of the Non-competition Put Option under the Shareholders’ Agreement (the “**Tech Time Non-competition Put Option**”).

As stated in the Letters, Tech Time alleges that as the Company has breached its non-competition undertakings under the Shareholders’ Agreement, Tech Time is entitled to exercise the Tech Time Non-competition Put Option under the Shareholders’ Agreement.

In addition, as stated in the Letters, Tech Time had proposed a fair market value of US\$750,000 per Coolpad E-Commerce share for the exercise of the Tech Time Non-competition Put Option, and the total price payable for the 990 shares of Coolpad E-Commerce, representing 49.5% of the entire issued share capital of Coolpad E-Commerce, held by Tech Time (the “**Tech Time Put Shares**”) would be US\$1,485,000,000.

The Company is of view that the said allegations are unfounded and has already engaged counsel to advise it in relation to the Letters. The Company will vigorously defend its position against such allegations.

The Company will make further announcement(s) to inform the public of the development of matters as and when appropriate or as required under the applicable rules and regulations, including but not limited to the Listing Rules and SFO.

**Shareholders and investors of the Company are advised to exercise caution when dealing in the shares of the Company, and if in any doubt, they should consult their professional advisers.**

## **RESUMPTION OF TRADING**

At the request of the Company, trading in the shares of the Company on the Stock Exchange was halted from 9:00 a.m. on 8 September 2015 pending the release of this announcement. Application has been made by the Company to the Stock Exchange for the resumption of trading in the shares of the Company on the Stock Exchange with effect from 9:00 a.m. on 9 September 2015.

By order of the Board  
**Coolpad Group Limited**  
**GUO DEYING**  
*Chairman*

Hong Kong, 8 September 2015

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