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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.

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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,  
CANCELLATION OF AUTHORIZED CAPITAL,  
RE-ELECTION OF DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the Annual General Meeting to be held at Ballroom A, Level 5, Island Shangri-La Hong Kong, Two Pacific Place, Supreme Court Road, Central, Hong Kong on Friday, July 22, 2011 at 9:30 a.m. is set out on pages 13 to 19 of this circular. Whether or not you are able to attend the Annual General Meeting, please complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the share registrar of the Company, Tricor Abacus Limited at 26/F., Tesbury Centre, 28 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the Annual General Meeting or any adjourned meeting thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjourned meeting thereof and, in such event, the relevant form of proxy shall be deemed to be revoked.

Hong Kong, June 21, 2011

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LETTER FROM THE BOARD

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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)

*Chairman and non-executive Director:*

Mr. Liu Chuanzhi

*Executive Director:*

Mr. Yang Yuanqing

*Non-executive Directors:*

Mr. Zhu Linan

Ms. Ma Xuezheng

Mr. James G. Coulter

Mr. William O. Grabe

Dr. Wu Yibing

*Independent Non-executive Directors:*

Professor Woo Chia-Wei

Mr. Ting Lee Sen

Dr. Tian Suning

Mr. Nicholas C. Allen

*Registered Office:*

23rd Floor

Lincoln House

Taikoo Place

979 King's Road

Quarry Bay

Hong Kong

June 21, 2011

*To the Shareholders*

Dear Sir or Madam,

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

**INTRODUCTION**

Pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) (the “**Listing Rules**”) 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 authorized by their Articles of Association, purchase their own shares.

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## LETTER FROM THE BOARD

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At the annual general meeting of the Company held on July 30, 2010 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 July 22, 2011 (the “**AGM**”) to approve fresh general mandates to repurchase shares and to issue shares.

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, the proposed amendment to the Articles of Association, cancellation of authorized capital and the re-election of the retiring Directors.

### 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 issued ordinary shares of nominal value HK\$0.025 each of the Company up to a maximum of 10 per cent of the issued ordinary share capital of the Company at the date of passing of the ordinary resolution (the “**Repurchase Mandate**”). Such authority may only continue in force during the period from the passing of the resolution 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 ordinary shares representing up to 20 per cent of the issued ordinary share capital of the Company at the date of passing of the resolution (the “**Issue Mandate**”). As at June 15, 2011, 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 ordinary share capital of the Company comprised 9,968,185,897 ordinary shares of nominal value HK\$0.025 each (“**Shares**”). If the ordinary resolution granting the Issue Mandate to the Directors is passed at the AGM, and assuming that no further ordinary shares are issued or repurchased prior to the AGM, up to 1,993,637,179 Shares, representing 20 per cent of aggregate nominal amount of the entire issued ordinary share capital of the Company as at the date of passing the ordinary resolution at the AGM, may be issued by the Company. The Issue Mandate 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 authorize 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.

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## LETTER FROM THE BOARD

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### AMENDMENTS TO ARTICLES OF ASSOCIATION

Following the amendments to the Listing Rules and the recent amendments to the Companies Ordinance, the Directors propose that certain amendments be made to the relevant provisions of the Articles of Association to allow the Company to make use of the electronic means and the website for communication with the shareholders upon obtaining express or deemed consent.

For this purpose, a special resolution will be proposed at the AGM to amend the Articles of Association. Details relating to the proposed amendments to the Articles of Association of the Company are set out in Appendix II to the circular.

### CANCELLATION OF AUTHORIZED SHARE CAPITAL ON SERIES A CUMULATIVE CONVERTIBLE PREFERRED SHARES

The existing authorized share capital of the Company is HK\$527,525,000 divided into 20,000,000,000 Shares of HK\$0.025 each and 3,000,000 Series A cumulative convertible preferred shares (the “**Preference Shares**”) of nominal value of HK\$9.175 each and stated value of HK\$1,000 each.

The class on the Preference Shares were created pursuant to an ordinary resolution passed on 13 May 2005 and 2,730,000 Preference Shares were issued as of 17 May 2005. As of 15 November 2010, all the issued Preference Shares were fully converted into 1,001,834,845 Shares. As of the Latest Practicable Date, the issued share capital of the Company was HK\$249,202,847 divided into 9,968,113,897 Shares of HK\$0.025 each.

Pursuant to Article 62(a)(ii) of the Articles of Association and Section 53(1)(e) of the Ordinance, the Company may by ordinary resolution cancel any shares which at the date of passing the resolution have not been taken or agreed to be taken by any person, and diminish the amount of its share capital by the amount of the shares so cancelled.

As of the date of this circular, no Preference Shares are outstanding. The Board has no present intention to issue any new Preference Shares. Hence, for the purpose of adopting a clean capital policy, the Board proposes to amend the Articles, by way of an ordinary resolution to be proposed at the AGM pursuant to Article 62(a)(ii) of Articles of Association and Section 53(1)(e) of the Ordinance, to cancel the 3,000,000 Preference Shares. After the cancellation, the authorised share capital of the Company will then be HK\$500,000,000 divided into 20,000,000,000 Shares of HK\$0.025 each.

### 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.

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## LETTER FROM THE BOARD

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### ANNUAL GENERAL MEETING

Set out on pages 13 to 19 is a notice convening the AGM for the purposes of considering and, if thought fit, approving, inter alia, the Repurchase Mandate and the Issue Mandate and the proposed amendments to the Articles of Association. A form of proxy for use by holders of issued ordinary shares 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, Tricor Abacus Limited at 26/F., Tesbury Centre, 28 Queen's Road East, 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.

Pursuant to the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. The Chairman of the forthcoming AGM will therefore put each of the resolutions to be proposed at the AGM to be voted by way of poll pursuant to the Company's Articles of Association.

### RECOMMENDATION

The Board of Directors (the "**Board**") consider that the re-election of the retiring Directors, the Repurchase Mandate, the Issue Mandate, proposed amendments to Articles of Association and cancellation of authorized capital are in the best interests of the Company and its shareholders and recommend that you should vote in favour of all the resolutions to be proposed at the AGM.

Yours faithfully,  
By order 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. SHAREHOLDERS' 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 the Latest Practicable Date, the issued share capital of the Company comprised 9,968,185,897 Shares, representing the issued ordinary share capital of the Company.

If the ordinary resolution authorizing 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 996,818,589 Shares, representing 10 per cent of the entire issued ordinary share capital of the Company as at the date of passing the resolution at the AGM, 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 working capital 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 March 31, 2011, there may be a material adverse impact on the working capital 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 authorized 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 rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, according to the register maintained under section 336 of the Securities and Futures Ordinance, Legend Holdings Limited (the "**Controlling Shareholder**") and its wholly-owned subsidiary, Right Lane Limited and its subsidiaries, were collectively interested in 4,267,880,193 Shares, representing approximately 42.82 per cent of the issued ordinary 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 47.57 per cent of the issued ordinary share capital of the Company. Such increase would give rise to an obligation to make a mandatory offer in accordance with rules 26 and 32 of the Takeovers Code and the Company has no present intention to repurchase Shares to an extent which would give rise to such obligation.

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.

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**APPENDIX I                      EXPLANATORY STATEMENT ON REPURCHASE MANDATE**


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The Company has repurchased a total of 68,426,000 Shares of the Company on the Stock Exchange during the six months preceding the Latest Practicable Date, details of which are as follows:

<b>Date of Repurchase</b> <i>(dd/mm/yyyy)</i>	<b>Number of Shares repurchased</b>	<b>Price for the Repurchased Shares</b>	
		<b>Highest</b> <i>(HK\$)</i>	<b>Lowest</b> <i>(HK\$)</i>
15/03/2011	1,426,000	4.15	4.11
16/03/2011	9,000,000	4.18	4.11
17/03/2011	9,500,000	4.03	3.94
18/03/2011	9,500,000	4.02	3.95
21/03/2011	9,000,000	4.18	4.03
28/03/2011	8,000,000	4.26	4.16
29/03/2011	8,000,000	4.30	4.23
30/03/2011	8,000,000	4.32	4.21
31/03/2011	<u>6,000,000</u>	4.38	4.33
<b>Total</b>	<b><u>68,426,000</u></b>		

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:

	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
<b>2010</b>		
June	4.830	3.930
July	5.030	4.100
August	5.300	4.360
September	4.920	4.400
October	5.530	4.790
November	5.720	5.050
December	5.660	4.910
<b>2011</b>		
January	5.110	4.480
February	5.040	4.400
March	4.820	3.900
April	4.670	4.360
May	4.600	4.150
Up to the Latest Practicable Date	4.600	4.150



*This appendix sets out the proposed amendments to the Articles of Association and cancellation of authorized capital of the Company. The full texts of which are set out in the corresponding sub-paragraph(s) of Resolutions 8 and 9 contained in the notice of the AGM.*

- (a) Article 66 To add the phrase “Subject to the Listing Rules” as the Listing Rules have different requirements on the notice period to members for annual general meeting and extraordinary general meeting from the Ordinance. Preference will be given to the requirements of the Listing Rules in this respect.
- (b) Article 73 To add the phrase “Subject to the Listing Rules” as the Listing Rules require that any vote of members at a general meeting must be taken by poll which is different from general practice of voting on a resolution by a show of hands unless a poll is demanded. Preference will be given to the requirements of the Listing Rules in this respect.
- (c) and (d) Article 163 To add the new Article 163(c) and 163(d) for allowing the dispatch of balance sheets, profit and loss accounts, directors’ reports, auditors’ reports and summary financial reports to members or persons by electronic communication after having obtained all necessary consents or deemed consents from members or persons.
- (e) Article 167 To stipulate the means of dispatching notices and documents to members including via electronic communication with the necessary consents or deemed consents of members.
- (f) Article 168 To permit the Company to communicate with the member who cannot be contacted due to absence of address via publication on the website of the Company.
- (g) Article 169(c) To set out the deemed notice period for any notice or document sent, issue, publish including on designated websites or otherwise made available by electronic means.
- (h) Section on Series A cumulative convertible preferred shares To delete all references on Series A cumulative convertible preferred shares as the Company does not have such shares in issue.

In accordance with Article 101 of the Articles of Association of the Company, the following Directors will retire by rotation from office at the AGM and, being eligible, will offer themselves for re-election.

**Mr. Liu Chuanzhi**, 67, is Chairman of the Board and a non-executive director of the Company. Mr. Liu returned to the position of Chairman on February 5, 2009. Mr. Liu is the leading founder of Lenovo Group and was the Chairman of the Board and an executive director of the Company from 1994 and 1993 respectively until Lenovo's completion of acquisition of IBM Personal Computing Division on April 30, 2005. He graduated from the Department of Radar Communications at Xian Military Communications Engineering College of China and has substantial experience in the computer industry. Mr. Liu is the Chairman and President of Legend Holdings Limited, the controlling shareholder of the Company. Save as disclosed above, Mr. Liu has not held 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.

Mr. Liu and Mr. Zhu Linan, the non-executive director of the Company also serve on the board of directors of Legend Holdings Limited, the controlling shareholder of the Company. Save as disclosed above, Mr. Liu has no relationship with any director, senior management or substantial or controlling shareholder of the Company.

Mr. Liu holds directorships in a few member of the Company's group of companies other than that of a non-executive director of the Company.

There is no service contract between Mr. Liu and the Company. Mr. Liu was not appointed for a specific term, but is subject to retirement by rotation and re-election at annual general meeting of the Company in accordance with the Articles of Association. Mr. Liu is remunerated with an annual base salary of US\$450,000 and a target bonus of US\$750,000, and is granted an annual award of 6,644,127 units of Share Appreciation rights under the long term incentive program ("LTI Program") of the Company. The target bonus is payable based on the performance of the Company while the LTI Program awards are subject to a vesting schedule of three years. The remuneration package of Mr. Liu and its structure were determined by the Compensation Committee after taking into account the compensation level for similar positions in and market practices of the global technology industry and the recommendation given by independent professional consultant.

According to the register maintained by the Company pursuant to section 352 of the SFO as at the Latest Practicable Date, Mr. Liu, together with his associates, was interested in 18,862,780 ordinary shares. Mr. Liu was also interested in 32,521,149 underlying shares granted under the LTI Program of the Company.

There is no information about Mr. Liu to be disclosed pursuant to any of the requirements of rule 13.51(2) of the Listing Rules and there is no other matter which needs to be brought to the attention of the shareholders of the Company.

**Dr. Wu Yibing**, 43, has been a non-executive director of the Company since May 21, 2009. Dr. Wu received a Ph.D. from Harvard University and a B.Sc. from the University of Science and Technology of China. He is currently the President of CITIC Private Equity Funds Management Co., Ltd.. Dr. Wu was most recently the Managing Director and Executive Vice President of Legend Holdings Limited, the controlling shareholding of the Company, and the chief transformation officer of the Company. From 1996 to 2008, Dr. Wu was a senior partner of McKinsey & Company where he worked on a wide range of projects in industries including high tech, telecom, health care, energy and financial services, and prior to that, he was a consultant at Harvard University. Dr. Wu is a non-executive director of Neptune Orient Lines Limited (listed on Singapore Stock Exchange). He sits on the board of China Social Entrepreneur Foundation. Save as disclosed above, Dr. Wu has not held any directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Dr. Wu has no relationship with any director, senior management or substantial or controlling shareholder of the Company.

Dr. Wu does not hold any position with the Company or any member of the Company's group of companies other than that of a non-executive director of the Company.

There is no service contract between Dr. Wu and the Company. Dr. Wu was not appointed for a specific term, but is subject to retirement by rotation and re-election at annual general meeting of the Company in accordance with the Articles of Association. Dr. Wu 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 Dr. Wu, the Board will take into account the level of fee and remuneration paid to a non-executive director of comparable companies, time and responsibilities committed and assumed by Dr. Wu in attending the affairs of the Company and the recommendation given by independent professional consultant. Dr. Wu received director's fees of US\$80,000 and share awards of US\$140,000 for the financial year ended March 31, 2011.

According to the register maintained by the Company pursuant to section 352 of the SFO as at the Latest Practicable Date, Dr. Wu was interested in 45,890 ordinary shares and 748,964 underlying shares granted under the LTI Program of the Company.

There is no information about Dr. Wu to be disclosed pursuant to any of the requirements of rule 13.51(2) of the Listing Rules and there is no other matter which needs to be brought to the attention of the shareholders of the Company.

**Professor Woo Chia-Wei**, 73, has been an independent non-executive director of the Company since August 23, 1999. Professor Woo is Senior Advisor to The Shui On Group, and is also President Emeritus and University Professor Emeritus of Hong Kong University of Science and Technology. In addition, Professor Woo is an independent non-executive director of First Shanghai Investments Ltd., Shanghai Industrial Holdings Ltd. and Trony Solar Holdings Company Limited (all listed on Hong Kong Stock Exchange). Save as disclosed above, Professor Woo has not held 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.

Professor Woo has no relationship with any director, senior management or substantial or controlling shareholder of the Company.

Professor Woo does not hold any positions with the Company or any member of the Company's group of companies other than that of independent non-executive director of the Company.

There is no service contract between Professor Woo and the Company. Professor Woo was not appointed for a specific term, but is subject to retirement by rotation and re-election at annual general meeting of the Company in accordance with the Articles of Association. Professor 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 Professor 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 Professor Woo in attending to the affairs of the Company and the recommendation given by independent professional consultant. Professor Woo was entitled to receive director's fees of US\$80,000 and share awards of US\$140,000 for the financial year ended March 31, 2011.

According to the register maintained by the Company pursuant to section 352 of the SFO as at the Latest Practicable Date, Professor Woo was interested in 847,054 ordinary shares and 2,195,944 underlying shares granted under the LTI Program of the Company.

There is no information about Professor Woo to be disclosed pursuant to any of the requirements of rule 13.51(2) of the Listing Rules and there is no other matter which needs to be brought to the attention of the shareholders of the Company.

**Dr. Tian Suning**, 47, has been an independent non-executive director of the Company since August 2, 2007. Dr. Tian holds a Ph.D. in natural resource management from Texas Tech University and a M.S. degree in ecology from Chinese Academy of Sciences. He is the founder and chairman of a Chinese focused private equity fund China Broadband Capital Partners, L.P.. He held various senior positions in China Netcom Group Corporations (Hong Kong) Ltd. (listed on Hong Kong Stock Exchange and New York Stock Exchange) from 1999 to 2006 and was a vice chairman of PCCW Ltd. (listed on Hong Kong Stock Exchange) between 2005 and 2007. From 1993 till 1999, he was co-founder and CEO of AsiaInfo-Linkage, Inc. (NASDAQ listed) of which he is now a board member. He is currently an independent non-executive director of MasterCard Incorporated (listed on New York Stock Exchange) and Taikang Life Insurance Company Ltd. In addition, he is a non-executive director of Media China Corporation Limited (listed on Hong Kong Stock Exchange) and a senior advisor of Kohlberg Kravis Roberts & Co.. Save as disclosed above, Dr. Tian has not held 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.

Dr. Tian has no relationship with any director, senior management or substantial or controlling shareholder of the Company.

Dr. Tian does not hold any positions with the Company or any member of the Company's group of companies other than that of independent non-executive director of the Company.

There is no service contract between Dr. Tian and the Company. Dr. Tian was not appointed for a specific term, but is subject to retirement by rotation and re-election at annual general meeting of the Company in accordance with the Articles of Association. Dr. Tian 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 Dr. Tian, 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 Dr. Tian in attending to the affairs of the Company and the recommendation given by independent professional consultant. Dr. Tian received director's fees of US\$80,000 and share awards of US\$140,000 for the financial year ended March 31, 2011.

According to the register maintained by the Company pursuant to section 352 of the SFO as at the Latest Practicable Date, Dr. Tian was interested in 176,661 ordinary shares and 1,096,894 underlying shares granted under the LTI Program of the Company.

There is no information about Dr. Tian to be disclosed pursuant to any of the requirements of rule 13.51(2) of the Listing Rules and there is no other matter which needs to be brought to the attention of the shareholders of the Company.

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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 OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an annual general meeting of Lenovo Group Limited (the “**Company**”) will be held at Ballroom A, Level 5, Island Shangri-La Hong Kong, Two Pacific Place, Supreme Court Road, Central, Hong Kong on Friday, July 22, 2011 at 9:30 a.m. for the following purposes:

- (1) To receive and consider the audited accounts for the year ended March 31, 2011 together with the reports of the directors and auditors thereon.
- (2) To declare a final dividend for the issued ordinary shares for the year ended March 31, 2011.
- (3) To re-elect the retiring directors and authorize the board of directors of the Company to fix directors’ fees.
- (4) To re-appoint PricewaterhouseCoopers as auditors and authorize 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 Resolution (5) to (8) will be proposed as ordinary resolutions and Resolution (9) 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 ordinary shares in the share capital of the Company and to make or grant offers, agreements and options (including warrants, bonds, notes, debentures and other securities which carry rights to subscribe for or are convertible into ordinary shares) 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 authorize 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;

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## NOTICE OF ANNUAL GENERAL MEETING

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- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option, warrants or otherwise) by the directors of the Company pursuant to the authority in paragraph (a) of 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, or (iv) any issue of shares in the Company upon the exercise of rights of subscription or conversion under the terms of any existing warrants of the Company or any existing securities of the Company which carry rights to subscribe for or are convertible into shares of the Company, shall not exceed 20 per cent of the aggregate nominal amount of the issued ordinary 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).”

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## NOTICE OF ANNUAL GENERAL MEETING

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(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;
- (b) the amount of shares of the Company which the Company is authorized 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 ordinary 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.”



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## NOTICE OF ANNUAL GENERAL MEETING

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- (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 issued ordinary 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 ordinary share capital of the Company at the date of passing this Resolution.”
- (8) “**THAT** the existing authorized share capital of HK\$27,525,000 divided into 3,000,000 Series A Cumulative Convertible Preferred Shares of nominal value of HK\$9.175 each and stated value of HK\$1,000 each of the Company be cancelled, and **THAT** the authorized share capital of the Company be restated as HK\$500,000,000 divided into 20,000,000,000 ordinary shares of HK\$0.025 each.”

### SPECIAL RESOLUTION

- (9) “**THAT** the Articles of Association of the Company be and are hereby amended by:
- (a) deleting the word “An” in the first line of the existing Article 66 and replacing with the words “Subject to the Listing Rules, an”.
  - (b) deleting the word “At” in the first line of the existing Article 73 and replacing with the words “Subject to the Listing Rules, at”.
  - (c) adding the words “subject to Article 163(c)” after the word “and” in the second line of the existing Article 163(b).
  - (d) adding the following new Article 163(c) and Article 163(d) immediately after the existing Article 163(b):

“163. (c) Subject to due compliance with the Ordinance, the Listing Rules and all applicable laws, rules and regulations and to obtaining all necessary consents (or deemed consent), if any, required thereunder, the requirements of Article 163(b) shall be deemed satisfied in relation to any person by sending to the person a summary financial report which shall be in the form and containing the information required by all applicable laws, rules and regulations.”

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## NOTICE OF ANNUAL GENERAL MEETING

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“163.(d) The requirement to send to a person the documents referred to Article 163(b) or a summary financial report in accordance with Article 163(c) shall be deemed satisfied where, in accordance with the Ordinance, the Listing Rules and all applicable laws, rules and regulations, the Company publishes the documents referred to in Article 163(b) and / or a summary financial report complying with Article 163(c) (as the case may be), on the Company’s computer network or in any other permitted manner (including by sending any form of electronic communication), and that person has agreed or is deemed to have agreed to treat the publication or receipt of such documents in such manner as discharging the Company’s obligation to send to him such documents.”

- (e) deleting the existing Article 167 in its entirety and replacing with the following new Article 167:

“167. (1) Subject to the requirements or consents or deemed consents as stipulated in the Ordinance, the Listing Rules, these Articles and all applicable laws, rules and regulations, 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 from the Company to a member shall be in writing or in any form of electronic transmission or communication and any such notice and document may be served or delivered by the Company on or to any member in the following means:

- (a) by serving it personally on the member;
- (b) by sending it through the post in a prepaid envelope addressed to such member at his registered address as appearing in the register or at any other address supplied by him to the Company for the purpose;
- (c) by transmitting it to the member any such address or transmitting it to any telex or facsimile transmission number or electronic number or address or website supplied by him to the Company for the 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 being duly received by the member;
- (d) by placing an advertisement in appropriate newspapers in accordance with the requirements of the Listing Rules; or,
- (e) by placing 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”), which notice of availability may be given to the member by any of the means set out above other than by posting it on a website.

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## NOTICE OF ANNUAL GENERAL MEETING

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(2) 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 deemed a sufficient service on or delivery to all the joint holders.”

- (f) deleting the existing Article 168 in its entirety and replacing with the following new Article 168:

168. A member shall be entitled to have notices served on him at any address within Hong Kong or by any of the means set out in Article 167. Any member whose registered address is outside Hong Kong may notify the Company in writing of an address in Hong Kong which for the purpose of service of notice shall be deemed to be his registered address. A member who does not notify the Company of an address in Hong Kong may notify the Company of an address outside Hong Kong and the Company may serve notices on him at such overseas address. In the absence of notification by a member of an address in Hong Kong or overseas for the purpose of service of notice and to the extent permitted by the applicable laws, rules and regulations, such member shall be deemed to have received any notice which shall have been published on the Company’s website.

- (g) deleting the existing Article 169(c) in its entirety and replacing with the following new Article 169(c):

“169.(c) if sent, issued, published or otherwise made available by electronic means, shall be deemed to have been served or delivered forty-eight hours after 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 or permitted by the Ordinance shall be deemed to have been served forty-eight hours after its first posting or forty-eight hours after receipt of the notice of availability or posting (whichever is the later). 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”

- (h) deleting the existing section on Series A Cumulative Convertible Preferred Shares in its entirety as appeared after the existing Article 178.

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

Hong Kong, June 21, 2011

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## NOTICE OF ANNUAL GENERAL MEETING

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*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, Tricor Abacus Limited at 26/F., Tesbury Centre, 28 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the meeting.
3. The register of members of ordinary shares of the Company will be closed from Wednesday, July 20, 2011 to Friday, July 22, 2011, both days inclusive, during which period no transfer of shares will be effected. In order to qualify for the proposed dividend and for attending and voting at the forthcoming annual general meeting, all completed transfer forms, accompanied by the relevant share certificates, must be lodged for registration with the Company's share registrar, Tricor Abacus Limited at the above address not later than 4:30 p.m. on Tuesday, July 19, 2011.
4. Where there are joint holders of any shares carrying voting rights, 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. Pursuant to the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. The Chairman of the forthcoming AGM will therefore put each of the resolutions to be proposed at the AGM to be voted by way of poll pursuant to the Company's Articles of Association.