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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 2024 AND 2025 ANNUAL GENERAL MEETINGS

NOTICE IS HEREBY GIVEN that the 2024 and 2025 annual general meeting (“**Meeting**”) of Coolpad Group Limited (the “**Company**”) will be held at 20th Floor, Block C, Coolpad Building, No. 8 of Gaoxin North 1st Road, North of Hi-tech Park, Nanshan District, Shenzhen, the People’s Republic of China on Friday, 6 June 2025 at 3:00 p.m. for the following purposes:

AS ORDINARY BUSINESS

Ordinary Resolutions

1. To receive and consider the audited consolidated financial statements and the reports of the directors of the Company (collectively, “**Directors**” and individually, a “**Director**”) and the auditors of the Company (“**Auditors**”) for the year ended 31 December 2023.
2. To receive and consider the audited consolidated financial statements and the reports of the Directors and the Auditors for the year ended 31 December 2024.
3. (A) (i) To re-elect Ms. Wang Guan as an independent non-executive Director.

(ii) To re-elect Mr. Cheuk Ho Kan as an independent non-executive Director.

(iii) To re-elect Ms. Liu Juan as an executive Director.

(iv) To re-elect Mr. Guo Jinghui as an independent non-executive Director.

(v) To re-elect Mr. Liang Rui as a non-executive Director.

(vi) To re-elect Mr. Xu Yibo as a non-executive Director.

(B) To ratify the Directors' remuneration for the years ended 31 December 2023 and 2024.

(C) To authorise the board of directors ("**Board**") to fix the remuneration of the Directors.

4. To re-appoint Zhonghui Anda CPA Limited as Auditors for the year ending 31 December 2025, to ratify the remuneration of Zhonghui Anda CPA Limited for services for the year ended 31 December 2024, and to authorise the Board to fix their remuneration.

AS SPECIAL BUSINESS

Ordinary Resolutions

5. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution of the Company:

"THAT:

- (a) subject to paragraph (c) below of this Resolution, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional shares of HK\$0.01 each in the capital of the Company (the "**Shares**") or securities convertible into Shares, or options, warrants or similar rights to subscribe for any Shares, and to make or grant offers, agreements and options which would or might require the exercise of such powers, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this Resolution shall be in addition to any other authorisations given to the Directors and shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which would or might require the exercise of such powers at any time during or after the end of the Relevant Period;
- (c) the number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) of this Resolution, otherwise than pursuant to:
 - (i) a Rights Issue (as defined in paragraph (e) of this Resolution);
 - (ii) an exercise of rights of subscription or conversion under terms of any warrants issued by the Company or any securities which are convertible into Shares;

- (iii) an exercise of the subscription rights under any option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries or such other persons eligible to participate in any such scheme(s) or arrangement of Shares or rights to acquire Shares;
- (iv) any scrip dividend or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company (the “**Articles**”) or a specific authority granted by the Shareholders in general meeting, shall not exceed 20 per cent of the number of Shares in issue as at the date of passing of this Resolution and the said approval shall be limited accordingly;
- (d) subject to the passing of each of the paragraphs (a), (b) and (c) of this Resolution, any prior approvals of the kind referred to in paragraphs (a), (b) and (c) of this Resolution which had been granted to the Directors and which are still in effect be and are hereby revoked; and
- (e) for the purpose of this Resolution:
 - (i) “**Relevant Period**” means the period from the passing of this Resolution until whichever is the earliest of:
 - (aa) the conclusion of the next annual general meeting of the Company;
 - (bb) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or any applicable laws of the Cayman Islands to be held; or
 - (cc) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the Shareholders in general meeting.
 - (ii) “**Rights Issue**” means an offer of Shares or other equity securities of the Company open for a period fixed by the Directors to the holders of Shares on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of, any recognised regulatory body or any stock exchange in any territory outside the Hong Kong Special Administrative Region of the People’s Republic of China applicable to the Company).”

6. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution of the Company:

“THAT:

- (a) subject to paragraph (b) below of this Resolution, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to repurchase Shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the Shares may be listed and recognised for this purpose by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and regulations of Hong Kong, the Cayman Islands, the Articles and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or rules of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the number of Shares to be repurchased or agreed conditionally or unconditionally to be repurchased by the Company pursuant to the approval in paragraph (a) of this Resolution during the Relevant Period (as defined below) shall not exceed 10 per cent of the number of Shares in issue as at the date of passing of this Resolution and the said approval shall be limited accordingly;
- (c) subject to the passing of each of the paragraphs (a) and (b) of this Resolution, any prior approvals of the kind referred to in paragraphs (a) and (b) of this Resolution which had been granted to the Directors and which are still in effect be and hereby revoked; and
- (d) for the purpose of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company; or
- (ii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the Shareholders in general meeting.”

7. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution of the Company:

“**THAT** conditional upon the passing of Resolutions 4 and 5 set out in the notice of 2024 and 2025 annual general meeting dated 14 May 2025 (the “**AGM Notice**”) convening the meeting, the number of Shares that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to and in accordance with the general mandate granted under Resolution 4 set out in the AGM Notice be and is hereby extended by the addition thereto of the number of Shares which may be repurchased by the Company pursuant to and in accordance with the general mandate granted under Resolution 5 set out in the AGM Notice, provided that such amount shall not exceed 10 per cent of the number of Shares in issue as at the date of passing of this Resolution 6.”

8. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution of the Company:

“**THAT:**

- (a) the new share option scheme (a copy of which is produced to the meeting, and marked “A” and initialled by the chairman of the Meeting for identification purposes) (the “**New Share Option Scheme**”), subject to the approval by the Listing Committee of the Stock Exchange for the listing and trading of the Shares which may be issued pursuant to the exercise of share options (the “**New Share Options**”) to be granted under the New Share Option Scheme, be and are hereby approved and adopted;
- (b) the directors, subject to applicable laws, rules, and regulations, be and is hereby authorized to:
 - (i) grant the New Share Options in accordance with the rules of the New Share Option Scheme;
 - (ii) from time to time allot, issue, and deal with the relevant number of Shares that may be issued upon the exercise of the New Share Options under the New Share Option Scheme;
 - (iii) administer the New Share Option Scheme; and
 - (iv) take all such actions as the Directors may in their absolute discretion consider necessary or appropriate and enter into all related transactions, arrangements, and agreements in order to give effect to the the New Share Option Scheme.”

9. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution of the Company:

“**THAT** conditional upon the passing of resolution 8, the Scheme Mandate Limit (as defined in the New Share Option Scheme) of 10% of the total number of shares of the Company in issue as at the date of passing of this Resolution be and is hereby approved and adopted.”

10. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution of the Company:

“**THAT** conditional upon the passing of resolution 8, the Service Provider Sub-limit (as defined in the New Share Option Scheme, and which includes grants to Service Providers under any other share schemes of the Company) of 1% of the total number of shares of the Company in issue as at the date of passing of this Resolution be and is hereby approved and adopted.”

11. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution of the Company:

“**THAT** subject to and conditional upon, (i) the Stock Exchange granting the listing of, and permission to deal in, the Consolidated Shares (as defined below) in issue or to be issued upon the Share Consolidation (as defined below) becoming effective; (ii) the compliance with all relevant procedures and requirements under the applicable laws of the Cayman Islands and the Listing Rules to effect the Share Consolidation; and (iii) the obtaining of all necessary approvals from the regulatory authorities or otherwise as may be required in respect of the Share Consolidation, with effect from one clear business day immediately following the date on which this Resolution is passed or these conditions are fulfilled (whichever is the later):

- (a) every forty (40) issued and unissued existing ordinary share(s) of par value of HK\$0.01 each (the “**Existing Shares**”) in the share capital of the Company be consolidated into one (1) ordinary share of par value of HK\$0.4 each (the “**Consolidated Share**”) in the share capital of the Company (the “**Share Consolidation**”);
- (b) all fractional Consolidated Share rising from the Share Consolidation be disregarded and not be issued to the Shareholders but all such fractional Consolidated Shares be aggregated and, if possible, sold for the benefit of the Company in such manner and on such terms as the Board may think fit;
- (c) immediately following the Share Consolidation, the authorised share capital of the Company be changed from HK\$200,000,000 divided into 20,000,000,000 Existing Shares to HK\$200,000,000 divided into 500,000,000 Consolidated Shares; and

- (d) any one or more Directors be and are hereby authorised to take such actions, do all such acts and things and execute (under hand or as a deed and where appropriate, under the common seal of the Company) all such further documents or deeds as they may, in their absolute discretion, consider necessary, appropriate, desirable or expedient for the purpose of, or in connection with, the implementation of or giving effect to or the completion of any matters relating to the Share Consolidation.”

SPECIAL RESOLUTION

12. To consider and, if thought fit, pass with or without amendments, the following resolution, as a special resolution of the Company:

“THAT:

- (a) the amended and restated articles of association of the Company (the “**New Articles**”, which incorporates all the proposed amendments set out in appendix IV to the circular of the Company dated 14 May 2025) and a copy of which has been produced to this meeting and marked “A” and initialled by the chairman of the meeting, be and is hereby approved and adopted in substitution for and to the exclusion of the existing articles of association of the Company with immediate effect; and
- (b) any director or company secretary of the Company be and is hereby authorised to do all such acts, deeds and things and execute all such documents and make all such arrangements that he/she shall, in his/her absolute discretion, deem necessary or expedient to give effect to the adoption of the New Articles, including without limitation, attending to the necessary filings with the Registrar of Companies in the Cayman Islands and Hong Kong.”

13. **“THAT** subject to and conditional upon (i) the passing of ordinary resolution no. 11 set out in the notice convening the Meeting dated 14 May 2025 and the Share Consolidation becoming effective; (ii) the Stock Exchange granting the listing of, and permission to deal in, the New Shares (as defined below) arising from the Capital Reduction (as defined below) and the Share Sub-division (as defined below); (iii) the compliance with all relevant procedures and requirements under the applicable laws of the Cayman Islands and the Listing Rules to effect the Capital Reduction and the Share Sub-division; (iv) the obtaining of all necessary approvals from the regulatory authorities or otherwise as may be required in respect of the Capital Reduction and the Share Sub-division; (v) if required, the Grand Court of the Cayman Islands (the **“Court”**) granting an order confirming the Capital Reduction; (vi) if required, compliance with any conditions which the Court may impose in relation to the Capital Reduction; and (vii) if required, registration by the Registrar of Companies in the Cayman Islands of a copy of the order of the Court confirming the Capital Reduction and the minute approved by the Court containing the particulars required under the Companies Act (2025 Revision) of the Cayman Islands with respect to the Capital Reduction, with effect from the date on which these conditions are fulfilled:
- (a) the par value of each issued Consolidated Share be reduced from HK\$0.4 to HK\$0.1 by cancelling the paid-up capital of the Company to the extent of HK\$0.3 on each of the then issued Consolidated Shares (the **“Capital Reduction”**);
 - (b) immediately following the Capital Reduction becoming effective, each of the authorised but unissued Consolidated Share be sub-divided into four (4) New Shares of par value of HK\$0.1 each (the **“New Shares”**) (the **“Share Sub-division”**);
 - (c) immediately following the Capital Reduction and the Share Sub-division, the authorised share capital of the Company be changed from HK\$200,000,000 divided into 500,000,000 Consolidated Shares to HK\$200,000,000 divided into 2,000,000,000 New Shares;
 - (d) the credit arising from the Capital Reduction be applied towards offsetting the accumulated losses of the Company as at the effective date of the Capital Reduction, and the balance of the credit arising from the Capital Reduction, if any, be credited to the distributable reserve account of the Company, which will be utilised by the Company in such manner as the Board may deem fit and permitted under all applicable laws and the New Articles;
 - (e) each of the New Shares arising from the Capital Reduction and the Share Sub-division shall rank *pari passu* in all respects with each other and each shall have rights and privileges and be subject to the restrictions as contained in the New Articles; and

- (f) any one or more Directors be and are hereby authorised to do all such acts and things and execute (under hand or as a deed and, where appropriate, under the common seal of the Company) all such documents, which are ancillary to the Capital Reduction and the Share Sub-division, on behalf of the Company, as they may, in their absolute discretion, consider necessary or expedient to give effect to, implement and complete the Capital Reduction and the Share Sub-division.”

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

Hong Kong, 14 May 2025

Notes:

1. The register of members of the Company will be closed from Tuesday, 3 June 2025 to Friday, 6 June 2025 (both days inclusive) during which period no transfer of share(s) will be effected. Members whose name appear on the register of members of the Company on Friday, 6 June 2025 will be entitled to attend and vote at the Meeting. In order to ensure that the Shareholders are entitled to attend and vote at the Meeting, all transfer documents, together with the relevant share certificates, should be lodged no later than 4:30 p.m. on Monday, 2 June 2025 at the branch share registrar and transfer 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, Wan Chai, Hong Kong.
2. Any shareholder entitled to attend and vote at the Meeting 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 any meeting, 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 any meeting 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 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 Shops 1712–16, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong not less than 48 hours before the time fixed for holding the annual general meeting or adjournment thereof.
5. Please refer to Appendix II of the circular of the Company dated 14 May 2025 for the details of the retiring Directors subject to re-election at the Meeting.

6. The Company reminds all shareholders that physical attendance in person at the Meeting is not necessary for the purpose of exercising voting rights. Shareholders may appoint the chairman of the meeting as their proxy to vote on the relevant resolutions at the Meeting instead of attending the Meeting in person, by completing and returning the proxy form. If you have any questions about the resolutions to be considered at the Meeting, you may send them to the Company's investor relations email address, ir@coolpad.com, and the Company will answer the questions on a timely basis.

As at the date of this notice, the Board comprises (i) three executive Directors, namely Mr. Chen Jiajun, Mr. Ma Fei and Ms. Liu Juan; (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, Ms. Wang Guan and Mr. Cheuk Ho Kan.