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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,  
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 Harcourt Room, Lower Lobby, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Tuesday, July 16, 2013 at 9:30 a.m. is set out on pages 11 to 15 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 3, 2013

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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 Executive Director:*

Mr. Yang Yuanqing

*Non-executive Directors:*

Mr. Zhu Linan

Ms. Ma Xuezheng

Dr. Wu Yibing

Mr. Zhao John Huan

*Registered Office:*

23rd Floor

Lincoln House

Taikoo Place

979 King's Road

Quarry Bay

Hong Kong

*Independent Non-executive Directors:*

Mr. Ting Lee Sen

Dr. Tian Suning

Mr. Nicholas C. Allen

Mr. Nobuyuki Idei

Mr. William O. Grabe

Mr. William Tudor Brown

June 3, 2013

*To the Shareholders*

Dear Sir or Madam,

**GENERAL MANDATES  
TO REPURCHASE SHARES AND TO ISSUE SHARES,  
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 3, 2012 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 16, 2013 (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 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 May 29, 2013, 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 10,440,884,059 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 2,088,176,811 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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### RE-ELECTION OF DIRECTORS

In accordance with articles 92 and 101 of the Company's articles of association, Mr. William Tudor Brown, Mr. Yang Yuanqing, Dr. Wu Yibing, Dr. Tian Suning and Mr. Nicholas C. Allen will retire and, being eligible, will offer themselves for re-election at the AGM, except for Dr. Wu Yibing who will not stand for re-election.

Pursuant to article 103 of the Company's articles of association, a resolution will be proposed at the AGM to resolve not to fill up the vacated office resulted from the retirement of Dr. Wu Yibing as a director of the Company.

The Nomination and Governance Committee has reviewed the re-election of directors and recommended to the Board that the re-election be proposed for shareholders' approval at the AGM. The Nomination and Governance Committee has also assessed the independence of all the independent non-executive directors including those to be re-elected at the AGM. All the independent non-executive directors satisfy the criteria set out in Rule 3.13 of the Listing Rules.

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

### ANNUAL GENERAL MEETING

Set out on pages 11 to 15 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. 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 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 and the Issue Mandate 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  
**Yang Yuanqing**  
*Chairman and Chief Executive Officer*

*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 10,440,884,059 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 1,044,088,405 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, 2013, 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 ("**SFO**"), Legend Holdings Limited (the "**Controlling Shareholder**") and its wholly-owned subsidiary, Right Lane Limited, were collectively interested in 3,372,796,041 Shares, representing approximately 32.30 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 35.89 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.

The Company has not repurchased any Shares during the six months preceding the Latest Practicable Date.

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>2012</b>		
June	7.510	6.200
July	6.620	5.360
August	6.960	5.350
September	6.880	6.080
October	6.630	6.080
November	7.440	6.210
December	7.690	6.990
<b>2013</b>		
January	8.720	7.070
February	8.890	7.980
March	9.070	7.350
April	7.780	6.450
Up to the Latest Practicable Date	7.930	6.600

In accordance with Article 92 of the Articles of Association of the Company, the following Director (being Director appointed by the Board since the last annual general meeting of the Company) will hold office until the AGM of the Company and, being eligible, will offer himself for re-election.

**Mr. William Tudor Brown**, 54, has been appointed as an independent non-executive director of the Company on January 30, 2013. Mr. Brown is a Chartered Engineer and holds an MA (Cantab) Degree in Electrical Sciences from Cambridge University. He is a Fellow of the Institution of Engineering and Technology and a Fellow of the Royal Academy of Engineering. Mr. Brown was one of the founders of ARM Holdings plc (London Stock Exchange and NASDAQ listed). In ARM Holdings plc, he served as an engineering director from 1993 and chief technical officer from 1997 to October 2000, executive vice president for global development from October 2000 to October 2001, and chief operating officer from October 2001 to July 2008. He had responsibility for developing high-level relationships with industry partners and governmental agencies and for regional development. He served as a director at ARM Holdings plc from October 2001 to May 3, 2012 and became president of ARM Holdings plc in July 2008. He also served as director of ARM Ltd. since 1993. Before joining ARM Holdings plc, he was principal engineer at Acorn Computers Ltd., working exclusively on the ARM research & development programme since 1984.

Mr. Brown is currently an independent external board member of Tessera Technologies, Inc. (NASDAQ listed). He was a non-executive director and a senior independent director of ANT plc (London Stock Exchange listed) until his retirement from these positions in February 2013. He served on the UK Government Asia Task Force until May 2012. He also sits on the advisory board of Annapurna Labs. Save as disclosed above, Mr. Brown 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. Brown has no relationship with any director, senior management or substantial or controlling shareholder of the Company.

Mr. Brown 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.

Under the letter of appointment between the Company and Mr. Brown, he is appointed for a specific term of 3 years and will be subject to retirement by rotation and re-election at annual general meeting of the Company in accordance with the Company's Articles of Association. Mr. Brown will receive such director's fee and other remuneration as the Board may determine from time to time pursuant to the power given to it under the Articles of Association or otherwise granted to the Board by the shareholders of the Company. In determining the director's remuneration for Mr. Brown, the Board will take into account the level of fee and remuneration paid to an independent non-executive director of comparable companies, time and responsibilities committed and assumed by Mr. Brown in attending to the affairs of the Company and the recommendation given by independent professional consultant. Mr. Brown received director's fees of US\$13,787 and annual share awards with a value of US\$30,082 for the financial year ended March 31, 2013.



According to the register maintained by the Company pursuant to section 352 of the SFO as at the Latest Practicable Date, Mr. Brown was interested in 67,929 underlying shares granted under the long term incentive program of the Company.

There is no information about Mr. Brown 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.

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. Yang Yuanqing**, 48, is Chief Executive Officer and an executive director of the Company and has been appointed as the Chairman of the Board on November 3, 2011. He is also a director and a shareholder of Sureinvest Holdings Limited which holds interests in the issued share capital of the Company. Mr. Yang assumed the duties of chief executive officer on February 5, 2009. Prior to that, he was the chairman of the board from April 30, 2005. Before taking up the office as chairman, Mr. Yang was the chief executive officer and has been an executive director since December 16, 1997. He has more than 20 years of experience in the field of computers. Under his leadership, Lenovo has been China's best-selling PC brand since 1997. Mr. Yang holds a Master's degree from the Department of Computer Science at the University of Science and Technology of China. Mr. Yang is also a guest professor at the University of Science and Technology of China and a member of the New York Stock Exchange's International Advisory Committee. Save as disclosed above, Mr. Yang 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.

Prior to joining the Company, Mr. Yang was an employee of the Controlling Shareholder's subsidiary. Save as disclosed above, Mr. Yang has no relationship with any director, senior management or substantial or controlling shareholder of the Company.

The Company entered into a service contract with Mr. Yang on October 9, 2006 for an unfixed term commencing from October 9, 2006. Mr. Yang is remunerated with an annual base salary of US\$1,209,390, a target bonus of US\$2,418,780 and equity rights under the long-term incentive program of the Company with a value of US\$10,000,000 for the financial year ended March 31, 2013. The target bonus is payable based on the performance of the Company while the equity awards are vested over four years. The remuneration package of Mr. Yang and its structure were determined by the Compensation Committee after taking into account the compensation levels for similar positions in and market practices of the global technology industry and the recommendation given by independent professional consultant and were covered by the provisions of the existing service contract.

According to the register maintained by the Company pursuant to section 352 of the SFO as at the Latest Practicable Date, Mr. Yang including his controlled corporation was interested in 746,211,876 ordinary shares and 67,414,523 underlying shares granted under the long term incentive program of the Company.

There is no information about Mr. Yang 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**, 49, 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. (HKSE and NYSE listed) from 2004 to 2007. He was the chief executive officer of China Netcom Corporation Ltd. from 1999 to 2004 and was a vice chairman of PCCW Ltd. (HKSE listed) 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 (NYSE listed) and Taikang Life Insurance Company Ltd. In addition, he is a non-executive director of China Jiuhao Health Industry Corporation Limited (HKSE listed). 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.

Under the letter of appointment between the Company and Dr. Tian, he is appointed for a specific term of 3 years and will be subject to retirement by rotation and re-election at annual general meeting of the Company in accordance with the Company's 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\$82,500 and share awards with a value of US\$180,000 for the financial year ended March 31, 2013.

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 398,434 ordinary shares and 1,735,976 underlying shares granted under the long term incentive 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.

**Mr. Nicholas C. Allen**, 58, has been an independent non-executive director of the Company since November 6, 2009. Mr. Allen received a Bachelor of Arts degree in Economics/Social Studies from Manchester University, United Kingdom. He is a Fellow of the Institute of Chartered Accountants in England and Wales and a member of the Hong Kong Institute of Certified Public Accountants. Mr. Allen has extensive experience in accounting and auditing and was a partner of PricewaterhouseCoopers until his retirement in June 2007. Mr. Allen is also an independent non-executive director of CLP Holdings Limited and Hysan Development Company Limited (both HKSE listed), an independent non-executive director of VinaLand Limited (London Stock Exchange AIM listed) and Texon International Group Limited. Save as disclosed above, Mr. Allen 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. Allen has no relationship with any director, senior management or substantial or controlling shareholder of the Company.

Mr. Allen 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.

Under the letter of appointment between the Company and Mr. Allen, he is appointed for a specific term of 3 years and will be subject to retirement by rotation and re-election at annual general meeting of the Company in accordance with the Company's Articles of Association. Mr. Allen will receive such director's fee and other remuneration as the Board may determine from time to time pursuant to the power given to it under the Articles of Association or otherwise granted to the Board by the shareholders of the Company. In determining the director's remuneration for Mr. Allen, the Board will take into account the level of fee and remuneration paid to an independent non-executive director of comparable companies, time and responsibilities committed and assumed by Mr. Allen in attending to the affairs of the Company and the recommendation given by independent professional consultant. Mr. Allen received director's fees of US\$110,000 and share awards with a value of US\$180,000 for the financial year ended March 31, 2013.

According to the register maintained by the Company pursuant to section 352 of the SFO as at the Latest Practicable Date, Mr. Allen was interested in 181,871 ordinary shares and 1,193,430 underlying shares granted under the long term incentive program of the Company.

There is no information about Mr. Allen 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 Harcourt Room, Lower Lobby, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Tuesday, July 16, 2013 at 9:30 a.m. for the following purposes:

- (1) To receive and consider the audited accounts for the year ended March 31, 2013 together with the reports of the directors and auditor thereon.
- (2) To declare a final dividend for the issued ordinary shares for the year ended March 31, 2013.
- (3) To re-elect the retiring directors and authorize the board of directors of the Company to fix directors’ fees, including:
  - (a) to re-elect Mr. William Tudor Brown as director;
  - (b) to re-elect Mr. Yang Yuanqing as director;
  - (c) to re-elect Dr. Tian Suning as director;
  - (d) to re-elect Mr. Nicholas C. Allen as director;
  - (e) to resolve not to fill up the vacated office resulted from the retirement of Dr. Wu Yibing as director; and
  - (f) to authorize the board of directors to fix directors’ fees.
- (4) To re-appoint PricewaterhouseCoopers as auditor and authorize the board of directors of the Company to fix auditor’s remuneration.

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

### 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

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## NOTICE OF ANNUAL GENERAL MEETING

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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;
- (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

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## NOTICE OF ANNUAL GENERAL MEETING

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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;
- (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.”

- (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

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## NOTICE OF ANNUAL GENERAL MEETING

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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.”

By Order of the Board

**Yang Yuanqing**

*Chairman and Chief Executive Officer*

Hong Kong, June 3, 2013

*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. For the purposes of determining shareholders’ eligibility to attend and vote at the annual general meeting, and entitlement to the proposed final dividend, the register of members of ordinary shares of the Company will be closed. Details of such closures are set out below:

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

Latest time to lodge transfer documents for registration	4:30 p.m. on Monday, July 15, 2013
Closure of register of members of ordinary shares	Tuesday, July 16, 2013
Record date	Tuesday, July 16, 2013

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

Latest time to lodge transfer documents for registration	4:30 p.m. on Friday, July 19, 2013
Closure of register of members of ordinary shares	Monday, July 22, 2013
Record date	Monday, July 22, 2013

During the above closure periods, no transfer of shares will be registered. To be eligible to attend and vote at the annual general meeting, and to qualify for the proposed final dividend, all properly completed transfer documents accompanied by the relevant share certificates must be lodged for registration with the Company’s share registrar, Tricor Abacus Limited, at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong no later than the aforementioned latest times.

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 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.

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## NOTICE OF ANNUAL GENERAL MEETING

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6. If typhoon signal no. 8 or above remains hoisted or a black rainstorm warning signal is in force at 9:00 a.m. at the date of the AGM, the AGM will be postponed. Members are requested to visit the Company's website ([www.lenovo.com/hk/publication](http://www.lenovo.com/hk/publication)) and HKEx's websites ([www.hkex.com.hk](http://www.hkex.com.hk)) for details of alternative meeting arrangements.

The AGM will be held as scheduled when an amber or red rainstorm warning signal is in force.

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

Members should make their own decision as to whether they would attend the AGM under the bad weather conditions bearing in mind their own situation and if they should choose to do so, they are advised to exercise care and caution.