



Lenovo Group Limited 聯想集團有限公司

(Incorporated in Hong Kong with limited liability)

Stock Code: 0992

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting of Lenovo Group Limited (the “**Company**”) will be held at Salon 6, Level 3, JW Marriott Hotel, Pacific Place, 88 Queensway, Hong Kong on Friday, 23 July 2004 at 9:30 a.m. for the following purposes:

- (1) To receive and consider the audited accounts for the year ended 31 March 2004 together with the reports of the directors and auditors thereon.
- (2) To declare a final dividend for the year ended 31 March 2004.
- (3) To re-elect the retiring directors and authorise the board of directors of the Company to fix directors’ fees.
- (4) To re-appoint Messrs. PricewaterhouseCoopers as auditors and authorise the board of directors of the Company to fix auditors’ remuneration.

And as special business, to consider and, if thought fit, to pass with or without modification the following resolutions of which Resolutions (5) to (7) will be proposed as ordinary resolutions and Resolution (8) will be proposed as a special resolution:

ORDINARY RESOLUTIONS

- (5) “**THAT:**
 - (a) subject to paragraph (c) of this Resolution and pursuant to section 57B of the Companies Ordinance, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the share capital of the Company and to make or grant offers, agreements and options which might require the exercise of such power be and is hereby generally and unconditionally approved;
 - (b) the approval in paragraph (a) of this Resolution shall authorise the directors of the Company during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such power after the end of the Relevant Period;
 - (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the approval in paragraph (a) of this Resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined), or (ii) an issue of shares upon the exercise of options granted under any share option scheme or similar arrangement for the time being adopted for the grant or issue of shares or rights to

acquire shares in the Company, or (iii) an issue of shares as scrip dividends pursuant to the Articles of Association of the Company from time to time, shall not exceed 20 per cent of the aggregate nominal amount of the issued share capital of the Company at the date of passing this Resolution, and the said approval shall be limited accordingly; 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;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Companies Ordinance or the Articles of Association of the Company to be held; and
- (iii) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting of the Company; and

“**Rights Issue**” means an offer of shares in the share capital of the Company open for a period fixed by the directors of the Company to holders of shares whose names appear 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 exclusion or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of, any recognised regulatory body or any stock exchange in any territory applicable to the Company).”

(6) “**THAT:**

- (a) subject to paragraph (b) of this Resolution, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares of the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the amount of shares of the Company which the Company is authorised to repurchase pursuant to the approval in paragraph (a) of this Resolution shall not exceed 10 per cent of the aggregate nominal amount of the issued share capital of the Company at the date of passing this Resolution, and the said approval shall be limited accordingly; and

- (c) 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;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Companies Ordinance or the Articles of Association of the Company to be held; and
 - (iii) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting of the Company.”
- (7) **“THAT** conditional upon the passing of Resolutions (5) and (6) as set out in the notice convening this meeting, the general mandate granted to the directors of the Company to exercise the powers of the Company to allot, issue and deal with shares in the Company pursuant to Resolution (5) set out in the notice convening this meeting be and is hereby extended by the addition to the aggregate nominal value of the share capital which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the directors of the Company pursuant to such general mandate of an amount representing the aggregate nominal value of the share capital of the Company repurchased by the Company pursuant to the mandate to repurchase shares of the Company as referred to in Resolution (6) set out in the notice convening this meeting, provided that such extended amount shall not exceed 10 per cent of the aggregate nominal amount of the issued share capital of the Company at the date of passing this Resolution.”

SPECIAL RESOLUTION

- (8) **“THAT** the Articles of Association of the Company be and are hereby amended as follows:
- (a) by deleting the existing definition of “associate” in Article 2 and replacing it with the following new definition:

““associate” shall have the meaning attributed to it in the Listing Rules”;
 - (b) by adding the following new definition in Article 2:

““Listing Rules” shall mean the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and any amendments thereto for the time being in force”;
 - (c) by adding the following paragraph after the definition of “writing” in Article 2:

“references to any ordinance or rules of stock exchange shall include such ordinance and rules of stock exchange and any subsidiary legislations, bye-laws, rules, regulations, practice notes, codes, guidelines, or guidance notes made pursuant to or issued or published from time to time under or by the authority of such ordinance or rules of stock exchange”;
 - (d) by deleting the words “without payment to receive within two months” in the first line of Article 15 and substituting therefor the words “to receive within such period of time as may be prescribed by the Companies Ordinance or the Listing Rules”;

- (e) by deleting the words “without charge” after the word “issued” and “him” in the third line and the fifth line of Article 42 and substituting therefor the words “with a fee not exceeding such maximum amount as may from time to time be prescribed by the Listing Rules”;
- (f) by inserting a new paragraph (e) in Article 73 as follows:

“(e) or as required by the applicable Listing Rules.”;
- (g) by adding a new Article 82A and its marginal note:

“82A. Where the Company is of the view that any member is, under the Listing Rules, required to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution, any votes cast by or on behalf of such member in contravention of such requirement or restriction shall not be counted.”;

Voting
restrictions
under
Listing
Rules
- (h) by amending Article 100(f) as follows:
 - (i) adding the words “or any of his associate(s)” immediately after the word “Director” in the fifth line; and
 - (ii) adding the words “or whose associate(s) so contracting or himself or his associate(s)” immediately after the word “contracting” in the sixth line;
- (i) by amending Article 100(g) as follows:
 - (i) deleting the words “who to his knowledge” after the word “Director” in the first line and substituting therefor the words “, if he or any of his associate(s)”;
 - (ii) adding the punctuation “,” immediately after the word “Company” in the third line;
 - (iii) deleting the word “his” after the word “of” in the third line and substituting therefor the word “such”;
 - (iv) adding the words “or that of his associate(s)” immediately after the word “interest” in the fifth line;
 - (v) deleting the words “is or has” in the sixth line and substituting therefor the words “or his associate(s) is/are or has/have”; and
 - (vi) adding the words “or any of his associate(s)” immediately after the word “he” in the eighth line and eleventh line respectively;

(j) by deleting Article 100(h) in its entirety and substituting therefor the following:

“(h) Save as otherwise provided by the Articles, a Director shall not vote on any resolution of the Board approving any contract or arrangement or any other proposal in which he or any of his associate(s) is materially interested, and if he shall do so his vote shall not be counted, nor shall he be counted in the quorum present at the meeting of the Board at which the question of entering into the contract or arrangement or proposed contract or arrangement is taken into consideration, but this prohibition shall not apply to any of the following:

- (i) any contract or arrangement or proposal for giving any Director or his associate(s) any security or indemnity in respect of money lent by him or any of them or obligations incurred or undertaken by him or any of them at the request of or for the benefit of the Company or any of its subsidiaries; or
- (ii) any contract or arrangement or proposal for the giving by the Company of any security or indemnity to a third party in respect of a debt or obligation of the Company or any of its subsidiaries for which the Director or his associate(s) has/have himself/themselves assumed responsibility in whole or in part and whether alone or jointly under a guarantee or indemnity or by the giving of security; or
- (iii) any proposal concerning an offer of shares or debentures or other securities of or by the Company or any other company which the Company may promote or be interested in for subscription or purchase where the Director or his associate(s) is/are or is/are to be interested as a participant in the underwriting or sub-underwriting of the offer; or
- (iv) any proposal concerning any other company in which the Director or his associate(s) is/are interested only, whether directly or indirectly, as an officer or executive or shareholder or in which the Director or his associate(s) is/are beneficially interested in shares of that company, provided that the Director and any of his associates are not in aggregate beneficially interested in five per cent or more of the issued shares of any class of such company (or of any third company through which his interest or that of his associate(s) is derived) or of the voting rights; or
- (v) any proposal or arrangement concerning the benefit of employees of the Company or its subsidiaries including the adoption, modification or operation of any employees’ share scheme or any share incentive or share option scheme under which the Director or his associate(s) may benefit; or
- (vi) any proposal or arrangement concerning the benefit of employees of the Company or its subsidiaries including the adoption, modification or operation of a pension fund or retirement, death or disability benefits scheme which relates both to Directors, his associates and employees of the Company or any of its subsidiaries and does not provide in respect of any Director, or his associate(s), as such any privilege or advantage not generally accorded to the class of persons to which such scheme or fund relates; or

(vii) any contract or arrangement in which the Director or his associate(s) is/are interested in the same manner as other holders of shares or debentures or other securities of the Company by virtue only of his/their interest in shares or debentures or other securities of the Company; or

(viii) any contract for the purchase or maintenance for any Director or Directors of insurance against any liability.”;

(k) by deleting Article 100(k) in its entirety and substituting therefor the following:

“(k) If any question shall arise at any meeting of the Board as to the materiality of the interest of a Director (other than the Chairman of meeting) or any of his associate(s) or as to the entitlement of any Director (other than such Chairman) to vote or be counted in the quorum and such question is not resolved by his voluntarily agreeing to abstain from voting or not be counted in the quorum, such question shall be referred to the Chairman of the meeting and his ruling in relation to such other Director or any of his associate(s) shall be final and conclusive except in a case where the nature or extent of the interest of the Director or any of his associate(s) concerned as known to such Director has not been fairly disclosed to the Board. If any question as aforesaid shall arise in respect of the Chairman of the meeting or any of his associate(s) such question shall be decided by a resolution of the Board (for which purpose such Chairman shall not be counted in the quorum and shall not vote thereon) and such resolution shall be final and conclusive except in a case where the nature or extent of the interest of such Chairman or any of his associate(s) as known to such Chairman has not been fairly disclosed to the Board.”;

(l) by deleting the words “The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited” in the first line of Article 100(l) and substituting therefor the words “the Listing Rules” and adding the words “or any of his associate(s)” immediately after the word “he” in the fourth line of Article 100(l);

(m) by deleting the words “at least seven days before the date of the general meeting” in the fifth line of Article 105 and substituting therefore the following:

“and provided that the minimum length of the period, during which such notices may be given, shall be at least seven days and that the period for lodgement of such notices shall commence no earlier than the day after the despatch of the notice of the general meeting appointed for such election and end no later than seven days prior to the date of such general meeting.”;

(n) by deleting the word “special” in the first line in Article 107 and substituting therefor the word “ordinary” and by deleting its margin note in its entirety and replacing by “Power to remove Director by ordinary resolution”;

(o) by deleting Article 167 and its margin note in their entireties and substituting therefor the following:

“167. Any notice or document (including any “corporate communication” within the meaning ascribed thereto under the Listing Rules), whether or not, to be given or issued under these Articles shall be in writing or in electronic format, and may be served by the Company on any member either personally; or by Service of notices

sending it through the post in a prepaid letter, envelope or wrapper address to such member at his registered address as appearing in the register or by delivering or leaving it at such registered address as aforesaid; or by advertisement in newspapers; or, to the extent permitted by the applicable laws, rules and regulations, by sending or transmitting it as an electronic communication at any telex or facsimile transmission number or electronic number or address or website supplied by him to the Company for giving of notice to him or which the person transmitting the notice reasonably and bona fide believes at the relevant time will result in the notice or document being duly received by him; or, to the extent permitted by the applicable laws, rules and regulations, publishing it on the Company's website or the designated website prescribed under the Listing Rules and giving to the member a notice stating that the notice or other document is available there (a "notice of availability"). The notice of availability may be given to the member by any of the means set out above. In the case of joint holders of a share all notices shall be given to that one of the joint holders whose name stands first in the register and notice so given shall be sufficient notice to all the joint holders."

- (p) by deleting Article 169 and its margin note in their entirety and substituting therefor the following:

"169. Any notice or document (including any "corporate communication" within the meaning ascribed thereto under the Listing Rules):

When
notice
deemed to
be served

- (a) if served or delivered in person, shall be deemed to have been served or delivered at the time of personal service or delivery, and in proving such service or delivery, a certificate in writing signed by the Secretary or other person appointed by the Board that it was so served shall be conclusive evidence thereof;
- (b) if sent or delivered by post, shall be deemed to have been served or delivered on the day following that on which the envelope or wrapper containing the same is put into a post office situated within Hong Kong and in proving such service it shall be sufficient to prove that the envelope or wrapper containing the notice or document was properly prepaid (and in the case of an address outside Hong Kong where airmail service can be extended thereto airmail postage prepaid), addressed and put into such post office and a certificate in writing signed by the Secretary or other person appointed by the Board that the envelope or wrapper containing the notice was so addressed and put into the post office shall be conclusive evidence thereof;

- (c) if sent, issue, publish or otherwise made available by electronic means, shall be deemed to have been served or delivered at the time of the relevant despatch or transmission. A notice or document published on the Company's website or the designated website prescribed by the Listing Rules shall be deemed to have been served on the day following that on which a notice of availability is given to the members. In proving such service or delivery, a certificate in writing signed by the Secretary or other person appointed by the Board as to the act and time of such service, delivery, despatch, transmission or publication shall be conclusive evidence thereof; and
- (d) may be given to a member either in the English language or the Chinese language, subject to due compliance with all applicable laws, rules and regulations.”;
- (q) by deleting the words “written or printed” in Article 173 and substituting therefor the words “written, printed or made electronically”;
- (r) by deleting the words “paragraph (c) of the proviso to Section 165 of the Ordinance” in the third line in Article 178(a) and substituting therefor the words “Section 165(2) of the Ordinance”.

By Order of the Board
Lenovo Group Limited
Liu Chuanzhi
Chairman

Hong Kong, 9 June 2004

Notes:

1. Any member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and, on a poll, vote instead of him. A proxy need not be a member of the Company.
2. To be valid, a proxy form, together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof must be completed and lodged with the Company's share registrar, Abacus Share Registrars Limited of G/F., BEA Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong, not less than 48 hours before the time appointed for holding the meeting.
3. The register of members of the Company will be closed from Monday, 19 July 2004 to Friday, 23 July 2004, both days inclusive, during which period no transfer of shares will be effected. In order to qualify for the proposed dividend, all transfers, accompanied by the relevant share certificates, must be lodged for registration with the Company's share registrar, Abacus Share Registrars Limited at the above address not later than 4:00 p.m. on Friday, 16 July 2004.
4. Where there are joint holders of any shares, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders are present at any meeting the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.

5. The Chairman intends to demand poll voting for all the resolutions set out in the notice of the annual general meeting.

As at the date hereof, the board of Directors is comprised of three executive Directors, namely Mr. Liu Chuanzhi, Mr. Yang Yuanqing and Ms. Ma Xuezheng, one non-executive Director, namely Mr. Zeng Maochao and three independent non-executive Directors, namely Mr. Wong Wai Ming, Professor Woo Chia-Wei and Mr. Ting Lee Sen.

Website : www.lenovo.com

“Please also refer to the published version of this announcement in The Standard”