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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)

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the "EGM") of Coolpad Group Limited (the "Company") will be held at Meeting Room, 20th Floor, Block A, Coolpad Building, No. 8 of Gaoxin North 1st Road, North of Hi-tech Park, Nanshan District, Shenzhen, PRC on Thursday, 9 December 2021 at 2:00 p.m. for the purpose of considering and, if thought fit, passing, with or without modification, the following resolutions as ordinary resolutions. Unless otherwise indicated, capitalised terms used herein shall have the same meanings as ascribed to them in the circular dated 23 November 2021 issued by the Company (the "Circular").

ORDINARY RESOLUTIONS

1. PROPOSED ISSUE OF NEW SHARES UNDER SUBSCRIPTIONS SPECIFIC MANDATES TO SAI

"THAT

- (a) the Share Subscription Agreement dated 4 October 2021 (a copy of which is tabled at the EGM and marked "A" and signed by the chairman of the EGM for identification purpose) entered into between the Company and SAI and the transactions contemplated thereunder, including but not limited to, the allotment and issue of 800,000,000 Subscription Shares to SAI, be and is hereby approved, confirmed and ratified;
- (b) any one Director be and is hereby authorised to, on behalf of the Company, do all such acts and things, to sign and execute such documents or agreements or deeds and take all such actions as he/she/they may in his/her/their absolute discretion consider necessary, appropriate, desirable or expedient for the purposes of giving effect to or in connection with the Share Subscription Agreement entered into between the Company and SAI and the transactions contemplated thereunder and agree to such variation, amendment or waiver as are, in the opinion of such Director, in the interest of the Company and the Shareholders as a whole; and

- (c) subject to and conditional upon the Listing Committee of Stock Exchange having granted the listing of, and permission to deal in the 800,000,000 Subscription Shares, the Directors be and are hereby granted the Subscriptions Specific Mandates which shall entitle the Directors to exercise all the powers of the Company to issue and allot, among others, 800,000,000 Subscription Shares to SAI, on and subject to the terms and conditions of the Share Subscription Agreement entered into between the Company and SAI, provided that the Subscriptions Specific Mandates shall be in addition to, and shall not prejudice nor revoke any general or specific mandates(s) which has/have been granted or may from time to time be granted to the Directors prior to the passing of this resolution.”

2. PROPOSED ISSUE OF UNLISTED WARRANTS UNDER WARRANT SPECIFIC MANDATE TO SAI

“**THAT**

subject to the passing of ordinary resolution numbered 1 above,

- (a) the Warrant Subscription Agreement dated 4 October 2021 (a copy of which is tabled at the EGM and marked “**B**” and signed by the chairman of the EGM for identification purpose) entered into between the Company and SAI as Warrant Subscriber and the transactions contemplated thereunder, including but not limited to, (i) the issuance of the Warrants to SAI; and (ii) the issuance and allotment of the Warrant Shares to SAI under the Warrant Specific Mandate, be and are hereby approved, confirmed and ratified;
- (b) any one Director be and is hereby authorised to, on behalf of the Company, do all such acts and things, to sign and execute such documents or agreements or deeds and take all such actions as he/she/they may in his/her/their absolute discretion consider necessary, appropriate, desirable or expedient for the purposes of giving effect to or in connection with the Warrant Subscription Agreement and the transactions contemplated thereunder and agree to such variation, amendment or waiver as are, in the opinion of such Director, in the interest of the Company and the Shareholders as a whole; and
- (c) subject to and conditional upon the Listing Committee of Stock Exchange having granted the listing of, and permission to deal in the Warrant Shares, the Directors be and are hereby granted the Warrant Specific Mandate which shall entitle the Directors to exercise all the powers of the Company to issue, allot and credit as fully paid, the Warrant Shares to SAI, on and subject to the terms and conditions of the Warrant Subscription Agreement, provided that the Warrant Specific Mandate shall be in addition to, and shall not prejudice nor revoke any general or specific mandates(s) which has/have been granted or may from time to time be granted to the Directors prior to the passing of this resolution.”

3. PROPOSED ISSUE OF NEW SHARES UNDER SUBSCRIPTIONS SPECIFIC MANDATES TO GREAT SHINE

“THAT

- (a) the Share Subscription Agreement dated 4 October 2021 (a copy of which is tabled at the EGM and marked “C” and signed by the chairman of the EGM for identification purpose) entered into between the Company, Great Shine and Mr. Chen and the transactions contemplated thereunder, including but not limited to, the allotment and issue of 800,000,000 Subscription Shares to Great Shine, be and is hereby approved, confirmed and ratified;
- (b) any one Director be and is hereby authorised to, on behalf of the Company, do all such acts and things, to sign and execute such documents or agreements or deeds and take all such actions as he/she/they may in his/her/their absolute discretion consider necessary, appropriate, desirable or expedient for the purposes of giving effect to or in connection with the Share Subscription Agreement entered into by, among others, the Company and Great Shine and the transactions contemplated thereunder and agree to such variation, amendment or waiver as are, in the opinion of such Director, in the interest of the Company and the Shareholders as a whole; and
- (c) subject to and conditional upon the Listing Committee of Stock Exchange having granted the listing of, and permission to deal in 800,000,000 Subscription Shares, the Directors be and are hereby granted the Subscriptions Specific Mandates which shall entitle the Directors to exercise all the powers of the Company to issue and allot, among others, 800,000,000 Subscription Shares to Great Shine, on and subject to the terms and conditions of the Share Subscription Agreement entered into by, among others, the Company and Great Shine, provided that the Subscriptions Specific Mandates shall be in addition to, and shall not prejudice nor revoke any general or specific mandates(s) which has/have been granted or may from time to time be granted to the Directors prior to the passing of this resolution.”

4. PROPOSED ISSUE OF NEW SHARES UNDER SUBSCRIPTIONS SPECIFIC MANDATES TO GREAT FORTUNE

“THAT

- (a) the Share Subscription Agreement dated 4 October 2021 (a copy of which is tabled at the EGM and marked “D” and signed by the chairman of the EGM for identification purpose) entered into between the Company, Great Fortune and Mr. Lee and the transactions contemplated thereunder, including but not limited to, the allotment and issue of 600,000,000 Subscription Shares to Great Fortune, be and is hereby approved, confirmed and ratified;

- (b) any one Director be and is hereby authorised to, on behalf of the Company, do all such acts and things, to sign and execute such documents or agreements or deeds and take all such actions as he/she/they may in his/her/their absolute discretion consider necessary, appropriate, desirable or expedient for the purposes of giving effect to or in connection with the Share Subscription Agreement entered into by, among others, the Company and Great Fortune and the transactions contemplated thereunder and agree to such variation, amendment or waiver as are, in the opinion of such Director, in the interest of the Company and the Shareholders as a whole; and
- (c) subject to and conditional upon the Listing Committee of Stock Exchange having granted the listing of, and permission to deal in 600,000,000 Subscription Shares, the Directors be and are hereby granted the Subscriptions Specific Mandates which shall entitle the Directors to exercise all the powers of the Company to issue and allot, among others, 600,000,000 Subscription Shares, on and subject to the terms and conditions of the Share Subscription Agreement entered into by, among others, the Company and Great Fortune, provided that the Subscriptions Specific Mandates shall be in addition to, and shall not prejudice nor revoke any general or specific mandates(s) which has/have been granted or may from time to time be granted to the Directors prior to the passing of this resolution.”

5. PROPOSED ISSUE OF NEW SHARES UNDER SUBSCRIPTIONS SPECIFIC MANDATES TO ALLOVE GROUP

“THAT

- (a) the Share Subscription Agreement dated 4 October 2021 (a copy of which is tabled at the EGM and marked “E” and signed by the chairman of the EGM for identification purpose) entered into between the Company, Allove Group and Mr. Qin and the transactions contemplated thereunder, including but not limited to, the allotment and issue of 150,000,000 Subscription Shares to Allove Group, be and is hereby approved, confirmed and ratified;
- (b) any one Director be and is hereby authorised to, on behalf of the Company, do all such acts and things, to sign and execute such documents or agreements or deeds and take all such actions as he/she/they may in his/her/their absolute discretion consider necessary, appropriate, desirable or expedient for the purposes of giving effect to or in connection with the Share Subscription Agreement entered into by, among others, the Company and Allove Group and the transactions contemplated thereunder and agree to such variation, amendment or waiver as are, in the opinion of such Director, in the interest of the Company and the Shareholders as a whole; and

- (c) subject to and conditional upon the Listing Committee of Stock Exchange having granted the listing of, and permission to deal in 150,000,000 Subscription Shares, the Directors be and are hereby granted the Subscriptions Specific Mandates which shall entitle the Directors to exercise all the powers of the Company to issue and allot, among others, 150,000,000 Subscription Shares, on and subject to the terms and conditions of the Share Subscription Agreement entered into by, among others, the Company and Allove Group, provided that the Subscriptions Specific Mandates shall be in addition to, and shall not prejudice nor revoke any general or specific mandates(s) which has/have been granted or may from time to time be granted to the Directors prior to the passing of this resolution.”

6. PROPOSED ISSUE OF NEW SHARES UNDER SUBSCRIPTIONS SPECIFIC MANDATES TO SHARP ALLY

“THAT

- (a) the Share Subscription Agreement dated 4 October 2021 (a copy of which is tabled at the EGM and marked “F” and signed by the chairman of the EGM for identification purpose) entered into between the Company, Sharp Ally and Mr. Yao and the transactions contemplated thereunder, including but not limited to, the allotment and issue of 300,000,000 Subscription Shares to Sharp Ally, be and is hereby approved, confirmed and ratified;
- (b) any one Director be and is hereby authorised to, on behalf of the Company, do all such acts and things, to sign and execute such documents or agreements or deeds and take all such actions as he/she/they may in his/her/their absolute discretion consider necessary, appropriate, desirable or expedient for the purposes of giving effect to or in connection with the Share Subscription Agreement entered into by, among others, the Company and Sharp Ally and the transactions contemplated thereunder and agree to such variation, amendment or waiver as are, in the opinion of such Director, in the interest of the Company and the Shareholders as a whole; and
- (c) subject to and conditional upon the Listing Committee of Stock Exchange having granted the listing of, and permission to deal in 300,000,000 Subscription Shares, the Directors be and are hereby granted the Subscriptions Specific Mandates which shall entitle the Directors to exercise all the powers of the Company to issue and allot, among others, 300,000,000 Subscription Shares, on and subject to the terms and conditions of the Share Subscription Agreement entered into by, among others, the Company and Sharp Ally, provided that the Subscriptions Specific Mandates shall be in addition to, and shall not prejudice nor revoke any general or specific mandates(s) which has/have been granted or may from time to time be granted to the Directors prior to the passing of this resolution.”

7. PROPOSED ISSUE OF NEW SHARES UNDER SUBSCRIPTIONS SPECIFIC MANDATES TO YH FUND

“THAT

- (a) the Share Subscription Agreement dated 4 October 2021 (a copy of which is tabled at the EGM and marked “G” and signed by the chairman of the EGM for identification purpose) entered into between the Company, YH Fund and Mr. Liu and the transactions contemplated thereunder, including but not limited to, the allotment and issue of 350,000,000 Subscription Shares to YH Fund, be and is hereby approved, confirmed and ratified;
- (b) any one Director be and is hereby authorised to, on behalf of the Company, do all such acts and things, to sign and execute such documents or agreements or deeds and take all such actions as he/she/they may in his/her/their absolute discretion consider necessary, appropriate, desirable or expedient for the purposes of giving effect to or in connection with the Share Subscription Agreement entered into by, among others, the Company and YH Fund and the transactions contemplated thereunder and agree to such variation, amendment or waiver as are, in the opinion of such Director, in the interest of the Company and the Shareholders as a whole; and
- (c) subject to and conditional upon the Listing Committee of Stock Exchange having granted the listing of, and permission to deal in 350,000,000 Subscription Shares, the Directors be and are hereby granted the Subscriptions Specific Mandates which shall entitle the Directors to exercise all the powers of the Company to issue and allot 350,000,000 Subscription Shares, on and subject to the terms and conditions of the Share Subscription Agreement entered into by, among others, the Company and YH Fund, provided that the Subscriptions Specific Mandates shall be in addition to, and shall not prejudice nor revoke any general or specific mandates(s) which has/have been granted or may from time to time be granted to the Directors prior to the passing of this resolution.”

By Order of the Board of
COOLPAD GROUP LIMITED
Chen Jiajun
Executive Director
Chief Executive Officer
Chairman

Hong Kong, 23 November 2021

Notes:

1. The register of members of the Company will be closed from 6 December 2021 to 9 December 2021 (both days inclusive) during which period no transfer of share(s) will be effected. Members whose names appear on the register of members of the Company at the close of business on 9 December 2021 will be entitled to attend and vote at the EGM. In order to ensure that the Shareholders are entitled to attend and vote at the EGM, all transfer documents, together with the relevant share certificates, should be lodged no later than 4:30 p.m. on 3 December 2021 at the branch share registrar and transfer registrar office of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.
2. Any shareholder entitled to attend and vote at the EGM 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 the EGM, 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 the EGM 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 of members 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, Wanchai, Hong Kong not less than 48 hours before the time fixed for holding the EGM or adjournment thereof.
5. In the interest of all shareholders' health and safety and in order to prevent and control the spread of COVID-19 (the "**Epidemic**"), the Company reminds all shareholders that physical attendance in person at the EGM is not necessary for the purpose of exercising voting rights. Shareholders may appoint the chairman of the EGM as their proxy to vote on the relevant resolution(s) at the EGM instead of attending the EGM in person, by completing and returning the proxy form.
6. Shareholders attending the EGM shall pay attention to and comply with the relevant regulations and requirements regarding health declaration, quarantine and observation during the Epidemic prevention and control period. The Company will strictly comply with the requirements regarding the Epidemic prevention and control stipulated by government departments, and take relevant prevention and control measures including monitoring the temperatures of shareholders attending the EGM under the guidance and supervision of relevant government departments. Shareholders having a fever or other symptoms, not wearing a surgical mask as required, or failing to comply with the relevant regulations and requirements regarding the Epidemic prevention and control will not be able to enter the venue of the EGM.

As at the date of this notice, the Board comprises (i) three executive Directors, namely Mr. Chen Jiajun, Mr. Ma Fei and Mr. Lam Ting Fung Freeman; (ii) three non-executive Directors, namely Mr. Liang Rui, Mr. Ng Wai Hung and Mr. Xu Yibo; and (iii) four independent non-executive Directors, namely Dr. Huang Dazhan, Mr. Xie Weixin, Mr. Chan King Chung and Mr. Guo Jinghui.