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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

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 announcements (the “**Announcements**”) of the Company dated 9 January 2015, 8 September 2015 and 18 September 2015 of the Company in relation to the Shareholders’ Agreement, the purported notice for exercising the Tech Time Non-competition Put Option (the “**Notice**”) received by the Company and the Share Adjustment Framework Agreement. Unless otherwise defined herein, capitalized terms used herein shall have the same meanings as defined in the Announcements.

The Company maintain its view that the allegations as set out in the announcement dated 8 September 2015 are unfounded, and therefore Tech Time is not entitled to exercise the Tech Time Option.

However, as the Company, Coolpad E-Commerce and Tech Time were negotiating the Share Adjustment Framework Agreement, the Company and Tech Time have had more time to discuss on the several issues in relation to the Notice. After constructive discussions between both parties, the Company is pleased to announce that the Company and Tech Time have reached amicable agreement on this matter and are looking forward to future co-operation and collaboration opportunities.

On 18 September 2015, the Company, Tech Time and Coolpad E-Commerce have signed a Supplemental Share Adjustment Agreement (the “**Agreement**”). Pursuant to the Agreement, the Company and Tech Time have agreed to temporarily shelve disputes on (a) the exercise of the Tech Time Non-Competition Put Option under the Notice and the Shareholders’ Agreement, the completion of the Tech Time Put Shares; and (b) any further actions intended to be taken by the Company in relation to the said disputes.

However, (i) if Share Adjustment has not been completed within 360 days after the signing of the Share Adjustment Framework Agreement, or (ii) if the transactions under the Share Adjustment Framework Agreement have not been approved by the shareholder meeting which is convened by Coolpad for approving the transactions under the Share Adjustment Framework Agreement, Tech Time shall be entitled to issue a sale notice for Tech Time Put Share to process the relevant matters as stated in the Notice. The rights owned by Coolpad in the Shareholder Agreement will not be affected.

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.

By order of the Board
Coolpad Group Limited
GUO DEYING
Chairman

Hong Kong, 18 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.