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**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)**

**DISCLOSEABLE TRANSACTION  
ACQUISITIONS OF EQUIPMENT**

**THE ACQUISITIONS**

Between 9 August 2023 and 3 November 2023, the Purchaser entered into the Procurement Contracts for the acquisition of Equipment for an aggregate consideration of US\$12,086,749.1 (equivalent to approximately HK\$94,639,000).

Each of the Procurement Contracts is independent and their respective signing and completion are not inter-conditional upon each other.

**IMPLICATIONS UNDER THE LISTING RULES**

Each of the Procurement Contracts was separately negotiated between relevant parties thereunder. To the best of the Board's knowledge, save that Vendor A and Vendor B are ultimately owned by the same individual person, Vendor A and Vendor B and their ultimate beneficial owners are not associated with Vendor C and its ultimate beneficial owner(s).

As the highest applicable percentage ratio under Rule 14.07 of the Listing Rules in respect of the aggregated amount of the Procurement Contracts exceeds 5% but is below 25%, the Acquisitions, on an aggregated basis, constitute a discloseable transaction for the Company pursuant to Chapter 14 of the Listing Rules and is therefore subject to reporting and announcement requirements but exempt from the shareholders' approval requirement under the Listing Rules.

## **THE ACQUISITIONS**

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## **PRINCIPAL TERMS OF THE PROCUREMENT CONTRACTS**

The principal terms of the Procurement Contracts are as follows:

### **Date**

Procurement Contract A: 9 August 2023

Procurement Contract B: 10 August 2023

Procurement Contract C: 28 September 2023

Procurement Contract D: 3 November 2023 (after trading hours)

### **Parties to the Procurement Contracts**

Seller: Procurement Contract A and Procurement Contract C: Vendor A

Procurement Contract B: Vendor B

Procurement Contract D: Vendor C

Purchaser: The Purchaser

Based on the information available to the Company, Vendor A and Vendor B are ultimately beneficially owned by Mr. CHIU Shih Yi and Vendor C is ultimately beneficially owned by Ms. SU Yan. To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, each of Vendor A, Vendor B, and Vendor C and their respective ultimate beneficial owner(s) is a third party independent of the Company and its connected persons as at the date of this announcement.

To the best of the Board's knowledge, save that Vendor A and Vendor B are ultimately owned by the same individual person, Vendor A and Vendor B and their ultimate beneficial owners are not associated with Vendor C and its ultimate beneficial owner(s).

## Subject matter and consideration

The Purchaser agreed to purchase, and each of Vendor A, Vendor B and Vendor C agreed to sell, the following Equipment pursuant to the terms and conditions of the respective Procurement Contracts.

	<b>Subject Matter</b>	<b>Cash Consideration</b>	<b>Payment Terms</b>
<b>Procurement Contract A</b>	197 electronic computer servers	US\$613,183.10 (equivalent to approximately HK\$4,801,000)	One-off payment
<b>Procurement Contract B</b>	603 electronic computer servers	US\$1,882,566 (equivalent to approximately HK\$14,740,000)	One-off payment
<b>Procurement Contract C</b>	550 electronic computer servers	US\$891,000 (equivalent to approximately HK\$6,977,000)	One-off payment
<b>Procurement Contract D</b>	5,000 electronic computer servers	US\$8,700,000 (equivalent to approximately HK\$68,121,000)	(a) 20 % of the total consideration is payable within three days upon signing of Procurement Contract D; and  (b) the remaining balance of the consideration for each batch of the relevant Equipment is payable at least 10 days before delivery of that batch of the relevant Equipment.

The total consideration under the Procurement Contracts is US\$12,086,749.1 (equivalent to approximately HK\$94,639,000). The payment of consideration will be financed by way of the Group's internal resources.

The consideration is determined after arm's length negotiations between the parties to the Procurement Contracts on normal commercial terms, taking into account of the prevailing market prices of similar equipment in terms of specifications, functions and capabilities, and compared with different suppliers. Having considered the above, the Directors consider that the consideration is fair and reasonable and on normal commercial terms, and in the interests of the Company and the Shareholders as a whole.

### **Completion**

As at the date of this announcement, the transactions under Procurement Contract A, Procurement Contract B and Procurement Contract C have completed.

The transactions under Procurement Contract D are expected to be completed within three months.

### **INFORMATION OF THE PARTIES IN RESPECT OF THE ACQUISITIONS**

The Group is principally engaged in the production and sale of mobile phones and accessories, the provision of wireless application services and leases of properties. Reference is also made to the announcement of the Company dated 26 October 2023. As disclosed in the said announcement, starting from the second half of 2023, the Group actively pursues opportunities in Web 3.0 digital currency business.

The Purchaser is an indirect wholly-owned subsidiary of the Company incorporated in Hong Kong, and is principally engaged in the sale of mobile phones.

Vendor A is a limited liability company incorporated in Hong Kong. It is principally engaged in trading activities.

Vendor B is a private limited company incorporated in the Republic of Singapore. It is principally engaged in trading activities.

Vendor C is a company incorporated in Hong Kong. It is principally engaged in trading activities.



“Board”	the board of Directors of the Company
“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)
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	director(s) of the Company (including independent non-executive director(s))
“Equipment”	electronic computer servers acquired or to be acquired by the Purchaser under the Procurement Contracts (as the case may be)
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“independent third party(ies)”	an individual or a company who or which is independent of and not connected with (within the meaning of the Listing Rules) any Directors, chief executive or substantial shareholders, of the Company, its subsidiaries or any of their respective associates
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Procurement Contract A”	the procurement contract entered into between the Purchaser and Vendor A on 9 August 2023
“Procurement Contract B”	the procurement contract entered into between the Purchaser and Vendor B on 10 August 2023
“Procurement Contract C”	the procurement contract entered into between the Purchaser and Vendor A on 28 September 2023
“Procurement Contract D”	the sale and purchase agreement entered into between the Purchaser and Vendor C on 3 November 2023 (after trading hours)
“Procurement Contracts”	collectively, Procurement Contract A, Procurement Contract B, Procurement Contract C and Procurement Contract D

“Purchaser”	Xcentz Limited, an indirect wholly-owned subsidiary of the Company incorporated in Hong Kong
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the shares of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“US\$”	United States Dollars, the lawful currency of the United States of America
“Vendor A”	Yong Xu Digital Co., Limited (永旭數位有限公司), a limited liability company incorporated in Hong Kong
“Vendor B”	Digital Treasures Assets Pte. Ltd, a private limited company incorporated in the Republic of Singapore
“Vendor C”	JingYun Intelligent Technology Limited, a company incorporated in Hong Kong
“%”	per cent.

By order of the Board  
**Coolpad Group Limited**  
**Chen Jiajun**  
*Executive Director*  
*Chief Executive Officer*  
*Chairman*

Hong Kong, 3 November 2023

*As at the date of this announcement, the Board comprises (i) two executive Directors, namely Mr. Chen Jiajun and Mr. Ma Fei; (ii) three non-executive Directors, namely Mr. Liang Rui, Mr. Ng Wai Hung and Mr. Xu Yibo; and (iii) three independent non-executive Directors, namely Mr. Guo Jinghui, Mr. Chiu Sin Nang Kenny and Ms. Wang Guan.*

*For the purpose of this announcement, unless otherwise specified, conversion of US\$ into HK\$ is based on the approximate exchange rate of US\$1.00 = HK\$7.83. Such exchange rate is for the purpose of illustration only and does not constitute a representation that any amounts in US\$ and HK\$ have been, could have been or may be converted at such rate or any other exchange rate.*