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## **COOLPAD GROUP LIMITED**

**酷派集團有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 2369)**

### **INSIDE INFORMATION**

#### **POSSIBLE DISPOSAL OF SHARES BY THE SINGLE LARGEST SHAREHOLDER**

This announcement is made by the Company pursuant to Rule 13.09(2)(a) of the Listing Rules and the Inside Information Provisions under Part XIVA of the SFO.

#### **POSSIBLE DISPOSAL OF SHARES BY THE SINGLE LARGEST SHAREHOLDER**

The Board was notified by Data Dreamland and the Purchaser that Data Dreamland entered into the Agreement with the Purchaser on 17 June 2016 after trading hours of the Stock Exchange, pursuant to which Data Dreamland has agreed to sell and the Purchaser has agreed to purchase the Sale Shares (representing approximately 11.00% of the issued share capital of the Company as at the date of this announcement) at HK\$1.90 per Sale Share in cash, representing a total consideration of HK\$1,047,598,033.40. Upon Completion, Data Dreamland will cease to be the single largest Shareholder and the Purchaser will become the single largest Shareholder.

**As Completion may or may not take place, Shareholders and other investors are advised to exercise extreme caution when dealing in the securities of the Company.**

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Upon Completion, the shareholding of Data Dreamland in the Company will be reduced from 1,014,256,870 Shares (representing approximately 20.23% of the issued share capital of the Company as at the date of this announcement) to 462,889,484 Shares (representing approximately 9.23% of the issued share capital of the Company as at the date of this announcement), and Data Dreamland will cease to be the single largest Shareholder.

Upon Completion, the shareholding of the Purchaser in the Company will be increased from 897,437,000 Shares (representing approximately 17.90% of the issued share capital of the Company as at the date of this announcement) to 1,448,804,386 Shares (representing approximately 28.90% of the issued share capital of the Company as at the date of this announcement), and the Purchaser will become the single largest Shareholder.

As informed by Data Dreamland and the Purchaser, Data Dreamland and the Purchaser have agreed and covenanted in the Agreement that the sale and purchase of the Sale Shares shall be irrevocable, provided, however, that completion of the Transaction shall not result in the breach of any applicable provisions of laws, regulations, rules or any order, ruling of any competent regulatory authorities (including but not limited to the Takeovers Code) by either party.

## EFFECTS ON THE SHAREHOLDING STRUCTURE OF THE COMPANY

Based on the information available to the Board as at the date of this announcement and on the assumption that the shareholding structure of the Company remains unchanged save as otherwise described in this announcement, set out below are the shareholding structure of the Company: (i) as at the date of this announcement; and (ii) immediately upon Completion:

	As at the date of this announcement		Immediately upon Completion	
	Shares	approximate %	Shares	approximate %
Data Dreamland ( <i>Note 1</i> )	1,014,256,870	20.23	462,889,484	9.23
Wintech Consultants Limited ( <i>Note 2</i> )	483,000	0.01	483,000	0.01
Purchaser	897,437,000	17.90	1,448,804,386	28.90
Other Shareholders	3,100,253,910	61.86	3,100,253,910	61.86
<b>Total</b>	<b>5,012,430,780</b>	<b>100.00</b>	<b>5,012,430,780</b>	<b>100.00</b>

*Notes:*

- (1) The entire issued share capital of Data Dreamland is held by Barrie Bay (PTC) Limited. Barrie Bay (PTC) Limited is acting as the trustee of the Barrie Bay Trust. The Barrie Bay Trust is a unit trust held by HSBC International Trustee Limited, which is acting as the trustee of the Barrie Bay Trust. The Barrie Bay Trust is a discretionary trust set up by Mr. Guo Deying and Ms. Yang Xiao (the spouse of Mr. Guo Deying) and the beneficiary objects of which include the children of Mr. Guo Deying and Ms. Yang Xiao.
- (2) Mr. Guo Deying is taken to be interested in the 483,000 shares held by Wintech Consultants Limited as he is one out of the three directors of Wintech Consultants Limited and the other two directors are accustomed to act in accordance with Mr. Guo Deying's direction.

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## **DEFINITIONS**

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

“Agreement”	the share sale and purchase agreement dated 17 June 2016 between Data Dreamland and the Purchaser in relation to the sale and purchase of 551,367,386 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)
“Completion”	completion of the Transaction pursuant to and in accordance with the terms and conditions of the Agreement
“Data Dreamland”	Data Dreamland Holding Limited, a company incorporated in the British Virgin Islands
“Director(s)”	the director(s) of the Company
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“HK\$”	Hong Kong dollars
“Listing Rules”	Rules Governing the Listing of Securities on the Stock Exchange
“Purchaser”	Leview Mobile HK Limited, a company incorporated in Hong Kong
“Sale Shares”	551,367,386 Shares, being the Shares subject to the Transaction, and Sale Share means each of the Sale Shares
“Share(s)”	ordinary share(s) of par value HK\$0.01 each in the issued share capital of the Company
“Shareholder(s)”	the holder(s) of the shares in the Company
“SFC”	Securities and Futures Commission of Hong Kong
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	Code on Takeovers and Mergers issued by the SFC

“Transaction” the proposed sale and purchase of the Sale Shares pursuant to and in accordance with the terms and conditions of the Agreement

“%” per cent.

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

Hong Kong, 17 June 2016

*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.*

*The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement the omission of which would make any statement in this announcement misleading.*