

LENOVO GROUP LIMITED

CONTINUOUS DISCLOSURE POLICY

Approved by	: The Board of Directors
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1. INTRODUCTION AND PURPOSE

1.1 Lenovo Group Limited (the “**Company**”) is committed to provide equal, timely, accurate and effective access by the public to the Inside Information disclosed in accordance with the requirements of the SFO, the Listing Rules and all other applicable laws rules and regulations.

1.2 The purpose of this Continuous Disclosure Policy (“**Policy**”) of the Company is to:

- formalize and describe the processes implemented by the Company for complying with its disclosure obligations under the SFO, the Listing Rules and other regulatory requirements in relation to the disclosure of Inside Information;
- provide guidance on protecting and preventing the improper use or disclosure of Inside Information and the Company’s confidential information (as defined below); and
- provide guidance on disclosing Inside Information in a timely, consistent and appropriate manner.

2. DEFINITION OF INSIDE INFORMATION

2.1 “**Inside Information**” in this Policy shall have the same meaning defined in the SFO (as amended from time to time) and refers to specific information relating to the Company that:

- (a) is about:
 - (i) the Company;
 - (ii) a shareholder or Officer of the Company; or
 - (iii) the listed securities of the Company or its derivatives; and
- (b) is not generally known to the persons who are accustomed or would be likely to deal in the listed securities of the Company but would if generally known to them be likely to materially affect the price of the listed securities.

The key elements comprised in the concept of Inside Information are:

- the information must be *specific*;
- the *information must not be generally known* to that segment of the market which deals or which would likely deal in the Company’s securities; and
- the information would, if so known be *likely to have a material effect on the price of the Company’s securities*.

- 2.2 Other policies and rules issued by the Company relating to disclosure of information to the public through other channels shall also be implemented in accordance with this Policy if the subject information is related to Inside Information as defined in this Policy.

3. SCOPE

This Policy is applicable to all Directors, Chief Executive Officer (“CEO”), Senior Vice Presidents, Vice Presidents and each of individuals that reports to them directly; the employees in the functions or units of Accounting, Finance, Business Development, Strategy, Mergers and Acquisitions, Investor Relations, Corporate Communications and Legal; and any other employee(s) with access to Inside Information of the Company.

4. RESPONSIBILITIES

4.1 Direct Reports to Chief Executive Officer

4.1.1 All Direct Reports to the Chief Executive Officer shall have the obligation to co-ordinate the disclosure of Inside Information to the Disclosure Committee (as defined below).

4.1.2 The Direct Reports to the Chief Executive Officer shall be responsible for their respective geographies, units or functions in:

- (a) establishing controls for monitoring business and corporate developments and events so that any potential Inside Information is promptly identified and escalated;
- (b) establishing periodic financial reporting procedures so that key financial and operating data is identified and escalated in a structured and timely manner; and
- (b) maintaining and regularly reviewing sensitivity list identifying factors or developments which are likely to give rise to the emergence of Inside Information.

4.2 Disclosure Committee

4.2.1 The Company has established a disclosure committee to assist the Company in complying with its continuous disclosure obligations in accordance with the SFO, the Listing Rules and all other applicable laws rules and regulations (the “**Disclosure Committee**”).

4.2.2 The Disclosure Committee is composed of the:

- Chief Financial Officer of the Group (“CFO”);
- General Counsel of the Group;
- Other persons appointed and/or nominated by CEO from time to time.

The composition of the Disclosure Committee is subject to change by the CEO from time to time and notice of such change will be given to all persons concerned.

4.2.3 The Disclosure Committee shall be responsible for:

- (a) reviewing this Policy annually and recommending to the Nomination and Governance Committee of the Company (the “**Nomination and Governance Committee**”) and the Board, through CEO, any changes that it considers appropriate;
- (b) communicating and making available this Policy to persons accountable under the Policy;
- (c) developing and implementing the appropriate reporting processes, controls, and guidelines for the identification, communication and release of Inside Information;
- (d) ensuring that the system for dissemination of Inside Information to the Stock Exchange in a timely fashion is operating;
- (e) reviewing any potential Inside Information and deciding what information must be disclosed by the Company to the Stock Exchange in compliance with its disclosure obligations and this Policy;
- (f) liaising with and responding to the Stock Exchange in relation to continuous disclosure issues; and
- (g) keeping a record of all correspondences with the Stock Exchange and other releases that have been made.

4.2.4 Meetings of the Disclosure Committee will be convened from time to time by any member of the Disclosure Committee to consider particular disclosure issues though most of the Disclosure Committee’s functions will be performed by email or verbally (given that time is of essence principle and the practicalities).

4.2.5 The Disclosure Committee is authorized to seek independent professional advice, at the Company’s expense, to perform its responsibilities if it considers this necessary. The Disclosure Committee shall be provided with sufficient resources to perform its duties.

4.3 **Chief Executive Officer**

The CEO shall be responsible for:

- (a) reviewing and determining the appropriate reporting processes, controls, and guidelines for the identification, communication and release of Inside Information;
- (b) reviewing any potential Inside Information and making a final decision on any continuous disclosure matter brought to it by the Disclosure Committee;

- (c) reviewing the text of any announcement to be made to the Stock Exchange before submission to the Board for approval;
- (d) monitoring the effectiveness of the Disclosure Committee and the Company's compliance with continuous disclosure requirements; and
- (e) liaising with and responding to the Stock Exchange in relation to continuous disclosure issues.

4.4 Board of Directors

The Board is responsible for approving the disclosure of Inside Information. The Board may by resolution delegate this responsibility to designated Director(s).

While the Audit Committee of the Company shall be responsible for the financial disclosures as set out in its terms of reference, the Nomination and Governance Committee shall have general oversight over the adherence by the Company to the terms of this Policy and the adequacy of this Policy in light of changes in the Company's circumstances and regulatory environment.

4.5 Company Secretary

4.5.1 The Company Secretary shall ensure that the Board approval procedures are followed.

4.5.2 The Company Secretary shall ensure that the following documents are distributed on a timely basis to the Board:

- draft announcement for Inside Information;
- recommendation from CEO and Disclosure Committee together with supporting documents and/or materials;
- confirmation that the CEO and Disclosure Committee are satisfied that an appropriate process of verification has occurred regarding factual accuracy of the content of the proposed announcement and that there are no material omissions from the announcement; and
- any other relevant material, if appropriate.

4.5.3 The Company Secretary or his delegates is responsible for the submission of the Inside Information through the electronic publication system operated by the HKEx and also the Company's website after approval by the Board.

4.6 Authorized Spokespersons

4.6.1 As part of the day-to-day work, employees regularly communicate with customers and suppliers, among other persons, through, including but not limited to, presentations, meetings, congresses and articles in professional journals. This Policy should not hinder them in this respect. However, they must avoid communicating Inside Information or making other statements incorrectly.

Currently, the following persons are designated as the Company's spokespersons:

- (a) The Chairman of the Board
- (b) CEO
- (c) Executive Director(s) of the Board
- (d) Chief Financial Officer (“**CFO**”)
- (e) Chief Marketing Officer (“**CMO**”)
- (f) Vice President of Global Corporate Communications (“**GCC**”)
- (g) Vice President of Investor Relations (“**IR**”)
- (h) General Counsel
- (i) Company Secretary
- (j) Authorized Representatives appointed pursuant to the Listing Rules
- (k) Other persons designated by the CEO or CFO or CMO or their respective delegates from time to time including the delegates in the IR and GCC functions

(collectively, the “**Authorized Spokespersons**”)

The IR and GCC functions shall maintain a list of Authorized Spokespersons representing the respective functions.

4.6.2 With that in mind, the rules are as follows:

- *Responsibility for coordinating communications to the investment community*
 - IR is responsible for coordinating all communications with investors, analysts and other members of the investment community.
 - IR is responsible to ensure that any communications with investment community does not contain Inside Information. The Authorized Spokespersons who receive enquiries from the investment community should liaise with IR.
 - Other Directors and employees of the Company who receive enquiries from the investment community should refer the enquiries to IR.
- *Responsibility for coordinating communications to media*
 - CMO and GCC are responsible for coordinating all communications with reporters, journalists and other media.
 - CMO and GCC are responsible to ensure any communications with media does not contain Inside Information. The Authorized Spokespersons who receive enquiries from the media should liaise with CMO or GCC.
 - Other Directors and employees of the Company who receive enquiries from the media should refer the enquiries to CMO or GCC.
- *Coordination between Investor Relations and Corporate Communications*
CFO, CMO, GCC and IR should liaise with each other on matters of mutual interest or responsibilities.
- *Responsibility for coordinating communications to Stock Exchange*
 - Company Secretary and the Authorized Representatives shall act as the Company’s principal channel of communication with the Stock Exchange.
 - Company Secretary and the Authorized Representatives who receive enquiries from the Stock Exchange should liaise with the CEO and Disclosure Committee.

- Disclosure Committee, CEO and the Board shall be kept appropriately informed of any potential disclosures or to present issues that require the Directors' input for resolution.

Generally, external queries regarding information that has recently been released to the market are directed to:

Queries	Goes to
Analysts, retail investors, institutional Investors	Vice President of IR or his delegates
Reporters, journalists and other media	CMO, GCC or his delegates
Stock Exchange	CEO, CFO, General Counsel, Company Secretary or Authorized Representatives

- 4.6.3 Other Directors, Officers, and employees of the Company who are not authorized to be Authorized Spokespersons **SHALL NOT** respond on behalf of the Company to any enquiries from, or initiate communication of Inside Information with, the governmental authorities, investment community, shareholders or media. All such communication **MUST** be referred to one of the Authorized Spokespersons.

5. DISSEMINATION OF INSIDE INFORMATION

5.1 General Principle

- 5.1.1 Subject to the specified circumstances as set out in paragraph 5.3 of this Policy, the Company must, as soon as reasonably practicable after any Inside Information has come to its knowledge, disclose the information to the public in accordance with the provisions of this Policy.
- 5.1.2 Before the Inside Information is fully disclosed to the public, the Officers shall ensure that the information is kept strictly confidential. Where the Disclosure Committee believes that the necessary degree of confidentiality cannot be maintained or that confidentiality may have been breached, the Disclosure Committee shall seek for the approval from the Board through CEO to disclose the Inside Information to the public immediately.
- 5.1.3 The following principles shall be observed by the Company in disseminating Inside Information:
- to fulfill the obligation to disclose to the public, the Inside Information shall be published by way of the electronic publication system operated by HKEx pursuant to the Listing Rules.
 - the Company may implement additional means to disseminate Inside Information such as issuing a press release through news or wire services, holding a press conference and/or posting an announcement on the Company's website. Such additional means of disclosure shall follow the internal approval procedures as set out in this Policy and its practical guidance.

- (c) if it appears that there will be significant delays in issuing an announcement, whether occasioned by the Company or a third party, the issue of the delay shall be raised with the Disclosure Committee and, if necessary, the Stock Exchange to determine whether trading in the Company's securities shall be halted or suspended pending release of the Inside Information.

5.2 Holding Announcement and Trading Halt or Suspension

5.2.1 If the Company needs time to clarify the details of, and the impact arising from, an event or a set of circumstances before it is in a position to issue a full announcement to properly inform the public, the Company shall consider issuing a "**holding announcement**" which:

- (a) details as much of the subject matter as possible; and
(b) sets out reasons why a fuller announcement cannot be made.

5.2.2 If the confidentiality of the information cannot be maintained and the Company is not able to make an announcement, be it a full announcement or a holding announcement, the Company shall apply for a halt or a suspension of trading in its securities until disclosure of Inside Information can be made.

5.3 Safe Harbours

5.3.1 "**Safe Harbours**" are set out below, which permit the Company to withhold disclosure of Inside Information under specific circumstances:

- (a) disclosure is not required if and so long as it is prohibited under law or court order.
- (b) disclosure is not required if and so long as **ALL** of the following conditions apply:
- (i) reasonable precautions have been taken by the Company to preserve confidentiality of the information;
- (ii) the confidentiality of the information is preserved; and
- (iii) one or more of the following applies:
- the information concerns an incomplete proposal or negotiation;
 - the information is a trade secret;
 - the information concerns the provision of liquidity support from the Exchange Fund established by the Exchange Fund Ordinance (Cap. 66) or from an institution which performs the functions of a central bank (including such an institution of a place outside Hong Kong) to the Company or, if the Company is a member of a group of companies, to any other member of the Group; and
 - the Stock Exchange/securities commission grants dispensation from immediate disclosure.

The above exceptions are available if the Company has taken reasonable steps to preserve the confidentiality of the Inside Information, and confidentiality has in fact been preserved. However, if confidentiality cannot be preserved and the above exception does not apply, disclosure shall be made.

- 5.3.2 The Company cannot justify not making the disclosure by virtue of the terms of an agreement which require the parties entering into the agreement not to disclose information about the agreement or the transaction that is the subject of the agreement. The terms and conditions of a contract do not override the statutory requirement.

6. CONFIDENTIAL INFORMATION

6.1 Maintaining Confidentiality of Information

- 6.1.1 Directors, Officers and employees shall assume that all non-public corporate information is confidential unless it is specifically designated otherwise.

- 6.1.2 Inside Information, before it is disclosed, is a type of confidential information and, therefore, is subject to strict confidentiality restrictions and care must be taken to ensure it is provided only to other company employees or third parties who require access to it to further the business purposes of the Company.

- 6.1.3 Access to confidential information shall be restricted to the persons:

- (a) who are aware of their confidentiality obligations;
- (b) who are aware of or are informed of the disclosure requirements and practices concerning Inside Information and the prohibitions on trading in securities that arise from having knowledge of Inside Information; and/or
- (c) who have signed a confidentiality agreement where required by the Company.

6.2 Preservation of Confidentiality

- 6.2.1 The requirement to preserve confidentiality under this Policy is not regarded to be breached if information is given to another person who needs the information to fulfill the person's duties and functions in relation to the Company and provided that the person owes a duty of confidentiality. The information shall be given on the basis that restricts its use to the stated purpose and the recipient shall recognize its resulting obligations. The categories of persons who may receive the information include the following:

- (a) the Company's advisers and advisers of other persons involved in the matter in question;

- (b) persons with whom the Company is negotiating, or intends to negotiate, any commercial, financial or investment transaction (including prospective underwriters or placees of the securities of the Company);
- (c) the Company's lenders;
- (d) the Company's major shareholders; and
- (e) any government department, statutory or regulatory body or authority (e.g. SFC, Stock Exchange).

The above exceptions will not permit the Directors or Officers to make a disclosure of Inside Information to a media, financial analyst, institutional investor or other market professional.

If disclosure of Inside Information is made under this paragraph 6.2.1, the Directors or Officers shall make sure those receiving the information understand that the information is confidential and recognize their obligations to maintain the information confidential.

- 6.2.2 The party(ies) receiving Inside Information under paragraph 6.2.1 above shall sign a confidentiality agreement to confirm understanding of the confidential nature of the information.

The use of a confidentiality agreement does not provide an exemption to the rules against exceptions set under paragraph 6.2.1 above, so it is always necessary to determine whether the disclosure of Inside Information is being made by the need of the information to fulfill the person's duties and functions in relation to the Company.

7. SANCTIONS

Compliance with this Policy is of importance to every Officer of the Company. Every Officer must take all reasonable measures from time to time to ensure that proper safeguards exist to prevent a breach of disclosure requirements. If the Company breaches disclosure requirements, an Officer may be personally liable if:

- (a) his/her intentional, reckless or negligent conduct has resulted in the breach;
or
- (b) he/she failed to take all reasonable measures from time to time to ensure that proper safeguards exist to prevent the breaches.

8. REVIEW AND AMENDMENTS OF THE POLICY

- 8.1 The Nomination and Governance Committee has been delegated with authority by the Board to oversee and regularly review this Policy and recommend any changes to the Board for its consideration and approval.

- 8.2 Any amendment to this Policy must be approved by the Board.

9. DEFINITIONS

In this Policy, the following definitions shall apply unless the context otherwise requires:

“**Authorized Spokesperson(s)**” means such person(s) who is/are designated as the spokesperson(s) of the Company for the purpose of external communication under section 4.6 of this Policy;

“**Authorized Representative(s)**” means a person appointed as an authorized representative by the Company under the Listing Rules;

“**Board**” means the board of directors of the Company;

“**Company Secretary**” means the secretary of the Company;

“**Director(s)**” mean the director(s) of the Company;

“**Direct Report(s) to Chief Executive Officer**” mean the senior management who report directly to the Chief Executive Office of the Group;

“**Disclosure**” or “**disclosure**” means the reporting of Inside Information to external parties, including the release of the Inside Information to the relevant securities regulators or regulatory authorities in accordance with the SFO, the Listing Rules and all other applicable rules, the release of an announcement to the general public through designated media, the making of recommendations to domestic and overseas investors and securities analysts through investor relation activities, and the public relations activities for communicating with the domestic and international press media.

“**HKEx**” means Hong Kong Exchanges and Clearing Limited.

“**Group**” means the Company together with its subsidiaries;

“**Inside Information**” means the meanings defined in the SFO as amended from time to time for the purposes of Part XIVA of the Ordinance;

“**Investment Community**” means the existing and potential investors of the Company’s securities, analysts and securities market professionals;

“**Listing Rules**” means the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended from time to time;

“**Officer(s)**” means a Director, Company Secretary or any other person under immediate authority of the Board who is charged with management responsibility affecting the whole of the Company or a substantial part of the Company;

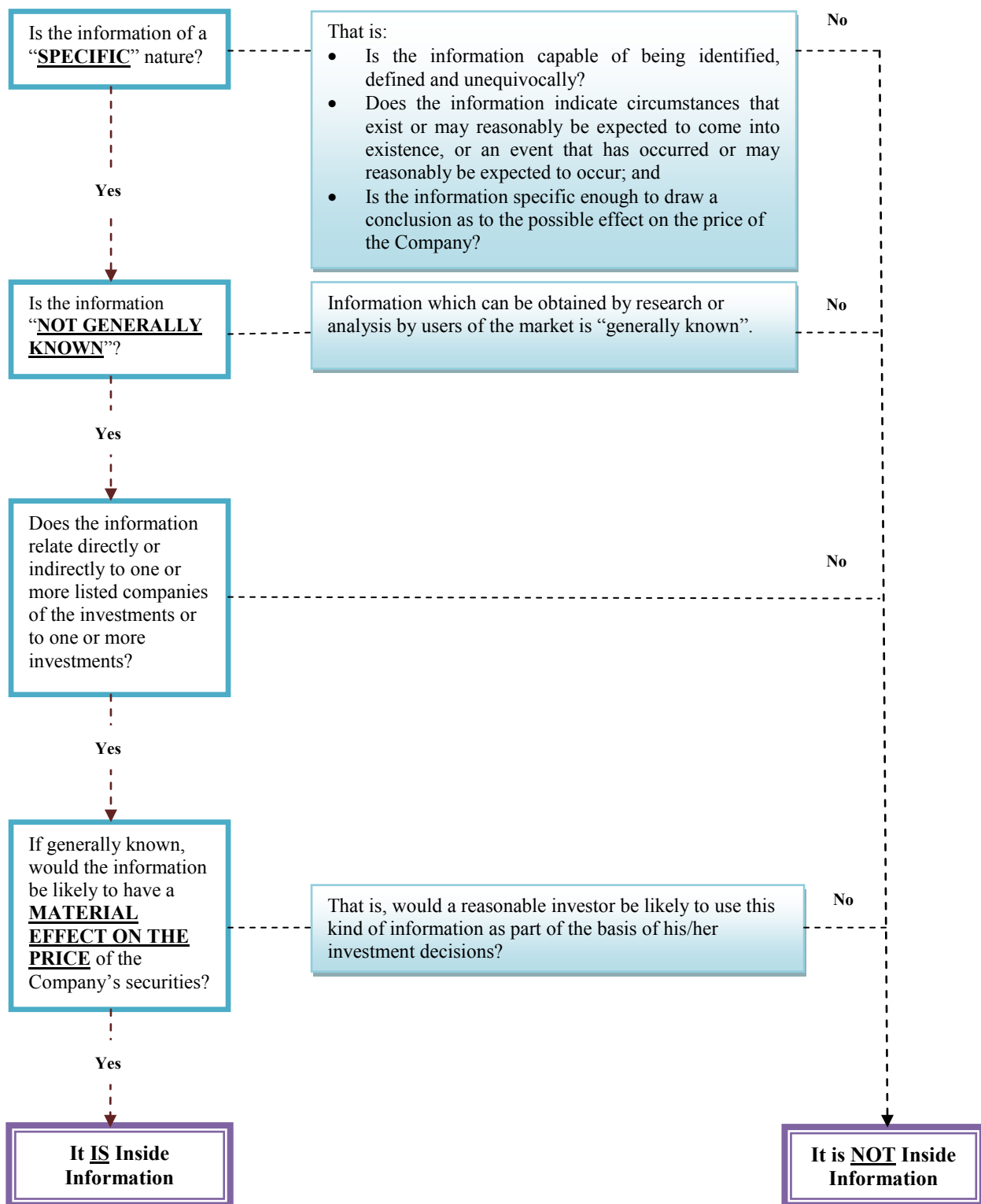
“**SFC**” means Securities and Futures Commission;

“**SFO**” means the Securities and Futures Ordinance (Cap. 571) as amended from time to time;

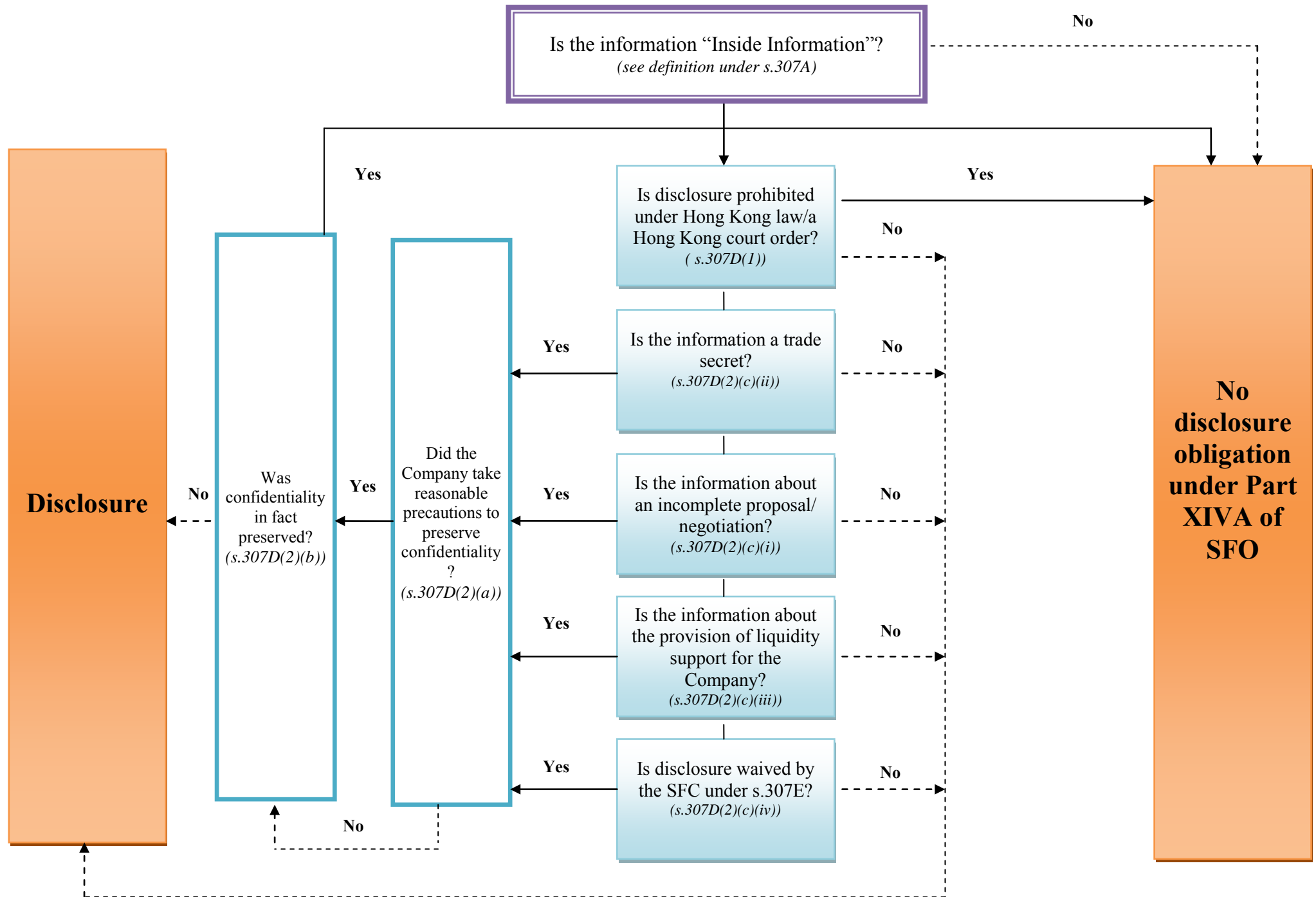
“**Shareholder(s)**” means the holder(s) of securities of the Company, both individual and institutional; and

“**Stock Exchange**” means The Stock Exchange of Hong Kong Limited.

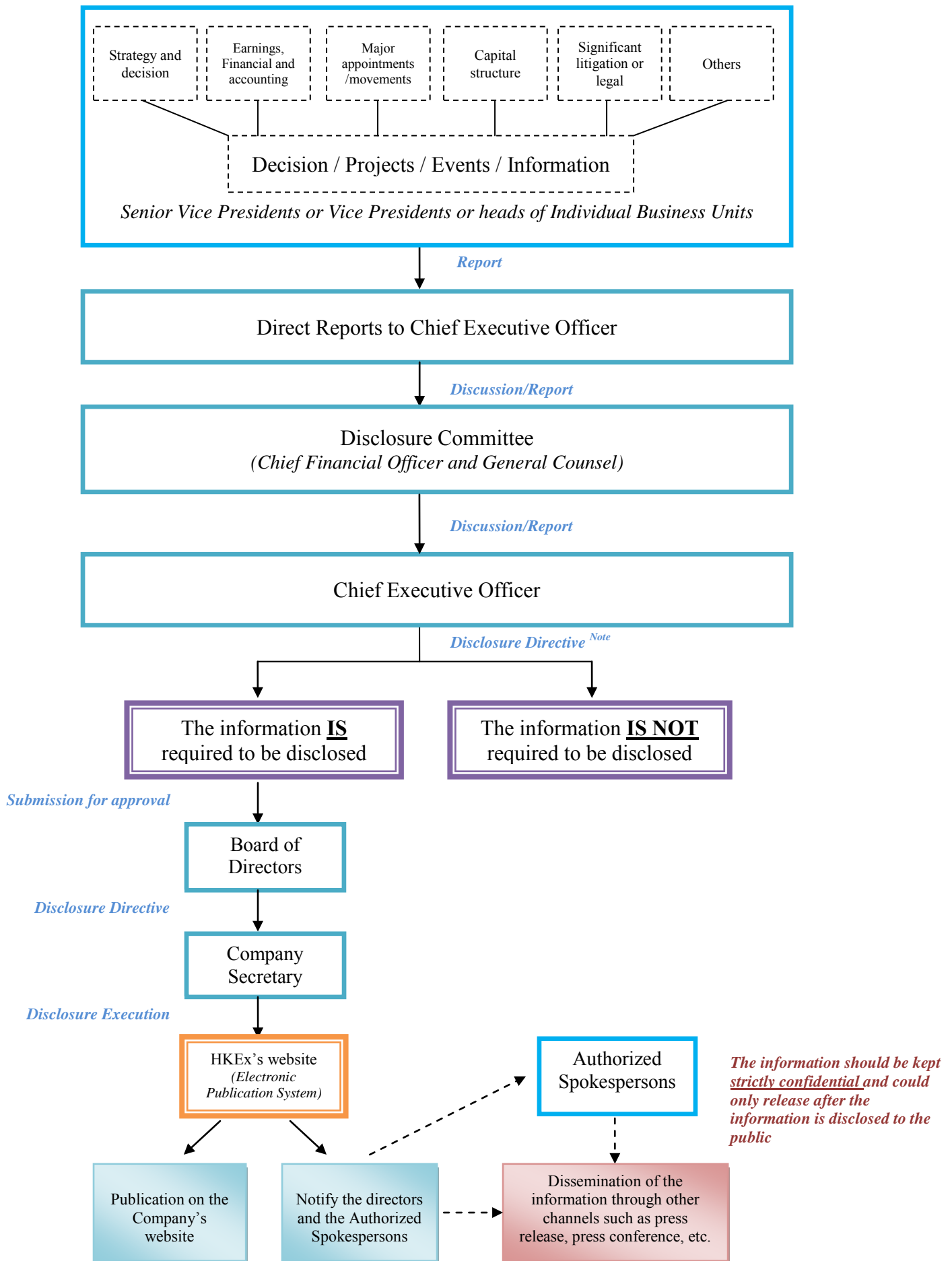
APPENDIX I - FLOWCHART OF HOW TO DETERMINE WHAT IS INSIDE INFORMATION



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APPENDIX III - FLOWCHART OF REPORTING AND DISCLOSURE PROCEDURES



Note: Disclosure of information regarding events that require urgent disclosure may be made on the authority of any one Director of the Company under delegation by the Board of Directors.