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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Coolpad Group Limited, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser(s) or the transferee(s) or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

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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)

**PROPOSED REFRESHMENT OF GENERAL MANDATE
TO REPURCHASE SHARES
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

Capitalised terms used in this cover shall have the same meanings as defined in this circular.

A notice convening the extraordinary general meeting (“EGM”) of the Company to 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 Thursday, 27 November 2025 at 3:00 p.m. is set out on pages EGM-1 to EGM-3 of this circular. A form of proxy for use by the Shareholders at the EGM (and at any adjournment thereof) is also enclosed.

Whether or not you intend to attend and vote at the EGM in person, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the office of the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong as soon as possible and in any event not later than 48 hours before the time of the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjourned meeting should you so wish.

10 November 2025

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DEFINITIONS

In this circular, unless the context requires otherwise, the following expressions shall have the following meanings:

“AGM”	the 2024 and 2025 annual general meetings of the Company convened on 6 June 2025
“Announcement”	the announcement of the Company dated 16 October 2025
“Articles”	the amended and restated articles of association of the Company
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Board”	the board of Directors
“Company”	Coolpad Group Limited, a company incorporated in the Cayman Islands with limited liability and the shares of which are listed on the Main Board of the Stock Exchange (stock code: 2369)
“core connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be held and convened on Thursday, 27 November 2025 at 3:00 p.m.
“Existing Repurchase Mandate”	the general mandate granted to the Directors at the AGM to exercise the powers of the Company to buy back the fully paid up Shares up to 10% of the number of Shares in issue as at the date of passing of the ordinary resolution granting such mandate
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China

DEFINITIONS

“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
“Latest Practicable Date”	7 November 2025, being the latest practicable date prior to the publication of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Rules”	The Rules Governing the Listing of Securities on the Stock Exchange
“New Repurchase Mandate”	the proposed general mandate to be granted to the Directors at the EGM to exercise the powers of the Company to buy back the fully paid up Shares up to 10% of the number of Shares in issue as at the date of passing of the ordinary resolution granting such mandate
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.1 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the issued Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Codes on Takeovers and Mergers issued by the Securities and Futures Commission of Hong Kong, as amended from time to time
“%”	per cent.

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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)

Executive Directors:

Mr. Chen Jiajun (*Chairman and Chief Executive Officer*)

Mr. Ma Fei

Non-executive Directors:

Mr. Liang Rui

Mr. Xu Yibo

Independent Non-executive Directors:

Mr. Cheuk Ho Kan

Ms. Wang Guan

Mr. Guo Jinghui

Registered Office:

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

*Head office and principal place
of business in the PRC:*

Coolpad Information Harbor

No. 8 of Gaoxin North 1st Road

Hi-Tech Industry Park (Northern)

Nanshan District

Shenzhen

*Principal place of business
in Hong Kong:*

Room 1506, 15/F.

Wing On Centre

111 Connaught Road Central

Hong Kong

10 November 2025

To the Shareholders

Dear Sir/Madam,

**PROPOSED REFRESHMENT OF GENERAL MANDATE
TO REPURCHASE SHARES
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

LETTER FROM THE BOARD

INTRODUCTION

Reference is made to the Announcement in relation to, among others, the intention to conduct further on-market share repurchases and possible refreshment of the Repurchase Mandate.

The purpose of this circular is to provide you with, among other things, (i) further information regarding the proposed refreshment and variation of the Repurchase Mandate; (ii) other information required under the Listing Rules; and (iii) a notice convening the EGM.

PROPOSED REFRESHMENT OF GENERAL MANDATE TO REPURCHASE SHARES

Existing Repurchase Mandate

At the AGM, the Shareholders have approved, among others, the ordinary resolution granting the Existing Repurchase Mandate to the Directors to exercise the powers of the Company to buy back the fully paid up Shares up to 10% of the number of Shares in issue as at the date of passing of the ordinary resolution granting such mandate (i.e. 40,952,519 Shares, as adjusted by the share consolidation approved by Shareholders by way of an ordinary resolution at the AGM and became effective from 10 June 2025).

As disclosed in the Next Day Disclosure Returns of the Company from 10 June 2025 to 14 October 2025, the Company has repurchased a total of 40,887,000 Shares (including 26,167,000 Shares that have been cancelled and 14,720,000 Shares that have been repurchased but the cancellation procedures of which have not yet been completed) since the date of granting the Existing Repurchase Mandate, representing approximately 9.98% of the total number of Shares in issue. The Company repurchased Shares in 2025 because the Directors consider the value of the Shares traded on the market were undervalued and the repurchase will create value to the Shareholders in the long term. As at the Latest Practicable Date, approximately 99.84% of the Existing Repurchase Mandate has been utilised. In the event that the Existing Repurchase Mandate is not refreshed, the Directors are only authorised to repurchase up to approximately 65,519 Shares under the Existing Repurchase Mandate as at the Latest Practicable Date. As at the date of this circular, the Company has neither refreshed nor approved any repurchase mandate refreshment other than the refreshment of the Existing Repurchase Mandate.

As at the Latest Practicable Date, the Company did not hold any shares as treasury shares nor have any share scheme, plan or policy that involve treasury shares.

Proposed Grant of the New Repurchase Mandate

Accordingly, the Company will convene the EGM to seek shareholders' approval for the refreshment and variation of the Existing Repurchase Mandate to allow for repurchases of further Shares from time to time. At the EGM, amongst others, the Company will propose an ordinary resolution to grant the New Repurchase Mandate to the Directors to exercise the powers of the Company to repurchase Shares up to a maximum of 10% of the number of Shares in issue

LETTER FROM THE BOARD

as at the date of passing of the ordinary resolution granting such mandate. After the above ordinary resolution is approved at the EGM, the Existing Repurchase Mandate will be revoked (to the extent not yet exercised, without prejudice to any valid exercise of the Existing Repurchase Mandate prior to the passing of the above ordinary resolution). The New Repurchase Mandate would expire on the earlier of (a) the conclusion of the next annual general meeting of the Company; and (b) the date upon which the Repurchase Mandate is revoked or varied by an ordinary resolution of the shareholders in general meeting of the Company.

As at the Latest Practicable Date, the number of Shares in issue was 383,358,198 (including 14,720,000 Shares repurchased but not cancelled). Accordingly, the exercise of the New Repurchase Mandate in full would enable the Company to repurchase a maximum of 36,863,819 Shares (calculated on the basis of 368,638,198 Shares in issue, excluding those repurchased but not cancelled, assuming no Share is issued or repurchased after the Latest Practicable Date and up to the passing of the relevant resolution). The Directors believe that the granting of the New Repurchase Mandate will provide flexibility and discretion to the Directors in the event that the Company becomes desirable to repurchase Shares, and it is in the best interests of the Company and the Shareholders to continue to have a general authority from the Shareholders to enable the Directors to repurchase Shares on the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and its earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders as a whole. Apart from the proposed refreshment and variation of the Repurchase Mandate to be approved at the EGM, the Company expects there will be no further refreshment of the Repurchase Mandate before the next annual general meeting of the Company, which is expected to be held around June 2026.

An explanatory statement, required by the Listing Rules, on the New Repurchase Mandate is set out in Appendix I to this circular. It contains all information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the relevant resolutions.

EGM

The EGM will be convened for the purpose of considering and, if thought fit, approving, among other things, the New Repurchase Mandate. A notice convening the EGM to 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 Thursday, 27 November 2025 at 3:00 p.m. is set out on pages EGM-1 to EGM-3 of this circular.

According to Rule 13.39(4) of the Listing Rules, any vote of the Shareholders at the EGM will be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands and an announcement on the results of the poll will be made after the EGM pursuant to Rule 13.39(5) of the Listing Rules.

LETTER FROM THE BOARD

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, no Shareholders have a material interest in the New Repurchase Mandate. Accordingly, it is expected that no Shareholder is required to abstain from voting on the relevant resolution to be proposed at the EGM.

ACTIONS TO BE TAKEN

A form of proxy for use by the Shareholders at the EGM is enclosed in this circular. Whether or not you intend to attend and vote at the EGM in person, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as possible, but in any event not less than 48 hours before the time appointed for the holding of the EGM or any adjournment thereof. Such form of proxy for use at the EGM is also published on the website of the Stock Exchange at www.hkexnews.hk. Completion and return of the proxy form will not preclude you from subsequently attending and voting at the EGM or any adjourned meeting should you so wish.

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 meeting as their proxy to vote on the relevant resolutions at the EGM instead of attending the EGM in person, by completing and returning the proxy form. If you have any questions about the resolutions to be considered at the EGM, 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.

RECOMMENDATION

The Board is of the view that the New Repurchase Mandate is necessary and in the interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the resolution to be proposed at the EGM to approve the New Repurchase Mandate.

ADDITIONAL INFORMATION

Your attention is also drawn to the additional information set out in the appendix to this circular.

LETTER FROM THE BOARD

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Monday, 24 November 2025 to Thursday, 27 November 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 Thursday, 27 November 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 Friday, 21 November 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.

Yours faithfully,
For and on behalf of
Coolpad Group Limited
Chen Jiajun
Executive Director
Chief Executive Officer
Chairman

This appendix serves as an explanatory statement as required under the Listing Rules, to provide the requisite information to you for consideration of the proposed New Repurchase Mandate.

I. SHARE CAPITAL

As at the Latest Practicable Date, the Company had 383,358,198 Shares in issue or an issued share capital of HK\$38,335,819.8 (including 14,720,000 Shares repurchased but not cancelled). As at the Latest Practicable Date, there were (i) outstanding options underlying an aggregate of 13,848,584 Shares granted under the share option scheme of the Company approved and adopted on 23 May 2024; (ii) outstanding options underlying an aggregate of 13,200,000 Shares granted under the share option scheme of the Company approved and adopted on 6 June 2025; and (iii) outstanding unlisted warrants issued by the Company convertible to an aggregate of 6,667,000 Shares.

Subject to the passing of the proposed ordinary resolution approving the proposed New Repurchase Mandate and on the basis that none of the outstanding 2014 Share Options and/or Warrants is exercised and no further Shares are issued, allotted or repurchased by the Company prior to the EGM, the exercise of the proposed New Repurchase Mandate in full would result in up to a maximum of 38,335,819.8 Shares, representing 10% of the total number of Shares in issue and a share capital of HK\$38,335,819.8, being repurchased by the Company during the period ending on the earlier of the conclusion of the next annual general meeting of the Company or the date by which the next annual general meeting of the Company is required to be held by law or the date upon which the proposed New Repurchase Mandate is revoked or varied by an ordinary resolution of the Shareholders at a general meeting of the Company.

II. REASONS FOR FURTHER REPURCHASING SHARES

The Directors believe that the proposed refreshment of general mandate to repurchase shares and the authority to conduct further on-market share repurchases will provide the Company with greater flexibility in managing its capital structure and enhancing shareholder value, particularly in light of the Group's recent strategic and successful sale of its holdings in CleanSpark Inc., which has generated a total of approximately US\$27.88 million in proceeds. Such funds, combined with the Group's existing internal resources, enable the Company to pursue a balanced approach to capital allocation that supports both shareholder returns and sustained business growth.

The New Repurchase Mandate is designed to allow the Company to repurchase Shares when they are trading at prices that the Directors consider to be inadequately reflect its intrinsic value and the value as perceived by investors, thereby potentially increasing earnings per Share and net asset value per Share for remaining Shareholders. By optimizing the equity base and signaling confidence in the Company's long-term prospects, the Directors aim to promote sustainable value creation for Shareholders, consistent with the explanations provided in prior circulars.

Therefore, in view of the extent to which the Existing Repurchase Mandate has been utilised, the Directors believe that the further flexibility afforded by the New Repurchase Mandate would be beneficial to and in the best interests of the Company and its Shareholders. Such repurchases may, depending on the then market conditions and funding arrangements, lead to an enhancement of the net asset value per Share and/or earnings per Share of the Company. Such repurchases will only be made when the Directors believe that the repurchases of Shares will benefit the Company and its Shareholders.

III. FUNDING OF FURTHER REPURCHASING SHARES

The Directors propose that the repurchase of Shares under the proposed New Repurchase Mandate would be financed from the Company's internal resources.

In repurchasing the Shares, the Company may only apply funds legally available for such purposes in accordance with the memorandum of association and the Articles and the applicable laws of the Cayman Islands. The laws of the Cayman Islands provide that the amount of capital repaid in connection with a share repurchase may only be paid out of the capital paid up on the relevant shares (subject to the Articles and the laws of the Cayman Islands), profit or the proceeds of a new issue of the shares made for such purpose. It is envisaged that the funds required for any repurchase of Shares would be derived from the capital paid up on the Shares being repurchased and from the distributable profits of the Company.

The exercise of the proposed New Repurchase Mandate in full will not have a material adverse impact on the working capital or the gearing level of the Company (as compared with the position disclosed in its most recent published audited accounts as at 31 December 2024).

The number of the Shares to be repurchased on any occasion and the price and other terms upon which the same are purchased will be decided by the Directors at the relevant time having regard to the circumstances then pertaining.

IV. SHARE PRICES

The highest and lowest prices at which the Shares have been traded on the Hong Kong Stock Exchange during each of the twelve months prior to the Latest Practicable Date are as follows:

Date	Share Prices	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2024		
November	N/A	N/A
December	N/A	N/A
2025		
January (adjusted)	N/A	N/A
February (adjusted)	1.40	1.32
March (adjusted)	1.44	0.96
April (adjusted)	1.04	0.68
May (adjusted)	0.76	0.68
June (adjusted)	0.83	0.60
July	1.62	0.73
August	1.30	1.00
September	1.34	1.14
October	1.32	1.06
November (up to the Latest Practicable Date)	1.07	0.96

V. SHARES REPURCHASED BY THE COMPANY

For the six months preceding the Latest Practicable Date, the Shares repurchased by the Company on the Hong Kong Stock Exchange are as follows:

Date	Number of Shares repurchased	Purchase price or highest price paid per Share (HK\$)	Lowest price paid (HK\$)
10 June 2025	466,200	0.75	0.74
11 June 2025	1,328,500	0.79	0.75
12 June 2025	871,300	0.80	0.76
13 June 2025	1,152,000	0.84	0.82
16 June 2025	1,237,000	0.85	0.81
17 July 2025	64,000	0.92	0.92
25 July 2025	2,540,000	1.52	1.47
2 September 2025	1,076,000	1.12	1.09
3 September 2025	16,000	1.13	1.13
4 September 2025	600,000	1.14	1.14
5 September 2025	544,000	1.18	1.18
8 September 2025	496,000	1.23	1.22
9 September 2025	168,000	1.25	1.22
10 September 2025	1,036,000	1.28	1.25
11 September 2025	924,000	1.31	1.29
12 September 2025	3,100,000	1.33	1.30
15 September 2025	3,528,000	1.33	1.23
16 September 2025	2,600,000	1.35	1.31
17 September 2025	1,348,000	1.37	1.31
18 September 2025	1,212,000	1.34	1.28
19 September 2025	1,092,000	1.32	1.27
22 September 2025	768,000	1.28	1.25
23 September 2025	1,080,000	1.30	1.26
24 September 2025	1,012,000	1.34	1.27
25 September 2025	1,088,000	1.28	1.24
26 September 2025	60,000	1.28	1.27
29 September 2025	40,000	1.29	1.28
2 October 2025	588,000	1.33	1.27
10 October 2025	1,352,000	1.33	1.23
13 October 2025	4,700,000	1.33	1.26
14 October 2025	4,800,000	1.35	1.30

Note: As at the Latest Practicable Date, the Shares repurchased during the period from 10 June 2025 to 22 September 2025 have all been cancelled and the Shares repurchased during the period from 23 September to 14 October have not yet been cancelled.

VI. DIRECTORS' UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the proposed New Repurchase Mandate in accordance with the Articles, the Listing Rules and the applicable laws of the Cayman Islands.

VII. DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

None of the Directors or, to the best of their knowledge and belief having made all reasonable enquiries, any of their close respective associates has any present intention to sell any Shares or other securities to the Company in the event that the proposed New Repurchase Mandate is approved by the Shareholders. No core connected person has notified the Company that he/she/it has a present intention to sell any Shares to the Company nor has undertaken not to do so, in the event that the proposed New Repurchase Mandate is approved by the Shareholders.

VIII. TAKEOVERS CODE AND PUBLIC FLOAT

If, as a result of repurchase of the Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of Rule 32 of the Takeovers Code and Rule 6 of the Repurchase Code. Accordingly, a Shareholder, or group of Shareholders acting in concert, depending on the level of increase of the Shareholder's interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date and insofar as the Directors are aware, substantial Shareholders of the Company having an interest representing 5% or more in the issued share capital of the Company which are disclosable under Part XV of the SFO are as follows:

Name	Notes	Number of shares interested	Nature of interest	Total number of Shares interested	Approximate % of issued share capital as at the Latest Practicable Date
Mr. Chen Jiajun	1	78,283,887	Interest of controlled corporation	78,283,887	20.42
Mr. Jeffrey Steven Yass	2	26,667,000	Interest of controlled corporation	26,667,000	6.96
Mr. Liu Feng	3	23,006,500	Interest of controlled corporation	35,506,500	9.26
Great Shine Investment Limited	1	58,283,887	Beneficial owner	58,283,887	15.20
Elite Mobile Limited	1	20,000,000	Beneficial owner	20,000,000	5.22
SAI Growth Fund I, LLLP	2	20,000,000	Beneficial owner	26,667,000	6.96
	2	6,667,000	Derivative interest of warrants		
YH Fund SPC – YH01 SP I	3	23,006,500	Beneficial owner	23,006,500	6.00

Notes:

- (1) As at the Latest Practicable Date: (i) 58,283,887 Shares were directly held by Great Shine, which is 100% directly held by Great Splendid Holdings Limited. Mr. Chen Jiajun is the director of Great Splendid Holdings Limited and holds 100% shares of Great Splendid Holdings Limited; and (ii) 20,000,000 Shares were directly held by Elite Mobile Limited, which was ultimately controlled by Mr. Chen Jiajun. Therefore, Mr. Chen Jiajun was deemed to be interested in 78,283,887 Shares, of which 58,283,887 Shares were held by Great Shine and 20,000,000 Shares were held by Elite Mobile Limited.
- (2) 20,000,000 Shares were directly held by SAI Growth Fund I, LLLP which was ultimately controlled by Mr. Jeffrey Steven Yass. 6,667,000 warrants were directly held by SAI Growth Fund I, LLLP which was ultimately controlled by Mr. Jeffrey Steven Yass. The warrants conferring the rights to subscribe for a maximum number of 6,667,000 Shares. Therefore, Mr. Jeffrey Steven Yass was indirectly interested in 26,667,000 Shares.
- (3) As at the Latest Practicable Date: (i) 23,006,500 Shares were directly held by YH Fund SPC – YH01 SP I, which was ultimately controlled by Mr. Liu Feng; and (ii) 12,500,000 Shares were directly held Mr. Liu Feng.
- (4) As at the Latest Practicable Date, the total number of issued Shares was 383,358,198 (including 14,720,000 Shares repurchased but not cancelled).

Assuming that there is no further issue of the Shares between the Latest Practicable Date and the date of repurchase, the exercise of the proposed New Repurchase Mandate in full will not result in less than 25% of the issued share capital of the Company being held by the public as required by Rule 8.08 of the Listing Rules.



COOLPAD GROUP LIMITED

酷派集團有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 2369)

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**”) 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 Thursday, 27 November 2025 at 3:00 p.m., for the purpose of considering and, if thought fit, passing the following ordinary resolution:

ORDINARY RESOLUTION

“**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:
 - (i) the general mandate granted to the Directors at the annual general meeting of the Company to be held on 6 June 2025 to exercise the powers of the Company to buy back the fully paid up Shares up to 10 percent of the number of Shares in issue as at the date of passing of the ordinary resolution granting such mandate be and is hereby revoked (to the extent not already exercised, and without prejudice to any valid exercise of such general mandate prior to the passing of this Resolution); and

NOTICE OF EGM

- (ii) any other 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; and
- (ii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the Shareholders in general meeting.”

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

Hong Kong, 10 November 2025

Notes:

1. The register of members of the Company will be closed from Monday, 24 November 2025 to Thursday, 27 November 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 Thursday, 27 November 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 Friday, 21 November 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 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 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 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong not less than 48 hours before the time fixed for holding the extraordinary general meeting or adjournment thereof.

NOTICE OF EGM

5. 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 meeting as their proxy to vote on the relevant resolutions at the EGM instead of attending the EGM in person, by completing and returning the proxy form. If you have any questions about the resolutions to be considered at the EGM, 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) two executive Directors, namely Mr. Chen Jiajun and Mr. Ma Fei; (ii) two non-executive Directors, namely Mr. Liang Rui and Mr. Xu Yibo; and (iii) three independent non-executive Directors, namely Mr. Guo Jinghui, Ms. Wang Guan and Mr. Cheuk Ho Kan.