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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)*

**(Stock Code: 992)**

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

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A notice convening the AGM 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 26, 2022 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 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 Abacus Limited at Level 54, 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 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.

**PRECAUTIONARY MEASURES FOR THE AGM**

Considering the current COVID-19 pandemic situation, the Company will implement the following precautionary measures to reduce the risk of contracting and spreading of COVID-19 at the AGM:

- (a) limited attendance in person at the AGM venue;
- (b) mandatory wearing of surgical face masks;
- (c) mandatory body temperature screening;
- (d) scanning of the "LeaveHomeSafe" venue QR code;
- (e) complying with the requirements of the "Vaccine Pass Direction";
- (f) no provision of refreshments, food nor beverage; and
- (g) any other additional precautionary measures as appropriate.

For the safety of the attendees at the AGM, seating at the AGM will be arranged so as to reduce interaction between participants. As a result, there will be limited capacity for Shareholders to attend the AGM. Any person who does not comply with the precautionary measures may be denied entry into or required to leave the AGM venue.

**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 instead of attending the AGM in person.**

Subject to the development of the COVID-19 situation, the Company may implement further precautionary measures for the AGM, the attendees are urged to view the respective websites of the Company at <https://investor.lenovo.com/en/publications/news.php> and the HKEXnews of Hong Kong Exchanges and Clearing Limited at <https://www.hkexnews.hk> for future arrangement of the AGM.

Hong Kong, June 27, 2022

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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 on Tuesday, July 26, 2022 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;
“Company”	Lenovo Group Limited, a company incorporated in Hong Kong with limited liability, the Shares of which are listed on the Stock Exchange (stock code: 992);
“COVID-19”	Coronavirus Disease 2019;
“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 PRC;
“Latest Practicable Date”	June 20, 2022, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange as amended, supplemented or otherwise modified from time to time;

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## DEFINITIONS

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“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 share(s) of the Company;
“Shareholder(s)”	the holder(s) of 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.

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## GUIDANCE FOR THE ANNUAL GENERAL MEETING

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The Company do encourage Shareholders to attend our AGM despite the current pandemic situation. However, for the safety and health of all attendees, the Company would encourage Shareholders to: (i) attend the AGM and vote by means of electronic facilities; or (ii) exercise their rights to vote at the AGM by appointing the Chairman of the AGM as their proxy instead of physically attending the AGM.

The AGM will be a hybrid meeting which involves a physical meeting and a virtual meeting via our online platform. The virtual meeting option can broaden the reach of the AGM to shareholders who do not wish to attend physically due to concerns on attending events under the current COVID-19 situation, 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 online platform by scanning the QR Code or entering the hyperlink [https://spot-emeeting.tricor.hk/#/unique meeting number](https://spot-emeeting.tricor.hk/#/unique%20meeting%20number) (URL of the unique meeting number as provided in the Letter) (the “**Online Platform**”) and entering the designated distinctive username and password.

Non-registered Shareholders whose shares of the Company are held through banks, brokers, custodians or HKSCC Nominees Limited (“**HKSCCN**”) should consult directly with their banks, brokers, custodians or HKSCCN (as the case may be) before the time limit required by the relevant intermediary to assist them to attend or vote using the Online Platform.

By participating the Online Platform, 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 vote and submit questions through the Online Platform.

The Online Platform 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 Abacus Limited at (852) 2975 0928 at least three business days before the AGM (i.e. on or before July 21, 2022) for arrangement.

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

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

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

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### **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. Shareholders can refer to the Online Meeting User Guide in relation to the procedure on on-site e-voting for details.

In the interest of the health and safety of our Shareholders and all attendees and, having regard to public health information regarding social distancing, the Company has decided that the maximum number of participants permitted to admit into the AGM venue in person is 120 (including the working team). The Company reserves the right to refuse shareholders' physical admission to the AGM venue if the number of participants at the AGM venue reaches 120 and will invite shareholders to join the AGM online.

Shareholders who intended to attend the AGM physically should also note the following precautions and control measures imposed by the Company at the AGM:–

- (a) limited attendance in person at the AGM venue;
- (b) mandatory wearing of surgical face masks;
- (c) mandatory body temperature screening;
- (d) scanning of the “LeaveHomeSafe” venue QR code;
- (e) complying with the requirements of the “Vaccine Pass Direction”;
- (f) no provision of refreshments, food nor beverage; and
- (g) any other additional precautionary measures as appropriate.

Shareholders are reminded that they should carefully consider the risks of attending the AGM in person, taking into account their own personal circumstances. Should anyone seeking to attend the AGM in person decline to submit to these requirements or be found to be suffering from a fever or otherwise unwell, the Company reserves the right to refuse such person's admission to the AGM.

### **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 (<https://www.hkexnews.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

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

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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 54, 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 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 HKSCCN (as the case may be) as soon 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 Abacus Limited, via their hotline at (852) 2975 0928 from 9:00 a.m. to 5:00 p.m. (Monday to Friday, excluding Hong Kong public holidays).

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LETTER FROM THE BOARD

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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)

*Chairman and Executive Director:*

Mr. Yang Yuanqing

*Non-executive Directors:*

Mr. Zhu Linan

Mr. Zhao John Huan

*Independent Non-executive Directors:*

Mr. William O. Grabe

Mr. William Tudor Brown

Mr. Yang Chih-Yuan Jerry

Mr. Gordon Robert Halyburton Orr

Mr. Woo Chin Wan Raymond

Ms. Yang Lan

Ms. Cher Wang Hsiueh Hong

Professor Xue Lan

*Registered Office:*

23rd Floor

Lincoln House

Taikoo Place

979 King's Road

Quarry Bay

Hong Kong

June 27, 2022

*To the Shareholders,*

Dear Sir or Madam,

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

**1. INTRODUCTION**

At the annual general meeting of the Company held on July 20, 2021, 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 20, 2021 and (ii) to allot, issue and otherwise deal with Shares up to 20% of the total number of Shares in issue as at July 20, 2021, 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 regarding 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; and (ii) the re-election of Directors.

### 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 AGM 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 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 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 AGM 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 12,041,705,614 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 2,408,341,122 Shares, representing approximately 20% of the total number of Shares in issue 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 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 shareholders' 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, in order to enhance the Company's working capital and strengthen its capital base and financial position, the Company issued US\$675,000,000, 3.375% convertible bonds due 2024 to third party professional investors (the "**Convertible Bonds**"). 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 AGM held on July 5, 2018. Other than that, in the past ten years, the Company has not exercised any general share issue mandate except for the purpose of issuing shares to partly satisfy consideration of acquisitions. There had not been any conversion of the Convertible Bonds and no redemption right had been exercised during the year.

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, Ms. Cher Wang Hsiueh Hong and Professor Xue Lan who were appointed as independent non-executive directors after the annual general meeting held on July 20, 2021, shall hold office until the AGM and, being eligible, has offered themselves for re-election. Their appointment process was set out in page 69 of the Company's 2021/22 Annual Report.

In accordance with article 107 of the Articles of Association, Mr. William Tudor Brown ("**Mr. Brown**"), Mr. Yang Chih-Yuan Jerry ("**Mr. Yang**"), Mr. Gordon Robert Halyburton Orr ("**Mr. Orr**") and Mr. Woo Chin Wan Raymond ("**Mr. Woo**") will retire by rotation at the AGM and being eligible, have offered 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.

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## LETTER FROM THE BOARD

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Pursuant to the code provision B.2.3 of Appendix 14 of the Listing Rules, any further appointment of independent non-executive director serving more than nine years should be subject to a separate resolution to be approved by shareholders. Mr. Brown was appointed as an independent non-executive director of the Company on January 30, 2013. As Mr. Brown has served the Company for more than nine years, separate resolution will be proposed for his re-election at the AGM.

The Nomination and Governance Committee has reviewed and considered the independence of Mr. Brown. During his tenure, Mr. Brown was not involved in the daily management of the Company nor in any relationship or circumstances which would materially interfere with his exercise of independent judgement. There is no evidence that his tenure has compromised or would compromise his continued independence. It is of the view that Mr. Brown with diverse backgrounds would continue to bring on fresh perspectives and objective advice in engineering, information technology, international business, investor relation and corporate strategy. Accordingly the Nomination and Governance Committee believes that Mr. Brown is still independent and should be re-elected.

In addition to Mr. Brown, the Nomination and Governance Committee has also reviewed and considered the other retiring Director's respective experience, skills and knowledge, in particular, those of (1) Mr. Yang in the internet, technology business and corporate strategy; (2) Mr. Orr in corporate strategy in technology areas and corporate governance; and (3) Mr. Woo in audit, corporate restructuring, IPO, risk management and merger and acquisition, 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.

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. ANNUAL GENERAL MEETING**

The notice convening the AGM is set out on pages 22 to 27 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.

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## LETTER FROM THE BOARD

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### 6. RECOMMENDATION

The Board considers that the proposed re-election of retiring Directors, the granting of the Share Buy-back Mandate and the Share Issue Mandate 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 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 12,041,705,614 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 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 1,204,170,561 Shares, representing approximately 10% of the total number of Shares in issue 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.

**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, 2022 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:

	Share prices (per Share)	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
<b>2021</b>		
July	9.06	6.96
August	8.62	7.17
September	8.76	7.85
October	9.65	7.25
November	8.84	7.58
December	9.21	7.72
<b>2022</b>		
January	9.34	8.23
February	9.44	8.30
March	8.96	7.05
April	9.05	7.48
May	8.43	7.07
June (up to and including the Latest Practicable Date)	7.90	7.03

**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, its respective direct and indirect wholly-owned subsidiaries, Right Lane Limited and Legion Elite Limited and its controlled company, Union Star Limited, were collectively interested in 4,328,804,972 Shares, representing approximately 35.94% 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 39.94% 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.



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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. William Tudor Brown**, 63, has been an independent non-executive director of the Company since January 30, 2013 and appointed as the chairman of the Compensation Committee of the Company on November 7, 2019. Mr. Brown is a Chartered Engineer and holds an MA (Cantab) Degree in electrical sciences from Cambridge University. He is a fellow of the Institution of Engineering and Technology and a fellow of the Royal Academy of Engineering. He was awarded as Member of the Order of the British Empire (MBE) on June 15, 2013.

Mr. Brown was one of the founders of ARM Holdings plc (“ARM”) (London Stock Exchange and NASDAQ listed). During the years with ARM, he held a broad range of leadership positions including engineering director, chief technical officer, executive vice president for global development, chief operating officer and president. He had responsibility for developing high-level relationships with industry partners and governmental agencies and for regional development. He also served as a director of ARM from October 2001 to May 3, 2012. Before joining ARM, he was the principal engineer at Acorn Computers Ltd., working exclusively on the ARM research & development programme since 1984.

Mr. Brown is currently an independent non-executive director of Semiconductor Manufacturing International Corporation (HKSE and Shanghai Stock Exchange listed), Ceres Power Holdings plc (London Stock Exchange listed) and Marvell Technology Group Ltd. (NASDAQ listed). He was previously an independent non-executive director of P2i Limited and Xperi Corporation. He also served on the UK Government Asia Task Force until May 2012.

Save as disclosed above, Mr. Brown 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. Brown does not have any relationship with any Director, senior management, substantial shareholders or controlling shareholders of the Company.

Under the letter of appointment between the Company and Mr. Brown, 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. Brown 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. Brown, 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. Brown in attending to the affairs of the Company and the recommendation given by independent professional consultant. Mr. Brown received Director's fees of US\$120,000 and share awards with a value of US\$240,000 for the financial year ended March 31, 2022.

As at the Latest Practicable Date and within the meaning of Part XV of the SFO, Mr. Brown has personal interests in 1,303,335 shares and 3,688,880 underlying shares granted under the long-term incentive program of the Company. Save as aforementioned, Mr. Brown 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**, 53, 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 2015 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 and HKSE 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\$100,000 and share awards with a value of US\$240,000 for the financial year ended March 31, 2022.

As at the Latest Practicable Date and within the meaning of Part XV of the SFO, Mr. Yang has personal interests in 1,182,428 shares and 3,726,082 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**, 59, 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, United Kingdom 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 an independent non-executive director of Swire Pacific Limited and Meituan (formerly known as "Meituan Dianping") (both HKSE listed) and he is also the chairman of the audit committee and member of corporate governance committee of Meituan. Mr. Orr currently is a board member of EQT AB (listed on the Nasdaq Stockholm). He is also a 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\$100,000 and share awards with a value of US\$240,000 for the financial year ended March 31, 2022.

As at the Latest Practicable Date and within the meaning of Part XV of the SFO, Mr. Orr has personal interests in 955,476 shares and 3,509,017 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**, 67, has been an independent non-executive director since February 22, 2019 and appointed as the chairman of Audit Committee of the Company on July 20, 2021. 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 Bank of Communications Co., Ltd. (HKSE listed). He was previously an independent non-executive director of Great Wall Pan Asia Holdings Limited and an independent non-executive director of Dah Chong Hong Holdings Limited.

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 received Director's fees of US\$127,500 and share awards with a value of US\$240,000 for the financial year ended March 31, 2022.

As at the Latest Practicable Date and within the meaning of Part XV of the SFO, Mr. Woo has personal interests in 357,546 shares and 598,517 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.

5. **Ms. Cher Wang Hsiueh Hong**, 63, was appointed as an independent non-executive director of the Company on June 20, 2022. Ms. Wang is the co-founder and chairwoman of HTC Corporation (宏達國際電子股份有限公司) (Taiwan Stock Exchange listed) and has established a number of successful Information Technology related businesses, with over 40 years' experience in the industry. Ms. Wang obtained her bachelor's degree in Political Economy of Industrial Societies at the University of California, Berkeley in 1982.

Ms. Wang founded VIA Technologies, Inc. (威盛電子股份有限公司) in 1992 (Taiwan Stock Exchange listed), a leading developer of computing platforms connecting businesses to advanced Artificial Intelligence (AI), Internet of Things (IoT), and computer vision technology for transportation, industrial, smart city, and data center applications. She founded, was the chairwoman and is currently a director of VIA Technologies, Inc. Prior to these, Ms. Wang was the general manager of the PC division at First International Computer, Inc. (大眾電腦股份有限公司), and helped drive the business unit into the lucrative motherboard market.

Ms. Wang is currently also a director of Formosa Plastics Corporation (台灣塑膠工業股份有限公司), Xander International Corporation (建達國際股份有限公司) and VIA Labs, Inc. (威鋒電子股份有限公司) (representing VIA Technologies, Inc.) (all Taiwan Stock Exchange listed).

Save as disclosed above, Ms. Wang 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. Wang 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. Wang, 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. Wang 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. Wang, 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 Ms. Wang in attending to the affairs of the Company and the recommendation given by independent professional consultant. For the financial year ending March 31, 2023, the remuneration for a non-executive director comprises Director's fees of US\$100,000 and share awards with a value of US\$240,000 per annum.

As at the Last Practicable Date and within the meaning of Part XV of the SFO, Ms. Wang 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. **Professor Xue Lan**, 62, was appointed as an independent non-executive director of the Company on June 20, 2022. Prof. Xue is currently a professor at Tsinghua University, teaching and research interests in Public Policy and Management, Science and Technology Policy, Crisis Management and Global Governance.

Prof. Xue is currently an independent non-executive director of SenseTime Group Inc. (商湯集團股份有限公司) (the shares of which are listed on The Stock Exchange of Hong Kong Limited with a stock code of 0020) and an independent non-executive director of Neusoft Corporation (東軟集團股份有限公司) (Shanghai Stock Exchange listed). He is serving as the vice chairman of the board of Chinese Association of Science and Science & Technology Policy (the CASSSP) (中國科學

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

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學與科技政策研究會), the chair of the National Expert Committee on New Generation of Artificial Intelligence Governance (國家新一代人工智能治理專業委員會) and a member of the Standing Committee of the China Association for Science and Technology.

Prof. Xue obtained his bachelor's degree in optics and fine mechanics from the Changchun Institute of Optics and Fine Mechanics (長春光學精密機械學院) (currently known as Changchun University of Science and Technology (長春理工大學)) in January 1982. He obtained a Master of Science degree from the State University of New York at Stony Brook in December 1987. He further received a Master of Science degree and a Ph.D. degree in engineering and public policy from Carnegie Mellon University in May 1989 and December 1991, respectively.

Save as disclosed above, Prof. Xue 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.

Prof. Xue 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 Prof. Xue, 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. Prof. Xue 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 Prof. Xue, 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 Prof. Xue in attending to the affairs of the Company and the recommendation given by independent professional consultant. For the financial year ending March 31, 2023, the remuneration for a non-executive director comprises Director's fees of US\$100,000 and share awards with a value of US\$240,000 per annum.

As at the Last Practicable Date and within the meaning of Part XV of the SFO, Prof. Xue 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.

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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)*

**(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 26, 2022 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, 2022.
- (2) To declare a final dividend for the issued shares of the Company for the year ended March 31, 2022.
- (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. William Tudor Brown 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 re-elect Ms. Cher Wang Hsiueh Hong as director;
  - (f) to re-elect Professor Xue 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 board of 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:

### 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

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## NOTICE OF ANNUAL GENERAL MEETING

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(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;

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## NOTICE OF ANNUAL GENERAL MEETING

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- (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.”

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

Hong Kong, June 27, 2022

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## NOTICE OF ANNUAL GENERAL MEETING

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*Notes:*

1. 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. Considering the current coronavirus situation, 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.
  2. 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.
  3. 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 (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 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.
  4. 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 19, 2022
Closure of register of members	From July 20 to July 26, 2022
Record date	July 20, 2022
    - (ii) For determining shareholders' entitlement to the proposed final dividend:

Latest time to lodge transfer documents for registration	4:30 p.m. on August 2, 2022
Closure of register of members	August 3, 2022
Record date	August 3, 2022
- 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 Abacus Limited, at Level 54, 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 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.
  6. For the safety of the attendees at the AGM, seating at the AGM will be arranged so as to reduce interaction between participants. As a result, there will be limited capacity for shareholders to attend the AGM. Shareholders attending the AGM may be denied entry into or required to leave the venue if any safety regulation or related precautionary measures cannot be complied with.

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## NOTICE OF ANNUAL GENERAL MEETING

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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 AGM, the meeting will be postponed or adjourned. Shareholders are requested to visit the Company's website (<https://investor.lenovo.com/en/global/home.php>) and the HKExnews of Hong Kong Exchanges and Clearing Limited's website ([www.hkexnews.hk](http://www.hkexnews.hk)) for details of alternative meeting arrangements.

The AGM 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).

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