



# Lenovo Group Limited 聯想集團有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code : 992)

## NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “EGM”) of Lenovo Group Limited (the “Company”) will be held on Thursday, 27 January 2005 at 9:30 a.m. at Ballroom B, Level 5, Island Shangri-La Hong Kong, Pacific Place, Supreme Court Road, Central, Hong Kong for the purposes of considering and, if thought fit, passing, with or without modification, the following resolutions as ordinary resolutions:

### ORDINARY RESOLUTIONS

1. **THAT:**

- (a) the entering into by the Company of the Asset Purchase Agreement, pursuant to which the Company agreed to acquire from IBM certain assets and assume certain liabilities in connection with the Business in consideration of US\$1.25 billion, subject to certain adjustments (details of which are set out in the sub-section entitled “Consideration” under the section entitled “Asset Purchase Agreement” on page 17 of the circular issued by the Company dated 31 December 2004 (the “Circular”)) to be satisfied by the issue of up to 821,234,569 new Shares and up to 921,636,459 new Non-voting Shares (subject to adjustments) credited as fully paid, in each case, by the Company to IBM at the issue price of HK\$2.675 each and payment by the Company of US\$650 million in cash to IBM (subject to adjustments), and
- (b) in connection with the Asset Purchase Agreement, the entering into of the Continuing Connected Transactions by the Company and IBM pursuant to which IBM will, among other things, provide a broad range of transition services to the Enlarged Group in conducting the Business following the Initial Closing and the annual caps thereunder (note: the transactions underlying the Master Distribution Agreement are not subject to any annual cap) set out in the section entitled “Ancillary Agreements” under the letter from the Board set out in the Circular,

be and are hereby approved; and

2. **THAT** pursuant to the Asset Purchase Agreement, the allotment and issue of up to 821,234,569 new Shares and up to 921,636,459 new Non-voting Shares, the rights and privileges attached to such Non-voting Shares being summarised as follows:

i. *Ranking*

The Non-voting Shares shall rank *pari passu* in all respects with the Shares, except for voting rights.

ii. *Voting Rights*

The Non-voting Shares will not have any voting rights at all general meetings of the Company until they are converted into Shares.

iii. *Transferability*

The Non-voting Shares are subject to the lock-up provisions set out in the Company Agreement and upon the expiry of such lock-ups, the Non-voting Shares are transferable.

Subject to the relevant lock-up restrictions, if IBM proposes to transfer its Non-voting Shares other than to its affiliates, it shall be a condition for such transfer that the transferee will request the Company to convert the Non-voting Shares into Shares immediately following the transfer.

iv. *Conversion*

The Non-voting Shares are convertible, by the holder thereof giving written notice to the Company, into Shares on a one for one basis, subject to any adjustments as a result of any consolidation or sub-division of the Shares. A conversion notice, once duly served, is irrevocable.

No conversion of the Non-voting Shares shall be permitted if following such conversion the holder of the Non-voting Shares would become a substantial shareholder (as defined in the Listing Rules) of the Company immediately following such conversion, assuming the holder is not already a or deemed to be a, substantial shareholder.

IBM may not convert any Non-voting Shares if such conversion would reduce the holdings of Shares of persons who count as members of the public for the purposes of the Listing Rules falling below 25% of the total outstanding Shares (or such other percentage as is required of the Company under the Listing Rules to maintain the minimum public float).

v. *Listing*

The Non-voting Shares will not be listed.

vi. *Others*

With respect to any bonus, capitalisation, rights or similar issues of additional securities of the Company which all the shareholders, including holders of Shares and Non-voting Shares, are entitled to participate in or benefit from (by virtue of their being shareholders in the Company) in proportion to their shareholding, whether for any consideration or for no consideration payable by such shareholders, any additional securities to be issued to the holder of Non-voting Shares under such issues shall be Non-voting Shares.

The share certificates of the Non-voting Shares shall bear the legend that such shares are “non-voting”.

be and is hereby approved.

By order of the Board  
**Liu Chuanzhi**  
*Chairman*

Hong Kong, 31 December 2004

*Registered office:* 23rd Floor, Lincoln House, Taikoo Place, 979 King’s Road, Quarry Bay, Hong Kong

As of the date of this announcement, the Board comprises seven members, including the Executive Directors, Mr Liu Chuanzhi, Mr Yang Yuanqing and Ms Ma Xuezheng; the Non-executive Director, Mr Zeng Maochao; and the Independent Non-executive Directors, Mr Wong Wai Ming, Professor Woo Chia-Wei and Mr Ting Lee Sen.

**Notes:**

1. A member entitled to attend and vote at the EGM convened by this notice is entitled to appoint one or more proxies to attend and vote in his stead. A proxy need not be a member of the Company.
2. To be effective, the instrument appointing a proxy together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, must be completed and lodged at the share registrar of the Company, Abacus Share Registrars Limited at Ground Floor, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong, not less than 48 hours before the time for holding the EGM or any adjournment thereof.
3. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof and, in such event, the relevant form of proxy shall be deemed to be revoked.
4. Where there are joint registered holders of any Share, any one of such persons may vote at the EGM, either personally or by proxy, in respect of such Share as if he were solely entitled thereto; but if more than one of such joint registered holders be present at the EGM personally or by proxy, then the registered holder so present whose name stands first on the register of members of the Company in respect of such Share will alone be entitled to vote in respect thereof.
5. Capitalised terms used in this notice have the same meaning as is set out in the section entitled “Definitions” at pages 1 to 10 of the Circular.

*Please also refer to the published version of this announcement in the (South China Morning Post/The Standard)*