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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, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

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

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

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***lenovo* 联想**

**Lenovo Group Limited 联想集团有限公司**

*(Incorporated in Hong Kong with limited liability)*

**Stock Code: 0992**

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

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Notice convening the annual general meeting of Lenovo Group Limited to be held at Salon 6, Level 3, JW Marriott Hotel, Pacific Place, 88 Queensway, Hong Kong on Friday, 23rd July 2004 at 9:30 a.m. is set out on pages 11 to 20 of this circular. Whether or not you are able to attend the meeting in person, you are requested to complete and return the accompanying proxy form in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time appointed for holding of the meeting. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting should you so wish.

Hong Kong, 15th June 2004

**lenovo** 联想

Lenovo Group Limited 联想集团有限公司

(Incorporated in Hong Kong with limited liability)

Stock Code: 0992

*Executive Directors:*

Mr Liu Chuanzhi (*Chairman*)

Mr Yang Yuanqing (*Vice Chairman and President*)

Ms Ma Xuezheng

*Non-executive Director:*

Mr Zeng Maochao

*Independent Non-executive Directors:*

Mr Wong Wai Ming

Professor Woo Chia-Wei

Mr Ting Lee Sen

*Registered Office:*

23rd Floor

Lincoln House

Taikoo Place

979 King's Road

Quarry Bay

Hong Kong

15th June 2004

*To the Shareholders*

Dear Sir or Madam,

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

**INTRODUCTION**

Pursuant to the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and the Companies Ordinance, Chapter 32 of the Laws of Hong Kong (the “**Companies Ordinance**”), listed companies incorporated in Hong Kong may in certain circumstances, if authorised by their Articles of Association, purchase their own shares.

At the extraordinary general meeting of the Company held on 15th July 2003, general mandates were given to the directors of the Company (the “**Directors**”) to exercise the powers of the Company to repurchase shares and to issue shares. Under the Companies Ordinance and the Listing Rules, these general mandates will lapse at the conclusion of the forthcoming annual general meeting of the Company.

Ordinary resolutions will therefore be proposed at the annual general meeting of the Company to be held on 23rd July 2004 (the “**AGM**”) to approve fresh general mandates to repurchase shares and to issue shares.

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## LETTER FROM THE BOARD

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Certain amendments have been made to the Companies Ordinance and the Listing Rules which came into effect on 13th February 2004 and 31st March 2004, respectively. The Directors propose to introduce amendments to the Articles of Association of the Company to bring them in line with the amended Companies Ordinance and Listing Rules.

The purpose of this circular is to provide you with information regarding, *inter alia*, the proposed general mandates to repurchase shares and to issue shares and the proposed amendments to the Articles of Association of the Company.

### GENERAL MANDATE TO REPURCHASE SHARES

An ordinary resolution will be proposed at the AGM to give a general and unconditional mandate to the Directors to exercise the powers of the Company to repurchase shares of HK\$0.025 each of the Company (“**Shares**”) up to a maximum of 10 per cent of the issued share capital of the Company at the date of passing of the ordinary resolution (the “**Repurchase Mandate**”). Such authority may only continue in force until the conclusion of the first annual general meeting of the Company following the passing of the ordinary resolution, or revoked or varied by ordinary resolution of the shareholders in general meeting, whichever occurs first.

An explanatory statement as required under the Listing Rules to provide the requisite information is set out in Appendix I to this circular.

### GENERAL MANDATE TO ISSUE SHARES

At the AGM, an ordinary resolution will be proposed to give the Directors a general and unconditional mandate to issue Shares representing up to 20 per cent of the issued share capital of the Company at the date of passing of the resolution (the “**Issue Mandate**”). Such authority may only continue in force until the conclusion of the first annual general meeting of the Company following the passing of the ordinary resolution, or revoked or varied by ordinary resolution of the shareholders in general meeting, whichever occurs first. In addition, an ordinary resolution will be proposed to authorise extension of the Issue Mandate which would increase the limit of the Issue Mandate by adding to it the number of Shares repurchased under the Repurchase Mandate.

### AMENDMENTS TO ARTICLES OF ASSOCIATION

Following the recent amendments to the Companies Ordinance and the Listing Rules, a special resolution to make corresponding amendments to the Articles of Association of the Company will be proposed at the AGM.

Section 157B of the Companies Ordinance has been amended to the effect that a director may be removed by an ordinary resolution instead of a special resolution, notwithstanding anything that is contained in a company’s constitutional documents. Section 70 of the Companies Ordinance has also been amended so that companies other than private companies must have the share certificates ready for delivery within ten business days after the lodgement

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## LETTER FROM THE BOARD

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of transfers. Furthermore, various amendments have been introduced to the Listing Rules concerning corporate governance issues. In this regard, amendments to the Articles of Association should be made in line with those changes.

Details relating to the proposed amendments to the Articles of Association of the Company are set out in Appendix II to this circular.

### **ANNUAL GENERAL MEETING**

Set out on pages 11 to 20 is a notice convening the AGM for the purposes of considering and, if thought fit, approving, *inter alia*, the Repurchase Mandate, the Issue Mandate and the proposed amendments to the Articles of Association.

A form of proxy for use at the AGM is enclosed. Whether or not you intend to be present at the AGM, you are requested to complete the proxy form and deposit it at the Company's share registrar, Abacus Share Registrars Limited of G/F., BEA Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong in accordance with the instructions printed thereon not less than 48 hours before the time fixed for holding the AGM. Completion and deposit of the proxy form will not preclude you from attending and voting at the AGM if you so wish.

### **RE-ELECTION OF DIRECTORS**

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

### **PROCEDURES FOR DEMANDING A POLL**

Pursuant to the Articles of Association of the Company, a poll may be demanded in the following manner:

- (a) by the Chairman; or
- (b) by at least three shareholders present in person or by proxy for the time being entitled to vote at the meeting; or
- (c) by any shareholder or shareholders present in person or by proxy and representing not less than one-tenth of the total voting rights of all the shareholders having the right to vote at the meeting; or
- (d) by any shareholder or shareholders present in person or by proxy and holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right.

The Chairman intends to demand poll voting at the AGM for all the resolutions set out in the notice of AGM.

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## LETTER FROM THE BOARD

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### RECOMMENDATION

The Directors believe that the Repurchase Mandate, the Issue Mandate and the proposed amendments to the Articles of Association of the Company are in the best interests of the Company and its shareholders. Accordingly, the Directors recommend that all shareholders should vote in favour of all the resolutions to be proposed at the AGM.

Yours faithfully,  
On behalf of the Board  
**Liu Chuanzhi**  
*Chairman*

This appendix serves as an explanatory statement to the shareholders as required under the Listing Rules in connection with the proposed Repurchase Mandate and also constitutes the memorandum required under section 49BA of the Companies Ordinance.

### **1. Shareholder's approval**

The Listing Rules provide that all proposed share repurchases on the Stock Exchange by a company with its primary listing on the Stock Exchange must be approved in advance by an ordinary resolution of shareholders, either by way of general mandate or by specific approval in relation to specific transactions. The Shares proposed to be purchased by the Company must be fully paid up.

### **2. Number of shares subject to the Repurchase Mandate**

As at 15th June 2004, being the latest practicable date prior to printing of this circular for ascertaining certain information contained in this circular (the "**Latest Practicable Date**"), the issued share capital of the Company comprised 7,480,536,108 Shares.

If the ordinary resolution authorising the Directors to repurchase its own Shares is passed at the AGM, and assuming that no further Shares are issued or repurchased prior to the AGM, up to 748,053,610 Shares, representing 10 per cent of the existing issued share capital of the Company, may be repurchased by the Company.

### **3. Source of funds**

Repurchases must be funded out of funds legally available for the purpose in accordance with the Articles of Association of the Company and the laws of Hong Kong. The Companies Ordinance provides that the repurchases may be made either out of distributable profits or the proceeds of a new issue of shares made for such purpose.

### **4. Reasons for repurchases**

The Directors believe that it is in the best interests of the Company and its shareholders for the Directors to have a general authority from the shareholders to enable the Company to repurchase Shares in the market at any appropriate time. Such repurchases 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 repurchases will benefit the Company and its shareholders.

### **5. Financial effect of repurchases**

The Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the funding requirements of the Company or the gearing position which in the opinion of the Directors are from time to time appropriate for the Company. However, on the basis of the most recent published consolidated financial position of the Company as at 31st March 2004, there may be a material adverse impact on the funding or gearing position of the Company if the Repurchase Mandate is exercised in full.

## 6. General

None of the Directors or, to the best of their knowledge, having made all reasonable enquiries, their associates, have any present intention to sell any of the Shares to the Company or its subsidiaries if the Repurchase Mandate is approved by the shareholders.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of Hong Kong.

No connected person (as defined in the Listing Rules) has notified the Company that it has a present intention to sell any of the Shares to the Company, or has undertaken not to do so, if the Company is authorised to make purchases of Shares.

If, as the result of a repurchase of the Shares, a shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Code on Takeovers and Mergers (the "**Takeovers Code**"). As a result, a shareholder, or a group of shareholders acting in concert, could, depending on the level of increase of shareholding interest, obtain or consolidate control of the Company and 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 Securities and Futures Ordinance, 聯想控股有限公司 (Legend Holdings Limited\*) (the "**Controlling Shareholder**") and its wholly-owned subsidiary, Right Lane Limited, were collectively interested in 4,256,651,971 Shares, representing approximately 56.9 per cent of the issued share capital of the Company. Based on such shareholding and in the event that the Directors exercised in full the power to repurchase Shares pursuant to the Repurchase Mandate, their collective shareholding would be increased to approximately 63.2 per cent of the issued share capital of the Company. Such increase would not give rise to an obligation to make a mandatory offer in accordance with rule 26 of the Takeovers Code.

In the event of an exercise of the Repurchase Mandate, public shareholding in the Company may be reduced to below 25 per cent which will be in breach of the Listing Rules. In accordance with the aforesaid undertaking and unless otherwise approved by the Stock Exchange, the Directors will refrain from exercising the power conferred by the Repurchase Mandate if it will result in a breach of the Listing Rules.

\* "*Legend Holdings Limited*" is a direct transliteration of its Chinese name.

In the six months prior to the Latest Practicable Date, the Company purchased 9,500,000 Shares on the Stock Exchange, as follows:

	Number of shares	Highest purchase price per share <i>HK\$</i>	Lowest purchase price per share <i>HK\$</i>
23rd March 2004	2,000,000	2.775	2.725
24th March 2004	500,000	2.750	2.750
30th March 2004	500,000	2.750	2.750
3rd June 2004	1,000,000	2.125	2.125
4th June 2004	3,000,000	2.175	2.150
8th June 2004	1,000,000	2.175	2.175
9th June 2004	500,000	2.175	2.175
10th June 2004	1,000,000	2.150	2.125

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

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
<b>2003</b>		
June	2.825	2.450
July	3.150	2.550
August	3.350	2.825
September	3.550	3.050
October	3.800	3.000
November	3.800	3.100
December	3.450	3.150
<b>2004</b>		
January	3.900	3.325
February	3.850	3.200
March	3.325	2.725
April	3.075	2.325
May	2.525	2.025



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## APPENDIX II AMENDMENTS TO THE ARTICLES OF ASSOCIATION

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This appendix sets out the proposed amendments to the Articles of Association of the Company. The full texts of which are set out in the corresponding sub-paragraph(s) of Resolution (8) contained in the notice of AGM.

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|----------------|-----------------------|---|
| (a)            | Article 2             | To change the definition of “associate” in line with the Listing Rules.   |
| (b)            | Article 2             | To add a new definition of “Listing Rules”.   |
| (c)            | Article 2             | To add a paragraph to the effect that any references to any ordinance or rules of stock exchange shall include such ordinance and rules of stock exchange and any subsidiary legislations, bye-laws, rules, regulations, practice notes, codes, guidelines, or guidance notes made pursuant to or issued or published from time to time under or by the authority of such ordinance or rules of stock exchange.   |
| (d) and<br>(e) | Articles 15 and<br>42 | To stipulate the time limit for issuance of share certificates in accordance with the Companies Ordinance and the Listing Rules and to revise the provisions on the amount payable for new share certificates.  |
| (f)            | Article 73            | To reflect the requirement of voting by poll under the Listing Rules. The amended Listing Rules provide that any vote of shareholders taken at a general meeting to approve (i) connected transactions; (ii) transactions that are subject to independent shareholders’ approval pursuant to the Listing Rules; (iii) granting of options to a substantial shareholder or an independent non-executive director or any of their respective associates; and (iv) any other transaction in which a shareholder has a material interest and is therefore required to abstain from voting, must be taken on a poll. |
| (g)            | New Article 82A       | To conform with the amended Appendix 3 of the Listing Rules which requires the articles of association of a listed company to provide that where any shareholder is subject to voting restrictions under the Listing Rules, any votes cast by or on behalf of such shareholder in contravention of such restriction shall not be counted.   |

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**APPENDIX II      AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

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|----------------------------------|--|--|
| (h), (i),<br>(j), (k)<br>and (l) | Articles 100(f),<br>100(g), 100(h),<br>100(k) and 100(l) | To conform with the amended Appendix 3 of the Listing Rules which requires amendments to the articles of association of a listed company to reflect that directors shall not vote for transactions in which they or their associates have a material interest.   |
| (m)                              | Article 105  | To conform with the amended Appendix 3 of the Listing Rules which requires there to be a minimum period during which notice may be given by a person other than a Director to propose a person for election as a Director (and during which notice is also given by such person of his willingness to be elected). This minimum period must be fixed for at least seven days and should commence no earlier than the day after the despatch of the notice of the meeting appointed for such election and end no later than seven days prior to the date of such meeting. |
| (n)                              | Article 107  | To make it in line with the Companies Ordinance requirement. The Companies Ordinance has been amended to provide that a director may be removed by an ordinary resolution instead of a special resolution.   |
| (o), (p)<br>and (q)              | Articles 167, 169<br>and 173                             | To achieve flexibility as to the use of electronic means to communicate with shareholders. The Listing Rules provide that, to the extent permitted under all applicable laws and regulations and the listed company's own constitutional documents, corporate communications (including annual and interim reports, circular and notices of meeting) may be sent or made available to the shareholders by using electronic means and in either English or Chinese only.  |
| (r)                              | Article 178(a)   | To be consistent with the amended provisions as to liability of officers and auditors, as prescribed by the Companies Ordinance.   |

In accordance with the Articles of Association of the Company, the following Directors will retire from office by rotation at the AGM and, being eligible, will offer themselves for re-election.

**Mr Zeng Maochao**, aged 71, was re-designated as a Non-executive Director of the Company on 30th May 2001 and has been a Director since 17th July 1995. He graduated from the Department of Electrical Engineering, Shanghai Jiao Tong University in 1957. He has over 47 years of experience in the computer field. He was the Director and Professor of the Institute of Computing Technology of the Chinese Academy of Sciences. He serves on the board of directors of the Controlling Shareholder and certain of its associates (as defined in the Listing Rules) including Digital China Holdings Limited (a former wholly-owned subsidiary of the Company which was spun-off for separate listing on the Stock Exchange on 1st June 2001).

Mr. Zeng does not have any family relationships with any other Directors and senior management of the Company. No service contract has been entered into by him with the Company. As at the Latest Practicable Date, according to the register maintained by the Company pursuant to section 352 of the Securities and Futures Ordinance, he was interested in 8,680,000 Shares and 1,600,000 underlying Shares in respect of share options granted under the share option scheme of the Company.

**Mr Wong Wai Ming**, aged 46, has been an Independent Non-executive Director of the Company since 30th March 1999. He is an Executive Director and the Chief Executive Officer of Global China Group Holdings Limited and an Independent Non-executive Director of Linmark Group Limited. He is a chartered accountant and has extensive knowledge and experience in investment banking. He is independent of and not connected with any other Directors, senior management or substantial or controlling shareholders of the Company. No service contract has been entered into by him with the Company. As at the Latest Practicable Date, according to the register maintained by the Company pursuant to section 352 of the Securities and Futures Ordinance, he did not hold any interests in the Shares or underlying Shares.

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## NOTICE OF ANNUAL GENERAL MEETING

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**lenovo 联想**

**Lenovo Group Limited 联想集团有限公司**

*(Incorporated in Hong Kong with limited liability)*

**Stock Code: 0992**

**NOTICE IS HEREBY GIVEN** that an annual general meeting of Lenovo Group Limited (the “Company”) will be held at Salon 6, Level 3, JW Marriott Hotel, Pacific Place, 88 Queensway, Hong Kong on Friday, 23rd July 2004 at 9:30 a.m. for the following purposes:

- (1) To receive and consider the audited accounts for the year ended 31st March 2004 together with the reports of the directors and auditors thereon.
- (2) To declare a final dividend for the year ended 31st March 2004.
- (3) To re-elect the retiring directors and authorise the board of directors of the Company to fix directors’ fees.
- (4) To re-appoint Messrs. PricewaterhouseCoopers as auditors and authorise the board of directors of the Company to fix auditors’ remuneration.

And as special business, to consider and, if thought fit, to pass with or without modification the following resolutions of which Resolutions (5) to (7) will be proposed as ordinary resolutions and Resolution (8) will be proposed as a special resolution:

### **ORDINARY RESOLUTIONS**

- (5) **“THAT:**
  - (a) subject to paragraph (c) of this Resolution and pursuant to section 57B of the Companies Ordinance, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the share capital of the Company and to make or grant offers, agreements and options which might require the exercise of such power be and is hereby generally and unconditionally approved;
  - (b) the approval in paragraph (a) of this Resolution shall authorise the directors of the Company during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such power after the end of the Relevant Period;
  - (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the approval in paragraph (a) of

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## NOTICE OF ANNUAL GENERAL MEETING

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this Resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined), or (ii) an issue of shares upon the exercise of options granted under any share option scheme or similar arrangement for the time being adopted for the grant or issue of shares or rights to acquire shares in the Company, or (iii) an issue of shares as scrip dividends pursuant to the Articles of Association of the Company from time to time, shall not exceed 20 per cent of the aggregate nominal amount of the issued share capital of the Company at the date of passing this Resolution, and the said approval shall be limited accordingly; and

(d) 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 Companies Ordinance or the Articles of Association of the Company 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 in the share capital of the Company open for a period fixed by the directors of the Company to holders of shares whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares (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 recognised 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 hereinafter defined) of all the powers of the Company to repurchase shares of the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission and the Stock Exchange 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 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 amount of shares of the Company which the Company is authorised to repurchase pursuant to the approval in paragraph (a) of this Resolution shall not exceed 10 per cent of the aggregate nominal amount of the issued share capital of the Company at the date of passing 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 Companies Ordinance or the Articles of Association of the Company 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 pursuant to Resolution (5) set out in the notice convening this meeting be and is hereby extended by the addition to the aggregate nominal value of the share capital 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 an amount representing the aggregate nominal value of the share capital of the Company repurchased by the Company pursuant to the mandate to repurchase shares of the Company as referred to in Resolution (6) set out in the notice convening this meeting, provided that such extended amount shall not exceed 10 per cent of the aggregate nominal amount of the issued share capital of the Company at the date of passing this Resolution.”

### SPECIAL RESOLUTION

(8) “**THAT** the Articles of Association of the Company be and are hereby amended as follows:

(a) by deleting the existing definition of “associate” in Article 2 and replacing it with the following new definition:

““associate” shall have the meaning attributed to it in the Listing Rules”;

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## NOTICE OF ANNUAL GENERAL MEETING

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- (b) by adding the following new definition in Article 2:

““Listing Rules” shall mean the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and any amendments thereto for the time being in force”;

- (c) by adding the following paragraph after the definition of “writing” in Article 2:

“references to any ordinance or rules of stock exchange shall include such ordinance and rules of stock exchange and any subsidiary legislations, bye-laws, rules, regulations, practice notes, codes, guidelines, or guidance notes made pursuant to or issued or published from time to time under or by the authority of such ordinance or rules of stock exchange”;

- (d) by deleting the words “without payment to receive within two months” in the first line of Article 15 and substituting therefor the words “to receive within such period of time as may be prescribed by the Companies Ordinance or the Listing Rules”;

- (e) by deleting the words “without charge” after the word “issued” and “him” in the third line and the fifth line of Article 42 and substituting therefor the words “with a fee not exceeding such maximum amount as may from time to time be prescribed by the Listing Rules”;

- (f) by inserting a new paragraph (e) in Article 73 as follows:

“(e) or as required by the applicable Listing Rules.”;

- (g) by adding a new Article 82A and its marginal note:

“82A. Where the Company is of the view that any member is, under the Listing Rules, required to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution, any votes cast by or on behalf of such member in contravention of such requirement or restriction shall not be counted.”;	Voting restrictions under Listing Rules
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- (h) by amending Article 100(f) as follows:

(i) adding the words “or any of his associate(s)” immediately after the word “Director” in the fifth line; and

(ii) adding the words “or whose associate(s) so contracting or himself or his associate(s)” immediately after the word “contracting” in the sixth line;

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## NOTICE OF ANNUAL GENERAL MEETING

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- (i) by amending Article 100(g) as follows:
  - (i) deleting the words “who to his knowledge” after the word “Director” in the first line and substituting therefor the words “, if he or any of his associate(s)”;
  - (ii) adding the punctuation “,” immediately after the word “Company” in the third line;
  - (iii) deleting the word “his” after the word “of” in the third line and substituting therefor the word “such”;
  - (iv) adding the words “or that of his associate(s)” immediately after the word “interest” in the fifth line;
  - (v) deleting the words “is or has” in the sixth line and substituting therefor the words “or his associate(s) is/are or has/have”; and
  - (vi) adding the words “or any of his associate(s)” immediately after the word “he” in the eighth line and eleventh line respectively;
- (j) by deleting Article 100(h) in its entirety and substituting therefor the following:

“(h) Save as otherwise provided by the Articles, a Director shall not vote on any resolution of the Board approving any contract or arrangement or any other proposal in which he or any of his associate(s) is materially interested, and if he shall do so his vote shall not be counted, nor shall he be counted in the quorum present at the meeting of the Board at which the question of entering into the contract or arrangement or proposed contract or arrangement is taken into consideration, but this prohibition shall not apply to any of the following:

  - (i) any contract or arrangement or proposal for giving any Director or his associate(s) any security or indemnity in respect of money lent by him or any of them or obligations incurred or undertaken by him or any of them at the request of or for the benefit of the Company or any of its subsidiaries; or
  - (ii) any contract or arrangement or proposal for the giving by the Company of any security or indemnity to a third party in respect of a debt or obligation of the Company or any of its subsidiaries for which the Director or his associate(s) has/have himself/themselves assumed responsibility in whole or in part and whether alone or jointly under a guarantee or indemnity or by the giving of security;  
or



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## NOTICE OF ANNUAL GENERAL MEETING

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- (iii) any proposal concerning an offer of shares or debentures or other securities of or by the Company or any other company which the Company may promote or be interested in for subscription or purchase where the Director or his associate(s) is/are or is/are to be interested as a participant in the underwriting or sub-underwriting of the offer; or
  - (iv) any proposal concerning any other company in which the Director or his associate(s) is/are interested only, whether directly or indirectly, as an officer or executive or shareholder or in which the Director or his associate(s) is/are beneficially interested in shares of that company, provided that the Director and any of his associates are not in aggregate beneficially interested in five per cent or more of the issued shares of any class of such company (or of any third company through which his interest or that of his associate(s) is derived) or of the voting rights; or
  - (v) any proposal or arrangement concerning the benefit of employees of the Company or its subsidiaries including the adoption, modification or operation of any employees' share scheme or any share incentive or share option scheme under which the Director or his associate(s) may benefit; or
  - (vi) any proposal or arrangement concerning the benefit of employees of the Company or its subsidiaries including the adoption, modification or operation of a pension fund or retirement, death or disability benefits scheme which relates both to Directors, his associates and employees of the Company or any of its subsidiaries and does not provide in respect of any Director, or his associate(s), as such any privilege or advantage not generally accorded to the class of persons to which such scheme or fund relates; or
  - (vii) any contract or arrangement in which the Director or his associate(s) is/are interested in the same manner as other holders of shares or debentures or other securities of the Company by virtue only of his/their interest in shares or debentures or other securities of the Company; or
  - (viii) any contract for the purchase or maintenance for any Director or Directors of insurance against any liability.”;
- (k) by deleting Article 100(k) in its entirety and substituting therefor the following:
- “(k) If any question shall arise at any meeting of the Board as to the materiality of the interest of a Director (other than the Chairman of

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## NOTICE OF ANNUAL GENERAL MEETING

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meeting) or any of his associate(s) or as to the entitlement of any Director (other than such Chairman) to vote or be counted in the quorum and such question is not resolved by his voluntarily agreeing to abstain from voting or not be counted in the quorum, such question shall be referred to the Chairman of the meeting and his ruling in relation to such other Director or any of his associate(s) shall be final and conclusive except in a case where the nature or extent of the interest of the Director or any of his associate(s) concerned as known to such Director has not been fairly disclosed to the Board. If any question as aforesaid shall arise in respect of the Chairman of the meeting or any of his associate(s) such question shall be decided by a resolution of the Board (for which purpose such Chairman shall not be counted in the quorum and shall not vote thereon) and such resolution shall be final and conclusive except in a case where the nature or extent of the interest of such Chairman or any of his associate(s) as known to such Chairman has not been fairly disclosed to the Board;”

- (l) by deleting the words “The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited” in the first line of Article 100(1) and substituting therefor the words “the Listing Rules” and adding the words “or any of his associate(s)” immediately after the word “he” in the fourth line of Article 100(1);

- (m) by deleting the words “at least seven days before the date of the general meeting” in the fifth line of Article 105 and substituting therefore the following:

“and provided that the minimum length of the period, during which such notices may be given, shall be at least seven days and that the period for lodgement of such notices shall commence no earlier than the day after the despatch of the notice of the general meeting appointed for such election and end no later than seven days prior to the date of such general meeting.”;

- (n) by deleting the word “special” in the first line in Article 107 and substituting therefor the word “ordinary” and by deleting its margin note in its entirety and replacing by “Power to remove Director by ordinary resolution”;

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## NOTICE OF ANNUAL GENERAL MEETING

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- (o) by deleting Article 167 and its margin note in their entireties and substituting therefor the following:

“167. Any notice or document (including any “corporate communication” within the meaning ascribed thereto under the Listing Rules), whether or not, to be given or issued under these Articles shall be in writing or in electronic format, and may be served by the Company on any member either personally; or by sending it through the post in a prepaid letter, envelope or wrapper address to such member at his registered address as appearing in the register or by delivering or leaving it at such registered address as aforesaid; or by advertisement in newspapers; or, to the extent permitted by the applicable laws, rules and regulations, by sending or transmitting it as an electronic communication at any telex or facsimile transmission number or electronic number or address or website supplied by him to the Company for giving of notice to him or which the person transmitting the notice reasonably and bona fide believes at the relevant time will result in the notice or document being duly received by him; or, to the extent permitted by the applicable laws, rules and regulations, publishing it on the Company’s website or the designated website prescribed under the Listing Rules and giving to the member a notice stating that the notice or other document is available there (a “notice of availability”). The notice of availability may be given to the member by any of the means set out above. In the case of joint holders of a share all notices shall be given to that one of the joint holders whose name stands first in the register and notice so given shall be sufficient notice to all the joint holders.”

Service of  
notices

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## NOTICE OF ANNUAL GENERAL MEETING

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- (p) by deleting Article 169 and its margin note in their entireties and substituting therefor the following:

“169. Any notice or document (including any “corporate communication” within the meaning ascribed thereto under the Listing Rules): When notice  
deemed to be  
served

- (a) if served or delivered in person, shall be deemed to have been served or delivered at the time of personal service or delivery, and in proving such service or delivery, a certificate in writing signed by the Secretary or other person appointed by the Board that it was so served shall be conclusive evidence thereof;
- (b) if sent or delivered by post, shall be deemed to have been served or delivered on the day following that on which the envelope or wrapper containing the same is put into a post office situated within Hong Kong and in proving such service it shall be sufficient to prove that the envelope or wrapper containing the notice or document was properly prepaid (and in the case of an address outside Hong Kong where airmail service can be extended thereto airmail postage prepaid), addressed and put into such post office and a certificate in writing signed by the Secretary or other person appointed by the Board that the envelope or wrapper containing the notice was so addressed and put into the post office shall be conclusive evidence thereof;
- (c) if sent, issue, publish or otherwise made available by electronic means, shall be deemed to have been served or delivered at the time of the relevant despatch or transmission. A notice or document published on the Company’s website or the designated website prescribed by the Listing Rules shall be deemed to have been served on the day following that on which a notice of availability is given to the members. In proving such service or delivery, a certificate in writing signed by the Secretary or other person appointed by the Board as to the act and time of such service, delivery, despatch, transmission or publication shall be conclusive evidence thereof; and

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## NOTICE OF ANNUAL GENERAL MEETING

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- (d) may be given to a member either in the English language or the Chinese language, subject to due compliance with all applicable laws, rules and regulations.”;
- (q) by deleting the words “written or printed” in Article 173 and substituting therefor the words “written, printed or made electronically”;
- (r) by deleting the words “paragraph (c) of the proviso to Section 165 of the Ordinance” in the third line in Article 178(a) and substituting therefor the words “Section 165(2) of the Ordinance”.

By Order of the Board  
**Liu Chuanzhi**  
*Chairman*

Hong Kong, 9th June 2004

*Notes:*

1. Any member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and, on a poll, vote instead of him. A proxy need not be a member of the Company.
2. To be valid, a proxy form, together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof must be completed and lodged with the Company’s share registrar, Abacus Share Registrars Limited of G/F., BEA Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong, not less than 48 hours before the time appointed for holding the meeting.
3. The register of members of the Company will be closed from Monday, 19th July 2004 to Friday, 23rd July 2004, both days inclusive, during which period no transfer of shares will be effected. In order to qualify for the proposed dividend, all transfers, accompanied by the relevant share certificates, must be lodged for registration with the Company’s share registrar, Abacus Share Registrars Limited at the above address not later than 4:00 p.m. on Friday, 16th July 2004.
4. Where there are joint holders of any shares, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders are present at any meeting the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
5. The Chairman intends to demand poll voting for all the resolutions set out in the notice of the annual general meeting.



# Lenovo Group Limited 聯想集團有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 0992)

## PROXY FORM FOR USE AT THE ANNUAL GENERAL MEETING

I/We<sup>1</sup> \_\_\_\_\_ of \_\_\_\_\_ being the registered holder(s) of<sup>2</sup> \_\_\_\_\_ shares of HK\$0.025 each in the share capital of Lenovo Group Limited (the "Company") HEREBY APPOINT<sup>3</sup> the Chairman of the Meeting or \_\_\_\_\_ of \_\_\_\_\_

as my/our proxy to attend and vote for me/us at the Annual General Meeting of the Company to be held at Salon 6, Level 3, JW Marriott Hotel, Pacific Place, 88 Queensway, Hong Kong on Friday, 23rd July 2004 at 9:30 a.m. and at any adjournment thereof and to vote for me/us and in my/our name(s) in respect of such resolutions as indicated below and, if no such indication is given, as my/our proxy thinks fit.

	FOR <sup>4</sup>	AGAINST <sup>4</sup>
1. To receive and consider the audited accounts for the year ended 31st March 2004 together with the reports of the directors and auditors thereon.		
2. To declare a final dividend for the year ended 31st March 2004.		
3. (a) To re-elect Mr Zeng Maochao as director.		
(b) To re-elect Mr Wong Wai Ming as director.		
(c) To authorise the board of directors to fix directors' fees.		
4. To re-appoint Messrs. PricewaterhouseCoopers as auditors and authorise the board of directors to fix auditors' remuneration.		
5. Ordinary Resolution – To grant a general mandate to the directors to allot, issue and deal with additional shares not exceeding 20% of the aggregate nominal amount of the existing issued share capital of the Company.		
6. Ordinary Resolution – To grant a general mandate to the directors to repurchase shares not exceeding 10% of the aggregate nominal amount of the existing issued share capital of the Company.		
7. Ordinary Resolution – To extend the general mandate to the directors to issue new shares of the Company by adding the number of the shares repurchased.		
8. Special Resolution – To amend the articles of association of the Company.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2004

Signature<sup>5</sup> \_\_\_\_\_

- Notes:
- Full name(s) and address(es) to be inserted in BLOCK CAPITALS.
  - Please insert the number of shares registered in your name(s). If no number is inserted, this proxy form will be deemed to relate to all the shares in the share capital of the Company registered in your name(s).
  - If any proxy other than the Chairman of the Meeting is preferred, strike out the words "the Chairman of the Meeting or" and insert the name and address of the proxy desired in the space provided. Any shareholder may appoint one or more proxies to attend and, on a poll, vote instead of him. A proxy need not be a shareholder of the Company.
  - Important: If you wish to vote for any of the resolutions, tick in the appropriate box marked "FOR". If you wish to vote against any of the resolutions, tick in the appropriate box marked "AGAINST".** Failure to tick a box will entitle your proxy to cast your vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those referred to above.
  - This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, either under its common seal or under the hand of an officer or attorney duly authorised.
  - Where there are joint registered holders of any share, any one of such persons may vote at the Meeting, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at the Meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the Register of Members in respect of the joint holding.
  - To be valid, this form of proxy and the power of attorney or other authority, if any, under which it is signed or a certified copy of such power or authority must be completed and lodged with the Company's share registrar, Abacus Share Registrars Limited of G/F., BEA Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong, not less than 48 hours before the time appointed for holding the Meeting or adjourned meeting. Completion and return of the form of proxy will not preclude shareholders from attending the Meeting and voting in person.
  - Any alteration made to this form of proxy must be initialled by the person who signs it.
  - The Chairman intends to demand poll voting for all resolutions set out in the notice of the annual general meeting.