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## INSPUR INTERNATIONAL LIMITED

浪潮國際有限公司

*(incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 596)**

### NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “EGM”) of Inspur International Limited (the “Company”) will be held at Flats B& C , 30/F., Tower A, Billion Center, 1 Wang Kwong Road, Kowloon Bay, Kowloon, Hong Kong, on Friday, 24 January 2014 at 10:00 a.m. for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolution as the ordinary resolution of the Company:

#### ORDINARY RESOLUTION

“**THAT:**

- (a) the new framework agreement dated 29 November 2013 (the “**New Framework Agreement**”) entered into by the Company (for itself and on behalf of its subsidiaries) and Inspur Group Limited (浪潮集團有限公司) (for itself and on behalf of its subsidiaries) in relation to the continuing connected transactions (the “**Continuing Connected Transactions**”) between the Company and its subsidiaries of one part and Inspur Group Limited and its subsidiaries of another part for the three years ending 31 December 2016 (details of the New Framework Agreement are set out in the Company’s circular dated 9 January 2014 (the “**Circular**”) and copies of the New Framework Agreement and the Circular have been tabled at the meeting and marked “A” and “B” respectively signed by the Chairman of the meeting for the purpose of identification) and the transactions contemplated thereunder be and are hereby approved confirmed and ratified;
- (b) the proposed New Caps (as defined and more particularly described in the Circular) in respect of the Continuing Connected Transactions be and are hereby approved and confirmed; and
- (c) the directors of the Company be and are hereby authorized to do such acts and execute such other documents as they may consider necessary, desirable or expedient to carry out or give effect to or otherwise in connection with or in relation to the New Framework Agreement, the proposed New Caps and all transactions contemplated thereunder.”

By order of the Board  
**Inspur International Limited**  
**Wang Xingshan**  
*Chairman*

Hong Kong, 9 January 2014

***Registered office:***

Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

***Head office and principal place of  
business in Hong Kong:***

Flats B & C, 30/F.  
Tower A, Billion Centre  
1 Wang Kwong Road  
Kowloon Bay  
Kowloon  
Hong Kong

***Notes:***

1. A form of proxy for use at the EGM or any adjournment thereof is enclosed.
2. A member entitled to attend and vote at the EGM is entitled to appoint one or more proxy to attend and, subject to the provisions of the articles of association of the Company, to vote on his behalf. A proxy need not be a member of the Company but must be present in person at the annual general meeting to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of Shares in respect of which each such proxy is so appointed.
3. In order to be valid, the form of proxy must be duly completed and signed in accordance with the instructions printed thereon and deposited together with a power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority, at the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the EGM or any adjournment thereof, should he so wish.
4. In the case of joint holders of shares, any one of such holders may vote at the EGM, either personally or by proxy, in respect of such share as if he was solely entitled thereto, but if more than one of such joint holder are present at the EGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.
5. The voting on the resolution at the EGM will be conducted by way of a poll.

*As at the date of this notice, the Board comprised Mr. Wang Xingshan, Mr. Chen Dongfeng and Mr. Sun Chengtong as executive Directors, Mr. Samuel Y. Shen and Mr. Dong Hailong as non-executive Directors, and Mr. Zhang Tiqin, Mr. Wong Lit Chor, Alexis and Ms. Dai Ruimin as independent non-executive Directors.*