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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)**

**(I) CHANGE OF DIRECTORS;  
(II) RESIGNATION OF COMPANY SECRETARY;  
(III) APPOINTMENT OF JOINT COMPANY SECRETARIES AND WAIVER  
FROM STRICT COMPLIANCE WITH RULES 3.28 AND 8.17 OF  
THE LISTING RULES; AND  
(IV) CHANGE OF AUTHORIZED REPRESENTATIVE**

**CHANGE OF DIRECTORS**

**Resignation of Mr. Leung Siu Kee**

The board (the “**Board**”) of directors (each a “**Director**”) of Coolpad Group Limited (the “**Company**”, together with its subsidiaries, collectively the “**Group**”) hereby announces that Mr. Leung Siu Kee (“**Mr. Leung**”) has tendered his resignation as an executive Director, the company secretary of the Company and an authorized representative of the Company (the “**Authorized Representative**”) pursuant to Rule 3.05 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) with effect from 29 October 2019 as Mr. Leung would like to devote more time to his other personal commitments.

Mr. Leung has confirmed that he has no disagreement with the Board and there are no matters in relation to his resignation which should be brought to the attention of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or the shareholders of the Company.

The Board would like to express its sincere gratitude to Mr. Leung for his valuable contributions to the Group during his tenure of office.

**Appointment of Directors**

The Board is pleased to announce that, with effect from 29 October 2019, Mr. Ma Fei (馬飛) (“**Mr. Ma**”) and Mr. Xu Yibo (許奕波) (“**Mr. Xu**”) have been appointed as executive Directors, and Mr. Guo Jinghui (郭敬暉) (“**Mr. Guo**”) has been appointed as an independent non-executive Director.

### **Mr. Ma**

Mr. Ma, aged 36, is the chief financial officer of the Group. Mr. Ma majored in accounting and obtained a bachelor's degree in management from Xi'an Jiaotong University. Mr. Ma joined the Group in 2006, and has more than 10 years of experience in corporate governance, financial management planning, investment and finance. Mr. Ma has held senior positions in the members of the Group, and is now primarily responsible for the finance, capital and investor relations of the Group. From 2018 to 2019, Mr. Ma won the Shenzhen Innovation Talent Award for two consecutive years.

Mr. Ma has entered into a service contract with the Company for a fixed term of 3 years commencing on 29 October 2019. Mr. Ma shall hold office until the next annual general meeting of the Company after his appointment and shall then be eligible for re-election. He is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with Article 86(3) of the articles of association of the Company. Mr. Ma is entitled to an annual salary in the amount of RMB840,000 and discretionary bonus in the amount of approximately RMB140,000 which was determined by the Board based on the recommendation by the remuneration committee of the Company, with reference to his duties and responsibilities with the Company and the market rate for the position.

As at the date of this announcement, Mr. Ma is deemed to be interested in 848,000 shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the "SFO"). As at the date of this announcement, Mr. Ma is the director of 15 subsidiaries of the Company and the supervisor of 4 subsidiaries of the Company.

Save as disclosed above, the Board is not aware of any other matters in relation to Mr. Ma's appointment that need to be brought to the attention of the shareholders of the Company nor any information that is required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

### **Mr. Xu**

Mr. Xu, aged 44, is the chief operating officer and an executive vice president of the Group and is responsible for R&D system supply chain of the Company. Mr. Xu majored in electromagnetic field and obtained a bachelor's degree in engineering from Xidian University (西安電子科技大學). Mr. Xu joined the Group in July 1998 and has more than 20 years of experience in mobile communication, terminal security, cloud computing and mega data technology field, making contribution in standard work in more than 10 international and domestic standards organizations, such as 3GPP, IETF, IEEE, IMI-2020(5G) Promotion Group, etc. Mr. Xu participated in the research and development of dual-standby technique which led to his winning of the second prize of National Science and Technology Progress which is the highest award in the terminal field.

Mr. Xu has entered into a service contract with the Company for a fixed term of 3 years commencing on 29 October 2019. Mr. Xu shall hold office until the next annual general meeting of the Company after his appointment and shall then be eligible for re-election. He is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with Article 86(3) of the articles of association of the Company. Mr. Xu is entitled to an annual salary in the amount of RMB1,920,000 and discretionary bonus in the amount of approximately RMB1,280,000 which was determined by the Board based on the recommendation by the remuneration committee of the Company, with reference to his duties and responsibilities with the Company and the market rate for the position.

As at the date of this announcement, Mr. Xu is deemed to be interested in 15,000,000 shares of the Company within the meaning of Part XV of the SFO. As at the date of this announcement, Mr. Xu is the director of 11 subsidiaries of the Company and the general manager of 6 subsidiaries of the Company.

Save as disclosed above, the Board is not aware of any other matters in relation to Mr. Xu's appointment that need to be brought to the attention of the shareholders of the Company nor any information that is required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

### ***Mr. Guo***

Mr. Guo, aged 48, obtained a bachelor's degree in radio technology (無線電技術) from Taiyuan University of Technology. From November 2007 to August 2009, he served as the supervisor of Shenzhen Guangming New District Administration Human Resources Office (深圳市光明新區人力資源管理辦公室主任). From August 2009 to April 2013, he served as a member of the Party Working Committee and the head of the Organization and Personnel Bureau of Shenzhen Guangming New District (深圳市光明新區黨工委委員，組織人事局局長). From April 2013 to May 2014, he served as a standing committee member and the head of the Organization Department of the Shenzhen Nanshan District committee (深圳市南山區市委常委、組織部長). From May 2014 to February 2018, he served as the deputy secretary of the party committee (黨委副書記) of Guosen Securities Company Limited.

Mr. Guo has entered into a service contract with the Company for a fixed term of 3 years commencing on 29 October 2019. Mr. Guo shall hold office until the next annual general meeting of the Company after his appointment and shall then be eligible for re-election. He is subject to the retirement by rotation and re-election at the annual general meetings of the Company in accordance with Article 86(3) of the articles of association of the Company. Mr. Guo is entitled to an annual salary in the amount of HKD360,000 which was determined by the Board based on the recommendation by the remuneration committee of the Company, with reference to his experience and qualifications, duties and responsibilities with the Company and the market rate for the position.

As at the date of this announcement, Mr. Guo is not interested in any securities of the Company within the meaning of Part XV of the SFO and Mr. Guo does not have any other relationship with any Directors, senior management, substantial or controlling shareholders of the Company as defined in the Listing Rules or hold any other position with the Company or any member of the Group.

Mr. Guo confirmed that he meets the independence criteria as set out in Rule 3.13 of the Listing Rules. Save as disclosed above, the Board is not aware of any other matters in relation to Mr. Guo's appointment that need to be brought to the attention of the shareholders of the Company nor any information that is required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

The Board would like to take this opportunity to welcome Mr. Ma, Mr. Xu and Mr. Guo to join the Board.

## APPOINTMENT OF JOINT COMPANY SECRETARIES

Following the resignation of Mr. Leung as the Company Secretary, the Board hereby announces that Mr. Ma and Mr. Tsang Hing Bun (“**Mr. Tsang**”) have been appointed as joint company secretaries of the Company with effect from 29 October 2019.

Mr. Tsang, aged 40, holds a bachelor degree of social science from the Chinese University of Hong Kong and a master of science degree in finance from City University of Hong Kong. He has more than 16 years of experience in audit, accounting, corporate finance and compliance. Mr. Tsang is a member of The Hong Kong Institute of Certified Public Accountants, an associate member of The Hong Kong Institute of Chartered Secretaries and The Institute of Chartered Secretaries and Administrators. He is also a financial risk manager granted by Global Association of Risk Professionals.

## WAIVER FROM STRICT COMPLIANCE WITH RULES 3.28 AND 8.17 OF THE LISTING RULES

Pursuant to Rule 8.17 of the Listing Rules, a listed issuer must appoint a company secretary who meets the requirements under Rule 3.28 of the Listing Rules. Rule 3.28 of the Listing Rules provides that a listed issuer must appoint as its company secretary an individual who, in the opinion of the Stock Exchange, is capable of discharging the functions of company secretary of the listed issuer by virtue of his/her academic or professional qualifications or relevant experience.

Mr. Ma currently does not possess the qualifications of a company secretary as required under Rules 3.28 and 8.17 of the Listing Rules. As the Company could not find any other suitable candidates internally or externally to replace the vacancy left by the resignation of Mr. Leung, the Company considers that it is in its best interests to appoint Mr. Ma as a joint company secretary of the Company. Mr. Ma joined the Group in 2006 and is primarily stationed in Shenzhen, where some of the Directors are also based in. Mr. Ma is familiar with the Group’s operations and has effectively been doing and assisting with, among other things, company secretarial work for the Company. The Company considers that the arrangement to appoint Mr. Ma to act as a joint company secretary and assist the Board, while appointing Mr. Tsang, who was nominated by an external corporate secretarial services firm engaged by the Company, to assist Mr. Ma in respect of the requirements of a company secretary of a listed company on the Stock Exchange is in the best interests of the Company.

The Company has applied to the Stock Exchange for, and the Stock Exchange has granted a waiver (the “**Waiver**”) to the Company from strict compliance with the requirements of Rules 3.28 and 8.17 of the Listing Rules for three years from the date of the Waiver (the “**Waiver Period**”) in relation to Mr. Ma’s eligibility to act as a joint company secretary of the Company, on the condition that:–

- (i) Mr. Ma will be assisted by Mr. Tsang during the Waiver Period;
- (ii) the Company shall notify the Stock Exchange at the end of the Waiver Period for the Stock Exchange to re-visit the situation. The Stock Exchange expects that after the end of the Waiver Period, the Company will be able to demonstrate that Mr. Ma satisfies Rule 3.28 of the Listing Rules, having had the benefit of Mr. Tsang’s assistance such that a further waiver will not be necessary; and

(iii) the Company will announce details of the Waiver, including its reasons and conditions.

The Board would like to welcome Mr. Ma and Mr. Tsang for their new appointment.

#### **CHANGE OF AUTHORIZED REPRESENTATIVE**

The Board is pleased to announce that Mr. Ma and Mr. Tsang have been appointed as Authorized Representatives with effect from 29 October 2019.

By order of the Board  
**Coolpad Group Limited**  
**Chen Jiajun**  
*Chairman*

Hong Kong, 29 October 2019

*As at the date of this announcement, the executive Directors are Mr. Chen Jiajun, Mr. Lam Ting Fung Freeman, Mr. Liang Rui, Mr. Ma Fei and Mr. Xu Yibo; the non-executive Director is Mr. Ng Wai Hung; the independent non-executive Directors are Dr. Huang Dazhan, Mr. Xie Weixin, Mr. Chan King Chung and Mr. Guo Jinghui.*