



Lenovo Group Limited 聯想集團有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 0992)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of Lenovo Group Limited (the “Company”) will be held at 9:30 a.m. on 1 August 2005 at Harcourt Room, Lower Lobby, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong for the purpose of considering and, if thought fit, passing with or without modification the following resolution:

SPECIAL RESOLUTION

“**THAT** the share repurchase agreement dated 1 May 2005 entered into between the Company and International Business Machines Corporation (“**IBM**”) (a copy of which is produced to the meeting marked “A” and signed by the chairman of the meeting for the purpose of identification) (the “**Repurchase Agreement**”) pursuant to which IBM agreed to sell and the Company agreed to purchase the Excess Shares, representing 435,717,757 Non-voting Shares of HK\$0.025 each in the share capital of the Company at the total purchase price of approximately US\$152,221,909 (approximately HK\$1,187,330,888) which is equivalent to HK\$2.725 per Non-voting Share and the transactions contemplated under the Repurchase Agreement (“**Share Repurchase**”) be and are hereby approved, confirmed and ratified and any director of the Company (“**Director**”) be and is hereby authorised to take such action, to do such things and execute such further documents or deeds as the Director may, in his opinion, deem necessary or desirable for the purpose of implementing or giving effect to any of the matters relating to, or incidental to, the Repurchase Agreement or the Share Repurchase.

For the purposes of this resolution:

- “Excess Shares” means 435,717,757 Non-voting Shares, issued to IBM to satisfy part of the consideration for the IBM Acquisition
- “IBM Acquisition” means the Company’s acquisition of IBM’s global desktop computer and notebook computer business
- “Non-voting Shares” means unlisted ordinary shares of par value HK\$0.025 each in the share capital of the Company, which have the same rights as the Shares save that the Non-voting Shares do not carry any voting rights until they are converted into Shares
- “Shares” means ordinary shares of nominal value of HK\$0.025 each in the share capital of the Company which carry voting rights”

By order of the Board
Lenovo Group Limited
Yang Yuanqing
Chairman

Hong Kong, 6 July 2005

Registered office: 23rd Floor, Lincoln House, Taikoo Place, 979 King's Road, Quarry Bay, Hong Kong

As at the date of this announcement, the Executive Directors are Mr Yang Yuanqing, Mr Stephen M Ward, Jr and Ms Ma Xuezheng; the Non-executive Directors are Mr Liu Chuanzhi, Mr Zhu Linan, Mr James G Coulter, Mr William O Grabe, Mr Shan Weijian, Mr Justin T Chang (alternate Director to Mr James G Coulter), Mr Vince Feng (alternate Director to Mr William O Grabe) and Mr Daniel A Carroll (alternate Director to Mr Shan Weijian); and Independent Non-executive Directors are Mr Wong Wai Ming, Professor Woo Chia-Wei and Mr Ting Lee Sen.

Notes:

1. A member entitled to attend and vote at the Extraordinary General Meeting convened by this notice is entitled to appoint one or more proxies to attend and vote in his stead. A proxy need not be a member of the Company.
2. To be effective, the instrument appointing a proxy together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, must be completed and lodged at the share registrar of the Company, Abacus Share Registrars Limited at Ground Floor, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong, not less than 48 hours before the time for holding the Extraordinary General Meeting or any adjournment thereof.
3. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Extraordinary General Meeting or any adjournment thereof and, in such event, the relevant form of proxy shall be deemed to be revoked.
4. Where there are joint registered holders of any share of the Company carrying voting rights, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint registered holders be present at the Extraordinary General Meeting personally or by proxy, then the registered holder so present whose name stands first on the register of members of the Company in respect of such share will alone be entitled to vote in respect thereof.
5. The translation into Chinese language of the notice (including the Special Resolution) is for reference only. In case of any discrepancies, the English version shall prevail.
6. The vote to be taken in the Extraordinary General Meeting will be taken by way of poll.

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