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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 or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

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

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# Lenovo

**Lenovo Group Limited 聯想集團有限公司**

*(Incorporated in Hong Kong with limited liability)*

**(HKD Counter Stock Code: 992 / RMB Counter Stock Code: 80992)**

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

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The AGM of Lenovo Group Limited will be held as a hybrid meeting at Salon Rooms, 5/F, Harbour Grand Hong Kong, 23 Oil Street, North Point, Hong Kong with online access via the eVoting Portal (<https://evoting.vistra.com/#/login>) on Thursday, July 17, 2025 at 9:30 a.m. The notice of the AGM is set out on pages 51 to 56 of this circular.

Whether or not you are able to attend the AGM, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return the completed form of proxy to the share registrar of the Company, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding of the AGM or any adjourned meeting thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting (by means of electronic facilities or in person) at the AGM or any adjourned meeting should you so wish.

**Shareholders may consider attending the AGM by means of electronic facilities and exercising their right to vote by means of electronic means or by appointing the chairman of the AGM as their proxy and returning the form of proxy by the time specified above, instead of attending the AGM in person.**

Hong Kong, June 23, 2025

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## DEFINITIONS

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*In this circular, unless the context otherwise requires, the following expressions have the following meanings:*

“Annual General Meeting” or “AGM”	the annual general meeting of the Company to be held at Salon Rooms, 5/F, Harbour Grand Hong Kong, 23 Oil Street, North Point, Hong Kong with online access via the eVoting Portal ( <a href="https://evoting.vistra.com/#/login">https://evoting.vistra.com/#/login</a> ) on Thursday, July 17, 2025 at 9:30 a.m. or any adjournment hereof;
“Articles of Association”	the articles of association of the Company and all supplementary, amended or substituted articles for the time being in force;
“Board”	the board of directors of the Company and shall include any committee of the board of directors that is duly authorized to act on behalf of the Board;
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time;
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC;
“Company”	Lenovo Group Limited, a company incorporated in Hong Kong with limited liability, the Shares of which are listed on the Stock Exchange (HKD Counter Stock Code: 992 / RMB Counter Stock Code: 80992);
“Director(s)”	the director(s) of the Company;
“Group”	the Company and its subsidiaries;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“HKSCC”	Hong Kong Securities Clearing Company Limited;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Latest Practicable Date”	June 13, 2025, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular;

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## DEFINITIONS

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“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited as amended, supplemented or otherwise modified from time to time;
“PRC” or “China”	the People’s Republic of China which, solely for the purposes of this circular, excludes Hong Kong, the Macau Special Administrative Region of the PRC, and Taiwan, China;
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time;
“Share(s)”	the ordinary share(s) of the Company;
“Shareholder(s)”	the holder(s) of Share(s);
“Share Buy-back Mandate”	the proposed share buy-back mandate to be granted to Directors as further described in the section headed “General mandate to buy-back shares” of this circular;
“Share Issue Mandate”	the proposed share issue mandate to be granted to the Directors as further described in the section headed “General mandate to issue shares” of this circular;
“Stock Exchange” or “HKSE”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs issued by Securities and Futures Commission as amended, supplemented or otherwise modified from time to time;
“Treasury Share(s)”	the Shares which shall have the meaning ascribed to it under the Listing Rules; and
“%”	per cent.

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## GUIDANCE FOR ATTENDING THE ANNUAL GENERAL MEETING

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The AGM will be held as a hybrid meeting which involves a physical meeting and a virtual meeting via the eVoting Portal. The virtual meeting option can broaden the reach of the AGM to Shareholders who do not wish to attend physically, or for other overseas Shareholders who are unable to attend in person.

### **1. ATTENDING THE AGM BY MEANS OF ELECTRONIC FACILITIES (ONLINE)**

Each registered Shareholder will receive a notification letter before the AGM (the “**Letter**”). Shareholders can access the eVoting Portal by scanning the QR Code or entering the hyperlink <https://evoting.vistra.com/#/login> or the URL of the unique meeting number as provided in the Letter (the “**eVoting Portal**”) and entering the designated distinctive username and password.

Non-registered Shareholders whose Shares of the Company are held through banks, brokers, custodians or HKSCC should consult directly with their banks, brokers, custodians or HKSCC (as the case may be) before the time limit required by the relevant intermediary to assist them to attend or vote using the eVoting Portal.

By participating the eVoting Portal, Shareholders will be able to view the live streaming of the meeting, be counted towards the quorum and they will be able to cast their votes and submit questions through the eVoting Portal.

The eVoting Portal will be open for Shareholders to log in approximately 15 minutes prior to the commencement of the AGM and can be accessed from any location via their smartphones, tablets, or computer devices.

For corporate registered Shareholders who wish to attend the AGM and to vote online, please contact the share registrar of the Company, Tricor Investor Services Limited at (852) 2980 1333 at least three business days before the AGM (i.e. on or before July 11, 2025) for arrangement.

Online voting is available for registered and non-registered Shareholders as well as authorized representatives/proxies appointed by HKSCC.

A copy of the Online Meeting User Guide and Electronic Proxy User Guide can be found on the website of the Company at <https://investor.lenovo.com/en/publications/guide.php>.

### **2. ATTENDING THE AGM IN PERSON**

For Shareholders who choose to attend the AGM physically, an on-site e-voting system will be used at the AGM to enhance the efficiency in the poll counting process. This is a full paperless AGM process that facilitates easy and intuitive voting procedures for Shareholders. On-site support for e-voting will be provided on request.

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## **GUIDANCE FOR ATTENDING THE ANNUAL GENERAL MEETING**

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### **3. SUBMISSION OF PROXY FORMS FOR REGISTERED SHAREHOLDERS**

A form of proxy for use at the AGM is enclosed with this circular and such form of proxy is also published on the websites of HKEXnews of Hong Kong Exchanges and Clearing Limited at <https://www.hkexnews.hk> and the Company at [https://investor.lenovo.com/en/publications/proxy\\_forms.php](https://investor.lenovo.com/en/publications/proxy_forms.php). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority at the Company's share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. In calculating the aforesaid 48 hours period, no account will be taken of any part of a day that is public holiday. Completion and delivery of the form of proxy will not preclude you from attending and voting at the AGM or any adjourned meeting thereof if you so wish.

### **4. APPOINTMENT OF PROXY FOR NON-REGISTERED SHAREHOLDERS**

Non-registered Shareholders should contact their banks, brokers, custodians or HKSCC (as the case may be) as soon as possible for assistance regarding the appointment of proxy.

### **5. HELP AND SUPPORT**

If Shareholders have any queries relating to the AGM, please contact the share registrar of the Company, Tricor Investor Services Limited, via their hotline at (852) 2980 1333 from 9:00 a.m. to 5:00 p.m. (Monday to Friday, excluding Hong Kong public holidays).



Lenovo Group Limited 聯想集團有限公司

*(Incorporated in Hong Kong with limited liability)*

**(HKD Counter Stock Code: 992 / RMB Counter Stock Code: 80992)**

*Chairman and Executive Director:*

Mr. Yang Yuanqing

*Non-executive Directors:*

Mr. Zhu Linan

Mr. Zhao John Huan

Mr. Wong Wai Ming

Ms. Laura Green Quatela

*Registered Office:*

23rd Floor

Lincoln House

Taikoo Place

979 King's Road

Quarry Bay

Hong Kong

*Independent Non-executive Directors:*

Mr. John Lawson Thornton

Mr. Gordon Robert Halyburton Orr

Mr. Woo Chin Wan Raymond

Ms. Yang Lan

Ms. Cher Wang Hsiueh Hong

Professor Xue Lan

Mr. Kasper Bo Roersted (alias Kasper Bo Rorsted)

June 23, 2025

*To the Shareholders,*

Dear Sir or Madam,

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

**1. INTRODUCTION**

At the annual general meeting of the Company held on July 18, 2024, ordinary resolutions were passed giving general mandates to Directors (i) to buy-back Shares on the Stock Exchange up to 10% of the total number of Shares in issue as at July 18, 2024 and (ii) to allot, issue and otherwise deal with Shares up to 20% of the total number of Shares in issue as at July 18, 2024, plus the aggregate number of Shares bought back by the Company.

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## LETTER FROM THE BOARD

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Under the Companies Ordinance and the Listing Rules, these general mandates will lapse at the conclusion of the AGM, unless renewed at that meeting. Ordinary resolutions will be proposed at the AGM to give the Directors the mandates to allot or issue new Shares or to grant rights to subscribe for or convert to new Shares and buy-back Shares in accordance with the terms of those resolutions.

The purpose of this circular is to provide you with information about resolutions to be proposed at the AGM regarding (i) the granting to the Directors of general and unconditional mandates for the issue and buy-back of the Shares of the Company; (ii) the re-election of Directors and (iii) the amendments to the Articles of Association.

### 2. GENERAL MANDATE TO BUY-BACK SHARES

An ordinary resolution will be proposed at the AGM to approve the granting of a general and unconditional mandate to the Directors to exercise the powers of the Company to buy-back, at any time until the next annual general meeting of the Company or such earlier period as stated in the proposed ordinary resolution, Shares up to a maximum of 10% of the total number of Shares in issue (excluding Treasury Shares, if any) at the date of passing of the proposed ordinary resolution (the “**Share Buy-back Mandate**”).

An explanatory statement required by the Listing Rules to provide the Shareholders with the requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the resolution of granting of the Share Buy-back Mandate is set out in Appendix I to this circular.

### 3. GENERAL MANDATE TO ISSUE SHARES

An ordinary resolution will be proposed at the AGM to approve the granting of a general and unconditional mandate to the Directors to allot, issue and deal with additional Shares (including any sale or transfer of Treasury Shares) or to grant options and rights to subscribe for any class of Shares or to convert securities into Shares of not exceeding 20% of the total number of Shares in issue (excluding Treasury Shares, if any) at the date of passing of the proposed ordinary resolution until the next annual general meeting of the Company or such earlier period as stated in the proposed ordinary resolution (the “**Share Issue Mandate**”). In addition, an ordinary resolution to extend the Share Issue Mandate by adding the number of Shares bought back by the Company pursuant to the Share Buy-back Mandate will also be proposed at the AGM.

As at the Latest Practicable Date, the total number of Shares in issue is 12,404,659,302 Shares. If the ordinary resolution granting the Share 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, the Directors will be authorized under the Share Issue Mandate to issue a maximum of 2,480,931,860 Shares, representing 20% of the total number of Shares in issue (excluding Treasury Shares, if any) as at the date of passing the ordinary resolution at the AGM.



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## LETTER FROM THE BOARD

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The Company understands the concern of Shareholders on possible dilution of their shareholding interest in the Company if the Share Issue Mandate is exercised and therefore would exercise great care when considering using the Share Issue Mandate. The Company had not exercised any general share issue mandate in the past 10 years, save as below: (i) on January 24, 2019, the Company issued US\$675,000,000 3.375% convertible bonds due 2024 to professional investors (the “**2024 Convertible Bonds**”). During the year ended March 31, 2024, the Company issued a total number of 276,529,011 Shares (representing 2.23% of the total number of Shares in issue as at the Latest Practicable Date) in respect of the 2024 Convertible Bonds in an aggregate principal amount of US\$219,500,000 to the relevant bondholders from which it received conversion notices, under the general mandate granted to the Directors in 2018; (ii) on August 12, 2022, the strategic partnership with PCCW Limited was completed and 86,424,677 Shares (representing 0.70% of the total number of Shares in issue as at the Latest Practicable Date) were issued to PCCW Solutions Holdings Limited’s nominee under the general mandate granted to the Directors in 2021; and (iii) on August 26, 2022, the Company issued US\$675,000,000 2.50% convertible bonds due 2029 (the “**2029 Convertible Bonds**”) to professional investors. The 2029 Convertible Bonds, assuming full conversion at the current conversion price of HK\$8.95 per Share, will be convertible into 591,171,787 Shares (representing 4.77% of the total number of Shares in issue as at the Latest Practicable Date) which, if and when issued, will be issued under general mandate granted to the Directors in 2022.

For completeness, during the year ended March 31, 2025, the Company issued, under specific mandates granted to the Directors in 2024, US\$2,000,000,000 convertible bonds (the “**Alat Convertible Bonds**”) and 1,150,000,000 warrants (the “**Warrants**”), details of which were set out in the Company’s circular dated August 19, 2024. As at the Latest Practicable Date, no Shares had been issued under the Alat Convertible Bonds or the Warrants.

The Directors have no present intention to exercise the Share Issue Mandate. However, given the market current situations and the rapidly changing landscape, the Directors believe that it is in the best interests of the Company and its Shareholders for the Directors to have the Share Issue Mandate, as permitted under the Listing Rules, in place to provide the flexibility to raise funds when needed and to enable the Company to allot Shares quickly as consideration in a transaction. This would help to satisfy the strategic needs of the Company and in turn, enhance its growth and maximize Shareholders’ value.

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

#### 4. RE-ELECTION OF DIRECTORS

In accordance with article 95 of the Articles of Association, Mr. Wong Wai Ming (“**Mr. Wong**”) and Ms. Laura Green Quatela (“**Ms. Quatela**”), who were appointed as non-executive Directors after the annual general meeting held on July 18, 2024, shall hold office until the AGM and, being eligible, offer themselves for re-election. Their appointment process was set out in page 69 of the Company’s 2024/25 Annual Report.

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## LETTER FROM THE BOARD

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In accordance with article 107 of the Articles of Association, Mr. Yang Yuanqing (“**Mr. Yang**”), Mr. Zhu Linan (“**Mr. Zhu**”), Mr. Woo Chin Wan Raymond (“**Mr. Woo**”) and Ms. Yang Lan (“**Ms. Yang**”) will retire by rotation at the AGM and being eligible, offer themselves for re-election.

The director nominations were made in accordance with the nomination policy of the Company and the objective criteria (including without limitation, backgrounds, skills, experience and perspectives that would complement the existing Board), with due regard to the benefits of diversity as set out under the board diversity policy of the Company.

The Nomination and Governance Committee has also reviewed and considered the retiring Directors’ respective experience, skills and knowledge, in particular, (1) Mr. Yang in the information technology, international business and corporate strategy; (2) Mr. Zhu in business development, investment management, financial management, international business and corporate strategy; (3) Mr. Woo in audit, corporate restructuring, risk management and merger and acquisition; (4) Ms. Yang in media and artificial intelligence areas; (5) Mr. Wong in financial planning, accounting and financial reporting, risk management and corporate finance areas; and (6) Ms. Quatela in legal, intellectual property, government relations and environmental, social and governance (ESG) areas, and recommended to the Board that the re-election of all the retiring Directors be proposed for Shareholders’ approval at the AGM. In addition to the experience, skills and knowledge as mentioned above, the Board also considered that their cultural, educational background and professional experience and their respective geographic locations would bring valuable perspectives, knowledge, skills and experiences to the Board for its efficient and effective functioning and their appointments would contribute to diversity of the Board appropriate to the requirements of the Company’s business.

Each of the independent non-executive Directors of the Company has given an annual confirmation of his/her independence pursuant to rule 3.13 of the Listing Rules. The Nomination and Governance Committee assessed and reviewed the annual confirmation of independence having regard to the criteria set out in rule 3.13 of the Listing Rules provided by Mr. Woo and Ms. Yang. The Nomination and Governance Committee is of the view that Mr. Woo and Ms. Yang satisfied independence requirement as set out in rule 3.13 of the Listing Rules and remain independent.

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

### 5. AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Reference is made to the announcement of the Company dated May 22, 2025. The Board proposes to make certain amendments to the Articles of Association for the purpose of (i) aligning the Articles of Association with the most recent legal and regulatory requirements under the Company Ordinance and the Listing Rules, which allow the Company to hold Treasury Shares for potential future resale or transfer under specified conditions; (ii)

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## LETTER FROM THE BOARD

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providing more flexibility to the Company in relation to the conduct of general meetings (including hybrid or fully electronic meetings); (iii) bringing the Articles of Association in line with the paperless regime and electronic dissemination of corporate communications by listed issuers and the relevant amendments made to the Listing Rules; and (iv) implementing consequential and other necessary housekeeping amendments to the Articles of Association.

Details of the proposed amendments are set out in Appendix III to this circular. A special resolution will be proposed at the AGM for the proposed amendments.

The Company has obtained a letter from its Hong Kong legal advisors confirming that the proposed amendments are in conformity with the requirements of the Listing Rules and applicable laws of Hong Kong.

### 6. ANNUAL GENERAL MEETING

The notice convening the AGM is set out on pages 51 to 56 of this circular.

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 AGM will therefore put each of the resolutions to be proposed at the AGM to be voted by way of poll pursuant to the Articles of Association. An announcement on the poll results will be published by the Company after the AGM in the manner prescribed under the Listing Rules.

### 7. RECOMMENDATION

The Board considers that the proposed re-election of retiring Directors, the granting of the Share Buy-back Mandate, the Share Issue Mandate and the proposed amendments to the Articles of Association are in the best interests of the Company and its Shareholders as a whole. Accordingly, the Board recommends the Shareholders to 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, as required by the Listing Rules, to provide the Shareholders with the requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the ordinary resolutions to be proposed at the AGM in relation to the granting of the Share Buy-back Mandate. It also constitutes the memorandum under section 239(2) of the Companies Ordinance.

## **1. THE LISTING RULES**

The Listing Rules permit a company with a primary listing on the Stock Exchange to buy-back its shares on the Stock Exchange subject to certain restrictions, the most important of which are summarised below:

### **(i) Shareholders' approval**

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

### **(ii) Source of funds**

Shares buy-backs must be made out of funds which are legally available for the purpose and in accordance with the company's constitutional documents and the laws of the jurisdiction in which the company is incorporated or otherwise established.

## **2. SHARE CAPITAL**

As at the Latest Practicable Date, the total number of Shares in issue of the Company is 12,404,659,302 Shares.

Subject to the passing of the ordinary resolution in respect of the granting of the Share Buy-back Mandate, and assuming that no further Shares are issued or bought back prior to the AGM, the Directors would be authorized under the Share Buy-back Mandate to buy back, during the period in which the Share Buy-back Mandate remains in force, a total of 1,240,465,930 Shares, representing approximately 10% of the total number of Shares in issue (excluding Treasury Shares, if any) as at the date of passing the resolution at the AGM.

**3. REASONS FOR BUY-BACK**

The Directors believe that the granting of the Share Buy-back Mandate is in the best interests of the Company and the Shareholders.

Share 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 a buy-back will benefit the Company and the Shareholders. On the other hand, Shares repurchased and held by the Company as Treasury Shares may be resold on the market at market prices to raise funds for the Company, or transferred or used for other purposes, subject to compliance with the Articles of Association, the Listing Rules, and the laws of Hong Kong.

**4. FUNDING OF SHARE BUY-BACK**

In buying back Shares, the Company may only apply funds legally available for such buy-back in accordance with the Articles of Association, the laws of Hong Kong and the Listing Rules. Share buy-backs pursuant to the Share Buy-back Mandate will be made out of funds of the Company legally permitted to be utilized in this connection, including profits otherwise available for distribution or the proceeds of a fresh issue of Shares made for such purpose.

**5. IMPACT OF SHARE BUY-BACK**

There might be an adverse impact on the working capital or gearing position of the Company as compared with the position disclosed in the audited financial statements contained in the annual report for the year ended March 31, 2025 in the event that the Share Buy-back Mandate were to be carried out in full at any time during the proposed buy-back period. However, the Directors do not propose to exercise the Share Buy-back Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

**6. SHARE PRICES**

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

	Share prices (per Share)	
	Highest HK\$	Lowest HK\$
<b>2024</b>		
June	12.26	10.48
July	11.54	9.75
August	10.46	9.15
September	11.00	8.82
October	11.94	10.12
November	10.52	8.91
December	10.60	9.06
<b>2025</b>		
January	10.24	9.01
February	13.60	9.13
March	13.02	10.34
April	10.94	6.57
May	10.54	8.94
June (up to and including the Latest Practicable Date)	9.45	8.73

**7. DISCLOSURE OF INTEREST**

None of the Directors nor, to the best of their knowledge, having made all reasonable enquiries, their respective close associates (as defined in the Listing Rules), have any present intention, if the Share Buy-back Mandate is approved by the Shareholders, to sell any of the Shares to the Company.

The Company has not been notified by any core connected persons (as defined in the Listing Rules) that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the granting of the Share Buy-back Mandate is approved by the Shareholders.

**8. CONFIRMATION**

The Directors will only exercise the powers of the Company to make buy-backs pursuant to the Share Buy-back Mandate and in accordance with the Listing Rules and the applicable laws of Hong Kong. Neither this explanatory statement nor the Share Buy-back Mandate has any unusual features.

The Company may cancel any Shares it bought back and/or hold such Shares as Treasury Shares following settlement of any such buy-back, subject to, amongst other things, the approval of the proposed amendments to the Articles of Association under resolution no.7 at the AGM, the general market conditions and the capital management needs of the Company at the relevant time of the buy-back(s).

To the extent that any Treasury Shares are deposited with CCASS pending resale, the Company will adopt appropriate measures to ensure that it does not exercise any shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in the Company's own name as Treasury Shares. These measures may include that (i) the Company will not (or will procure its broker not to) give any instructions to HKSCC to vote at general meetings for the Treasury Shares deposited with CCASS; and (ii) in the case of dividends or distributions, the Company will withdraw the Treasury Shares from CCASS, and either re-register them in its own name as Treasury Shares or cancel them, in each case before the record date for the dividends or distributions.

**9. EFFECT OF THE TAKEOVERS CODE**

Pursuant to rule 32 of the Takeovers Code, if as the result of a buy-back of Shares pursuant to the Share Buy-back Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase of Shareholder's interest, could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with rule 26 of the Takeovers Code.

To the best knowledge and information of the Directors, as at the Latest Practicable Date, Legend Holdings Corporation, its direct and indirect wholly-owned subsidiaries, Right Lane Limited, Legion Elite Limited and Kind Jasper Limited, together with other members of the concert party group formed pursuant to section 317 of the SFO, held an aggregate of 3,895,900,529 Shares, representing approximately 31.41% of the total number of Shares in issue of the Company. Based on such ownership in voting rights and in the event that the Directors exercised in full the power to buy-back Shares pursuant to the Share Buy-back Mandate, their collective ownership in the voting rights of the Company would be increased to approximately 34.90%. Such increase would give rise to an obligation to make a

mandatory offer under rule 26 of the Takeovers Code. The Directors do not consider such increase would reduce the number of Shares held by the public to less than 25% (or the relevant prescribed minimum percentage required by the Stock Exchange) of the total number of issued Shares of the Company. The Directors have no present intention to exercise the Share Buy-back Mandate to such extent as would give rise to an obligation to make a mandatory offer in accordance with rule 26 of the Takeovers Code and/or result in the total number of Shares held by the public Shareholders falling below the prescribed minimum percentage required by the Stock Exchange.

#### **10. SHARE BUY-BACKS MADE BY THE COMPANY**

The Company has not bought back any Shares (whether on the Stock Exchange or otherwise) during the six months prior to the Latest Practicable Date.



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## APPENDIX II     DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

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The details of the retiring Directors, who will offer themselves for re-election, as at the Latest Practicable Date, are set out as follows:

1. **Mr. Yang Yuanqing**, 60, is the Chairman of the Board, Chief Executive Officer and an executive Director of the Company. Mr. Yang is a member of Nomination and Governance Committee of the Company. Mr. Yang assumed the duties of Chief Executive Officer of the Company 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 of the Company since December 16, 1997.

Mr. Yang has over 30 years of experience in the ICT industry. Under his leadership, Lenovo has become not only a leading global PC company, but also built diversified growth engines including servers, storage, smartphones, as well as digital and intelligent solutions and services. Mr. Yang holds a Master's degree from the Department of Computer Science at the University of Science and Technology of China and a Bachelor's degree in Computer Science and Engineering from Shanghai Jiao Tong University. Mr. Yang is currently an independent director of Baidu, Inc. (NASDAQ and HKSE listed) and was previously an independent director of Taikang Insurance Group Inc.

Mr. Yang also acts as director of certain subsidiaries of the Company other than serving as the Chairman of the Board, Chief Executive Officer and an executive director of the Company. Save as disclosed, Mr. Yang did not hold 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 and does not hold any other positions with the Company or any member of the Group.

Mr. Yang is a director and the sole shareholder of Sureinvest Holdings Limited (“**Sureinvest**”) which holds interests in the Shares as mentioned below in this section. Mr. Yang and Mr. Wong Wai Ming, a non-executive Director of the Company, also serve on the board of directors of Sureinvest. Save as disclosed, Mr. Yang does not have any relationship with any Director, senior management, substantial shareholders or controlling shareholders of the Company.

The Company entered into a service contract with Mr. Yang on October 9, 2006 for an unfixed term commencing from the same date. In accordance with the Articles of Association, Mr. Yang is subject to retirement by rotation and re-election at the annual general meeting. As disclosed in the note 8 to the financial statement of 2024/25 Annual Report of the Company, Mr. Yang was remunerated with total salary of approximately US\$1,331,000, discretionary bonus of approximately US\$5,904,000, long-term incentive awards of approximately US\$14,598,000, other benefits in-kind totaling about US\$497,000 and retirement payment and employer's contribution to the pension scheme amounting to about US\$56,000 for the financial year ended March 31, 2025. The remuneration

## APPENDIX II DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

package of Mr. Yang and its structure were determined by the Compensation Committee after taking into account the compensation levels for similar positions, market practices at both global and local technology companies, recommendation given by an independent professional consulting firm and the provisions of company policies and the existing service contract.

As at the Latest Practicable Date, Mr. Yang and his controlled corporation, Sureinvest, are interested in 740,304,993 Shares of the Company and 518,517,249 underlying shares of the Company (which include 245,317,249 underlying shares held by Mr. Yang granted under the long-term incentive program of the Company and 273,200,000 underlying shares held by Sureinvest by virtue of being a subscriber of the Warrants) within the meaning of Part XV of the SFO. In addition, Mr. Yang and Sureinvest are taken to be interested in an aggregate of 4,731,098,290 Shares of the Company by virtue of Sureinvest being a holder of the Warrants. For further details, please refer to the Company's circular dated August 19, 2024. For the avoidance of doubt, the Warrants do not carry any voting right until and unless such underlying shares are issued.

Mr. Yang also holds the following interests in the associated corporations of the Company:

<b>Name of associated corporation</b>	<b>Nature of interests</b>	<b>Number and class of shares/ underlying shares/ registered capital held</b>
SHAREit Technology Holdings Inc.	Interested of controlled corporation	Series A Preferred shares 4,996,633
陽光雨露信息技術服務(北京)有限公司	Interested of controlled corporation	Registered capital RMB157,500
北京平安聯想智慧醫療信息技術有限公司 (formerly known as 北京聯想智慧醫療 信息技術有限公司)	Beneficial owner	Registered capital RMB2,400,000
北京聯想雲科技有限公司	Beneficial owner	Registered capital RMB1,199,900
北京聯想雲計算有限公司	Beneficial owner	Registered capital RMB2,000,100

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Name of associated corporation	Nature of interests	Number and class of shares/ underlying shares/ registered capital held
國民認證科技(重慶)有限公司 (formerly known as 國民認證科技(北京)有限公司)	Beneficial owner	Registered capital RMB1,097,144
廣東聯想懂的通信有限公司	Beneficial owner	Registered capital RMB2,584,615
新陽光(天津)技術服務有限公司	Beneficial owner	Registered capital RMB157,500
聯想教育科技(北京)有限公司	Beneficial owner	Registered capital RMB1,000,000
鼎道智聯(北京)科技有限公司	Beneficial owner	Registered capital RMB2,100,000
聯晟智達(海南)供應鏈管理有限責任公司	Beneficial owner	Registered capital RMB490,918

Save as aforementioned, Mr. Yang did not have any interest in Shares and/or underlying shares of the Company or its associated corporations within the meaning of Part XV of the SFO.

2. **Mr. Zhu Linan**, 62, has been a non-executive Director of the Company since April 30, 2005. Mr. Zhu graduated with a Master's degree in Electronic Engineering from Shanghai Jiao Tong University and has more than 20 years of management experience. He was previously a senior vice president of the Group. Mr. Zhu has been re-designated as a non-executive director of Legend Holdings (HKSE listed), a company holding substantial interests in the issued Shares of the Company, with effect from January 1, 2020. Prior to that, he was executive director, president and member of the executive committee of Legend Holdings.

Save as disclosed above, Mr. Zhu did not hold 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 and does not hold any positions with the Company or any member of the Group.

Mr. Zhu and Mr. Zhao John Huan, a non-executive Director of the Company, also serve on the board of directors of Legend Holdings which holds substantial interests in the issued Shares of the Company. Save as disclosed above, Mr. Zhu has no relationship with any Director, senior management or substantial or controlling shareholder of the Company.

Under the letter of appointment between the Company and Mr. Zhu, 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 Articles of Association. Mr. Zhu 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 Articles of Association or otherwise granted to the Board of Shareholders of the Company. In determining the Director's remuneration for Mr. Zhu, the Board will take into account the level of fee and remuneration paid to a non-executive director of comparable companies, time committed and responsibilities assumed by Mr. Zhu in attending to the affairs of the Company and the recommendation given by an independent professional consulting firm. Mr. Zhu received Director's fees of US\$100,000 and share awards with a value of US\$240,000 for the financial year ended March 31, 2025.

As at the Latest Practicable Date and within the meaning of Part XV of the SFO, Mr. Zhu has personal interests in 3,645,025 Shares and 451,781 underlying shares granted under the long-term incentive program of the Company. Save as aforementioned, Mr. Zhu did not have any interest in Shares and/or underlying shares of the Company or its associated corporations within the meaning of Part XV of the SFO.

3. **Mr. Wong Wai Ming**, 67, has been a non-executive Director of the Company since April 1, 2025. He is a member of the Audit Committee of the Company. Previously, he was as an executive vice president and chief financial officer of the Group and retired from the roles with effect from March 31, 2025, after serving the Group as chief financial officer for over 17 years. He was a member of certain internal committees of the Group and a director of certain subsidiaries of the Company prior to the appointment as a non-executive Director of the Company. Currently, Mr. Wong is the deputy chairman of the supervisory board of Medion AG (a subsidiary of the Company and delisted from Frankfurt Stock Exchange in January 2025) and a director of Sureinvest which holds interest in Shares of the Company. Mr. Wong was an independent non-executive director of the Company from March 30, 1999 to May 23, 2007, prior to his appointment as the chief financial officer of the Group on July 15, 2007. Prior to joining the Group, he was an investment banker for more than 15 years and held various senior management positions in listed companies in Hong Kong, including his appointment as an independent non-executive director of China Unicom (Hong Kong) Limited from January 19, 2006 to April 10, 2024.

Mr. Wong obtained a Bachelor's degree in Management Sciences from the Victoria University of Manchester in the United Kingdom. He is a member of the Hong Kong Institute of Certified Public Accountants and the Institute of Chartered Accountants in England and Wales.

Save as disclosed above, Mr. Wong did not hold 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 and does not hold any positions with the Company or any member of the Company's group of companies. Mr. Wong and Mr. Yang Yuanqing, Chairman of the Board, Chief Executive Officer and an executive Director of the Company, also serve on the board of directors of Sureinvest which holds interests in the Shares of the Company. Save as disclosed above, Mr. Wong has no relationship with any Director, senior management or substantial or controlling shareholder of the Company.

Under the letter of appointment between the Company and Mr. Wong, he was appointed for a specific term of three years and is subject to retirement by rotation and re-election at the annual general meeting in accordance with the Articles of Association. Mr. Wong 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 Articles of Association or otherwise granted to the Board by the Shareholders of the Company. In determining the Director's remuneration for Mr. Wong, the Board will take into account the level of fee and remuneration paid to a non-executive director of comparable companies, time committed and responsibilities assumed by Mr. Wong in attending to the affairs of the Company and the recommendation given by an independent professional consulting firm. For the financial year ending March 31, 2026, Mr. Wong will receive Director's fees of US\$115,000 and share awards with a value of US\$240,000 per annum.

As at the Latest Practicable Date and within the meaning of Part XV of the SFO, Mr. Wong has personal interests in 63,912,530 Shares and 31,640,033 underlying shares granted under the long-term incentive program of the Company. Save as aforementioned, Mr. Wong did not have any interest in Shares and/or underlying shares of the Company or its associated corporations within the meaning of Part XV of the SFO.

4. **Ms. Laura Green Quatela**, 67, has been a non-executive Director of the Company since April 1, 2025. She is also a member of Nomination and Governance Committee of the Company. Ms. Quatela was a senior vice president and chief legal officer (subsequently re-designated as chief legal and corporate responsibility officer in January 2023) of the Group since October 2016 and has retired from these roles with effect from March 31, 2025. Ms. Quatela was responsible for the Group's legal, IP, government relations and ESG (environmental, social and governance) matters globally. She was a member of certain internal committees of the Group and a director of subsidiary(ies) of the Company.

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Before joining the Group, Ms. Quatela had a 15-year career with Eastman Kodak Company (“**Kodak**”) where she held a broad range of leadership positions, including chief intellectual property officer, general counsel, senior vice president, co-chief operating officer and president of the company. She was responsible for licensing Kodak’s technology, patents and trademarks, and for leading Kodak’s consumer film, photographic paper, retail photo kiosk, event imaging and OLED businesses. Prior to joining Kodak, Ms. Quatela worked for Clover Capital Management, Inc., SASIB Railway GRS, and Bausch & Lomb. In private law practice, she was a defense litigator specializing in mass tort cases. Ms. Quatela is a graduate of Denison University, B.A., International Politics and Case Western Reserve University School of Law, J.D., where she was inducted into the Society of Benchers. The Financial Times named her among the Top 20 GCs in the World in June 2021. In November 2021, she was inducted into the IP Hall of Fame as a joint winner of IAM’s Inaugural Q. Todd Dickinson Award. She is on the Board of Trustees/Governors of Case Western Reserve University and Genesee Valley Club. Ms. Quatela is conversant in Mandarin.

Save as disclosed above, Ms. Quatela did not hold 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 and does not hold any positions with the Company or any member of the Company’s group of companies. Ms. Quatela has no relationship with any Director, senior management or substantial or controlling shareholder of the Company.

Under the letter of appointment between the Company and Ms. Quatela, she was appointed for a specific term of three years and is subject to retirement by rotation and re-election at the annual general meeting in accordance with the Articles of Association. Ms. Quatela 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 Articles of Association or otherwise granted to the Board by the Shareholders of the Company. In determining the Director’s remuneration for Ms. Quatela, the Board will take into account the level of fee and remuneration paid to a non-executive director of comparable companies, time committed and responsibilities assumed by Ms. Quatela in attending to the affairs of the Company and the recommendation given by an independent professional consulting firm. For the financial year ending March 31, 2026, Ms. Quatela will receive Director’s fees of US\$112,250 and share awards with a value of US\$240,000 per annum.

As at the Latest Practicable Date and within the meaning of Part XV of the SFO, Ms. Quatela has personal interests in 19,359,217 Shares and 29,678,273 underlying shares granted under the long-term incentive program of the Company. Save as aforementioned, Ms. Quatela did not have any interest in Shares and/or underlying shares of the Company or its associated corporations within the meaning of Part XV of the SFO.

5. **Mr. Woo Chin Wan Raymond**, 70, has been an independent non-executive Director of the Company since February 22, 2019. He is the chairman of Audit Committee of the Company. Mr. Woo is a retired partner of Ernst & Young (“EY”). Before his retirement in June 2015, he had held various senior positions with EY in the Greater China area. He was a director and the general manager of EY Hua Ming CPA, a member of EY’s Greater China Leadership Team, and the managing partner of EY’s Greater China Operations. He has more than 30 years of professional experience, specializing in audit, corporate restructuring, IPO, risk management, and mergers and acquisitions. Mr. Woo is a Hong Kong Certified Public Accountant. He obtained his master’s degree in Business Administration from York University (Canada) in 1982. Mr. Woo was previously an independent non-executive director of Bank of Communications Co., Ltd. (HKSE listed).

Save as disclosed above, Mr. Woo did not hold 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 and does not hold any positions with the Company or any member of the Company’s group of companies.

Mr. Woo does not have any relationship with any Director, senior management or substantial or controlling shareholder of the Company.

Under the letter of appointment between the Company and Mr. Woo, 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 Articles of Association. Mr. Woo 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 Articles of Association or otherwise granted to the Board by the Shareholders of the Company. In determining the Director’s remuneration for Mr. Woo, the Board will take into account the level of fee and remuneration paid to an independent non-executive director of comparable companies, time committed and responsibilities assumed by Mr. Woo in attending to the affairs of the Company and the recommendation given by an independent professional consulting firm. Mr. Woo received Director’s fees of US\$135,000 and share awards with a value of US\$240,000 for the financial year ended March 31, 2025.

As at the Latest Practicable Date and within the meaning of Part XV of the SFO, Mr. Woo has personal interests in 1,234,958 shares and 451,781 underlying shares granted under the long-term incentive program of the Company. Save as aforementioned, Mr. Woo did not have any interest in Shares and/or underlying shares of the Company or its associated corporations within the meaning of Part XV of the SFO.



6. **Ms. Yang Lan**, 57, has been an independent non-executive Director of the Company since May 15, 2020. She is also a member of Nomination and Governance Committee of the Company. Ms. Yang is currently a broadcast journalist and media entrepreneur with more than 30 years' experience in the industry. She is the chairperson of Sun Media Group and Sun Future Art Education Foundation. Sun Media Group is a leading media company with synthetic communication and marketing capabilities. Its business spans across media, education, art, tourism, exhibitions, and more. The group is highly regarded in the industry for its high-quality content, women's empowerment and lifestyle communities, as well as branding services to business and cities. It has played a significant role in facilitating cultural exchanges between China and the world and the promotion of sustainable development. Sun Future Art Education Foundation is a non-profit organization aiming to promote the development of children's aesthetic education. Ms. Yang obtained her Bachelor's degree in English Language & Literature from Beijing Foreign Studies University, China in 1990 and her Master's degree in International Affairs from Columbia University, the United States of America in 1996.

Prior to that, she was a creator, executive producer and anchor of talk show series "Yang Lan Studio" (now known as "Yang Lan One on One") which has become China's longest-running in-depth talk show with more than 1,200 interviews with movers and shapers around the world. Ms. Yang has in-depth researches, delivered documentary series and published a book on artificial intelligence. She is currently a global ambassador and international board member for the Special Olympics Movement. She served as the presenter for Beijing's bid for both the 2008 Olympic Games and 2022 Olympic Winter Games and the Goodwill Ambassador for 2010 Shanghai Expo. She was the Vice-Chairman of China Charity Alliance from 2013 to 2024. Ms. Yang was ranked among The World's 100 Most Powerful Women by Forbes.

Save as disclosed above, Ms. Yang did not hold any other directorships in the past three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas and does not hold any position with the Company or any of the Company's group of companies.

Ms. Yang does not have any relationship with any Director, senior management or substantial shareholders or controlling shareholders of the Company.

Under the letter of appointment between the Company and Ms. Yang, she 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 Articles of Association. Ms. 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 Articles of Association or otherwise granted to the



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Board by the Shareholders of the Company. In determining the Director's remuneration for Ms. Yang, the Board will take into account the level of fee and remuneration paid to an independent non-executive director of comparable companies, time committed and responsibilities assumed by Ms. Yang in attending to the affairs of the Company and the recommendation given by an independent professional consulting firm. Ms. Yang received Director's fees of US\$112,250 and share awards with a value of US\$240,000 for the financial year ended March 31, 2025.

As at the Latest Practicable Date and within the meaning of Part XV of the SFO, Ms. Yang has personal interests in 922,273 shares and 593,805 underlying shares granted under the long-term incentive program of the Company. Save as aforementioned, Ms. Yang did not have any interest in Shares and/or underlying shares of the Company or its associated corporations within the meaning of Part XV of the SFO.

Save as disclosed above and in relation to the re-election of Directors, there is no other matters or information that is required to be brought to the attention of Shareholders of the Company or to be disclosed pursuant to the requirement of rules 13.51(2)(h) to (v) of the Listing Rules.

COMPARISON TABLE OF PROPOSED AMENDMENTS TO  
THE ARTICLES OF ASSOCIATION

This appendix contains the proposed amendments to the Articles of Association, with proposed insertions and deletions indicated by the underlined text and the strikethrough text, respectively:

No.	Original articles	Proposed amended articles
<b>INTERPRETATION</b>		
<b>1</b>	<b>Article 5</b>	<b>Article 5</b>
	–	<u>“electronic facilities” shall mean, without limitation, website addresses, webinars, webcast, video or any other form of conference call systems (telephone, video, web or otherwise);</u>
	–	<u>“electronic meeting” shall mean a general meeting held and conducted wholly and exclusively by virtual attendance and participation by members and/or proxies by means of any technology or electronic facilities;</u>
	–	<u>“hybrid meeting” shall mean a general meeting held and conducted by (i) physical attendance and participation by members and/or proxies at the Principal Meeting Place and, where applicable, one or more Meeting Location(s); and (ii) virtual attendance and participation by members and/or proxies by means of any technology or electronic facilities;</u>
	“in electronic form” shall have the same meaning given to it by Section 20(1) of the Ordinance;	<del>“in electronic form” shall have the same meaning given to it by Section 20(1) of the Ordinance;</del>
	–	<u>“Meeting Location(s)” shall mean the location or locations at which the Board, at its discretion, arranges for person(s) entitled to attend a general meeting to do so through simultaneous attendance and participation by means of technology or electronic facilities;</u>

No.	Original articles	Proposed amended articles
	–	<u>“Principal Meeting Place” shall mean the main physical location where a general meeting is held;</u>
	–	<u>“treasury shares” shall mean the shares bought back and held by the Company in treasury, as permitted under applicable laws, rules and regulations, including Shares bought back by the Company and held or deposited in the Central Clearing and Settlement System (CCASS) for sale or transfer on The Stock Exchange of Hong Kong Limited;</u>
	“writing” or “printing” shall include writing, printing, lithography, photography, typewriting and every other mode of representing words of figures in a legible and non-transitory form;	<u>“writing” or “printing” shall include writing, printing, lithography, photography, typewriting and every other mode of representing words <del>or</del> figures in a legible and non-transitory form or stored in any electronic form (including an electronic communication);</u>
	–	<u>References to a member being present at or attending or participating in a general meeting, whether in person or by proxy, shall mean that such member or proxy is either physically present at a meeting venue or is participating through any technology or electronic facilities as specified by the Directors. Accordingly, any references to attending or acting at a meeting “in person”, “personally”, “by proxy” and references to “attend”, “participate”, “attending”, “participating”, “attendance” and “participation” and any other similar expressions shall be construed accordingly.</u>

No.	Original articles	Proposed amended articles
2	Article 7	Article 7
	<p>If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may be varied with the consent in writing of the holders representing three-fourths of the total voting rights of that class, or with the sanction of a special resolution passed at a separate general meeting of the holders of the shares of the class. To every such separate general meeting the provisions of these regulations relating to general meetings shall <i>mutatis mutandis</i> apply, but so that the necessary quorum shall be 2 persons at least holding or representing by proxy or by authorised representative one-third of the total voting rights of the class, that every holder of shares of the class shall be entitled on a poll to one vote for every such share held by him, that any holder of shares of the class present in person or by proxy or by authorised representative may demand a poll and that at any adjourned meeting of such holders one holder present in person or by proxy or by authorised representative (whatever the number of shares held by him) shall be a quorum.</p>	<p>If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may be varied with the consent in writing of the holders representing three-fourths of the total voting rights of that class <u>(excluding any voting rights attached to any shares of that class held as treasury shares)</u>, or with the sanction of a special resolution passed at a separate general meeting of the holders of the shares of the class <u>(excluding any shares held as treasury shares)</u>. To every such separate general meeting the provisions of these regulations relating to general meetings shall <i>mutatis mutandis</i> apply, but so that the necessary quorum shall be 2 persons at least holding or representing by proxy or by authorised representative one-third of the total voting rights of the class <u>(excluding any voting rights attached to any shares of that class held as treasury shares)</u>, that every holder of shares of the class shall be entitled on a poll to one vote for every such share held by him, that any holder of shares of the class present in person or by proxy or by authorised representative may demand a poll and that at any adjourned meeting of such holders one holder present in person or by proxy or by authorised representative (whatever the number of shares held by him) shall be a quorum.</p>

No.	Original articles	Proposed amended articles
<b>SHARES AND INCREASE OF CAPITAL</b>		
<b>3</b>	<b>Article 8</b>	<b>Article 8</b>
	<p>The Company may exercise any powers conferred or permitted by the Ordinance or any other ordinance from time to time to acquire its own shares or to give directly or indirectly, by means of a loan, guarantee, the provision of security or otherwise, financial assistance for the purpose of or in connection with a purchase made or to be made by any person of any shares in the Company and should the Company acquire its own shares neither the Company nor the Board shall be required to select the shares to be acquired rateably or in any other particular manner as between the holders of shares of the same class or as between them and the holders of shares of any other class or in accordance with the rights as to dividends or capital conferred by any class of shares provided always that any such acquisition or financial assistance shall only be made or given in accordance with any relevant rules or regulations issued by The Stock Exchange of Hong Kong Limited or the Securities and Futures Commission from time to time.</p>	<p>The Company may exercise any powers conferred or permitted by the Ordinance or any other ordinance from time to time to acquire its own shares, <u>regardless of whether such shares so bought back or acquired are to be cancelled or to be held or deposited as treasury shares (to the extent permitted by the Ordinance and the Listing Rules)</u>, or to give directly or indirectly, by means of a loan, guarantee, the provision of security or otherwise, financial assistance for the purpose of or in connection with a purchase made or to be made by any person of any shares in the Company and should the Company acquire its own shares neither the Company nor the Board shall be required to select the shares to be acquired rateably or in any other particular manner as between the holders of shares of the same class or as between them and the holders of shares of any other class or in accordance with the rights as to dividends or capital conferred by any class of shares provided always that any such acquisition or financial assistance shall only be made or given in accordance with any relevant rules or regulations issued by The Stock Exchange of Hong Kong Limited or the Securities and Futures Commission from time to time.</p> <p><u>8A. Subject to the provisions of the Companies Ordinance and the Listing Rules, the Company may purchase its own shares (including redeemable shares) and may hold such shares as treasury shares.</u></p>

No.	Original articles	Proposed amended articles
		<p data-bbox="842 293 1359 506"><u>8B. The Company may dispose of treasury shares by sale, transfer for nil consideration, or cancellation, in any manner permitted and subject to any conditions prescribed by law and the Listing Rules.</u></p> <p data-bbox="842 544 1359 938"><u>8C. The Company shall not exercise any rights in respect of treasury shares, including the right to attend or vote at meetings. No dividend or other distribution (whether in cash or otherwise) of the Company's assets (including any distribution of assets to members on a winding up) may be declared or paid, and no bonus shares may be issued, in respect of treasury shares.</u></p>
4	<b>Article 15</b>	<b>Article 15</b>
	<p data-bbox="311 1008 820 1427">Except as otherwise expressly provided by these Articles or as required by law or as ordered by a court of competent jurisdiction, no person shall be recognised by the Company as holding any share upon any trust, and the Company shall not be bound by or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share or any interest in any fractional part of a share or any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.</p>	<p data-bbox="842 1008 1359 1464">Except as otherwise expressly provided by these Articles or as required by law or as ordered by a court of competent jurisdiction <u>and save for treasury shares</u>, no person shall be recognised by the Company as holding any share upon any trust, and the Company shall not be bound by or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share or any interest in any fractional part of a share or any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.</p>

No.	Original articles	Proposed amended articles
<b>LIEN</b>		
<b>5</b>	<b>Article 22</b>	<b>Article 22</b>
	<p>The Company shall have a first and paramount lien on every share (not being a fully paid up share) for all monies, whether presently payable or not, called or payable at a fixed time in respect of such share; and the Company shall also have a first and paramount lien and charge on all shares (other than fully paid up shares) standing registered in the name of a member, whether singly or jointly with any other person or persons, for all the debts and liabilities of such member or his estate to the Company and whether the same shall have been incurred before or after notice to the Company of any equitable or other interest of any person other than such member, and whether the period for the payment or discharge of the same shall have actually arrived or not, and notwithstanding that the same are joint debts or liabilities of such member or his estate and any other person, whether a member of the Company or not. The Company's lien (if any) on a share shall extend to all dividends and bonuses declared in respect thereof. The Board may at any time either generally or in any particular case waive any lien that has arisen, or declare any share to be exempt wholly or partially from the provisions of this Article.</p>	<p>The Company shall have a first and paramount lien on every share (not being a fully paid up share) for all monies, whether presently payable or not, called or payable at a fixed time in respect of such share; and the Company shall also have a first and paramount lien and charge on all shares (other than fully paid up shares) standing registered in the name of a member, whether singly or jointly with any other person or persons, for all the debts and liabilities of such member or his estate to the Company and whether the same shall have been incurred before or after notice to the Company of any equitable or other interest of any person other than such member, and whether the period for the payment or discharge of the same shall have actually arrived or not, and notwithstanding that the same are joint debts or liabilities of such member or his estate and any other person, whether a member of the Company or not. The Company's lien (if any) on a share shall extend to all dividends and bonuses declared in respect thereof. The Board may at any time either generally or in any particular case waive any lien that has arisen, or declare any share to be <del>exempt</del> wholly or partially <u>exempt</u> from the provisions of this Article.</p>

No.	Original articles	Proposed amended articles
<b>FORFEITURE OF SHARES</b>		
<b>6</b>	<b>Article 57</b>	<b>Article 57</b>
	Notwithstanding any such forfeiture as aforesaid the Board may at any time, before any shares so forfeited shall have been sold, re-allotted or otherwise disposed of, permit the shares forfeited to be bought back upon the terms of payment of all calls and interest due upon and expenses incurred in respect of the share, and upon such further terms (if any) as they think fit.	Notwithstanding any such forfeiture as aforesaid, the Board may at any time, before any shares so forfeited shall have been sold, re-allotted or otherwise disposed of, permit the shares forfeited to be bought back <u>regardless of whether such shares so bought back are to be canceled or to be held or deposited as treasury shares (to the extent permitted by the Ordinance and the Listing Rules)</u> upon the terms of payment of all calls and interest due upon and expenses incurred in respect of the share, and upon such further terms (if any) as they think fit.
<b>GENERAL MEETINGS</b>		
<b>7</b>	<b>Article 63</b>	<b>Article 63</b>
	The Company shall, when so required by the Ordinance, in each financial year hold a general meeting as its annual general meeting in addition to any other meeting in that year and shall specify the meeting as such in the notices calling it. The annual general meeting shall be held at such time and place as the Board shall appoint.	The Company shall, when so required by the Ordinance, in each financial year hold a general meeting as its annual general meeting in addition to any other meeting in that year and shall specify the meeting as such in the notices calling it. The annual general meeting shall be held at such time and place as the Board shall appoint. <u>For a hybrid meeting or an electronic meeting, the Board shall include a statement confirming the meeting format and details of the technology or electronic facilities for attendance and participation or information where such details will be published prior to the meeting.</u>



No.	Original articles	Proposed amended articles
8	Article 65	Article 65
	<p>Subject to Section 578 of the Ordinance and the Listing Rules:—</p> <p>(a) an annual general meeting shall be called by 21 days' notice in writing at the least.</p> <p>(b) a general meeting other than an annual general meeting shall be called by 14 days' notice in writing at the least.</p> <p>(c) the notice shall be exclusive of:—</p> <p>(i) the day on which it is served or deemed to be served; and</p> <p>(ii) the day for which it is given.</p> <p>(d) the notice must:—</p> <p>(i) specify the date and time of the meeting;</p> <p>(ii) specify the place of the meeting (and if the meeting is to be held in 2 or more places, the principal place of the meeting and the other place or places of the meeting);</p> <p>(iii) state the general nature of the business to be dealt with at the meeting; and</p> <p>(iv) for a notice calling an annual general meeting, state that the meeting is an annual general meeting.</p>	<p>Subject to Section 578 of the Ordinance and the Listing Rules:—</p> <p>(a) an annual general meeting shall be called by 21 days' notice in writing at the least.</p> <p>(b) a general meeting other than an annual general meeting shall be called by 14 days' notice in writing at the least.</p> <p>(c) the notice shall be exclusive of:—</p> <p>(i) the day on which it is served or deemed to be served; and</p> <p>(ii) the day for which it is given.</p> <p>(d) the notice must:—</p> <p>(i) specify the date and time of the meeting;</p> <p>(ii) <u>save for an electronic meeting,</u> specify the <del>place of the meeting</del> <u>Meeting Location</u> (and if the meeting is to be held in 2 or more places, specify the <del>principal place of the meeting and the other place or places of the meeting</del> <u>Principal Meeting Place</u>);</p> <p>(iii) state the general nature of the business to be dealt with at the meeting; <del>and</del></p> <p>(iv) for a notice calling an annual general meeting, state that the meeting is an annual general meeting; <u>and</u></p> <p>(v) <u>specify details of the technology or electronic facilities for attendance and participation at any hybrid or electronic meeting.</u></p>

No.	Original articles	Proposed amended articles
	<p>(e) if a resolution is intended to be moved at the meeting, the notice of meeting shall:—</p> <p>(i) include notice of the resolution; and</p> <p>(ii) include or be accompanied by a statement containing any information or explanation that is reasonably necessary to indicate the purpose of the resolution.</p> <p>(f) despite the fact that a general meeting is called by shorter notice than that specified in these Articles, it is regarded as having been duly called if it is so agreed:—</p> <p>(i) for an annual general meeting, by all the members entitled to attend and vote at the meeting; and</p> <p>(ii) in any other case, by a majority in number of the members entitled to attend and vote at the meeting, being a majority together representing at least 95% of the total voting rights at the meeting of all the members.</p>	<p>(e) if a resolution is intended to be moved at the meeting, the notice of meeting shall:—</p> <p>(i) include notice of the resolution; and</p> <p>(ii) include or be accompanied by a statement containing any information or explanation that is reasonably necessary to indicate the purpose of the resolution.</p> <p>(f) despite the fact that a general meeting is called by shorter notice than that specified in these Articles, it is regarded as having been duly called if it is so agreed:—</p> <p>(i) for an annual general meeting, by all the members entitled to attend and vote at the meeting; and</p> <p>(ii) in any other case, by a majority in number of the members entitled to attend and vote at the meeting, being a majority together representing at least 95% of the total voting rights at the meeting of all the members <u>(excluding any voting rights attached to any shares in the Company held as treasury shares)</u>.</p>

No.	Original articles	Proposed amended articles
9	Article 67	Article 67
	<p>If the Directors, in their absolute discretion, consider that it is desirable or appropriate to postpone a general meeting to be held on the date or at the time or place stated in the notice calling the meeting to another date, time and/or place, they may do so. If the Directors do this, an announcement of the date, time and place of the rearranged meeting will, if practicable, be published in at least one English language and one Chinese language newspaper published daily and circulating in Hong Kong and/or on a website as specified under the Listing Rules. Notice of the business of the meeting does not need to be given again. The Directors must take reasonable steps to ensure that any shareholder trying to attend the meeting at the original time and place is informed of the new arrangements. If a meeting is rearranged in this way, proxy forms can be delivered as required by these Articles in respect of the rearranged meeting.</p>	<p>If the Directors, in their absolute discretion, consider that it is desirable or appropriate to postpone a general meeting to be held on the date or at the time or place stated in the notice calling the meeting to another date, time, <u>place</u> and/or <u>place</u> <del>from one form to another</del>, they may do so. If the Directors do this, an announcement of the date, time, <u>and</u> <del>place</del>, <u>and</u> <del>form</del> of the rearranged meeting will, if practicable, be published <del>in at least one English language and one Chinese language newspaper published daily and circulating in Hong Kong and/or</del> <u>in at least one English language and one Chinese language newspaper published daily and circulating in Hong Kong and/or</u> <u>on a website as specified under the Companies Ordinance, the Listing Rules and/or other applicable laws, rules and regulations from time to time in force</u>. Notice of the business of the meeting does not need to be given again. The Directors must take reasonable steps to ensure that any shareholder trying to attend the meeting at the original time and place is informed of the new arrangements. If a meeting is rearranged in this way, proxy forms can be delivered as required by these Articles in respect of the rearranged meeting.</p>
<b>PROCEEDINGS AT GENERAL MEETINGS</b>		
10	Article 68	Article 68
	<p>The Company may hold a general meeting at two or more places using any technology that enables the members of the Company who are not together at the same place to listen, speak and vote at the meeting.</p>	<p>The Company may hold a general meeting <del>at two or more places using any technology that enables the members of the Company who are not together at the same place to listen, speak and vote at the meeting as a physical meeting,</del> <u>a hybrid meeting or an electronic meeting, as may be determined by the Board from time to time. The Board may make arrangements for members to attend and participate in general meetings by means of electronic facilities.</u></p>

No.	Original articles	Proposed amended articles
11	Article 69	Article 69
	<p>For all purposes the quorum for a general meeting shall be three members present in person or by proxy and entitled to vote. No business save the election of a Chairman of the meeting shall be transacted at any general meeting unless the requisite quorum shall be present at the commencement of the business.</p>	<p>For all purposes the quorum for a general meeting shall be three members present in person or by proxy and entitled to vote. <u>Any member or proxy attending and participating in the physical meeting held in one or more Meeting Location(s), or any member or proxy attending and participating in an electronic meeting or a hybrid meeting by means of any technology or electronic facilities is deemed to be present at and shall be counted in the quorum of the meeting and entitled to vote at the meeting in question.</u> No business save the election of a Chairman of the meeting shall be transacted at any general meeting unless the requisite quorum shall be present at the commencement of the business.</p> <p>69A. <u>The Board and, at any general meeting, the Chairman of the meeting may, from time to time make arrangements for managing attendance and/or participation and/or voting at the Principal Meeting Place, any Meeting Location(s), and/or participation in an electronic meeting and/or a hybrid meeting by using any technology or electronic facilities (whether involving the issue of tickets or some other means of identification, passcode, seat reservation, electronic voting or otherwise) as it considers appropriate, and may from time to time change any such arrangements, provided that a member who, pursuant to such arrangements, is not entitled to attend, in person or (in the case of a member being a corporation) by its duly authorised representative, or by proxy, at any Meeting Location shall be entitled so to attend at one of the other Meeting Locations; and the entitlement of any member so to attend the meeting or adjourned meeting or postponed meeting at such Meeting Location or Meeting Location(s) shall be subject to any such arrangement as may be for the time being in force and by the notice of meeting or adjourned meeting or postponed meeting stated to apply to the meeting.</u></p>

No.	Original articles	Proposed amended articles
		<p data-bbox="842 283 1359 810">69B. <u>All persons seeking to attend and participate in a hybrid meeting or an electronic meeting shall be responsible for maintaining adequate technology, communication equipment and electronic facilities to enable them to do so. Any inability of a person or persons to attend or participate in a general meeting by way of technology, communication equipment or electronic facilities shall not affect the validity of the meeting or the resolutions passed, or any business conducted or any action taken at that general meeting, for so long there is a quorum present throughout the general meeting.</u></p> <p data-bbox="842 846 1359 910">69C. <u>If it appears to the Chairman of the general meeting that:—</u></p> <ul style="list-style-type: none"> <li data-bbox="906 946 1359 1244">(i) <u>the electronic facilities at the Principal Meeting Place or at such other Meeting Location(s) at which the meeting may be attended have become inadequate or are otherwise not sufficient to allow the meeting to be conducted substantially in accordance with the provisions set out in the notice of the meeting; or</u></li> <li data-bbox="906 1281 1359 1408">(ii) <u>in the case of a hybrid meeting, electronic facilities being made available by the Company have become inadequate; or</u></li> <li data-bbox="906 1444 1359 1642">(iii) <u>it is not possible to ascertain the view of those present or to give all persons entitled to do so a reasonable opportunity to communicate and/or vote at the meeting; or</u></li> <li data-bbox="906 1678 1359 1874">(iv) <u>there is violence or threat of violence, unruly behaviour or other disruption occurring at the meeting or it is not possible to secure the proper and orderly conduct of the meeting;</u></li> </ul>

No.	Original articles	Proposed amended articles
		<p><u>then, without prejudice to any other power which the Chairman of the meeting may have under these Articles or at common law, the Chairman of the meeting may, at his absolute discretion, without the consent of the meeting, and before or after the meeting has started and irrespective of whether a quorum is present, interrupt or adjourn the meeting (including adjournment for indefinite period). All business conducted at the meeting up to the time of such adjournment shall be valid.</u></p> <p><u>69D. The Directors and, at any general meeting, the Chairman of the meeting may make any arrangement and impose any requirement, as the case may be, considers appropriate to ensure the security and orderly conduct of a meeting. Members shall also comply with all requirements or restrictions imposed by the owner of the premises at which the meeting is held. Any decision made under this Article shall be final and conclusive and a person who refuses to comply with any such arrangements, requirements or restrictions may be refused entry to the meeting or ejected (physically or electronically) from the meeting.</u></p>

No.	Original articles	Proposed amended articles
12	<b>Article 71</b>	<b>Article 71</b>
	<p>The Chairman of the Board shall take the chair at every general meeting, or, if there be no such Chairman or, if at any general meeting such Chairman shall not be present within fifteen minutes after the time appointed for holding such meeting, the members present and entitled to vote shall choose another Director as Chairman, and if no Director be present, or if all the Directors present decline to take the chair, or if the Chairman chosen shall retire from the chair, then the members present and entitled to vote shall choose one of the their own number to be Chairman. A proxy may be elected to be the Chairman by a resolution of the Company passed at the general meeting.</p>	<p>The Chairman of the Board shall take the chair at every general meeting, or, if there be no such Chairman or, if at any general meeting such Chairman shall not be present within fifteen minutes after the time appointed for holding such meeting, the members present and entitled to vote shall choose another Director as Chairman, and if no Director be present, or if all the Directors present decline to take the chair, or if the Chairman chosen shall retire from the chair, then the members present and entitled to vote shall choose one of the their own number to be Chairman. A proxy may be elected to be the Chairman by a resolution of the Company passed at the general meeting. <u>The Chairman of a meeting may take any action he considers appropriate for proper and orderly conduct at a general meeting, his decision on which and on other matters of procedure or on matters that arise incidentally from the business of a meeting (including his decision of whether a matter is procedural or incidental) shall be final.</u></p>
13	<b>Article 73</b>	<b>Article 73</b>
	<p>Subject to the Listing Rules, at any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:—</p> <p>(a) by the Chairman of the meeting; or</p> <p>(b) by at least three members having the right to vote at the meeting; or</p> <p>(c) by any member or members present in person or by proxy and representing not less than 5% of the total voting rights of all the members having the right to vote at the meeting; or</p>	<p>Subject to the Listing Rules, at any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:—</p> <p>(a) by the Chairman of the meeting; or</p> <p>(b) by at least three members having the right to vote at the meeting; or</p> <p>(c) by any member or members present in person or by proxy and representing not less than 5% of the total voting rights of all the members having the right to vote at the meeting <u>(excluding any voting rights attached to any shares in the Company held as treasury shares)</u>; or</p>

No.	Original articles	Proposed amended articles
	<p>(d) in accordance with the Listing Rules.</p> <p>If the Chairman, before or on the declaration of the result on a show of hands, knows from the proxies received by the Company that the result on a show of hands will be different from that on a poll, the Chairman must demand a poll.</p> <p>Unless a poll be so demanded and the demand is not withdrawn, a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Company, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour or against such resolution.</p>	<p>(d) in accordance with the Listing Rules.</p> <p>If the Chairman, before or on the declaration of the result on a show of hands, knows from the proxies received by the Company that the result on a show of hands will be different from that on a poll, <u>or a general meeting is held in more than one Meeting Locations by means of any technology or electronic facilities or is a hybrid meeting where poll votes may be cast by such electronic means as the Directors, at their absolute discretion, deem appropriate for the purposes of the meeting,</u> the Chairman must demand a poll.</p> <p>Unless a poll be so demanded and the demand is not withdrawn, a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Company, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour or against such resolution.</p>
<b>BOARD OF DIRECTORS</b>		
<b>14</b>	<b>Article 102</b>	<b>Article 102</b>
	<p>(a) A Director shall vacate his office:</p> <p>(i) if he becomes bankrupt or has a receiving order made against him or suspends payment, or make any arrangements with or compounds with his creditors;</p> <p>...</p> <p>(iv) if he becomes prohibited from being a Director by reason of any provision of the Companies Ordinance or the Companies (Winding Up and Miscellaneous provisions) Ordinance (Cap. 32) or is otherwise prohibited from being a director by law;</p> <p>...</p>	<p>(a) A Director shall vacate his office:</p> <p>(i) if he becomes bankrupt or has a receiving order made against him or suspends payment, or <u>makes</u> any arrangements with or compounds with his creditors;</p> <p>...</p> <p>(iv) if he becomes prohibited from being a Director by reason of any provision of the Companies Ordinance or the Companies (Winding Up and Miscellaneous <del>provisions</del> <u>Provisions</u>) Ordinance (Cap. 32) or is otherwise prohibited from being a director by law;</p> <p>...</p>



No.	Original articles	Proposed amended articles
<b>ROTATION OF DIRECTORS</b>		
<b>15</b>	<b>Article 107</b>	<b>Article 107</b>
	At each annual general meeting one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest one-third, shall retire from office. The Directors to retire in every year shall be those who have been longest in office since their last election but as between persons who became Directors on the same day those to retire shall (unless they otherwise agree between themselves) be determined by lot. The retiring Directors shall be eligible for re-election.	At each annual general meeting, <u>one-third of the Directors for the time being, or, if their number is not three or a multiple of three, <del>then</del> the number nearest to one-third or such higher proportion as the Board may determine from time to time, shall retire from office, provided that every Director shall be subject to retirement by rotation at an annual general meeting at least once every three years.</u> The Directors to retire in every year shall be those who have been longest in office since their last election <u>or appointment.</u> <del>but as</del> <u>As</u> between persons who became Directors on the same day, <u>the Directors</u> <del>those</del> to retire shall (unless they otherwise agree <del>between</del> <u>among</u> themselves) be determined by lot. The retiring Directors shall be eligible for re-election.
<b>CAPITALISATION OF RESERVES</b>		
<b>16</b>	<b>Article 149</b>	<b>Article 149</b>
	(a) The Company in general meeting may upon the recommendation of the Directors resolve that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the Company's reserve accounts or to the credit of the profit and loss account or otherwise available for distribution (and not required for the payment or provision of the dividend on any shares with a preferential right to dividend) and accordingly that such sums be set free for distribution amongst the members holding ordinary shares in proportion to the number of ordinary shares (whether or not fully paid) held by them respectively on condition that the same be not paid in cash but be applied either in or towards paying up any amounts for the time being unpaid on any shares held by such members respectively or paying up in full unissued shares or debentures of the Company to be allotted and distributed	(a) The Company in general meeting may upon the recommendation of the Directors resolve that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the Company's reserve accounts or to the credit of the profit and loss account or otherwise available for distribution (and not required for the payment or provision of the dividend on any shares with a preferential right to dividend) and accordingly that such sums be set free for distribution amongst the members holding ordinary shares in proportion to the number of ordinary shares (whether or not fully paid) held by them respectively on condition that the same be not paid in cash but be applied either in or towards paying up any amounts for the time being unpaid on any shares held by such members respectively or paying up in full unissued shares or debentures of the Company to be allotted and distributed

No.	Original articles	Proposed amended articles
	<p>credited as fully paid up to and amongst such members in the proportions aforesaid, or partly in the one way and partly in the other, and the Board shall give effect to such resolution.</p> <p>(b) Whenever such a resolution as aforesaid shall have been passed the Board shall make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid up shares or debentures, if any, and generally shall do all acts and things required to give effect thereto, with full power to the Board to make such provision by the issue of fractional certificates or by payment in cash or otherwise (including provision for the benefit of fractional entitlements to accrue to the Company rather than to the members concerned) as they think fit for the case of shares or debentures becoming distributable in fractions, and also to authorise any person to enter on behalf of all members entitled thereto into an agreement with the Company providing for the allotment to them respectively, credited as fully paid up, of any further shares or debentures to which they may be entitled upon such capitalisation, or, as the case may require, for the payment up by the Company on their behalf, by the application thereto of their respective proportions of the profits resolved to be capitalised, of the amounts or any part of the amounts remaining unpaid on their existing shares, and any agreement made under such authority shall be effective and binding on all such members.</p>	<p>credited as fully paid up to and amongst such members in the proportions aforesaid, or partly in the one way and partly in the other, and the Board shall give effect to such resolution.</p> <p>(b) Whenever such a resolution as aforesaid shall have been passed the Board shall make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid up shares <u>(either satisfied by allotment and issue of new shares and/or the sale or transfer of treasury shares)</u> or debentures, if any, and generally shall do all acts and things required to give effect thereto, with full power to the Board to make such provision by the issue of fractional certificates or by payment in cash or otherwise (including provision for the benefit of fractional entitlements to accrue to the Company rather than to the members concerned) as they think fit for the case of shares or debentures becoming distributable in fractions, and also to authorise any person to enter on behalf of all members entitled thereto into an agreement with the Company providing for the allotment to them respectively, credited as fully paid up, of any further shares or debentures to which they may be entitled upon such capitalisation, or, as the case may require, for the payment up by the Company on their behalf, by the application thereto of their respective proportions of the profits resolved to be capitalised, of the amounts or any part of the amounts remaining unpaid on their existing shares, and any agreement made under such authority shall be effective and binding on all such members.</p>

No.	Original articles	Proposed amended articles
<b>DIVIDENDS AND RESERVES</b>		
<b>17</b>	<b>Article 154</b>	<b>Article 154</b>
	<p>(a) Whenever the Board or the Company in general meeting have resolved that a dividend be paid or declared on the share capital of the Company, the Board may further resolve:</p> <p>(i) That such dividend be satisfied wholly or in part in the form of an allotment of shares credited as fully paid provided that the shareholders entitled thereto will be entitled to elect to receive such dividend (or part thereof) in cash in lieu of such allotment. In such case, the following provisions shall apply:</p> <p>(aa) the basis of any such allotment shall be determined by the Board;</p> <p>(bb) the Board, after determining the basis of allotment, shall give not less than two weeks' notice in writing to the holders of the relevant shares of the right of election accorded to them and shall send with such notice forms of election and specify the procedure to be followed and the place at which and the latest date and time by which duly completed forms of election must be lodged in order to be effective;</p>	<p>(a) Whenever the Board or the Company in general meeting have resolved that a dividend be paid or declared on the share capital of the Company, the Board may further resolve:—</p> <p>(i) That such dividend be satisfied wholly or in part in the form of an allotment of shares credited as fully paid <u>up and/or a sale and transfer of treasury shares</u> provided that the shareholders entitled thereto will be entitled to elect to receive such dividend (or part thereof) in cash in lieu of such allotment <u>and/or sale and transfer</u>. In such case, the following provisions shall apply:—</p> <p>(aa) the basis of any such allotment <u>and/or sale and transfer</u> shall be determined by the Board;</p> <p>(bb) the Board, after determining the basis of allotment <u>and/or sale and transfer</u>, shall give not less than two weeks' notice in writing to the holders of the relevant shares of the right of election accorded to them and shall send with such notice forms of election and specify the procedure to be followed and the place at which and the latest date and time by which duly completed forms of election must be lodged in order to be effective;</p>

No.	Original articles	Proposed amended articles
	<p>(cc) the right of election may be exercised in whole or in part;</p> <p>(dd) the dividend (or that part of the dividend to be satisfied by the allotment of shares as aforesaid) shall not be payable in cash on shares in respect whereof the cash election has not been duly exercised (“the non-elected shares”) and in satisfaction thereof shares shall be allotted credited as fully paid to the holders of the non-elected shares on the basis of allotment determined as aforesaid and for such purpose the Board shall capitalise and apply out of any part of the undivided profits of the Company (including profits carried and standing to the credit of any reserve or reserves or other special account other than the Conversion Rights Reserve (if there be any such Reserves)) as the Board may determine, such sum as may be required to pay up in full the appropriate number of shares for allotment and distribution to and amongst the holders of the non-elected shares on such basis; or</p>	<p>(cc) the right of election may be exercised in whole or in part;</p> <p>(dd) the dividend (or that part of the dividend to be satisfied by the allotment of shares <u>and/or sale and transfer of treasury shares</u> as aforesaid) shall not be payable in cash on shares in respect whereof the cash election has not been duly exercised (“the non-elected shares”) and in satisfaction thereof shares shall be allotted credited as fully paid <u>up and/or treasury shares shall be sold and transferred</u> to the holders of the non-elected shares on the basis of allotment <u>and/or sale and transfer</u> determined as aforesaid and for such purpose the Board shall capitalise and apply out of any part of the undivided profits of the Company (including profits carried and standing to the credit of any reserve or reserves or other special account other than the Conversion Rights Reserve (if there be any such Reserves)) as the Board may determine, such sum as may be required to pay up in full the appropriate number of shares for allotment <u>and/or sale and transfer</u> and distribution to and amongst the holders of the non-elected shares on such basis; or</p>

No.	Original articles	Proposed amended articles
	<p>(ii) That the shareholders entitled to such dividend be entitled to elect to receive an allotment of shares credited as fully paid in lieu of the whole or such part of the dividend as the Board may think fit. In such case, the following provisions shall apply:—</p> <p>(aa) the basis of any such allotment shall be determined by the Board;</p> <p>(bb) the Board, after determining the basis of allotment, shall give not less than two weeks' notice in writing to the holders of the relevant shares of the right of election accorded to them and shall send with such notice forms of election and specify the procedure to be followed and the place at which and the latest date and time by which duly completed forms of election must be lodged in order to be effective;</p>	<p>(ii) That the shareholders entitled to such dividend be entitled to elect to receive an allotment of shares credited as fully paid <u>up and/or a sale and transfer of treasury shares</u> in lieu of the whole or such part of the dividend as the Board may think fit. In such case, the following provisions shall apply:—</p> <p>(aa) the basis of any such allotment <u>and/or sale and transfer</u> shall be determined by the Board;</p> <p>(bb) the Board, after determining the basis of allotment <u>and/or sale and transfer of treasury shares</u>, shall give not less than two weeks' notice in writing to the holders of the relevant shares of the right of election accorded to them and shall send with such notice forms of election and specify the procedure to be followed and the place at which and the latest date and time by which duly completed forms of election must be lodged in order to be effective;</p>

No.	Original articles	Proposed amended articles
	<p>(cc) the right of election may be exercised in whole or in part;</p> <p>(dd) the dividend (or that part of the dividend in respect of which a right of election has been accorded) shall not be payable in cash on shares in respect whereof the share election has been duly exercised (“the elected shares”) and in lieu thereof shares shall be allotted credited as fully paid to the holders of the elected shares on the basis of allotment determined as aforesaid and for such purpose the Board shall capitalise and apply out of any part of the undivided profits of the Company (including profits carried and standing to the credit of any reserve or reserves or other special account other than the Conversion Rights Reserve (if there be any such Reserves)) as the Board may determine, such sum as may be required to pay up in full the appropriate number of shares for allotment and distribution to and amongst the holders of the elected shares on such basis.</p>	<p>(cc) the right of election may be exercised in whole or in part;</p> <p>(dd) the dividend (or that part of the dividend in respect of which a right of election has been accorded) shall not be payable in cash on shares in respect whereof the share election has been duly exercised (“the elected shares”) and in lieu thereof shares shall be allotted credited as fully paid <u>up and/ or treasury shares shall be sold and transferred</u> to the holders of the elected shares on the basis of allotment determined as aforesaid and for such purpose the Board shall capitalise and apply out of any part of the undivided profits of the Company (including profits carried and standing to the credit of any reserve or reserves or other special account other than the Conversion Rights Reserve (if there be any such Reserves)) as the Board may determine, such sum as may be required to pay up in full the appropriate number of shares for allotment <u>and/or sale and transfer</u> and distribution to and amongst the holders of the elected shares on such basis.</p>

No.	Original articles	Proposed amended articles
	<p>(b)</p> <p>(i) Any allotment of shares pursuant to the provisions of paragraph (a) shall be subject to members' approval pursuant to Section 141 of the Ordinance. The shares allotted pursuant to the provisions of paragraph (a) shall rank <i>pari passu</i> in all respects with the shares of the same class (if any) then in issue save only as regards participation in the relevant dividend.</p> <p>(ii) The Directors may do all acts and things considered necessary or expedient to give effect to any capitalisation pursuant to the provisions of paragraph (a), with full power to the Board to make such provisions as they think fit in the case of shares becoming distributable in fractions (including provisions whereby, in whole or in part, fractional entitlements are aggregated and sold and the net proceeds distributed to those entitled, or are disregarded or rounded up or down or whereby the benefit of fractional entitlements accrues to the Company rather than to the members concerned). The Board may authorise any person to enter into, on behalf of all members interested, an agreement with the Company providing for such capitalisation and matters incidental thereto and any agreement made pursuant to such authority shall be effective and binding on all concerned.</p>	<p>(b)</p> <p>(i) Any allotment of shares <u>and/or a sale and transfer of treasury shares</u> pursuant to the provisions of paragraph (a) shall be subject to members' approval pursuant to Section 141 of the Ordinance. The shares allotted <u>and/or treasury shares sold and transferred</u> pursuant to the provisions of paragraph (a) shall rank <i>pari passu</i> in all respects with the shares of the same class (if any) then in issue save only as regards participation in the relevant dividend.</p> <p>(ii) The Directors may do all acts and things considered necessary or expedient to give effect to any capitalisation pursuant to the provisions of paragraph (a), with full power to the Board to make such provisions as they think fit in the case of shares becoming distributable in fractions (including provisions whereby, in whole or in part, fractional entitlements are aggregated and sold and the net proceeds distributed to those entitled, or are disregarded or rounded up or down or whereby the benefit of fractional entitlements accrues to the Company rather than to the members concerned). The Board may authorise any person to enter into, on behalf of all members interested, an agreement with the Company providing for such capitalisation and matters incidental thereto and any agreement made pursuant to such authority shall be effective and binding on all concerned.</p>

No.	Original articles	Proposed amended articles
	<p>(c) The Company may upon the recommendation of the Board by ordinary resolution resolve in respect of any particular dividend of the Company that notwithstanding the provisions of paragraph (a) of this Article a dividend may be satisfied wholly in the form of an allotment of shares credited as fully paid up without offering any right to shareholders to elect to receive such dividend in cash in lieu of such allotment.</p> <p>(d) The Board may on any occasion determine that an allotment of shares under paragraph (a)(i) of this Article or a right of election to receive an allotment of shares under paragraph (a)(ii) of this Article shall not be made or made available to any shareholders with registered addresses in any territory where in the absence of a registration statement or other special formalities the allotment of shares or the circulation of an offer of such right of election would or might be unlawful, and in such event the provisions aforesaid shall be read and construed subject to such determination.</p>	<p>(c) The Company may upon the recommendation of the Board by ordinary resolution resolve in respect of any particular dividend of the Company that notwithstanding the provisions of paragraph (a) of this Article a dividend may be satisfied wholly in the form of an allotment of shares credited as fully paid up <u>and/or a sale and transfer of treasury shares</u> without offering any right to shareholders to elect to receive such dividend in cash in lieu of such allotment.</p> <p>(d) The Board may on any occasion determine that an allotment of shares <u>and/or a sale and transfer of treasury shares</u> under paragraph (a)(i) of this Article or a right of election to receive an allotment of shares under paragraph (a)(ii) of this Article shall not be made or made available to any shareholders with registered addresses in any territory where in the absence of a registration statement or other special formalities the allotment of shares <u>and/or the sale and transfer of treasury shares</u> or the circulation of an offer of such right of election would or might be unlawful, and in such event the provisions aforesaid shall be read and construed subject to such determination.</p>
18	<b>Article 155</b>	<b>Article 155</b>
	<p>The Board may, before recommending any dividend, set aside out of the profits of the Company such sums as it thinks fit as a reserve or reserves which shall, in the discretion of the Board, be applicable for meeting claims on or liabilities of the Company or contingencies or for paying off any loan capital or for equalising dividends or for any other purpose to which the profits of the Company may be properly applied, and pending such application may, in the like discretion, either be employed in the</p>	<p>The Board may, before recommending any dividend, set aside out of the profits of the Company such sums as it thinks fit as a reserve or reserves which shall, in the discretion of the Board, be applicable for meeting claims on or liabilities of the Company or contingencies or for paying off any loan capital or for equalising dividends or for any other purpose to which the profits of the Company may be properly applied, and pending such application may, in the like discretion, either be employed in the</p>



No.	Original articles	Proposed amended articles
	business of the Company or be invested in such investments (other than shares of the Company) as the Board may from time to time think fit, and so that it shall not be necessary to keep any investments constituting the reserve or reserves separate or distinct from any other investments of the Company. The Board may also without placing the same to reserve carry forward any profits which it may think prudent not to divide.	business of the Company or be invested in such investments <del>(other than shares of the Company)</del> as the Board may from time to time think fit, and so that it shall not be necessary to keep any investments constituting the reserve or reserves separate or distinct from any other investments of the Company. The Board may also without placing the same to reserve carry forward any profits which it may think prudent not to divide.
<b>NOTICES</b>		
19	<b>Article 173</b>	<b>Article 173</b>
	<p>(a) Subject to the requirements or consents or deemed consents as stipulated in the Ordinance, the Listing Rules, these Articles and any other applicable laws, rules and regulations, any notice or documents (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 electronic form and any such notice and document may be served or delivered by the Company on or to any member in the following means:—</p> <p>(i) by serving it personally on the member;</p> <p>(ii) 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;</p> <p>(iii) by electronic means, including 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</p>	<p>(a) Subject to the requirements or consents or deemed consents as stipulated in the Ordinance, the Listing Rules, <u>any other applicable laws, rules and regulations,</u> <u>and</u> these Articles <del>—and—any other applicable laws, rules and regulations,</del> any notice or documents (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 electronic form and any such notice and document may be served or delivered by the Company on or to any member in the following means:—</p> <p>(i) by serving it personally on the member;</p> <p>(ii) 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;</p> <p>(iii) by electronic means, including 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</p>

No.	Original articles	Proposed amended articles
	<p>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;</p> <p>(iv) by placing an advertisement in appropriate newspapers in accordance with the requirements of the Listing Rules; or</p> <p>(v) by making it available on a website, and giving to the member a notice stating that the notice or other document is available there, together with any other information as required under the Ordinance or Listing Rules (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.</p> <p>(b) 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.</p>	<p>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;</p> <p>(iv) by placing an advertisement in appropriate newspapers in accordance with the requirements of the Listing Rules; <del>or</del></p> <p>(v) <del>by making it available publishing it on a website, and giving to the member a notice stating that the notice or other document is available there, together with any other information as required under the Ordinance or Listing Rules (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; or</del></p> <p>(vi) <u>by sending or otherwise making it available to such person through such other means in printed or electronic form or as otherwise authorised in writing by such member; or</u></p> <p>(vii) <u>by any other means permitted under the Ordinance and the Listing Rules.</u></p> <p>(b) 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.</p>

No.	Original articles	Proposed amended articles
20	Article 175	Article 175
	<p>Subject to the Ordinance, any notice or document (including any “corporate communication” within the meaning ascribed thereto under the Listing Rules) given or issued by or on behalf of the Company:—</p> <p>(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 Company Secretary or other person appointed by the Board that it was so served shall be conclusive evidence thereof;</p> <p>(b) if sent by post, shall be deemed to have been served on the second business day after the day on which the envelope or wrapper containing the same is posted 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 posted and a certificate in writing signed by the Company Secretary or other person appointed by the Board that the envelope or wrapper containing the notice was so addressed and posted shall be conclusive evidence thereof;</p> <p>(c) if not sent by post but delivered or left at a registered address by the Company, shall be deemed to have been served on the day it was so delivered or left;</p>	<p>Subject to the Ordinance, any notice or document (including any “corporate communication” within the meaning ascribed thereto under the Listing Rules) given or issued by or on behalf of the Company:—</p> <p>(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 Company Secretary or other person appointed by the Board that it was so served shall be conclusive evidence thereof;</p> <p>(b) if sent by post, shall be deemed to have been served on the second business day after the day on which the envelope or wrapper containing the same is posted 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 posted and a certificate in writing signed by the Company Secretary or other person appointed by the Board that the envelope or wrapper containing the notice was so addressed and posted shall be conclusive evidence thereof;</p> <p>(c) if not sent by post but delivered or left at a registered address by the Company, shall be deemed to have been served on the day it was so delivered or left;</p>

No.	Original articles	Proposed amended articles
	<p>(d) if published by way of a newspaper advertisement, shall be deemed to have been served on the date on which it is advertised in one English language newspaper and one Chinese newspaper in Hong Kong;</p> <p>(e) if sent by electronic means, shall be deemed to have been served or delivered at the time when the notice or document is transmitted electronically provided that no notification that the relevant notice or document has not reached its recipient has been received by the sender, except that any failure in transmission beyond the sender's control shall not invalidate the effectiveness of the notice or document being served;</p> <p>(f) if published on a website, shall be deemed to have been served on the day on which the notice or document is published on such website; and</p> <p>(g) may be given to a member in the English language only, in the Chinese language only or in both the English language and the Chinese language, subject to due compliance with all applicable laws, rules and regulations.</p>	<p>(d) if published by way of a newspaper advertisement, shall be deemed to have been served on the date on which it is advertised in one English language newspaper and one Chinese newspaper in Hong Kong;</p> <p>(e) if sent by electronic means, shall be deemed to have been served or delivered at the time when the notice or document is transmitted electronically provided that no notification that the relevant notice or document has not reached its recipient has been received by the sender, except that any failure in transmission beyond the sender's control shall not invalidate the effectiveness of the notice or document being served;</p> <p>(f) if published on a website, shall be deemed to have been served on the day on which <u>the notification of such publication is served or delivered to the intended recipient or where no such notification is required by the Ordinance or the Listing Rules, the day on which</u> the notice or document is published on such website; and</p> <p>(g) may be given to a member in the English language only, in the Chinese language only or in both the English language and the Chinese language, subject to due compliance with all applicable laws, rules and regulations.</p>

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## NOTICE OF ANNUAL GENERAL MEETING

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Lenovo Group Limited 聯想集團有限公司

*(Incorporated in Hong Kong with limited liability)*

(HKD Counter Stock Code: 992 / RMB Counter Stock Code: 80992)

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an annual general meeting of Lenovo Group Limited (the “**Company**”) will be held as a hybrid meeting at Salon Rooms, 5/F, Harbour Grand Hong Kong, 23 Oil Street, North Point, Hong Kong with online access through the eVoting Portal on Thursday, July 17, 2025 at 9:30 a.m. (“**AGM**”) for the following purposes:

- (1) To receive the audited consolidated financial statements for the year ended March 31, 2025 and the reports of the directors and the independent auditor thereon.
- (2) To declare a final dividend of HK30.5 cents per share for the year ended March 31, 2025.
- (3) To re-elect, each as a separate resolution, the retiring directors and authorize the board of directors of the Company to fix directors’ fees, including:
  - (a) to re-elect Mr. Yang Yuanqing as director;
  - (b) to re-elect Mr. Zhu Linan as director;
  - (c) to re-elect Mr. Wong Wai Ming as director;
  - (d) to re-elect Ms. Laura Green Quatela as director;
  - (e) to re-elect Mr. Woo Chin Wan Raymond as director;
  - (f) to re-elect Ms. Yang Lan as director; and
  - (g) to authorize the board of directors to fix directors’ fees.
- (4) To re-appoint PricewaterhouseCoopers as auditor and authorize the directors of the Company to fix auditor’s remuneration.

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## NOTICE OF ANNUAL GENERAL MEETING

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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 and resolution (8) as special resolution:

### ORDINARY RESOLUTIONS

(5) “**THAT:**

- (a) subject to paragraph (b) of this resolution and pursuant to section 141 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), the exercise by the directors of the Company during the Relevant Period (as defined in paragraph (c) of this resolution) of all the powers of the Company to allot, issue and deal with additional shares of the Company (including any sale or transfer of treasury shares), to grant rights to subscribe for, or convert any securities into, shares in the Company (including the issue of any securities convertible into shares, or options, warrants or similar rights to subscribe for any shares) and to make or grant offers, agreements or 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, issued or dealt with, or agreed conditionally or unconditionally to be allotted, issued or dealt with (whether pursuant to an option or otherwise) and treasury shares sold and/or transferred or agreed conditionally or unconditionally to be sold and/or transferred 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 defined in paragraph (c) of this resolution);
  - (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) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares pursuant to the articles of association of the Company from time to time; or
  - (iv) 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;

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## NOTICE OF ANNUAL GENERAL MEETING

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shall not exceed 20 per cent. of the total number of shares of the Company in issue (excluding treasury shares, if any) as 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 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 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 articles of association of the Company or 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; 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 of the Company 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 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 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 of the Company during the Relevant Period (as defined in paragraph (c) of this resolution) of all the powers of the Company to buy back shares of the Company on The Stock Exchange of Hong Kong Limited 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 of Hong Kong Limited for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules

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## NOTICE OF ANNUAL GENERAL MEETING

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Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited 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 total number of shares of the Company in issue (excluding treasury shares, if any) as at the date of passing 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 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 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 articles of association of the Company or 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.”

- (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 (including any sale or transfer of treasury shares) and to grant rights to subscribe for, or to convert any securities into, shares in the Company pursuant to resolution (5) as set out in the notice convening this meeting be and is hereby extended by the addition to the aggregate number of the shares which the directors of the Company may exercise the powers of the Company to allot, issue and deal with (including any sale or transfer of treasury shares) 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) as set out in the notice convening this meeting, provided that such extended number shall not exceed 10 per cent. of the total number of shares in issue of the Company (excluding treasury shares, if any) as at the date of passing this resolution.”



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## NOTICE OF ANNUAL GENERAL MEETING

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### SPECIAL RESOLUTION

- (8) “**THAT** the Articles of Association of the Company be and are hereby amended as detailed in Appendix III to the circular of the Company dated June 23, 2025 and **THAT** the new articles of association of the Company, a copy of which is tabled at the meeting and marked “A” and initialled by the Chairman of the meeting for the purpose of identification, be and are hereby approved and adopted as the new articles of association of the Company in substitution for and to the exclusion of the existing articles of association of the Company and any director or the secretary of the Company be authorized to do all things necessary to implement the adoption of the new articles of association of the Company.”

By order of the Board

**Yang Yuanqing**

*Chairman and Chief Executive Officer*

Hong Kong, June 23, 2025

*Notes:*

1. The AGM will be held in the form of a hybrid meeting. Shareholders (or their proxies or corporate representatives) have the option of attending, participating and voting at the AGM physically at Salon Rooms, 5/F, Harbour Grand Hong Kong, 23 Oil Street, North Point, Hong Kong or electronically via the eVoting Portal (<https://evoting.vistra.com/#/login>). For further details, please refer to the Guidance for the Annual General Meeting (on pages 3 to 4 of the circular of which this notice forms part) and the Online Meeting User Guide on the website of the Company at <https://investor.lenovo.com/en/publications/guide.php>.
2. A shareholder entitled to attend and vote at the AGM 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. Shareholders may consider exercising their right to vote at the AGM by appointing the chairman of the AGM as their proxy to vote and returning the form of proxy instead of attending the AGM in person.
3. Where there are joint holders of any share, any one of such persons may vote at the AGM, 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 AGM 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.
4. To be valid, the completed and signed 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 the Company's share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for holding the AGM 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 AGM and in such event, the instrument appointing of proxy shall be deemed to be revoked.

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## NOTICE OF ANNUAL GENERAL MEETING

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5. For the purposes of determining shareholders' eligibility to attend and vote at the AGM, 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 AGM:

Latest time to lodge transfer documents for registration	4:30 p.m. on July 10, 2025
Closure of register of members	From July 11 to July 17, 2025
Record date	July 11, 2025

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

Latest time to lodge transfer documents for registration	4:30 p.m. on July 31, 2025
Closure of register of members	August 1, 2025
Record date	August 1, 2025

During the above closure periods, no transfer of shares will be registered. To be eligible to attend and vote at the AGM, 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 Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than the aforementioned latest times.

6. 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 AGM 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. In the event that a gale warning (tropical cyclone no. 8 or above) or black rainstorm warning is in effect at any time between 7:30 a.m. and 9:30 a.m. on the day of the AGM, the AGM may be postponed to a later date and/or time as determined by the Company. If postponed, the Company will, as soon as practicable, post an announcement on the websites of the HKEXnews of Hong Kong Exchanges and Clearing Limited at <https://www.hkexnews.hk> and the Company at <https://investor.lenovo.com/en/publications/news.php> to notify Shareholders that the meeting has been postponed (however, a failure to post such a notice shall not affect the postponement of such meeting).

When the date, time and location of the rescheduled meeting has been fixed, the Company will post a further announcement on its website and on the website of the Hong Kong Stock Exchange to notify Shareholders of the date, time and location of the rescheduled meeting.

Shareholders who have any queries concerning the alternative meeting arrangements, please call the Customer Service Hotline of Tricor Investor Services Limited at telephone number 2980 1333 from 9:00 a.m. to 5:00 p.m., Monday to Friday (excluding public holidays).

8. The Chinese translation of this notice is for reference only, and in case of any inconsistency, the English version shall prevail.