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联想控股股份有限公司
Legend Holdings Corporation

(A joint stock limited company incorporated in the People's Republic of China with limited liability)

(Stock Code: 03396)

NOTICE OF 2023 FIRST EXTRAORDINARY GENERAL MEETING

Notice is hereby given that the 2023 first extraordinary general meeting (the "EGM") of the Company will be held at B-17, Raycom Info Tech Park, No. 2 Ke Xue Yuan South Road, Haidian District, Beijing, the PRC, at 3:00 p.m. on Monday, March 27, 2023 to consider and, if thought fit, pass (with or without amendments or supplements) of the following ordinary resolution:

ORDINARY RESOLUTION

To consider and approve:

- (a) the Donation Agreement dated December 30, 2022 entered into between the Company and the UCASEF and the Donation contemplated therein, pursuant to which the Company will donate RMB60 million to the UCASEF to set up the Scientific and Technological Innovation Project Fund of Legend Holdings (联想控股科创计划基金) specifically for nurturing of the technological talents and basic researches in the fields of information technology, artificial intelligence, new materials and biotechnology of UCAS; and
- (b) the chairman of the Board or his authorized representative be and is hereby generally and unconditionally authorized to perform all necessary matters in connection with the aforesaid Donation.

By the order of the Board
Legend Holdings Corporation
NING Min
Chairman

February 1, 2023

Notes:

1. Please refer to the additional information set out in the announcement of the Company dated December 30, 2022 and the appendix to the notice of the EGM dated February 1, 2023 for details of the Donation. Capitalized terms used in this notice shall have the same meanings ascribed to them in the appendix to the notice of the EGM.
2. In order to determine the Shareholders entitled to attend and vote at the EGM, the register of members of H shares will be closed from Wednesday, March 22, 2023 to Monday, March 27, 2023 (both days inclusive), during which time no transfer of the shares will be registered. Accordingly, unregistered H Shareholders of the Company shall lodge relevant share transfer documents with the Company's H share registrar, Link Market Services not later than 4:30 p.m. on Tuesday, March 21, 2023.
3. A Shareholder entitled to attend and vote at the EGM may appoint one or more proxies (whether he/she is a Shareholder) to attend and vote at the EGM on his or her behalf. The Company has the rights to request a Shareholder or a proxy who attends the EGM on behalf of a Shareholder to produce proof of identity.
4. The form of proxy dispatched on February 1, 2023 (the "Form of Proxy") shall be signed by the appointer or his/her attorney duly authorized in writing or, in the case of a corporation, must be either executed under its common seal or under the hand of its director(s) or attorney duly authorized. If one or more proxies be appointed, please specify the number of shares and its class each proxy represents.
5. To be valid, the Form of Proxy must be lodged with the Company's H share registrar Link Market Services (for H Shareholders) or the Company (for Domestic Shareholders) not less than 24 hours prior to the holding of the EGM. If the Form of Proxy is signed by another person under a power of attorney or other authorization documents given by the appointer, such power of attorney or other authorization documents shall be notarized. The notarized power of attorney or other authorization documents shall, together with the Form of Proxy, be deposited at the specified place at the time set out therein.
6. The address of the Company's H share registrar Link Market Services is Suite 1601, 16/F., Central Tower, 28 Queen's Road Central, Hong Kong. The address of the Company is B-17, Raycom Info Tech Park, No. 2 Ke Xue Yuan South Road, Haidian District, Beijing 100190, the PRC.
7. The EGM is expected to last no more than half a day. Shareholders attending the EGM shall be responsible for their own travel and accommodation expenses.

As at the date of this notice, the Executive Directors of the Company are Mr. NING Min and Mr. LI Peng; the Non-executive Directors of the Company are Mr. ZHU Linan, Mr. ZHAO John Huan, Mr. SUO Jishuan and Mr. YANG Jianhua; and the Independent Non-executive Directors of the Company are Mr. MA Weihua, Ms. HAO Quan and Mr. YIN Jian'an.

APPENDIX TO THE NOTICE OF 2023 FRIST EXTRAORDINARY GENERAL MEETING

This appendix serves as an explanatory statement which provide additional information to the shareholders of the Company to enable them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the EGM of the Company to be held at 3:00 p.m. on Monday, March 27, 2023.

On December 30, 2022, the Company and the UCASEF entered into a Donation Agreement, pursuant to which the Company will donate RMB60 million to the UCASEF to set up the Scientific and Technological Innovation Project Fund of Legend Holdings (聯想控股科創計劃基金) specifically for nurturing of the technological talents and basic researches in the fields of information technology, artificial intelligence, new materials and biotechnology of UCAS so as to fulfill the corporate social responsibility of the Group.

MAIN TERMS OF THE DONATION AGREEMENT

Date	December 30, 2022
Parties	The Company (as Donor); and The UCASEF (as Recipient)
Donation amount	A voluntary non-remunerated charitable donation of RMB60 million in cash to be made by the Donor to the Recipient.
Time and method of the Donation	Within 90 working days after the Agreement takes effect, the Donor will remit a one-off Donation to the designated account of the Recipient.
Use of the donations	The Donation will be used to set up the Scientific and Technological Innovation Project Fund of Legend Holdings (聯想控股科創計劃基金) specifically for nurturing the technological talents and the basic researches in the fields of information technology, artificial intelligence, new materials and biotechnology of UCAS.

Rights and obligations of the Donor

To deliver the Donations to the Recipient within the agreed time period, and assist the Recipient to complete the relevant procedures. In case of late delivery of the Donation, the Recipient has the right to terminate the Agreement and request the Donor to compensate for the losses it suffered due to the breach of contract by the Donor. In addition to the aforementioned obligations, the Donor assumes no responsibility for any damage, liability or other adverse consequences not related to the Donation made by the Donor during the implementation of the Project Plan and after the completion of the Project Plan, including but not limited to the Agreement's liability, infringement damage and personal injury, death, or property damage resulting from fire, safety, or other incidents. Upon the delivery of the Donation, the Donor has the right to:

1. Evaluate, accept, and conduct financial accounting and audit of the completed parts of the Project Plan. If the requirements stipulated in the Agreement are not met, the Recipient has the right to further modify and improve.
2. Inquire and supervise the Recipient regarding its management and use of the donations, require the Recipient to stop actions or activities that violate the purposes of the Project, the Project Plan, and the use of the donations. It also has the right not to continue the donations of funding for activities conducted by the Recipient that are contrary to the purpose of the Project or the Project Plan.
3. Notify the Recipient in writing five working days in advance to terminate the Agreement based on its unilateral independent judgment when the Donor considers that the Recipient has violated the Agreement, but the reason thereof and corresponding evidences shall be provided to the Recipient.

Rights and obligations of the
Recipient

1. Within five working days upon receiving the Donation made by the Donor, a legal and valid financial receipt certificate shall be issued, registered, properly managed and utilised. The usage of the donations shall be handed over to the user(s) in accordance with the Agreement and related financial management regulations of the UCASEF. The user(s) shall provide the Recipient with the materials of fund usage and Project progresses as appropriate. All received donations and the usage shall be registered and reported to the Recipient for its records. The Recipient has the obligation to assist the Donor with the deduction of the donated funds related to corporate income tax or personal income tax, and to give credit to the Donor under relevant regulations.
2. When using the donations, the Recipient is obliged to properly manage and use the donations, and regularly report the uses of the donations to the Donor.
3. The donations shall be used according to the purposes stipulated in the Agreement. If it is necessary to change the usage, the consent of the Donor shall be obtained, and an agreement on such change of usage shall be signed.
4. When using the donations to carry out Project-related activities, it is required to strictly abide by the “Law of the People’s Republic of China on Donations for Public Welfare” (《中華人民共和國公益事業捐贈法》), “Charity Law of the People’s Republic of China” (《中華人民共和國慈善法》) and other laws and regulations, so as to ensure that the reputation of the Donor is not damaged.
5. A written report to the Donor on the implementation progress of the Project and the use of donations shall be issued within three months after the end of the Project-related activities, containing information including but not limited to text, photos, books, video, etc.

Effective date of the Agreement	The Agreement will take effect on the day it is signed and sealed by both parties and approved by relevant authorities such as the board of directors of the Donor and/or its Shareholders' meetings.
Supervision and Audit	<p>During the validity period of the Agreement and within three years from the date of termination of the Agreement, the Donor or the institution or personnel legally authorized by the Donor has the right to audit the actual situations of the Recipient's implementation of the Agreement, and the Recipient shall provide an effective assistance and ensure the authenticity, completeness and accuracy of the materials and information provided.</p> <p>If the audit results or relevant evidence show that the Recipient has used donations in ways that in violation of the agreed purposes of the Agreement, the Recipient or a third party employed by the Recipient intentionally provided fake services and documents under the authorization of the Recipient or each service fee is received or paid higher than the fair market price without proper reason, or the Recipient committed fraudulent behaviour when implementing the Agreement, the Recipient shall return the corresponding amount to the Donor and compensate the Donor for the loss incurred.</p>
Anti-corruption and anti-commercial bribery	<p>The Recipient guarantees that it will not directly or indirectly give or offer all or part of the donations under the Agreement to (i) officials or employees of any governmental or government-controlled entities or public institutions; (ii) members or officials of any political parties; (iii) candidates for any government offices; and (iv) any other persons in connection with their planned or actual implementation of the Agreement for the purpose of improperly influencing official conducts or obtaining an improper advantages.</p> <p>During the implementation of the Project under the Agreement, the Recipient shall consciously abide by laws and regulations and business ethics, abide by the code of ethics, carry out normal project activities and commercial transactions, and prevent and resist commercial bribery.</p>

REASONS FOR AND BENEFITS OF THE DONATION

Legend Holdings is a company rooted in China that has benefited from the continuous passage of time and has grown along the way. The Group, originated from the CAS, always upholds its original intention of “serving the country through industry”, and incorporates corporate social responsibility as one of the Company’s strategic directions. The Company have been actively participating in social welfare activities, focusing on the system planning, long-term investment, and continuous increase in investment in “supporting education”, “supporting entrepreneurship”, “promoting righteousness” and other aspects, aiming to take solid actions to practice corporate social responsibility, as well as to give back to the community.

The 20th National Congress of the Chinese Communist Party has put forward the general requirements of “accelerating the construction of a new development pattern and making efforts to promote high-quality development” and “implementing an in-depth strategy of developing the country through science and education, the strategy of strengthening the country through talents and the strategy of innovation-driven development”. As the top academic institution in natural science in China, UCAS continues to providing a large number of high-level scientific research talents oriented to the frontier of science and technology and national strategy to various fields, and has made outstanding contributions to the development of China and the progress in science and technology in the world. As the earliest science and technology enterprise incubated by the CAS, the Group has been cultivated in the fields of information technology, artificial intelligence, new materials and biotechnology for many years. It has been developing and growing which benefited greatly from the industrialization of scientific research results. From the perspectives of adhering to the strategies of the country and the self-development of enterprises, the Group needs to continuously accelerate the drives for innovation and iterative techniques to accomplish the rapid development of each industry, which shall be achieved with the supports of technological talents and basic researches. The Donation by the Company to UCASEF is to fund the nurturing of the technological talents and the basic researches in the fields of information technology, artificial intelligence, new materials and biotechnology of UCAS, to entrench technology as the primary force for production, talents as the primary resource, and innovation as the primary driving force, which are conducive to the organic combination of industry, academia and research, so that both parties may form synergy and achieve accelerations in the aforesaid areas, as a way to provide basic and strategic supports for building a modern socialist country, as well as contributing to achievement of China in high-level technological self-reliance and self-improvement which is in line with the long-term interests of the Group.

INFORMATION OF THE UCASEF AND UCAS

The UCASEF was established in 2009 by UCAS. It is a non-public foundation registered with the Ministry of Civil Affairs of the PRC and is eligible to the Government’s tax exemption policy for non-profit organizations. UCASEF original registered fund is RMB100 million. Its business supervisory unit is CAS. The UCASEF has been awarded full scores in the China Foundation Transparency Index (中基透明指數) for 4 consecutive years, ranked among the best in university foundations and was credited as a social organization of 4A level by the Ministry of Civil Affairs in 2019. The decision-making body of the UCASEF is the Council. The Council consists of 21 council

members. Among them, vice-president Mr. SUO Jishuan (the chairman of the board of directors of CAS Holdings and a non-executive Director of Legend Holdings), president Mr. DONG Junshe, vice-president Mr. WANG Shouyang, Ms. ZHAO Hong and other 6 council members have served in CAS or UCAS. The remaining 11 council members are third parties independent of Legend Holdings and its connected persons (as defined in the Listing Rules). According to the charters of the UCASEF (《中國科學院大學教育基金會章程》), a council meeting must be attended by more than two-thirds of members. Council resolutions must be subject to the approval of more than half of the members present. Decisions on significant matters (including major investment activities, dissolution and merger of the UCASEF) stipulated in the charters shall be subject to the approval by way of vote by more than two-thirds of the members present. The UCASEF serves the UCAS's education philosophy of "Science-education integration; Education-oriented; Synergistic innovation; Serving the country (科教融合、育人為本、協同創新、服務國家)", with the core mission of "Practicing moral principles and cultivate talents; Implementing science-education integration (踐行立德樹人、服務科教融合)", and it is an important platform for research institutes such as UCAS and CAS to launch charitable donations and activities. The UCASEF's donations are mainly used for charitable activities such as student talent trainings, teacher developments, campus infrastructure improvements, teaching and scientific research and developments and course developments. As of October 2022, the total net assets of the UCASEF were approximately RMB960 million while the number of charitable projects to which the UCASEF supported were aggregated to more than 300. It has served for over 60 graduate schools in CAS and more than 30 faculty departments/centers and functional departments in UCAS, which have benefitted more than 60,000 teachers and students in total.

The UCASEF operates in accordance with the Charity Law of the People's Republic of China (《中華人民共和國慈善法》), the Law of the People's Republic of China for Public Welfare (《中華人民共和國公益事業捐贈法》) and relevant laws and regulations in the PRC, as well as the charters of the UCASEF and its relevant internal management systems. The UCASEF discloses the information of each type of donations through its official website, mainstream media and annual reports, implements special management and independent audit for each donation project, and strictly supervises and manages the uses of each donated fund in accordance with the donation agreement and the financial management requirements of the UCASEF. Meanwhile, the UCASEF will provide regular donation project reports to the donor. The UCASEF will conduct its annual third-party audit every year and publish its audit report on its official website. The UCASEF, being under the supervisions of CAS and UCAS, is also subject to both the external supervisions of the Ministry of Civil Affairs, the Ministry of Education and the Ministry of Finance and the supervisions of the Donor and the public. Such supervisions include various inspections, such as the annual review by the Ministry of Civil Affairs, the matching inspections conducted by the Ministry of Education and the Ministry of Finance, the inspection and audit by CAS, etc.

UCAS is an innovative university integrating scientific research and teaching as its school-running model, postgraduate education as its principal purpose, and elite undergraduate education as its main characteristic. It is one of the first 20 colleges authorized by of the Academic Degree Commission of the State Council (國務院學位委員會) to conduct independent audit of degrees. Its predecessor is the Graduate School of the Chinese Academy of Sciences (中國科學院研究生院) established in 1978, and it was also the first graduate school in China. As of December 2021, UCAS has awarded 195,264

master's and doctoral degrees to graduate students and 1,342 bachelor's degrees to undergraduate students. UCAS nurtured the first doctor of science, the first doctor of engineering, the first female doctor and the first double-degree doctor of the PRC. It also nurtured about a quarter of recipients of the National Science Fund for Distinguished Young Scholars (傑出青年基金獲得者) in China. Since the establishment of the school in 1978, 161 of those students were elected as academicians. In 2012, the Graduate School of the Chinese Academy of Sciences was renamed as the UCAS and has begun to accept undergraduates from 2014, thereby forming a high education system covering three levels: undergraduate degree, master's degree and doctorate, and committed to the cultivation of outstanding innovative talents. According to the results of the fourth round of course assessment in China, 30 courses in UCAS were rated A category, among which 18 courses were of A+ category. According to the latest data of ESI (Essential Science Indicators) published in November 2022, UCAS ranked 42 around the world as well as ranked first among the universities in China.

UCAS has always adhered to the education tradition of CAS, persisted in cultivating innovative and entrepreneurial talents through practice of high-level scientific research, and the graduate students have become the new forces in the field of scientific and technological innovation in China. As of December 2021, there were 23 national major technology infrastructure, two national research centers, 73 national key laboratories, 191 key laboratories in CAS, 8 national engineering research centers, 17 national engineering technological research centers, 14 national engineering laboratories as well as various national frontier scientific research projects distributed in various graduate training units, thereby providing world-class scientific research and innovation practice platforms for students.

GENERAL

As at the Latest Practicable Date, CAS Holdings held 684,376,910 domestics shares and Mr. NING Min held 37,400,000 H shares. As CAS Holdings and Mr. NING Min have connected relationships in the Donation, CAS Holdings and Mr. NING Min together with their associates are required to abstain from voting on the ordinary resolution approving the Donation at the EGM. Save as aforesaid, no other Shareholders are required to abstain from voting on the ordinary resolution approving the Donation.

DEFINITIONS

In this notice, unless the context otherwise requires, the following expressions have the following meanings:

“Board”	the board of Directors of the Company
“CAS”	Chinese Academy of Sciences (中國科學院), which is the highest academic institution of natural science, the highest advisory body for national science and technology and the natural science and high-tech comprehensive research and development center, being a public institution directly under the State Council of China

“CAS Holdings”	Chinese Academy of Sciences Holdings Co., Ltd. (中國科學院控股有限公司), a company incorporated and validly existing under the laws of the PRC with limited liability, being a substantial shareholder and the single largest shareholder of the Company, holding approximately 29.04% equity interest in the Company. CAS in turn holds 100% equity interest in CAS Holdings
“Director(s)”	the directors of the Company
“Donor”, “Company” or “Legend Holdings”	Legend Holdings Corporation, a joint stock limited company incorporated under the laws of the PRC, the H shares of which are listed on the Main Board of the Stock Exchange (Stock code: 3396.HK)
“Donation” or “Project”	the voluntary non-remunerated charitable donation of RMB60 million to be made by Legend Holdings to UCASEF
“Donation Agreement” or “Agreement”	the agreement entered into between Legend Holdings and UCASEF in relation to the Donation
“Group”	the Company and its subsidiaries
“Latest Practicable Date”	January 19, 2023 being the latest practicable date prior to printing of this notice for ascertaining certain information contained herein
“Link Market Services”	the Company’s H share registrar, Link Market Services (Hong Kong) Pty Limited, whose office address is at Suite 1601, 16/F., Central Tower, 28 Queen’s Road Central, Hong Kong
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange (as amended, supplemented or otherwise modified from time to time)
“PRC”	the People’s Republic of China
“Shareholders”	holders of the shares of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“UCAS”	University of Chinese Academy of Sciences (中國科學院大學), an innovative university with the integration of science and education as the school-running model, postgraduate education as the main scheme of school-running, and elite undergraduate education as its school-running features, being one of the first 20 universities authorized by the Academic Degrees Committee of the State Council to independent review of academic degrees
“UCASEF” or “Recipient”	University of Chinese Academy of Sciences Education Foundation (中國科學院大學教育基金會)