



**IN THE GRAND COURT OF THE CAYMAN ISLANDS
FINANCIAL SERVICES DIVISION**

CAUSE NO. FSD OF 2025 ()

IN THE MATTER OF COOLPAD GROUP LIMITED 酷派集團有限公司

AND IN THE MATTER OF SECTION 15 OF THE COMPANIES ACT (2025 REVISION)

**AND IN THE MATTER OF ORDER 102 OF THE GRAND COURT RULES (2025
CONSOLIDATION)**

PETITION

TO: The Grand Court of the Cayman Islands

THE PETITION of Coolpad Group Limited 酷派集團有限公司 shows as follows:

1. The object of this Petition is to seek an Order of the Court pursuant to section 15 of the Companies Act (2025 Revision) (the “**Companies Act**”) confirming a reduction of the share capital of the Petitioner, Coolpad Group Limited 酷派集團有限公司 (the “**Company**”).
2. The Company was incorporated under the name “China Wireless Technologies Limited 中國無線科技有限公司” on 11 June 2002 under the Companies Act as an exempted company with registration number 118189. Pursuant to a special

resolution passed on 29 November 2013, the Company changed its name to “Coolpad Group Limited 酷派集團有限公司”.

3. The registered office of the Company is Conyers Trust Company (Cayman) Limited, Cricket Square, Hutchins Drive, PO Box 2681, Grand Cayman, KY1-1111, Cayman Islands.
4. As at the date of incorporation of the Company on 11 June 2002, the Company's authorised share capital was HK\$390,000 divided into 39,000,000 shares of a nominal or par value of HK\$0.01 each.
5. By way of resolutions of the then sole shareholder of the Company passed on 21 August 2003, the Company's authorised share capital was re-designated and re-classified from HK\$390,000 divided into 39,000,000 shares of a nominal or par value of HK\$0.01 each to HK\$40,000 divided into 4,000,000 preference shares of HK\$0.01 each and HK\$350,000 divided into 35,000,000 ordinary shares of HK\$0.01 each.
6. By way of resolutions of the then shareholders of the Company passed on 21 November 2004, the Company's authorised share capital was increased from HK\$390,000 to HK\$10,000,000 divided into 1,000,000,000 shares of HK\$0.01 each.
7. By way of resolutions of the then shareholders of the Company passed on 25 May 2007, the Company's authorised share capital was increased from HK\$10,000,000 to HK\$20,000,000 divided into 2,000,000,000 shares of HK\$0.01 each.
8. By way of resolutions of the then shareholders of the Company passed on 8 October 2007, the Company's authorised share capital was increased from HK\$20,000,000 to HK\$200,000,000 divided into 20,000,000,000 shares of

HK\$0.01 each.

9. By way of resolutions of the then shareholders of the Company passed on 6 June 2025, the Company's authorised share capital was consolidated (the "**Share Consolidation**") from HK\$200,000,000 divided into 20,000,000,000 shares of HK\$0.01 each to HK\$200,000,000 divided into 500,000,000 shares of a par value of HK\$0.4 each (the "**Consolidated Shares**").
10. As at the date of this Petition, the authorised share capital of the Company is HK\$200,000,000 divided into 500,000,000 Consolidated Shares and its issued share capital is HK\$163,810,079.55 divided into 409,525,198 Consolidated Shares which have been fully paid-up or credited as fully paid-up.
11. The shares of the Company have been listed on the Main Board of The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") since 9 December 2004 under stock code number 2369.
12. The objects for which the Company was established are unrestricted.
13. The Amended and Restated Articles of Association of the Company provide, *inter alia*, as follows:
 - "6. The Company may from time to time by special resolution, subject to any confirmation or consent required by the Act, reduce its share capital or any capital redemption reserve or other undistributable reserve in any manner permitted by law."
14. In accordance with section 14(1) of the Companies Act and by way of a special resolution of the shareholders of the Company passed at an annual general meeting of the Company held on 6 June 2025 (the "**Special Resolution**"), it was

resolved:

“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.”
15. The special resolution to approve and give effect to the Capital Reduction was duly passed by the shareholders of the Company at an annual general meeting held on 6 June 2025, thus satisfying the requirements for passing a special resolution to approve the Capital Reduction under the Amended and Restated Articles of Association of the Company and under the Companies Act.

16. The proposed Capital Reduction does not involve either the diminution of any liability in respect of unpaid capital and the Company has no intention to make any payment of paid up capital of the Company to its shareholders. Furthermore, the proposed Capital Reduction will not alter the underlying assets, business operations, management or financial position of the Company.
17. The form of Minute proposed to be registered is as follows:

“The issued share capital of Coolpad Group Limited 酷派集團有限公司 (the “Company”) was by virtue of a Special Resolution passed on 6 June 2025 and with the sanction of an Order of the Grand Court of the Cayman Islands dated [●], reduced by the reduction of the par value of HK\$0.4 per each issued share to HK\$0.1 per each issued share by cancelling the paid-up capital of the Company to the extent of HK\$0.3 on each issued share (the “Capital Reduction”). Upon the Capital Reduction becoming effective, each authorised but unissued share of HK\$0.4 each shall be subdivided into four (4) unissued shares of HK\$0.1 each in the share capital of the Company. At the date of the registration of this Minute, the authorised share capital of the Company is HK\$200,000,000 divided into 2,000,000,000 shares with par value of HK\$0.1 each.”

Your Petitioner, the Company, therefore prays as follows:

- (1) That the Capital Reduction of the Company proposed to be effected by the Special Resolution set forth in paragraph 14 of this Petition may be confirmed and that the above-mentioned Minute may be approved by the Court.
- (2) That to this end, all necessary inquiries and directions may be made and given.
- (3) Such further and other order as this Honourable Court shall think fit.

Dated this 2nd day of July 2025

Conyers Dill & Pearman LLP

Conyers Dill & Pearman LLP
Attorneys-at-Law for the Petitioner

This Petition was filed by Conyers Dill & Pearman LLP, Attorneys-at-Law for and on behalf of the Petitioner herein whose address for service is that of its Attorneys, SIX, 2nd Floor, Cricket Square, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands

Notice of Hearing

This Petition having been presented to the Court on the 2nd day of July 2025 will be heard at the Law Courts, George Town, Grand Cayman on the __ day of _____ 2025 at _____ am/pm or as soon thereafter as the Petition can be heard.