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**Lenovo Group Limited 聯想集團有限公司**

*(Incorporated in Hong Kong with limited liability)*

**(Stock Code: 992)**

## **NOTICE OF GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the general meeting (the “**General Meeting**”) of Lenovo Group Limited (the “**Company**”) will be held at Salon Rooms, 5/F, Harbour Grand Hong Kong, 23 Oil Street, North Point, Hong Kong on Thursday, February 4, 2021 at 9:30 a.m. for the purpose of considering and, if thought fit, passing the following resolutions of the Company. Terms and expressions that are not expressly defined in this notice of general meeting shall have the same meaning as those defined in the circular (the “**Circular**”) to the shareholders of the Company (the “**Shareholders**”) dated January 18, 2021.

### **ORDINARY RESOLUTIONS**

1. To consider and approve the Proposed Issuance and Admission of CDRs and the Specific Mandate:

“**THAT** subject to obtaining the necessary Regulatory Approvals, the Board be and is hereby authorized and granted the Specific Mandate to allot, issue and deal with up to 1,337,967,290 Underlying Shares (subject to the adjustment events as described in the subsection headed “2.1 (ii) Number of Underlying Shares to be issued” under the Letter from the Board in the Circular) as may be issued under the Proposed Issuance and Admission of CDRs, as further described in the Circular (including but not limited to the particulars as set out in the section headed “Resolution on the Proposed Issuance and Admission of CDRs and the Specific Mandate” under the Letter from the Board in the Circular), provided that the Specific Mandate shall be in addition to and shall not prejudice or revoke the existing general mandate granted to the Directors by the Shareholders at the annual general meeting of the Company held on July 9, 2020.”

2. To consider and approve the authorization to the Board and its authorized person(s) to deal with matters relating to the Proposed Issuance and Admission of CDRs:

“**THAT** subject to and conditional upon the passing of ordinary resolution numbered “1” above, and subject to relevant laws, regulations, regulatory documents and the Articles of Association, the Board and its authorized person(s) be and are hereby authorized to deal with matters relating to the Proposed Issuance and Admission of CDRs (including but not limited to the particulars as set out in the subsection headed “Resolution on Authorization to the Board and its Authorized Person(s) to Deal with Matters Relating to the Proposed Issuance and Admission of CDRs” under the Letter from the Board in the Circular).”

3. To consider and approve the plan for distribution of profits accumulated and undistributed before the Proposed Issuance and Admission of CDRs:

“**THAT** subject to and conditional upon the passing of ordinary resolution numbered “1” above, the completion of the Proposed Issuance and Admission of CDRs and the listing of CDRs on the STAR Market, the plan for distribution of profits accumulated and undistributed before the Proposed Issuance and Admission of CDRs (including but not limited to the particulars as set out in the subsection headed “Resolution on the Plan for Distribution of Profits Accumulated and Undistributed before the Proposed Issuance and Admission of CDRs” under the Letter from the Board in the Circular) be and is hereby approved and adopted.”

4. To consider and approve the price stabilisation plan of CDRs for three years after the Proposed Issuance and Admission of CDRs:

“**THAT** subject to and conditional upon the passing of ordinary resolution numbered “1” above, the completion of the Proposed Issuance and Admission of CDRs and the listing of the CDRs on the STAR Market, the price stabilisation plan of CDRs for three years after the Proposed Issuance and Admission of CDRs in the form as set forth in Appendix I to the Circular be and is hereby approved and adopted.”

5. To consider and approve the dividend return plan for Shareholders for three years after the Proposed Issuance and Admission of CDRs:

“**THAT** subject to and conditional upon the passing of ordinary resolution numbered “1” above, the completion of the Proposed Issuance and Admission of CDRs and the listing of the CDRs on the STAR Market, the dividend return plan for Shareholders for three years after the Proposed Issuance and Admission of CDRs in the form as set forth in Appendix II to the Circular be and is hereby approved and adopted.”

6. To consider and approve the use of proceeds from the Proposed Issuance and Admission of CDRs:

“**THAT** subject to and conditional upon the passing of ordinary resolution numbered “1” above, the completion of the Proposed Issuance and Admission of CDRs and the listing of the CDRs on the STAR Market, the use of proceeds from the Proposed Issuance and Admission of CDRs (including but not limited to the particulars as set out in the subsection headed “Resolution on the Use of Proceeds from the Proposed Issuance and Admission of CDRs” under the Letter from the Board in the Circular) be and is hereby approved.”

7. To consider and approve the risk alert regarding dilution of immediate return by the public offering of CDRs and relevant recovery measures:

“**THAT** subject to and conditional upon the passing of ordinary resolution numbered “1” above, the completion of the Proposed Issuance and Admission of CDRs and the listing of the CDRs on the STAR Market, the risk alert regarding dilution of immediate return by the public offering of CDRs and relevant recovery measures in the form as set forth in Appendix III to the Circular be and is hereby approved and adopted.”

8. To consider and approve the binding measures on non-performance of relevant undertakings in connection with the Proposed Issuance and Admission of CDRs:

“**THAT** subject to and conditional upon the passing of ordinary resolution numbered “1” above, the completion of the Proposed Issuance and Admission of CDRs and the listing of the CDRs on the STAR Market, the binding measures on non-performance of relevant undertakings in connection with the Proposed Issuance and Admission of CDRs in the form as set forth in Appendix IV to the Circular be and is hereby approved and adopted.

9. To consider and approve the adoption of rules of procedure of general meetings:

“**THAT** subject to and conditional upon the passing of ordinary resolution numbered “1” above, the completion of the Proposed Issuance and Admission of CDRs and the listing of the CDRs on the STAR Market, the rules of procedure of general meetings in the form as set forth in Appendix VI to the Circular be and is hereby approved and adopted.”

10. To consider and approve the adoption of rules of procedure of board meetings:

“**THAT** subject to and conditional upon the passing of ordinary resolution numbered “1” above, the completion of the Proposed Issuance and Admission of CDRs and the listing of the CDRs on the STAR Market, the rules of procedure of board meetings in the form as set forth in Appendix VII to the Circular be and is hereby approved and adopted.”

## **SPECIAL RESOLUTION**

11. To consider and approve the amendments to the Articles of Association:

“**THAT** subject to and conditional upon the passing of ordinary resolution numbered “1” above, the completion of the Proposed Issuance and Admission of CDRs and the listing of the CDRs on the STAR Market:

- (1) the amendments to the Articles of Association as set forth in Appendix V to the Circular be and are hereby approved;
- (2) the amended and restated articles of association of the Company, which consolidates all of the proposed amendments referred to in sub-paragraph (1) above and all previous amendments made pursuant to resolutions passed by the shareholders of the Company at general meetings and initialed by the Chairman of the General Meeting for the purpose of identification be and is 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 with effect from the date of listing of the CDRs on the STAR Market; and
- (3) any director and/or the company secretary of the Company be and is hereby authorized to do all such acts, deeds, and things and execute all documents as he or she considers necessary or desirable to give effect and implement the above amendments to the Articles of Association.”

By Order of the Board

**Yang Yuanqing**

*Chairman and Chief Executive Officer*

Hong Kong, January 18, 2021

*Notes:*

1. A shareholder entitled to attend and vote at the general meeting 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. Considering the current coronavirus situation, Shareholders may consider exercising their right to vote at the General Meeting by appointing the chairman of the General Meeting as their proxy to vote and returning the form of proxy instead of attending the General Meeting in person.
2. Where there are joint holders of any share, any one of such persons may vote at the general meeting, 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 general meeting 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.
3. To be valid, a 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 (form or document sent by any electronic means will not be accepted) the Company's share registrar, Tricor Abacus Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the general meeting 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 general meeting and in such event, the instrument appointing of proxy shall be deemed to be revoked.
4. For the purposes of determining shareholders' eligibility to attend and vote at the general meeting, the register of members of the Company will not be closed. Details of the latest registration date and record date are set out below:

Latest time to lodge transfer documents for registration	4:30 p.m. on January 29, 2021
Record date	January 29, 2021

To be eligible to attend and vote at the general meeting, all properly completed transfer documents accompanied by the relevant share certificates must be lodged for registration with the Company's share registrar, Tricor Abacus Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than the aforementioned latest time.

5. 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 general meeting will therefore put each of the resolutions to be proposed at the meeting to be voted by way of poll pursuant to the Company's articles of association.
6. For the safety of the attendees at the General Meeting, seating at the General Meeting will be arranged so as to reduce interaction between participants. As a result, there will be limited capacity for Shareholders to attend the General Meeting. Shareholders attending the General Meeting may be denied entry into or required to leave the venue if any safety regulation or related precautionary measures cannot be complied with.
7. If typhoon signal no. 8 or above remains hoisted or a black rainstorm warning signal is in force at 9:00 a.m. on the date of the general meeting, the meeting will be postponed or adjourned. Shareholders are requested to visit the Company's website (<https://investor.lenovo.com>) and The Stock Exchange of Hong Kong Limited's website (<https://www.hkexnews.hk>) for details of alternative meeting arrangements.

The general meeting will be held as scheduled when an amber or a red rainstorm warning signal is in force. Shareholders should make their own decision as to whether they would attend the meeting under the bad weather conditions bearing in mind their own situation and if they should choose to do so, they are advised to exercise care and caution.

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

*As at the date of this announcement, the executive director is Mr. Yang Yuanqing; the non-executive directors are Mr. Zhu Linan and Mr. Zhao John Huan; and the independent non-executive directors are Mr. Nicholas C. Allen, Mr. William O. Grabe, Mr. William Tudor Brown, Mr. Yang Chih-Yuan Jerry, Mr. Gordon Robert Halyburton Orr, Mr. Woo Chin Wan Raymond and Ms. Yang Lan.*