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Lenovo Group Limited 聯想集團有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 992)

NOTICE OF GENERAL MEETING

NOTICE IS HEREBY GIVEN that a general meeting (the “**GM**”) of Lenovo Group Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) will be held at Marina Room, The Excelsior Hong Kong, 281 Gloucester Road, Causeway Bay, Hong Kong on Friday, 3 November 2017 at 9:00 a.m. for the purpose of considering and, if thought fit, passing (with or without amendments) the following resolutions as ordinary resolutions:

“THAT:

- (1) the subscription agreement (the “**Subscription Agreement**”) dated 29 September 2017 entered into between the Company as issuer and Union Star Limited as subscriber (the “**Subscriber**”) (a copy of which has been produced to this meeting marked “A” and signed by the chairman of this meeting for identification purpose) in relation to the subscription (the “**Subscription**”) by the Subscriber of 906,136,890 new ordinary shares (the “**Subscription Shares**”) of the Company at the subscription price of HK\$4.31 per Subscription Share and the entitlement of the Subscriber to 90,613,689 units of bonus warrants (the “**Bonus Warrants**”) to be issued by the Company to the Subscriber to subscribe for 90,613,689 ordinary shares of the Company (the “**Warrant Shares**”), and the transactions contemplated thereby be and are hereby approved, confirmed and ratified;
- (2) conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited (the “**Listing Committee**”) granting the listing of, and permission to deal in, the Subscription Shares and the Warrant Shares, the directors of the Company (the “**Directors**”) be and are hereby granted with the specific mandate for the allotment and issue of the Subscription Shares and the Warrant Shares (upon exercise of the Bonus Warrants), credited as fully paid, and the issuance of the Bonus Warrants in accordance with the terms and conditions of the Subscription Agreement;
- (3) subject to the Executive (as defined in the circular of the Company dated 16 October 2017 (the “**Circular**”)) granting the waiver pursuant to Note 1 on dispensations from Rule 26 of the Code on Takeovers and Mergers (the “**Takeovers Code**”) waiving any obligation on the part of the Subscriber Concert Group (as defined in the Circular) to make a general offer under the Takeovers Code for all the equity share capital of the Company not already owned, controlled or agreed to be acquired by the Subscriber Concert Group which may otherwise arise as a result of the allotment and

issuance of the Subscription Shares and the Warrant Shares pursuant to the Subscription and upon exercise of the Bonus Warrants in full (the “**Whitewash Waiver**”) and satisfaction of any conditions attached thereto, the Whitewash Waiver be and is hereby approved and any one or more Directors be and is/are hereby authorised to do all things and acts and sign all documents which they consider desirable or expedient to implement and/or give full effect to any matters relating to or in connection with the Whitewash Waiver;

- (4) the Relevant Management Participation (as defined in the Circular), which constitutes a special deal under Note 3 to Rule 25 of the Takeovers Code, be and is hereby approved; and
- (5) any one Director or any two Directors (if affixation of the common seal is necessary) or any delegate(s) authorised by such Director(s) be and is/are hereby authorised to sign and/or execute all such other documents, instruments or agreements and to do or take all such actions or things as such Director(s) consider(s) necessary or desirable to implement and/or give effect to the terms of:
 - (a) the Subscription, the Subscription Agreement and all other transactions contemplated thereunder, and the closing and implementation thereof;
 - (b) securing the fulfilment of the conditions precedent of completion of the Subscription; and
 - (c) the approval of any amendments or variations to the Subscription Agreement or the granting of waivers of any matters contemplated thereby that are, in the Director’s opinion, not fundamental to the transactions contemplated thereby and are in the best interests of the Company, including without limitation the signing (under the common seal of the Company where required or expedient) of any supplemental or ancillary agreements and instruments and the giving of any undertakings and confirmations for any such purposes.”

By Order of the Board
Yang Yuanqing
Chairman and Chief Executive Officer

Hong Kong, 16 October 2017

Notes:

1. A shareholder entitled to attend and vote at the GM is entitled to appoint more than one proxy to represent respectively the number of shares held by such member, to attend, speak and vote instead of him/her. A proxy need not be a shareholder of the Company.
2. Where there are joint holders of any share, any one of such persons may vote at the GM, either personally or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders are present at the GM personally or by proxy, that one of the said persons whose name stands first in the register of members of the Company shall alone be entitled to vote in respect of it.
3. To be valid, a proxy form together with the power of attorney or other authority, if any under which it is signed, or a notarially certified copy of such power of attorney or authority, must be deposited at (form or document sent by any electronic means will not be accepted) the Company's share registrar, Tricor Abacus Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding GM or any adjourned meeting thereof. In calculating the aforesaid 48 hours period, no account will be taken of any part of a day that is public holiday. Delivery of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the GM and in such event, the instrument appointing of proxy shall be deemed to be revoked.
4. In order to establish the identity of the Company's shareholders who are entitled to attend and vote at the GM to be held on Friday, 3 November 2017, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's share registrar, Tricor Abacus Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration by no later than 4:30 p.m. on Tuesday, 31 October 2017.
5. Pursuant to the Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow resolutions which relates purely to a procedural or administrative matter to be voted on by show of hands. The chairman of the GM will therefore put each of the resolutions to be proposed at the meeting to be voted by way of poll pursuant to the Company's articles of association.
6. If typhoon signal no. 8 or above remains hoisted or a black rainstorm warning signal is in force at 9:00 a.m. on the date of the GM, the meeting will be postponed or adjourned. Shareholders are requested to visit the Company's website (www.lenovo.com/hk/publication) and Hong Kong Exchanges and Clearing Limited's website (www.hkex.com.hk) for details of alternative meeting arrangements.
7. The GM will be held as scheduled when an amber or a red rainstorm warning signal is in force. Shareholders should make their own decision as to whether they would attend the meeting under the bad weather conditions bearing in mind their own situation and if they should choose to do so, they are advised to exercise care and caution.
8. Shareholders who have any queries concerning the alternative meeting arrangements, please call the Customer Service Hotline of Tricor Abacus Limited at telephone number 2980 1333 from 9:00 a.m. to 5:00 p.m., Monday to Friday (excluding public holidays).
9. The Chinese translation of this notice is for reference only, and in case of any inconsistency, the English version shall prevail.

As at the date of this notice, the executive Director is Mr. Yang Yuanqing; the non-executive Directors are Mr. Zhu Linan and Mr. Zhao John Huan; and the independent non-executive Directors are Dr. Tian Suning, Mr. Nicholas C. Allen, Mr. Nobuyuki Idei, Mr. William O. Grabe, Mr. William Tudor Brown, Ms. Ma Xuezheng, Mr. Yang Chih-Yuan Jerry and Mr. Gordon Robert Halyburton Orr.