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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold** all your shares in **Lenovo Group Limited**, you should at once hand this circular and the accompanying proxy form to the purchaser or to the bank, licensed securities dealer or other agent through whom the sale was effected for transmission to the purchaser.

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**Lenovo**<sup>TM</sup>  
Lenovo Group Limited 聯想集團有限公司  
*(Incorporated in Hong Kong with limited liability)*  
**(Stock Code: 992)**

**GENERAL MANDATES  
TO BUY BACK SHARES AND TO ISSUE SHARES,  
RE-ELECTION OF DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the Annual General Meeting to be held at Nathan Room, Lower Lobby, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Thursday, July 2, 2015 at 9:30 a.m. is set out on pages 13 to 17 of this circular. Whether or not you are able to attend the Annual General Meeting, please complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the share registrar of the Company, Tricor Abacus Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the Annual General Meeting or any adjourned meeting thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjourned meeting thereof and, in such event, the relevant form of proxy shall be deemed to be revoked.

Hong Kong, June 1, 2015

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LETTER FROM THE BOARD

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**Lenovo**<sup>TM</sup>

Lenovo Group Limited 聯想集團有限公司

*(Incorporated in Hong Kong with limited liability)*

**(Stock Code: 992)**

*Chairman and Executive Director:*

Mr. Yang Yuanqing

*Non-executive Directors:*

Mr. Zhu Linan

Mr. Zhao John Huan

*Independent Non-executive Directors:*

Mr. Ting Lee Sen

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

*Registered Office:*

23rd Floor

Lincoln House

Taikoo Place

979 King's Road

Quarry Bay

Hong Kong

June 1, 2015

*To the Shareholders*

Dear Sir or Madam,

**GENERAL MANDATES  
TO BUY BACK SHARES AND TO ISSUE SHARES,  
RE-ELECTION OF DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

Pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) (the “**Listing Rules**”) and the Companies Ordinance, Chapter 622 of the Laws of Hong Kong (the “**Companies Ordinance**”), listed companies incorporated in Hong Kong may in certain circumstances, if authorized by their articles of association, buy back their own shares.

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## LETTER FROM THE BOARD

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At the annual general meeting of the Company held on July 2, 2014 general mandates were given to the directors of the Company (the “**Directors**”) to exercise the powers of the Company to buy back and issue shares of the Company (the “**Shares**”). Under the Companies Ordinance and the Listing Rules, these general mandates will lapse at the conclusion of the forthcoming annual general meeting of the Company. Ordinary resolutions will therefore be proposed at the annual general meeting of the Company to be held on July 2, 2015 (the “**AGM**”) to approve fresh general mandates to buy back Shares and to issue Shares.

The purpose of this circular is to provide you with information regarding, inter alia, the proposed general mandates to buy back Shares and to issue Shares and the re-election of the retiring Directors.

### **GENERAL MANDATE TO BUY BACK SHARES**

An ordinary resolution will be proposed at the AGM to give a general and unconditional mandate to the Directors to exercise the powers of the Company to buy back issued Shares up to a maximum of 10 per cent of the aggregate number of Shares in issue at the date of passing of the ordinary resolution (the “**Buy-back Mandate**”). Such authority may only continue in force during the period from the passing of the resolution until the conclusion of the first annual general meeting of the Company following the passing of the ordinary resolution, or revoked or varied by ordinary resolution of the shareholders in general meeting, whichever occurs first.

An explanatory statement as required under the Listing Rules to provide the requisite information is set out in Appendix I to this circular.

### **GENERAL MANDATE TO ISSUE SHARES**

At the AGM, an ordinary resolution will be proposed to give the Directors a general and unconditional mandate to issue shares representing up to 20 per cent of the aggregate number of Shares in issue at the date of passing of the resolution (the “**Issue Mandate**”). As at May 26, 2015 being the latest practicable date prior to printing of this circular for ascertaining certain information contained in this circular (the “**Latest Practicable Date**”), the aggregate number of Shares in issue comprised 11,108,654,724 Shares. If the ordinary resolution granting the Issue Mandate to the Directors is passed at the AGM, and assuming that no further Shares are issued or bought back prior to the AGM, up to 2,221,730,944 Shares, representing approximately 20 per cent of aggregate number of Shares in issue as at the date of passing of the ordinary resolution at the AGM, may be issued by the Company. The Issue Mandate may only continue in force until the conclusion of the first annual general meeting of the Company following the passing of the ordinary resolution, or revoked or varied by ordinary resolution of the shareholders in general meeting, whichever occurs first. In addition, an ordinary resolution will be proposed to authorize extension of the Issue Mandate which would increase the limit of the Issue Mandate by adding to it the number of Shares bought back under the Buy-back Mandate.

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## LETTER FROM THE BOARD

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The Directors have no present intention to exercise the Issue Mandate. However, taking into consideration of the market situations and the rapidly changing landscape, the Directors believe that it is in the best interest of the Company and its shareholders for the Directors to have the Issue Mandate as permitted under the Listing Rules, in place to provide the flexibility to raise funds when needed and to permit the Company to allot Shares quickly as consideration in a transaction, which would help satisfy the strategic needs of the Company and in turn, enhance the Company's growth and maximize shareholder value. Based on the general mandate to issue Shares granted by shareholders at the last annual general meeting, the Company issued 182,000,000 Shares and 519,107,215 Shares to International Business Machines Corporation and Google Inc. respectively to satisfy part of the consideration of the acquisition of the x86 server business and the Motorola Mobility Group.

Details of the proposed resolution on the Issue Mandate are set out in Resolution 5 of the notice of the AGM.

### **RE-ELECTION OF DIRECTORS**

In accordance with article 107 of the Company's articles of association, Mr. Yang Yuanqing, Mr. Zhao John Huan, Mr. Ting Lee Sen and Mr. Nicholas C. Allen will retire by rotation at the AGM. Mr. Yang Chih-Yuan Jerry who was appointed as a director during the year will retire pursuant to article 95 of the Company's articles of association. Mr. Ting Lee Sen will not stand for re-election at the AGM after having served as an independent non-executive director of the Company for 12 years, being the maximum term for an independent non-executive director according to the corporate governance principle adopted by the Board of the Company. The other four retiring directors will offer themselves for re-election/election at the AGM.

Pursuant to article 109 of the Company's articles of association, a resolution will be proposed at the AGM to resolve not to fill up the vacated office resulted from the retirement of Mr. Ting Lee Sen as a director of the Company.

The Nomination and Governance Committee has reviewed the re-election of directors and recommended to the Board that the re-election be proposed for shareholders' approval at the AGM. The Nomination and Governance Committee has also assessed the independence of all the independent non-executive directors including those to be re-elected at the AGM. All the independent non-executive directors satisfy the criteria set out in rule 3.13 of the Listing Rules.

Details of the Directors who are proposed to be re-elected at the AGM are set out in Appendix II to this circular.

### **ANNUAL GENERAL MEETING**

Set out on pages 13 to 17 is a notice convening the AGM for the purposes of considering and, if thought fit, approving, inter alia, the Buy-back Mandate and the Issue Mandate. A form of proxy for use by holders of issued Shares at the AGM is enclosed. Whether or not you intend to be present at the AGM, you are requested to complete the proxy form and deposit it at the

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## LETTER FROM THE BOARD

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Company's share registrar, Tricor Abacus Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong in accordance with the instructions printed thereon not less than 48 hours before the time fixed for holding the AGM. Completion and deposit of the proxy form will not preclude you from attending and voting at the AGM if you so wish.

Pursuant to the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. The Chairman of the 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.

### **RECOMMENDATION**

The Board considers that the re-election of the retiring Directors, the Buy-back Mandate and the Issue Mandate are in the best interests of the Company and its shareholders and recommend that you should vote in favour of all the resolutions to be proposed at the AGM.

Yours faithfully,  
By Order of the Board  
**Yang Yuanqing**  
*Chairman and Chief Executive Officer*

*This appendix serves as an explanatory statement to the shareholders as required under the Listing Rules in connection with the proposed Buy-back Mandate and also constitutes the memorandum required under section 239 of the Companies Ordinance.*

## **1. SHAREHOLDERS' APPROVAL**

The Listing Rules provide that all proposed share buy-back on the Stock Exchange by a company with its primary listing on the Stock Exchange must be approved in advance by an ordinary resolution of shareholders, either by way of general mandate or by specific approval in relation to specific transactions. The Shares proposed to be bought back by the Company must be fully paid up.

## **2. NUMBER OF SHARES SUBJECT TO THE BUY-BACK MANDATE**

As at the Latest Practicable Date, the aggregate number of Shares in issue comprised 11,108,654,724 Shares. If the ordinary resolution authorizing the Directors to buy back its own Shares is passed at the AGM, and assuming that no further Shares are issued or bought back prior to the AGM, up to 1,110,865,472 Shares, representing approximately 10 per cent of the aggregate number of Shares in issue as at the date of passing the resolution at the AGM, may be bought back by the Company.

## **3. SOURCE OF FUNDS**

Buy-back must be funded out of funds legally available for the purpose in accordance with the articles of association of the Company and the laws of Hong Kong. The Companies Ordinance provides that the buy-back may be made either out of distributable profits or the proceeds of a new issue of shares made for such purpose.

## **4. REASONS FOR BUY-BACK**

The Directors believe that it is in the best interests of the Company and its shareholders for the Directors to have a general authority from the shareholders to enable the Company to buy back Shares in the market at any appropriate time. Such buy-back may, depending on market conditions and funding arrangements at that time, lead to an enhancement of the net asset value of the Company and/or its earnings per share and will only be made when the Directors believe that such buy-back will benefit the Company and its shareholders.

## **5. FINANCIAL EFFECT OF BUY-BACK**

The Directors do not propose to exercise the Buy-back Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital of the Company or the gearing position which in the opinion of the Directors are from time to time appropriate for the Company. However, on the basis of the most recent published consolidated financial position of the Company as at March 31, 2015, there may be a material adverse impact on the working capital or gearing position of the Company if the Buy-back Mandate is exercised in full.

## 6. GENERAL

None of the Directors or, to the best of their knowledge, having made all reasonable enquiries, their associates, have any present intention to sell any of the Shares to the Company or its subsidiaries if the Buy-back Mandate is approved by the shareholders.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Buy-back Mandate in accordance with the Listing Rules and the applicable laws of Hong Kong.

No connected person (as defined in the Listing Rules) has notified the Company that it has a present intention to sell any of the Shares to the Company, or has undertaken not to do so, if the Company is authorized to buy back the Shares.

If, as the result of a buy-back of the Shares, a shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Code on Takeovers and Mergers (the "**Takeovers Code**"). As a result, a shareholder, or a group of shareholders acting in concert, could, depending on the level of increase of shareholding interest, obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, according to the register maintained under section 336 of the Securities and Futures Ordinance ("**SFO**"), Legend Holdings Corporation and its respective direct and indirect wholly-owned subsidiaries, Right Lane Limited and Legion Elite Limited, were collectively interested in 3,392,706,041 Shares, representing approximately 30.54 per cent of the aggregate number of Shares in issue. Based on such shareholding and in the event that the Directors exercised in full the power to buy back Shares pursuant to the Buy-back Mandate, their collective shareholding would be increased to approximately 33.93 per cent of the aggregate number of Shares in issue. Such increase would give rise to an obligation to make a mandatory offer in accordance with rules 26 and 32 of the Takeovers Code and the Company has no present intention to buy back Shares to an extent which would give rise to such obligation.

In the event of an exercise of the Buy-back Mandate, public shareholding in the Company may be reduced to below 25 per cent which will be in breach of the Listing Rules. In accordance with the aforesaid undertaking and unless otherwise approved by the Stock Exchange, the Directors will refrain from exercising the power conferred by the Buy-back Mandate if it will result in a breach of the Listing Rules.



The Company has not bought back any Shares during the six months preceding the Latest Practicable Date.

The highest and lowest prices at which the Shares have been traded on the Stock Exchange in each of the 12 months prior to the Latest Practicable Date were as follows:

	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
<b>2014</b>		
June	10.600	9.440
July	11.140	10.280
August	12.100	10.580
September	12.700	11.420
October	12.120	10.360
November	11.620	10.120
December	11.000	9.680
<b>2015</b>		
January	11.080	9.900
February	12.360	10.020
March	12.300	10.640
April	14.300	11.140
Up to the Latest Practicable Date	13.940	12.520

In accordance with Article 95 of the articles of association of the Company, the following Director (being Director appointed by the Board since the last annual general meeting of the Company) will hold office until the AGM of the Company and, being eligible, will offer himself for re-election.

**Mr. Yang Chih-Yuan Jerry**, 46, has been an independent non-executive director of the Company since November 6, 2014. Prior to that, he was the board observer of the Company since February 20, 2013. He holds a master's degree and a bachelor's degree of science in electrical engineering from Stanford University and currently serves on the board of trustees of Stanford University.

Mr. Yang co-founded Yahoo! Inc. (NASDAQ listed) and served as its chief executive officer from June 2007 to January 2009. He also served as a member of the board of directors of Yahoo! Inc. until January 17, 2012. During such appointment, Mr. Yang focused on corporate strategy and technology vision. Mr. Yang was also instrumental in building strategic business partnerships, international joint ventures and recruiting key talent.

Mr. Yang also served as a director of Yahoo! Japan Corporation (Tokyo Stock Exchange listed) from January 1996 to January 2012, an independent director of Cisco Systems, Inc. (NASDAQ listed) from July 2000 to November 2012 and a director of Alibaba Group Holding Limited from October 2005 to January 2012. Mr. Yang is currently an independent director of Workday Inc. and Alibaba Group Holding Limited (all NYSE listed). Save as disclosed above, Mr. Yang has not held any other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Mr. Yang has no relationship with any director, senior management or substantial or controlling shareholder of the Company.

Mr. Yang does not hold any positions with the Company or any member of the Company's group of companies other than that of independent non-executive director of the Company.

Under the letter of appointment between the Company and Mr. Yang, he is appointed for a specific term of 3 years and will be subject to retirement by rotation and re-election at annual general meeting of the Company in accordance with the Company's articles of association. Mr. Yang will receive such director's fee and other remuneration as the Board may determine from time to time pursuant to the power given to it under the Company's articles of association or otherwise granted to the Board by the shareholders of the Company. In determining the director's remuneration for Mr. Yang, the Board will take into account the level of fee and remuneration paid to an independent non-executive director of comparable companies, time and responsibilities committed and assumed by Mr. Yang in attending to the affairs of the Company and the recommendation given by independent professional consultant. Mr. Yang received director's fees of US\$87,500 and share awards with a value of US\$200,000 per annum on a pro rata basis for the period from the date of his appointment as director of the Company to the financial year ended March 31, 2015.

According to the register maintained by the Company pursuant to section 352 of the SFO as at the Latest Practicable Date, Mr. Yang was interested in 26,746 shares and 548,636 underlying shares granted under the long-term incentive program of the Company.

There is no information about Mr. Yang to be disclosed pursuant to any of the requirements of rule 13.51(2) of the Listing Rules and there is no other matter which needs to be brought to the attention of the shareholders of the Company.

In accordance with Article 107 of the articles of association of the Company, the following Directors will retire by rotation from office at the AGM and, being eligible, will offer themselves for re-election.

**Mr. Yang Yuanqing**, 50, is the Chairman of the Board, Chief Executive Officer and an executive director of the Company. He is also a director and a shareholder of Sureinvest Holdings Limited which holds interests in the issued shares of the Company. Mr. Yang assumed the duties of chief executive officer on February 5, 2009. Prior to that, he was the chairman of the Board from April 30, 2005. Before taking up the office as chairman, Mr. Yang was the chief executive officer and has been an executive director since December 16, 1997.

Mr. Yang has more than 27 years of experience in the field of computers. Under his leadership, Lenovo has been China's best-selling PC brand since 1997 and is currently the world's No. 1 PC vendor and the third-largest company in smartphone, tablet and x86 server markets. Mr. Yang holds a Master's degree from the Department of Computer Science at the University of Science and Technology of China. Mr. Yang is also a guest professor at the University of Science and Technology of China; a member of the New York Stock Exchange's International Advisory Committee and a member of the International Advisory Council of Brookings Institute. Save as disclosed above, Mr. Yang has not held any other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Prior to joining the Company, Mr. Yang was an employee of the controlling shareholder's subsidiary. Save as disclosed above, Mr. Yang has no relationship with any director, senior management or substantial or controlling shareholder of the Company.

Mr. Yang also acts as director of certain members of the Company's group of companies other than that of the Chairman of the Board, Chief Executive Officer and an executive director of the Company.

The Company entered into a service contract with Mr. Yang on October 9, 2006 for an unfixed term commencing from October 9, 2006. Mr. Yang is remunerated with an annual base salary of RMB8,389,348 (or approximately US\$1,353,201), a target bonus of RMB16,778,696 (or approximately US\$2,706,403) and share awards under the long-term incentive program of the Company with a value of US\$11,249,444 for the financial year ended March 31, 2015. The target bonus is payable based on the performance of the Company while the equity awards are

vested over four years. The remuneration package of Mr. Yang and its structure were determined by the Compensation Committee after taking into account the compensation levels for similar positions in and market practices of the global technology industry and the recommendation given by independent professional consultant and were covered by the provisions of the existing service contract. *(Note: the translation of RMB into USD is based on the exchange rate of RMB1.00 to USD0.1613 as at March 31, 2015 and is for information purposes only.)*

According to the register maintained by the Company pursuant to section 352 of the SFO as at the Latest Practicable Date, Mr. Yang including his controlled corporation was interested in 669,052,626 shares and 70,755,605 underlying shares granted under the long-term incentive program of the Company.

There is no information about Mr. Yang to be disclosed pursuant to any of the requirements of rule 13.51(2) of the Listing Rules and there is no other matter which needs to be brought to the attention of the shareholders of the Company.

**Mr. Zhao John Huan**, 52, has been a non-executive director of the Company since November 3, 2011. Mr. Zhao holds a master's degree in business administration from the Kellogg School of Management at Northwestern University, dual master's degrees in electric engineering and physics from Northern Illinois University and a bachelor's degree in physics from Nanjing University. He is currently an executive director, executive vice president and member of executive committee of Legend Holdings Corporation, a company having substantial interests in the issued shares of the Company and the president of Hony Capital Limited.

Besides, he currently holds the following directorship: an executive director of CSPP Pharmaceutical Group Limited and non-executive director and the chairman of China Glass Holdings Limited (all HKSE listed) and the deputy chairman of Shanghai Chengtong Holding Co., Ltd. (Shanghai Stock Exchange listed) and a director of Simcere Pharmaceutical Group (formerly listed on NYSE).

Mr. Zhao was previously a director of Jiangsu Phoenix Publishing & Media Corporation Limited (Shanghai Stock Exchange listed), an independent director of Fiat Industrial S.P.A. (MTA Italian Stock Exchange listed), the non-executive director of Wumart Stores, Inc, New China Life Insurance Company Ltd. and Chinasoft International Limited (all HKSE listed). Save as disclosed above, Mr. Zhao has not held any other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Mr. Zhao and Mr. Zhu Linan, the non-executive director of the Company also serve on the board of directors of Legend Holdings Corporation, a company holding substantial interests in the issued shares of the Company. Save as disclosed above, Mr. Zhao has no relationship with any director, senior management or substantial or controlling shareholder of the Company.

Mr. Zhao does not hold any positions with the Company or any member of the Company's group of companies other than that of non-executive director of the Company.

Under the letter of appointment between the Company and Mr. Zhao, he is appointed for a specific term of 3 years and will be subject to retirement by rotation and re-election at annual general meeting of the Company in accordance with the Company's articles of association. Mr. Zhao will receive such director's fee and other remuneration as the Board may determine from time to time pursuant to the power given to it under the Company's articles of association or otherwise granted to the Board by the shareholders of the Company. In determining the director's remuneration for Mr. Zhao, the Board will take into account the level of fee and remuneration paid to a non-executive director of comparable companies, time and responsibilities committed and assumed by Mr. Zhao in attending to the affairs of the Company and the recommendation given by independent professional consultant. Mr. Zhao received director's fees of US\$87,500 and share awards with a value of US\$200,000 for the financial year ended March 31, 2015.

According to the register maintained by the Company pursuant to section 352 of the SFO as at the Latest Practicable Date, Mr. Zhao was interested in 155,434 shares and 1,187,884 underlying shares granted under the long-term incentive program of the Company.

There is no information about Mr. Zhao to be disclosed pursuant to any of the requirements of rule 13.51(2) of the Listing Rules and there is no other matter which needs to be brought to the attention of the shareholders of the Company.

**Mr. Nicholas C. Allen**, 60, has been an independent non-executive director of the Company since November 6, 2009. Mr. Allen received a bachelor of arts degree in economics/social Studies from Manchester University, United Kingdom. He is a Fellow of the Institute of Chartered Accountants in England and Wales and a member of the Hong Kong Institute of Certified Public Accountants. Mr. Allen has extensive experience in accounting and auditing and was a partner of PricewaterhouseCoopers until his retirement in June 2007. Mr. Allen is also an independent non-executive director of CLP Holdings Limited, Hysan Development Company Limited (both HKSE listed) and VinaLand Limited (London Stock Exchange AIM listed) and Texon International Group Limited. Save as disclosed above, Mr. Allen has not held any other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Mr. Allen has no relationship with any director, senior management or substantial or controlling shareholder of the Company.

Mr. Allen does not hold any positions with the Company or any member of the Company's group of companies other than that of independent non-executive director of the Company.

Under the letter of appointment between the Company and Mr. Allen, he is appointed for a specific term of 3 years and will be subject to retirement by rotation and re-election at annual general meeting of the Company in accordance with the Company's articles of association. Mr. Allen will receive such director's fee and other remuneration as the Board may determine from time to time pursuant to the power given to it under the Company's articles of association or otherwise granted to the Board by the shareholders of the Company. In determining the director's remuneration for Mr. Allen, the Board will take into account the level of fee and remuneration paid to an independent non-executive director of comparable companies, time and responsibilities committed and assumed by Mr. Allen in attending to the affairs of the Company and the recommendation given by independent professional consultant. Mr. Allen received director's fees of US\$115,000 and share awards with a value of US\$200,000 for the financial year ended March 31, 2015.

According to the register maintained by the Company pursuant to section 352 of the SFO as at the Latest Practicable Date, Mr. Allen was interested in 443,794 shares and 1,751,315 underlying shares granted under the long-term incentive program of the Company.

There is no information about Mr. Allen to be disclosed pursuant to any of the requirements of rule 13.51(2) of the Listing Rules and there is no other matter which needs to be brought to the attention of the shareholders of the Company.

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## NOTICE OF ANNUAL GENERAL MEETING

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# Lenovo™

Lenovo Group Limited 聯想集團有限公司

*(Incorporated in Hong Kong with limited liability)*

**(Stock Code: 992)**

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an annual general meeting of Lenovo Group Limited (the “**Company**”) will be held at Nathan Room, Lower Lobby, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Thursday, July 2, 2015 at 9:30 a.m. for the following purposes:

- (1) To receive and consider the audited accounts for the year ended March 31, 2015 together with the reports of the directors and auditor thereon.
- (2) To declare a final dividend for the issued shares of the Company for the year ended March 31, 2015.
- (3) To re-elect the retiring directors and authorize the board of directors of the Company to fix directors’ fees, including:
  - (a) to re-elect Mr. Yang Chih-Yuan Jerry as director;
  - (b) to re-elect Mr. Yang Yuanqing as director;
  - (c) to re-elect Mr. Zhao John Huan as director;
  - (d) to re-elect Mr. Nicholas C. Allen as director;
  - (e) to resolve not to fill up the vacated office resulted from the retirement of Mr. Ting Lee Sen as director; and
  - (f) to authorize the board of directors to fix directors’ fees.
- (4) To re-appoint PricewaterhouseCoopers as auditor and authorize the board of directors of the Company to fix auditor’s remuneration.

And as special business, to consider and, if thought fit, to pass with or without modification the following resolutions (5) to (7) as ordinary resolutions:

### ORDINARY RESOLUTIONS

- (5) “**THAT:**
  - (a) subject to paragraph (b) and (c) of this Resolution and pursuant to section 141 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) (the

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## NOTICE OF ANNUAL GENERAL MEETING

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“**Companies Ordinance**”), the exercise by the directors of the Company (the “**Directors**”) during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares of the Company, to grant rights to subscribe for or convert any security into, shares in the Company (including the issue of any securities convertible into shares, or options, or warrants, or bonds or notes, or debentures or similar rights to subscribe for any shares) and to make or grant offers, agreements and options which would or might require the exercise of such power(s) during or after the end of the Relevant Period, be and is hereby generally and unconditionally approved;

(b) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option, warrants or otherwise) by the Directors pursuant to the approval in paragraph (a) of this Resolution, otherwise than pursuant to:

(i) a Rights Issue (as hereinafter defined);

(ii) the grant of options or rights to acquire shares in the Company or an issue of shares in the Company upon the exercise of options or rights granted under any share option scheme or similar arrangement for the time being adopted and approved by the shareholders of 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 options, warrants or similar rights granted by the Company or any securities which are convertible into shares of the Company;

shall not exceed 20 per cent of the aggregate number of shares of the Company in issue at the date of the passing of this Resolution (subject to adjustment in the case of any conversion of any or all of the shares of the Company into a larger or smaller number of shares in accordance with section 170(2)(e) of the Companies Ordinance after the passing of 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 the earliest of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiry of the period within which the next annual general meeting of the Company is required by law to be held;



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## NOTICE OF ANNUAL GENERAL MEETING

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(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 of the Company or an issue of options, warrants or other securities giving the right to subscribe for shares of the Company, open for a period fixed by the Directors to holders of shares of the Company on the register of members on a fixed record date in proportion to their then holdings of such shares of the Company (subject to such exclusion or other arrangements as the Directors 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 recognized 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 during the Relevant Period (as hereinafter defined) of all the powers of the Company to buy back 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 recognized 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 aggregate number of shares of the Company which the Company is authorized to buy back pursuant to the approval in paragraph (a) of this Resolution shall not exceed 10 per cent of the aggregate number of shares of the Company in issue 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 the earliest of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiry of the period within which the next annual general meeting of the Company is required by law 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.”

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## NOTICE OF ANNUAL GENERAL MEETING

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- (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 to exercise the powers of the Company to allot, issue and deal with shares in the Company and to grant rights to subscribe for, or to convert any security into, 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 number of the shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the Directors pursuant to such general mandate of a number representing the aggregate number of shares of the Company bought back by the Company pursuant to the mandate to buy back shares of the Company as referred to in Resolution (6) set out in the notice convening this meeting, provided that such extended number shall not exceed 10 per cent of the aggregate number of shares in issue of the Company at the date of passing this Resolution.”

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

Hong Kong, June 1, 2015

*Notes:*

1. A member entitled to attend and vote at the annual general meeting is entitled to appoint one or more proxies 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 member of the Company.
2. To be valid, a proxy form along with the power of attorney or other authority, if any must be:
  - completed and signed; and
  - sent or delivered to (form or document sent by any electronic means will not be accepted) the Company’s Registrar, Tricor Abacus Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong; and
  - received by the Company’s Registrar not less than 48 hours before the time for holding the meeting or any adjourned meeting thereof.
3. A proxy form for use at the annual general meeting is enclosed. Completion and return of the form of proxy will not preclude you from attending and voting in person at the annual general meeting and, in such event, the relevant proxy form shall be deemed to be revoked.
4. For the purposes of determining shareholders’ eligibility to attend and vote at the annual general meeting, and entitlement to the proposed final dividend, the register of members of the Company will be closed. Details of such closures are set out below:
  - (i) For determining shareholders’ eligibility to attend and vote at the annual general meeting:

Latest time to lodge transfer documents for registration	4:30 p.m. on Tuesday, June 30, 2015
Closure of register of members	Thursday, July 2, 2015
Record date	Thursday, July 2, 2015

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## NOTICE OF ANNUAL GENERAL MEETING

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(ii) For determining shareholders' entitlement to the proposed final dividend:

Latest time to lodge transfer documents for registration	4:30 p.m. on Tuesday, July 7, 2015
Closure of register of members	Wednesday, July 8, 2015
Record date	Wednesday, July 8, 2015

During the above closure periods, no transfer of shares will be registered. To be eligible to attend and vote at the annual general meeting, and to qualify for the proposed final dividend, all properly completed transfer documents accompanied by the relevant share certificates must be lodged for registration with the Company's share registrar, Tricor Abacus Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong no later than the aforementioned latest times.

5. 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 most senior holder 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 of the joint holders appears in the register of members of the Company in respect of the joint holding.
6. Pursuant to the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. The Chairman of the annual general meeting 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.
7. If typhoon signal no. 8 or above remains hoisted or a black rainstorm warning signal is in force at 9:00 a.m. at the date of the annual general meeting, the meeting will be postponed. Members are requested to visit the Company's website ([www.lenovo.com/hk/publication](http://www.lenovo.com/hk/publication)) and the Stock Exchange's website ([www.hkex.com.hk](http://www.hkex.com.hk)) for details of alternative meeting arrangements.

The annual general meeting will be held as scheduled when an amber or red rainstorm warning signal is in force.

Members 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).

Members 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.