

---

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

---

**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.

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

---

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

**Lenovo Group Limited 聯想集團有限公司**

*(Incorporated in Hong Kong with limited liability)*

**(Stock Code: 992)**

**GENERAL MANDATES  
TO BUY-BACK SHARES AND TO ISSUE SHARES,  
RE-ELECTION OF DIRECTORS,  
APPROVAL OF THE AWARD PLANS AND  
THE CALIFORNIA SUB-PLANS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

---

A notice convening the annual general meeting of Lenovo Group Limited to be held at Salon Rooms, 5/F, Harbour Grand Hong Kong, 23 Oil Street, North Point, Hong Kong on Tuesday, July 9, 2019 at 9:30 a.m. is set out on pages 22 to 27 of this circular. Whether or not you are able to attend the annual general meeting, 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 Abacus Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the annual general meeting or any adjourned meeting thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the annual general meeting or any adjourned meeting should you so wish.

Hong Kong, June 6, 2019

---

# CONTENTS

---

	<i>Page</i>
<b>Definitions</b> .....	1
<b>Letter from the Board</b>	
1. Introduction .....	4
2. General Mandate to Buy-Back Shares .....	5
3. General Mandate to Issue Shares .....	5
4. Re-Election of Directors .....	6
5. Shareholders' Approval of the Lenovo Long-Term Incentive Program, Including the Award Plans and the California Sub-Plans .....	7
6. Annual General Meeting .....	8
7. Recommendation .....	8
<b>Appendix I</b> – <b>Explanatory Statement on the General Mandate to                           Buy-Back Shares.</b> .....	9
<b>Appendix II</b> – <b>Details of Directors Proposed for Re-election.</b> .....	13
<b>Appendix IIIA</b> – <b>Principal Terms of the Award Plans</b> .....	18
<b>Appendix IIIB</b> – <b>Principal Terms of the California Sub-Plans</b> .....	21
<b>Notice of Annual General Meeting</b> .....	22

---

## DEFINITIONS

---

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

“Annual General Meeting”	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 on Tuesday, July 9, 2019 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;
“Award(s)”	a grant of Rights or Restricted Share Units by the Company in accordance with the terms of the Award Plans and the Award Certificate;
“Award Plans”	collectively, the SAR Plan and the RSU Plan, which are components of the Lenovo Long-Term Incentive Program;
“Award Price”	the price fixed by the Company for a Right which in no event will be less than the average fair market value of a Share on the ten trading days immediately prior to the date the Company grants a Right;
“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;
“California Sub-Plans”	collectively, the Lenovo Group Limited Further Amended and Restated Share Appreciation Rights Plan Sub-plan For California Residents (as adopted by the Board of Directors of the Company on May 22, 2019) and the Lenovo Group Limited Further Amended and Restated Restricted Share Units Plan Sub-plan For California Residents (as adopted by the Board of Directors of the Company on May 22, 2019);
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong);
“Company”	Lenovo Group Limited, a company incorporated in Hong Kong with limited liability, the Shares of which are listed on the Stock Exchange;

---

## DEFINITIONS

---

“Director(s)”	the director(s) of the Company;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“Latest Practicable Date”	May 27, 2019, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular;
“Lenovo Long-Term Incentive Program”	The Lenovo Group Limited Long-Term Incentive Program, which is comprised of the Award Plans, including the California Sub-Plans;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange as amended, supplemented or otherwise modified from time to time;
“Participant”	an employee or director of the Company or subsidiary of the Company or another individual who has been granted an Award;
“Restricted Share Unit”	a unit authorized under the RSU Plan which represents a contingent economic interest in a Share and is subject to the terms, conditions, restrictions and vesting schedule as the Company may determine from time to time;
“Right”	a share appreciation right granted under the SAR Plan which entitles a Participant to the gain equal to the amount of the positive difference between the fair market value of a Share on the exercise date less the Award Price, subject to the terms, conditions and restrictions and vesting schedule as the Company may determine from time to time;
“RSU Plan”	the Lenovo Group Limited Further Amended and Restated Restricted Share Unit Plan, including all attachments thereto, approved and adopted by the Board on May 26, 2005, as may be amended from time to time, and which is a component of The Lenovo Group Limited Long-Term Incentive Program;

---

## DEFINITIONS

---

“SAR Plan”	The Lenovo Group Limited Further Amended and Restated Share Appreciation Rights Plan, including all attachments thereto, approved and adopted by the Board on May 26, 2005, as may be amended from time to time, and which is a component of The Lenovo Group Limited Long-Term Incentive Program;
“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 share(s) of the Company;
“Shareholder(s)”	the holder(s) of the Share(s);
“Stock Exchange”	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; and
“%”	per cent.

---

LETTER FROM THE BOARD

---



Lenovo Group Limited 聯想集團有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 992)

*Chairman and Executive Director:*

Mr. Yang Yuanqing

*Non-executive Directors:*

Mr. Zhu Linan

Mr. Zhao John Huan

*Independent Non-executive Directors:*

Dr. Tian Suning

Mr. Nicholas C. Allen

Mr. Nobuyuki Idei

Mr. William O. Grabe

Mr. William Tudor Brown

Ms. Ma Xuezheng

Mr. Yang Chih-Yuan Jerry

Mr. Gordon Robert Halyburton Orr

Mr. Woo Chin Wan Raymond

*Registered Office:*

23rd Floor

Lincoln House

Taikoo Place

979 King's Road

Quarry Bay

Hong Kong

June 6, 2019

*To the Shareholders*

Dear Sir or Madam,

**GENERAL MANDATES  
TO BUY-BACK SHARES AND TO ISSUE SHARES,  
RE-ELECTION OF DIRECTORS,  
APPROVAL OF THE AWARD PLANS AND THE CALIFORNIA SUB-PLANS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**1. INTRODUCTION**

At the annual general meeting of the Company held on July 5, 2018, ordinary resolutions were passed giving general mandates to Directors (i) to buy-back Shares of the Company on the Stock Exchange up to 10% of the total number of Shares of the Company in issue as at July 5, 2018 and (ii) to allot, issue and otherwise deal with Shares up to 20% of the total number of Shares of the Company in issue as at July 5, 2018, plus the aggregate number of Shares bought back by the Company.

---

## LETTER FROM THE BOARD

---

Under the Companies Ordinance and the Listing Rules, these general mandates will lapse at the conclusion of the Annual General Meeting, unless renewed at that meeting. Ordinary resolutions will be proposed at the Annual General Meeting 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 regarding resolutions to be proposed at the Annual General Meeting 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) approval of the Award Plans and the California Sub-Plans.

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

An ordinary resolution will be proposed at the Annual General Meeting 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 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 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 Annual General Meeting to approve the granting of a general and unconditional mandate to the Directors to allot, issue and deal with 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 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 Annual General Meeting.

As at the Latest Practicable Date, the total number of Shares in issue of the Company is 12,014,791,614 Shares. If the ordinary resolution granting the Share Issue Mandate to the Directors is passed at the Annual General Meeting, and assuming that no further Shares are issued or bought back prior to the Annual General Meeting, the Directors will be authorized under the Share Issue Mandate to issue a maximum of 2,402,958,322 Shares, representing approximately 20% of the total number of Shares in issue as at the date of passing the ordinary resolution at the Annual General Meeting.

---

## LETTER FROM THE BOARD

---

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

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. On January 24, 2019, the Company issued US\$675,000,000, 3.375% convertible bonds due 2024 (“**Convertible Bonds**”), which could be convertible into 662,539,112 Shares. The conversion shares (if and when issued) will be issued under the general mandate granted to the Directors pursuant to an ordinary resolution of the Company passed at the annual general meeting held on July 5, 2018. As at the Latest Practicable Date, there had not been any exercise of the Convertible Bonds and no redemption right had been exercised by the bondholders or the Company.

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

#### **4. RE-ELECTION OF DIRECTORS**

In accordance with article 95 of the Articles of Association, Mr. Woo Chin Wan Raymond who was appointed as an independent non-executive director after the annual general meeting held on July 5, 2018, shall hold office until the Annual General Meeting and, being eligible, has offered himself for re-election. Mr. Woo's appointment process was set out in page 59 of the Company's 2018/19 Annual Report.

In accordance with article 107 of the Articles of Association, Mr. Zhu Linan, Dr. Tian Suning, Mr. Yang Chih-Yuan Jerry and Mr. Gordon Robert Halyburton Orr will retire by rotation at the Annual General Meeting and being eligible, have offered themselves for re-election, except for Dr. Tian Suning who will not stand for re-election after having served as an independent non-executive director of the Company for more than 9 years.

Pursuant to article 109 of the Articles of Association, a resolution will be proposed at the Annual General Meeting to resolve not to fill up the vacated office resulted from the retirement of Dr. Tian Suning as a Director.

Each of the independent non-executive directors of the Company has given an annual confirmation of his independence pursuant to rule 3.13 of the Listing Rules. The Nomination and Governance Committee assessed and reviewed the independence of all independent non-executive directors including those to be re-elected at the Annual General Meeting, namely Mr. Yang Chih-Yuan Jerry, Mr. Gordon Robert Halyburton Orr and Mr. Woo Chin Wan Raymond. The Nomination and Governance Committee is of the view that all independent non-executive directors have satisfied all the criteria for independence set out in rule 3.13 of the Listing Rules.



---

## LETTER FROM THE BOARD

---

The Nomination and Governance Committee has also reviewed and considered each retiring Director's respective experience, skills and knowledge, in particular those of (1) Mr. Yang Chih-Yuan, Jerry (US citizen) in the internet, technology business and corporate strategy; (2) Mr. Gordon Robert Halyburton Orr (UK citizen) in corporate strategy in technology areas and corporate governance; and (3) Mr. Woo Chin Wan, Raymond (Canadian and Hong Kong citizen) in audit, corporate restructuring, IPO, risk management and merger and acquisition, and recommended to the Board that the re-election of all retiring Directors be proposed for Shareholders' approval at the Annual General Meeting. In addition to the experience, skills and knowledge of Mr. Yang Chih-Yuan, Jerry, Mr. Gordon Robert Halyburton Orr and Mr. Woo Chin Wan, Raymond as mentioned above, the Board also considered that their cultural, educational background and professional experience would contribute to diversity of the Board.

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

### **5. SHAREHOLDERS' APPROVAL OF THE LENOVO LONG-TERM INCENTIVE PROGRAM, INCLUDING THE AWARD PLANS AND THE CALIFORNIA SUB-PLANS**

An ordinary resolution will be proposed at the Annual General Meeting to approve the Lenovo Long-Term Incentive Program, including the Award Plans and the California Sub-Plans, in accordance with Section 25102(o) of the California Corporations Code.

On May 26, 2005, the Board approved and adopted the Award Plans, with the intention to award Participants with the opportunity to earn proprietary interests in the Company, attract and retain the best available personnel, encourage and motivate the Participants to work towards enhancing the value of the Company and the Shares, and align the interests of the shareholders of the Company and the Participants.

In order to exempt a compensatory securities offering from the qualification requirements under the relevant corporate and securities laws of California to Participants, the Awards Plans, including the California Sub-Plans, all of which comprise the Lenovo Long-Term Incentive Program, are required to be approved by the shareholders of the Company. The principal terms of the Award Plans and California Sub-Plans are set out in Appendix IIIA and Appendix IIIB to this circular.

The Company is, therefore, seeking shareholder approval of the Lenovo Long-Term Incentive Program, which is comprised of the Award Plans and the California Sub-Plans, so as to ensure that the Company can continue to remain competitive and minimize any disadvantages in its ability to recruit and retain key employees in California.

If the Lenovo Long-Term Incentive Program is not approved by the shareholders at the Annual General Meeting, all Awards granted pursuant to the California Sub-Plans would be canceled and become null and void and any Shares that were issued under the California

---

## LETTER FROM THE BOARD

---

Sub-Plans could be subject to rescission by the Company. However, Shares that have been acquired under the Award Plans by Participants outside of California, and outstanding and future Awards granted under the Award Plans to Participants outside of California, will not be affected as the shareholders' approval requirement is only applicable with respect to Awards granted to Participants residing in California.

### 6. ANNUAL GENERAL MEETING

The notice convening the Annual General Meeting is set out on pages 22 to 27 of this circular.

A form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited ([www.hkex.com.hk](http://www.hkex.com.hk)) and the Company ([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 Abacus Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the Annual General Meeting 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 Annual General Meeting or any adjourned meeting thereof if you so wish.

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 Annual General Meeting will therefore put each of the resolutions to be proposed at the Annual General Meeting 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 Annual General Meeting 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 approval of the Award Plans and the California Sub-Plans are in the best interests of the Company and its Shareholders. Accordingly, the Board recommends the Shareholders to vote in favour of all the resolutions to be proposed at the Annual General Meeting.

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 Annual General Meeting 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 constitutive 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 12,014,791,614 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 Annual General Meeting, 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 1,201,479,161 Shares, representing approximately 10% of the total number of Shares in issue as at the date of passing the resolution at the Annual General Meeting.

## **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.

**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 utilised 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, 2019 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 twelve months prior to the Latest Practicable Date were as follows:

	<b>Share prices (per Share)</b>	
	<b>Highest</b>	<b>Lowest</b>
	<i>HK\$</i>	<i>HK\$</i>
<b>2018</b>		
June	4.330	3.990
July	4.370	3.850
August	5.180	4.180
September	5.720	5.100
October	6.000	4.510
November	5.980	5.000
December	5.850	5.040
<b>2019</b>		
January	5.850	5.050
February	7.400	5.700
March	7.320	6.560
April	7.580	6.860
May (up to and including the Latest Practicable Date)	7.320	5.610

**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. UNDERTAKING OF DIRECTORS**

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they 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.

**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.

As at the Latest Practicable Date, according to the register maintained under section 336 of the SFO, Legend Holdings Corporation and its respective direct and indirect wholly-owned subsidiaries, Right Lane Limited and Legion Elite Limited, were collectively interested in 3,496,556,041 Shares, representing approximately 29.10% of the total number of Shares in issue of the Company. Based on such shareholding 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 shareholding would be increased to approximately 32.34% of the total number of Shares in issue of the Company. 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 Share 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.

---

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

---

The details of the retiring Directors, who will offer themselves for re-election, as required by rule 13.51(2) of the Listing Rules as at the Latest Practicable Date, are set out as follows:

1. **Mr. Zhu Linan**, 56, 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 is currently an executive director, president and member of executive committee of Legend Holdings Corporation (HKSE listed), a company holding substantial interests in the issued shares of the Company and he also serves as director of its various members. He is a non-executive director of CAR Inc. (HKSE listed). He was previously a non-executive director of Peak Sport Products Co., Limited.

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 Company's group of companies.

Mr. Zhu and Mr. Zhao John Huan, a non-executive director of the Company also serve on the board of directors of Legend Holdings Corporation, a company holding substantial interests in the issued shares of the Company.

Save as disclosed above, Mr. Zhu 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 Ms. 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 and responsibilities committed and assumed by Mr. Zhu in attending to the affairs of the Company and the recommendation given by independent professional consultant. Mr. Zhu received Director's fees of US\$92,500 and share awards with a value of US\$200,000 for the financial year ended March 31, 2019.

As at the Latest Practicable Date and within the meaning of Part XV of the SFO, Mr. Zhu has personal and corporate interests in 2,600,330 shares and 3,226,821 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.

2. **Mr. Yang Chih-Yuan Jerry**, 50, has been an independent non-executive director of the Company since November 6, 2014. Prior to that, he was the board observer of the Company since February 20, 2013. He holds a master's degree and a bachelor's degree of science in electrical engineering from Stanford University, where he served on the Board of Trustees from June 2005 until September 2016 and from October 2017 to the present.

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

Mr. Yang also served as a director of Yahoo! Japan Corporation from January 1996 to January 2012, an independent director of Cisco Systems, Inc. from July 2000 to November 2012. Mr. Yang is currently an independent director of Workday Inc. (Nasdaq listed) and Alibaba Group Holding Limited (NYSE listed).

Save as disclosed above, 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 positions with the Company or any member of the Company's group of companies.

Mr. Yang 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. Yang, he is appointed for a specific term of 3 years and will be subject to retirement by rotation and re-election at annual general meeting of the Company in accordance with the Articles of Association. Mr. Yang will receive such Director's fee and other remuneration as the Board may determine from time to time pursuant to the power given to it under the Articles of Association or otherwise granted to the Board by the Shareholders of the Company. In determining the Director's remuneration for Mr. Yang, the Board will take into account the level of fee and remuneration paid to an independent non-executive director of comparable companies, time and responsibilities committed and assumed by Mr. Yang in attending to the affairs of the Company and the recommendation given by independent professional consultant. Mr. Yang received Director's fees of US\$92,500 and share awards with a value of US\$200,000 for the financial year ended March 31, 2019.

As at the Latest Practicable Date and within the meaning of Part XV of the SFO, Mr. Yang has personal interests in 402,930 shares and 3,930,934 underlying shares granted under the long-term incentive program of the Company. 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.



3. **Mr. Gordon Robert Halyburton Orr**, 56, was re-designated as an independent non-executive director of the Company and appointed as a member of Audit Committee and Compensation Committee of the Company on September 1, 2016. Prior to that, he was a non-executive director of the Company since 2015. He holds a Master of Arts degree in Engineering Science from Oxford University and a Master of Business Administration degree from Harvard University.

Mr. Orr joined McKinsey & Company (“**McKinsey**”) in 1986 and held a broad range of senior positions in McKinsey until his retirement in August 2015. During the years with McKinsey, he was Greater China Managing Partner and subsequently Senior Partner (1999-2015), Managing Partner of McKinsey Asia (2008-2014) and Member of McKinsey’s global Operating Committee (2008-2015). He also served on McKinsey’s Global Shareholder’s Board (2003-2015) and chaired the Governance and Risk Committee.

In the past 20 years, Mr. Orr has served a broad range of clients in Asia, with primary focus on China and technology related sectors across Asia. Mr. Orr is currently (i) an independent non-executive director of Swire Pacific Limited and Meituan Dianping (both HKSE listed) and (ii) the chairman of the audit committee of Meituan Dianping. He is also the Vice Chairman of the China-Britain Business Council.

Save as disclosed above, Mr. Orr 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. Orr 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. Orr, 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. Orr 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. Orr, the Board will take into account the level of fee and remuneration paid to an independent non-executive director of comparable companies, time and responsibilities committed and assumed by Mr. Orr in attending to the affairs of the Company and the recommendation given by independent professional consultant. Mr. Orr received Director’s fees of US\$92,500 and share awards with a value of US\$200,000 for the financial year ended March 31, 2019.

As at the Latest Practicable Date and within the meaning of Part XV of the SFO, Mr. Orr has personal interests in 213,079 shares and 3,257,298 underlying shares granted under the long-term incentive program of the Company. Save as aforementioned, Mr. Orr 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. **Mr. Woo Chin Wan Raymond**, aged 64, has been appointed as an independent non-executive director of the Company and a member of Audit Committee of the Company since February 22, 2019. Mr. Woo is a retired partner of Ernst & Young (“**Ernst & Young**”). Before his retirement in June 2015, he had held various senior positions with Ernst & Young in the Greater China area. He was a director and the general manager of Ernst & Young Hua Ming CPA, a member of Ernst & Young’s Greater China Leadership Team, and the managing partner of Ernst & Young’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 Canadian Chartered Accountant and a Hong Kong Certified Public Accountant. He obtained his master’s degree in Business Administration from York University (Canada) in 1982.

Mr. Woo is currently an independent non-executive director of Dah Chong Hong Holdings Limited and Bank of Communications Co., Ltd. (both HKSE listed). He was previously an independent non-executive director of Great Wall Pan Asia Holdings Limited (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 and responsibilities committed and assumed by Mr. Woo in attending to the affairs of the Company and the recommendation given by independent professional consultant. Mr. Woo is entitled to receive Director’s fees of US\$92,500 and share awards with a value of US\$200,000 per annum.

---

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

---

As at the Latest Practicable Date and within the meaning of Part XV of the SFO, 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.

Save as disclosed above and in relation to the re-election of Directors, there is no information which is discloseable pursuant to any of the requirements of the provisions of rules 13.51(2)(h) to (v) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the Shareholders of the Company.

*The following is a summary of the principal terms of the Award Plans which are separate components of the Lenovo Long-Term Incentive Program proposed to be approved at the Annual General Meeting.*

## **I. MATERIAL TERMS APPLICABLE TO BOTH AWARD PLANS**

### **(A) Purpose**

The purpose of the Award Plans is to award Participants with the opportunity to earn proprietary interests in the Company, attract and retain the best personnel, encourage and motivate Participants to work towards enhancing the value of the Company and the Shares, and to align the interests of the shareholders of the Company with the interests of the Participants.

### **(B) Basic Overview**

A Right is a share appreciation right granted under the SAR Plan which entitles the Participant to a gain equal to the amount of the positive difference between the fair market value of a Share on the exercise date less the Award Price and is subject to the terms and conditions of the SAR Plan and the applicable award certificate. The Rights will be evidenced by an award certificate, which will set forth the number of Rights awarded, terms, conditions, restrictions, vesting schedule, and performance conditions, if any, of such Rights. A Participant will not be required to make any payment for the Award of Rights.

A Restricted Share Unit is a unit authorised under the RSU Plan which represents a contingent economic interest in a Share and is subject to the terms and conditions of the RSU Plan and applicable award certificate. A Restricted Share Unit will be evidenced by an award certificate of Restricted Share Units, which will set forth the number of Restricted Share Units awarded, terms, conditions, restrictions, vesting schedule, performance conditions, if any, and dividend equivalent rights that may be payable under such Restricted Share Units. A Participant will not be required to make any payment for the Award of Restricted Share Units.

### **(C) Eligibility**

Full-time or part-time employees or directors of the Company or a subsidiary of the Company, or such other individual as the Company selects, are eligible to participate in the Lenovo Long-Term Incentive Program.

### **(D) Term**

Awards must be granted within ten years of the date the Board approved and adopted the Award Plans.

**(E) Amendment/Termination**

The Company may, at any time, suspend or terminate the Award Plans. The validity and enforceability of any Awards made before the date of the termination of the Award Plans will not be affected by any such termination.

**(F) Non-Transferability**

An Award may not be assigned or transferred.

**(G) Variation of Capital**

In the event of any variation of the share capital of the Company, corresponding alterations (if any) may be made by the Company by adjusting the number of Rights or Restricted Share Units granted subject to an Award as it considers appropriate.

**II. ADDITIONAL MATERIAL TERMS APPLICABLE TO THE SAR PLAN****(A) Maximum Number of Issuable Shares**

Except as otherwise provided in the SAR Plan, the maximum number of Shares that may be issued pursuant to Rights may not in the aggregate exceed 10 percent of the Shares in issue on the date of approval and adoption of the SAR Plan by the Board.

**(B) Exercise and Settlement of Rights**

A Right may be exercised up to seven years from the date of grant. Rights may be settled in cash or in Shares, at the discretion of the Company.

**(C) Lapse of Award**

A Right will automatically lapse (to the extent not already exercised) on the earliest of: (i) the date of expiration, (ii) the expiration date of the post-termination exercise period following a Participant's termination of employment, and (iii) the date the Participant commits or permits a breach of the rules or terms set forth in the SAR Plan or Award Certificate.

**(D) Voting and Dividend Rights**

The Rights, whether vested or unvested, do not carry any voting rights or dividend rights in any Shares.

**(E) Termination of Employment**

All unvested rights are generally forfeited upon a Participant's employment termination, except upon certain terminations of employment, including death, permanent disability and involuntary terminations. Vested rights at termination are generally exercisable for a 90-day period, subject to extended post-termination exercise periods in the event of certain terminations of employment, including death, permanent disability, upon meeting certain retirement eligibility requirements and involuntary terminations.

**III. ADDITIONAL MATERIAL TERMS APPLICABLE TO RSU PLAN****(A) Maximum Number of Issuable Shares**

Except as otherwise provided in the RSU Plan, the maximum number of Shares that may be issued pursuant to Restricted Share Units may not in the aggregate exceed 5 percent of the Shares in issue on the date of approval and adoption of the RSU Plan by the Board.

**(B) Settlement of Vested Restricted Share Units**

Vested Restricted Share Units will be settled within ten business days or as soon as reasonably practicable following the vesting date. Restricted Share Units may be settled in cash or in Shares, at the discretion of the Company.

**(C) Voting and Dividend Equivalents Rights**

If an award certificate provides that the Participant is granted dividend equivalent rights, additional vested Restricted Share Units equal to the value of the dividends and distributions (if any) may be awarded to the Participant on each vesting date, or as soon as reasonably practicable after the vesting date, for the dividends and distributions paid on such vesting date for vested Restricted Share Units, as if the vested Restricted Share Units were Shares owned by the Participant.

**(D) Termination of Employment**

Unvested RSUs (including rights to dividend equivalent payments) are generally forfeited upon a Participant's termination of employment, except in the event of certain termination of employment, including a Participant's death and permanent disability.

*The following is a summary of the principal terms of the California Sub-Plans, which are sub-plans to the Award Plans.*

The California Sub-Plans are to be read together with the Award Plans for Participants in California. The principal terms and conditions of the California Sub-Plans are identical to those of the Award Plans with the following additional principal terms that apply only to the Participants in California:

#### **ADJUSTMENT IN EVENT OF A CHANGE IN CAPITALIZATION**

The number of Shares that may vest pursuant to an Award (and the exercise price thereof for Rights) will be proportionately adjusted in the event of a split of Shares, reverse split of Shares, dividend in Shares, recapitalization, combination, reclassification or other distribution of the Company's equity securities effected without receipt of consideration by the Company, of or on the Shares.

#### **MAXIMUM NUMBER OF SHARES ISSUABLE**

The maximum number of Shares that may be issued pursuant to Rights granted to California Participants may not in the aggregate exceed 2% of the Shares in issue on the date of approval and adoption of the SAR Plan by the Board, notwithstanding anything to the contrary in the SAR Plan.

The maximum number of Shares that may be issued pursuant to Restricted Share Units granted to California Participants may not in the aggregate exceed 1% of the Shares in issue on the date of approval and adoption of the RSU Plan by the Board, notwithstanding anything to the contrary in the RSU Plan.

---

## NOTICE OF ANNUAL GENERAL MEETING

---



Lenovo Group Limited 聯想集團有限公司

*(Incorporated in Hong Kong with limited liability)*

**(Stock Code: 992)**

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an annual general meeting of Lenovo Group Limited (the “**Company**”) will be held at Salon Rooms, 5/F, Harbour Grand Hong Kong, 23 Oil Street, North Point, Hong Kong on Tuesday, July 9, 2019 at 9:30 a.m. for the following purposes:

- (1) To receive and consider the audited consolidated financial statements and the reports of the directors and the independent auditor for the year ended March 31, 2019.
- (2) To declare a final dividend for the issued shares of the Company for the year ended March 31, 2019.
- (3) To re-elect the retiring directors and authorize the board of directors of the Company to fix directors’ fees, including:
  - (a) to re-elect Mr. Zhu Linan as director;
  - (b) to re-elect Mr. Yang Chih-Yuan Jerry as director;
  - (c) to re-elect Mr. Gordon Robert Halyburton Orr as director;
  - (d) to re-elect Mr. Woo Chin Wan Raymond as director;
  - (e) to resolve not to fill up the vacated office resulted from the retirement of Dr. Tian Suning as director; and
  - (f) to authorize the board of directors to fix directors’ fees.
- (4) To re-appoint PricewaterhouseCoopers as auditor and authorize the board of directors of the Company to fix auditor’s remuneration.



---

## NOTICE OF ANNUAL GENERAL MEETING

---

And as special business, to consider and, if thought fit, to pass with or without modification the following resolutions (5) to (8) as ordinary resolutions:

### 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, to grant rights to subscribe for, or convert any security into, shares in the Company (including the issue of any securities convertible into shares, or options, 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) 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;

shall not exceed 20 per cent. of the total number of shares of the Company in issue 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

---

## NOTICE OF ANNUAL GENERAL MEETING

---

(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 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;

---

## NOTICE OF ANNUAL GENERAL MEETING

---

- (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 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 and to grant rights to subscribe for, or to convert any security 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 may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the directors of the Company pursuant to such general mandate of 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 as at the date of passing this resolution.”

---

## NOTICE OF ANNUAL GENERAL MEETING

---

- (8) “**THAT** in accordance with Section 25102(o) of the California Corporations Code, the Lenovo Long-Term Incentive Program, which includes the following components: (a) The Lenovo Group Limited Further Amended and Restated Share Appreciation Rights Plan, (b) The Lenovo Group Limited Further Amended and Restated Share Appreciation Rights Plan Sub-plan For California Residents, (c) The Lenovo Group Limited Further Amended and Restated Restricted Share Units Plan, and (d) The Lenovo Group Limited Further Amended and Restated Restricted Share Units Rights Plan Sub-plan For California Residents, produced to the meeting marked as “A”, “B”, “C”, and “D”, respectively, and initialed by the Chairman of the meeting for the purpose of identification, be and are hereby approved.”

By Order of the Board

**Yang Yuanqing**

*Chairman and Chief Executive Officer*

Hong Kong, June 6, 2019

---

## NOTICE OF ANNUAL GENERAL MEETING

---

*Notes:*

1. A shareholder entitled to attend and vote at the annual 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.
2. Where there are joint holders of any share, any one of such persons may vote at the annual 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 annual 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 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the annual 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 annual 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 annual general meeting, and entitlement to the proposed final dividend, the register of members of the Company will be closed. Details of such closures are set out below:

- (i) For determining shareholders' eligibility to attend and vote at the annual general meeting:

Latest time to lodge transfer documents for registration	4:30 p.m. on July 2, 2019
Closure of register of members	From July 3 to July 9, 2019
Record date	July 3, 2019

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

Latest time to lodge transfer documents for registration	4:30 p.m. on July 12, 2019
Closure of register of members	July 15, 2019
Record date	July 15, 2019

During the above closure periods, no transfer of shares will be registered. To be eligible to attend and vote at the annual general meeting, and to qualify for the proposed final dividend, all properly completed transfer documents accompanied by the relevant share certificates must be lodged for registration with the Company's share registrar, Tricor Abacus Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than the aforementioned latest times.

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 annual general meeting will therefore put each of the resolutions to be proposed at the meeting to be voted by way of poll pursuant to the Company's articles of association.
6. 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 annual general meeting, the meeting will be postponed or adjourned. Shareholders are requested to visit the Company's website ([www.lenovo.com/hk/publication](http://www.lenovo.com/hk/publication)) and Hong Kong Exchanges and Clearing Limited's website ([www.hkex.com.hk](http://www.hkex.com.hk)) for details of alternative meeting arrangements.

The annual general meeting will be held as scheduled when an amber or 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).

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