

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)

FORM OF PROXY

Form of proxy for use at the extraordinary general meeting (the “EGM”) of the shareholders of Coolpad Group Limited (the “Company”) to be held at Meeting Room of Exhibition Hall in Building 5, Coolpad Information Park, Shenzhen, People’s Republic of China on 23 February 2016 11:00 a.m. (and at any adjournment thereof)

I/We _____
of _____ (Note 1)

being the registered holder(s) of _____ (Note 2) share(s) of HK\$0.01 each (the “Share(s)”) in the share capital of the Company, HEREBY APPOINT _____

of _____ (Note 3) or failing him/her, the Chairman of the EGM, to act for me/us at my/our proxy (Note 4) at the EGM to be held at Meeting Room of Exhibition Hall in Building 5, Coolpad Information Park, Shenzhen, People’s Republic of China on 23 February 2016 11:00 a.m. (and at any adjournment thereof) for the purpose of considering and, if thought fit, passing the resolution set out in the notice convening the EGM and at the said meeting (and at any adjournment thereof) to vote for me/us and on my/our behalf in respect of the said resolution as hereinafter indicated or, if no such indication is given, as my/our proxy thinks fit and to exercise all rights conferred on proxies under law, regulation and the articles of association of the Company.

Capitalised terms used in this form of proxy shall have the same meanings as those defined in the circular of the Company dated 31 January 2016 unless the context requires otherwise.

ORDINARY RESOLUTION		FOR (Note 5)	AGAINST (Note 5)
1.	<p>To consider and approve:</p> <p>“THAT</p> <p>(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</p> <p>(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.”</p>		

Dated : _____

Signature : _____ (Note 6)

Notes:

1. Full name(s) and address(es) to be inserted in BLOCK CAPITALS.
2. Please insert the number of Share(s) registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the Share(s) registered in your name(s).
3. Please insert the name and address of the proxy desired. IF NO NAME IS INSERTED, THE CHAIRMAN OF THE EGM WILL ACT AS YOUR PROXY. ANY ALTERATION MADE IN THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON(S) WHO SIGN(S) IT. A proxy need not be a shareholder of the Company but must attend the EGM in person to represent you.
4. A member entitled to vote at the EGM is entitled to appoint one or, if he holds two or more shares, more proxies to attend and vote on his behalf in accordance with the Company’s articles of association.
5. IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE PUT A TICK (“√”) IN THE BOX MARKED “FOR” BESIDE THE RESOLUTION. IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE PUT A TICK (“√”) IN THE BOX MARKED “AGAINST” BESIDE THE RESOLUTION. Failure to complete any or all of the boxes will entitle your proxy to cast your vote at his/her discretion.
6. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either executed under its common seal or under the hand of an officer or attorney duly authorised on that corporation’s behalf.
7. Where there are joint registered holders of any Share(s), any one of such persons may vote at the EGM, either in person or by proxy, in respect of such Share(s) as if he/she were solely entitled thereto, but if more than one of such joint holders are present at the EGM in person or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such Share(s) shall alone be entitled to vote in respect thereof.
8. In order to be valid, this form of proxy, together with any power of attorney or other authority (if any) under which it is signed, or a certified copy thereof, must be deposited at 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 appointed for holding the EGM or any adjournment thereof (as the case may be).
9. Completion and delivery of this form of proxy will not preclude you from attending and voting at the EGM or any adjournment thereof (as the case may be) if you so wish. If you attend and vote at the EGM, the authority of your proxy will be revoked.