

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 1, 3/F, Boton Group Building, intersection of Chuangke Road and Chaguang Road, Nanshan District, Shenzhen, the People’s Republic of China on Friday, 19 June 2020 at 3:30 p.m. (or as soon as practicable immediately after the conclusion or adjournment of the annual general meeting of the Company convened to be held at 3:00 p.m. on the same date and at the same place).

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 _____ (Note 3) of _____ 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 1, 3/F, Boton Group Building, intersection of Chuangke Road and Chaguang Road, Nanshan District, Shenzhen, People’s Republic of China on Friday, 19 June 2020 at 3:30 p.m. (or as soon as practicable immediately after the conclusion or adjournment of the annual general meeting of the Company convened to be held at 3:00 p.m. on the same date and at the same place) 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 (or as soon as practicable immediately after the conclusion or adjournment of the annual general meeting of the Company convened to be held at 3:00 p.m. on the same date and at the same place) to vote for me/us and on my/our behalf in respect of the said resolution as herein under 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.

	ORDINARY RESOLUTION	FOR (Note 5)	AGAINST (Note 5)
1.	<p>To consider and approve:</p> <p>“THAT</p> <p>(a) the equity transfer agreement (“Equity Transfer Agreement”) dated 17 April 2020 entered into between the Company and Shenzhen Foresee Capital Group Limited (深圳市四海恒通投資控股集團有限公司) (a copy of which has been produced to the EGM marked “A” and initialled by the chairman of the EGM for the purpose of identification) and the transactions contemplated thereunder be and are hereby approved, confirmed and/or ratified (as the case may be); 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 Equity Transfer Agreement and all transactions contemplated thereunder, and to agree to such variation, amendments or waiver or matters relating thereto as such Director deems appropriate.”</p>		

Dated: _____

Signature: _____ (Note 6)

Notes:

- Full name(s) and address(es) to be inserted in BLOCK CAPITALS.
- 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).
- 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.
- 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.
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, PLEASE PUT A TICK (“✓”) IN THE BOX MARKED “FOR” BESIDE THE RESOLUTION. IF YOU WISH TO VOTE AGAINST THE 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.
- 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.
- 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.
- 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, Wan Chai, Hong Kong not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof (as the case may be).
- 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.