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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 THE 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, People’s Republic of China on Tuesday, 23 February 2016 at 11:00 a.m. for the following purposes:

ORDINARY RESOLUTION

1. To consider and approve:

“THAT

- (a) the share adjustment framework agreement (“Share Adjustment Framework Agreement”) dated 18 September 2015 entered into among the Company, Coolpad E-Commerce Inc. and Tech Time Development Limited 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 Share Adjustment Framework 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 Share Adjustment Framework 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, 31 January 2016

Notes:

1. The register of members of the Company will be closed from 19 February 2016 to 23 February 2016 (both days inclusive) during which period no transfer of share(s) will be effected. Members whose name appear on the register of members of the Company at the close of business on 23 February 2016 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 annual 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, 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.