

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*

**lenovo 联想**

**Lenovo Group Limited 联想集团有限公司**

*(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 Ballroom A, Level 5, Island Shangri-La Hong Kong, Two Pacific Place, Supreme Court Road, Central, Hong Kong on Friday, July 22, 2011 at 9:30 a.m. for the following purposes:

- (1) To receive and consider the audited accounts for the year ended March 31, 2011 together with the reports of the directors and auditors thereon.
- (2) To declare a final dividend for the issued ordinary shares for the year ended March 31, 2011.
- (3) To re-elect the retiring directors and authorize the board of directors of the Company to fix directors’ fees.
- (4) To re-appoint PricewaterhouseCoopers as auditors and authorize 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 Resolution (5) to (8) will be proposed as ordinary resolutions and Resolution (9) 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 ordinary shares in the share capital of the Company and to make or grant offers, agreements and options (including warrants, bonds, notes, debentures and other securities which carry rights to subscribe for or are convertible into ordinary shares) 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 authorize 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, warrants or otherwise) by the directors of the Company pursuant to the authority 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, or (iv) any issue of shares in the Company upon the exercise of rights of subscription or conversion under the terms of any existing warrants of the Company or any existing securities of the Company which carry rights to subscribe for or are convertible into shares of the Company, shall not exceed 20 per cent of the aggregate nominal amount of the issued ordinary 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 (the **“Listing Rules”**) 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 authorized 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 ordinary 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 issued ordinary 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 ordinary share capital of the Company at the date of passing this Resolution.”
- (8) “**THAT** the existing authorized share capital of HK\$27,525,000 divided into 3,000,000 Series A Cumulative Convertible Preferred Shares of nominal value of HK\$9.175 each and stated value of HK\$1,000 each of the Company be cancelled, and **THAT** the authorized share capital of the Company be restated as HK\$500,000,000 divided into 20,000,000,000 ordinary shares of HK\$0.025 each.”

#### **SPECIAL RESOLUTION**

- (9) “**THAT** the Articles of Association of the Company be and are hereby amended by:
- (a) deleting the word “An” in the first line of the existing Article 66 and replacing with the words “Subject to the Listing Rules, an”.
  - (b) deleting the word “At” in the first line of the existing Article 73 and replacing with the words “Subject to the Listing Rules, at”.
  - (c) adding the words “subject to Article 163(c)” after the word “and” in the second line of the existing Article 163(b).
  - (d) adding the following new Article 163(c) and Article 163(d) immediately after the existing Article 163(b):

“163. (c) Subject to due compliance with the Ordinance, the Listing Rules and all applicable laws, rules and regulations and to obtaining all necessary consents (or deemed consent), if any, required thereunder, the requirements of Article 163(b) shall be deemed satisfied in relation to any person by sending to the person a summary financial report which shall be in the form and containing the information required by all applicable laws, rules and regulations.”

“163.(d) The requirement to send to a person the documents referred to Article 163(b) or a summary financial report in accordance with Article 163(c) shall be deemed satisfied where, in accordance with the Ordinance, the Listing Rules and all applicable laws, rules and regulations, the Company publishes the documents referred to in Article 163(b) and/or a summary financial report complying with Article 163(c) (as the case may be), on the Company’s computer network or in any other permitted manner (including by sending any form of electronic communication), and that person has agreed or is deemed to have agreed to treat the publication or receipt of such documents in such manner as discharging the Company’s obligation to send to him such documents.”

- (e) deleting the existing Article 167 in its entirety and replacing with the following new Article 167:

“167. (1) Subject to the requirements or consents or deemed consents as stipulated in the Ordinance, the Listing Rules, these Articles and all applicable laws, rules and regulations, 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 from the Company to a member shall be in writing or in any form of electronic transmission or communication and any such notice and document may be served or delivered by the Company on or to any member in the following means:

- (a) by serving it personally on the member;
- (b) by sending it through the post in a prepaid envelope addressed to such member at his registered address as appearing in the register or at any other address supplied by him to the Company for the purpose;
- (c) by transmitting it to the member any such address or transmitting it to any telex or facsimile transmission number or electronic number or address or website supplied by him to the Company for the 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 being duly received by the member;
- (d) by placing an advertisement in appropriate newspapers in accordance with the requirements of the Listing Rules; or,
- (e) by placing 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”), which notice of availability may be given to the member by any of the means set out above other than by posting it on a website.

(2) 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 deemed a sufficient service on or delivery to all the joint holders.”

- (f) deleting the existing Article 168 in its entirety and replacing with the following new Article 168:

168. A member shall be entitled to have notices served on him at any address within Hong Kong or by any of the means set out in Article 167. Any member whose registered address is outside Hong Kong may notify the Company in writing of an address in Hong Kong which for the purpose of service of notice shall be deemed to be his registered address. A member who does not notify the Company of an address in Hong Kong may notify the Company of an address outside Hong Kong and the Company may serve notices on him at such overseas address. In the absence of notification by a member of an address in Hong Kong or overseas for the purpose of service of notice and to the extent permitted by the applicable laws, rules and regulations, such member shall be deemed to have received any notice which shall have been published on the Company’s website.

- (g) deleting the existing Article 169(c) in its entirety and replacing with the following new Article 169(c):

“169.(c) if sent, issued, published or otherwise made available by electronic means, shall be deemed to have been served or delivered forty-eight hours after 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 or permitted by the Ordinance shall be deemed to have been served forty-eight hours after its first posting or forty-eight hours after receipt of the notice of availability or posting (whichever is the later). 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”

- (h) deleting the existing section on Series A Cumulative Convertible Preferred Shares in its entirety as appeared after the existing Article 178.

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

Hong Kong, June 21, 2011

*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, Tricor Abacus Limited at 26/F., Tesbury Centre, 28 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the meeting.
3. The register of members of ordinary shares of the Company will be closed from Wednesday, July 20, 2011 to Friday, July 22, 2011, both days inclusive, during which period no transfer of shares will be effected. In order to qualify for the proposed dividend and for attending and voting at the forthcoming annual general meeting, all completed transfer forms, accompanied by the relevant share certificates, must be lodged for registration with the Company's share registrar, Tricor Abacus Limited at the above address not later than 4:30 p.m. on Tuesday, July 19, 2011.
4. Where there are joint holders of any shares carrying voting rights, 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. Pursuant to the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. The Chairman of the forthcoming AGM will therefore put each of the resolutions to be proposed at the AGM to be voted by way of poll pursuant to the Company's Articles of Association.

*As at the date of this announcement, the executive director is Mr. Yang Yuanqing; the non-executive directors are Mr. Liu Chuanzhi, Mr. Zhu Linan, Ms. Ma Xuezheng, Mr. James G. Coulter, Mr. William O. Grabe and Dr. Wu Yibing; and the independent non-executive directors are Professor Woo Chia-Wei, Mr. Ting Lee Sen, Dr. Tian Suning and Mr. Nicholas C. Allen.*