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**Inspur Cloud Computing**

**Investment Limited**

浪潮雲投有限公司

*(Incorporated in Hong Kong)*



**INSPUR INTERNATIONAL LIMITED**

浪潮國際有限公司

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

**(Stock Code: 596)**

**JOINT ANNOUNCEMENT**

**THE MANDATORY CONDITIONAL CASH OFFERS BY ABCI CAPITAL LIMITED ON BEHALF OF INSPUR CLOUD COMPUTING INVESTMENT LIMITED FOR ALL THE OUTSTANDING SHARES OF INSPUR INTERNATIONAL LIMITED (OTHER THAN THOSE SHARES OWNED BY INSPUR CLOUD COMPUTING INVESTMENT LIMITED AND INSPUR OVERSEAS INVESTMENT LIMITED) AND FOR THE CANCELLATION OF ALL THE OUTSTANDING OPTIONS OF INSPUR INTERNATIONAL LIMITED**

- (1) ACCEPTANCES OF THE OFFERS AND THE OFFERS HAVING BECOME UNCONDITIONAL IN ALL RESPECTS; AND  
(2) THE OFFERS REMAIN OPEN FOR ACCEPTANCE**

**Financial Adviser to Inspur Cloud Computing Investment Limited**



Reference is made to the composite document issued jointly by the Offeror and the Company dated 7 September 2017 (the “**Composite Document**”) and the announcement regarding extension of the Offer Period issued jointly by the Offeror and the Company on 28 September 2017. Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Composite Document.

## **ACCEPTANCES OF THE OFFERS AND THE OFFERS HAVING BECOME UNCONDITIONAL IN ALL RESPECTS**

As at 4:00 p.m. on 10 October 2017, the Offeror had (i) received valid acceptances in respect of a total of 91,047,286 Offer Shares under the Share Offer, representing approximately 9.56% of the entire issued share capital of the Company as at the date of this joint announcement; and (ii) received valid acceptances in respect of a total of 40,840,000 Options under the Option Offer, representing approximately 93.20% of the total outstanding Options of the Company as at the date of this joint announcement.

As set out in the Composite Document, the Share Offer is conditional on valid acceptances of the Share Offer being received (and not, where permitted, withdrawn) by 4:00 p.m. on the first Closing Date of the Share Offer (or such later time or date as the Offeror may, subject to the Takeovers Code, decide) in respect of Shares which, together with Shares acquired or agreed to be acquired before or during the Offers, will result in the Offeror and Inspur Overseas holding more than 50% of the voting rights of the Company. The Option Offer is conditional upon the Share Offer becoming or being declared unconditional in all respects.

Immediately before 3 August 2017 (being the commencement date of the Offer Period), the Offeror and its Concert Parties were interested in an aggregate of 288,482,000 Shares, representing approximately 31.99% of the issued share capital of the Company as at 3 August 2017 and approximately 30.28% of the issued share capital of the Company as at the date of this joint announcement. Between 3 August 2017 (being the commencement date of the Offer Period) and 10 October 2017 (being the date of this joint announcement), the Offeror has purchased 97,888,000 Shares representing approximately 10.27% of the issued share capital of the Company as at the date of this joint announcement in the open market. As at 4:00 p.m. on 10 October 2017, taking into account the valid acceptances in respect of 91,047,286 Offer Shares representing approximately 9.56% of the issued share capital of the Company as at the date of this joint announcement under the Share Offer and the 97,888,000 Shares purchased in the open market, the Offeror and its Concert Parties would hold an aggregate of 477,417,286 Shares, representing approximately 50.11% of the issued share capital of the Company as at the date of this joint announcement. Accordingly, the Condition set out in the Composite Document has been satisfied, and the Offeror announces that Offers are unconditional in all respects as at 4:00 p.m. on 10 October 2017.

Save as disclosed above, none of the Offeror and its Concert Parties (i) held, controlled or directed any Shares and rights over Shares before the Offer Period; and (ii) has acquired or agreed to acquire any Shares or the rights over Shares nor borrowed or lent any relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company during the Offer Period.

## **THE OFFERS REMAIN OPEN FOR ACCEPTANCE**

Pursuant to Rule 15.1 and Rule 15.3 of the Code, the Offers must remain open for acceptance for at least 14 days after the Offers become or are declared unconditional (whether as to acceptances or in all respects), but in any case at least 21 days following the date of which the Composite Document is posted. The Composite Document was despatched on 7 September 2017. Accordingly, the Offers will remain open for acceptance until 4:00 p.m. on 24 October 2017. All other terms of the Offers, as set out in the Composite Document and in the Forms of Acceptance, remain unchanged.

Further announcement on the results of the Offers will be made on 24 October 2017 in accordance with Rule 19.1 of the Takeovers Code.

## **SETTLEMENT OF THE OFFERS**

Remittances in respect of the cash consideration (after deducting the seller's ad valorem stamp duty) payable for the Shares and the Options tendered under the Offers will be made to the Inspur Offer Shareholders and the Optionholders accepting the Offers by ordinary post at their own risk as soon as possible but in any event within seven (7) business days (as defined in the Code) following the later of (i) the Unconditional Date and (ii) the date of receipt of a complete and valid WHITE Form of Acceptance together with the relevant share certificate(s) and/or transfer receipt(s) and/or other document(s) of title (and/or any satisfactory indemnity or indemnities required in respect thereof) by the Share Registrar in respect of the Share Offer or of a complete and valid PINK Form of Acceptance by the company secretary of the Company in respect of the Option Offer (as the case may be), whichever is the later.

No fractions of a cent will be payable and the amount of cash consideration payable to an Inspur Offer Shareholder who accepts the Share Offer or an Optionholder who accepts the Option Offer will be rounded up to the nearest cent.

**All references to date and time contained in this joint announcement, the Composite Document and the Forms of Acceptance refer to Hong Kong date and time.**

**WARNING: Inspur Offer Shareholders and Optionholders are strongly advised to read the Composite Document carefully, including the letter from the Independent Board Committee and the letter from Amasse, the Independent Financial Adviser to the Independent Board Committee, before deciding whether or not to accept the Offers.**

By Order of the board of directors of  
**INSPUR CLOUD COMPUTING  
INVESTMENT LIMITED**  
**Zhao Yongzhen**  
*Director*

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

Hong Kong, 10 October 2017

*As at the date of this joint announcement, the Board comprises Mr. Wang Xingshan, Mr. Jin Xiaozhou, Joe and Mr. Lee Eric Kong as executive Directors, Mr. Dong Hailong and Mr. Samuel Y. Shen as non-executive Director and Mr. Wong Lit Chor, Alexis, Ms. Zhang Ruijun and Mr. Ding Xiangqian as independent non-executive Directors.*

*All Directors jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than the information relating to the Offeror and its Concert Parties), and confirm, having made all reasonable enquires, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the Offeror) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement contained in this joint announcement misleading.*

*As at the date of this joint announcement, the sole director of the Offeror is Mr. Zhao Yongzhen.*

*The sole director of the Offeror accepts full responsibility for the accuracy of the information contained in this joint announcement (other than the information relating to the Group), and confirm, having made all reasonable enquires, that to the best of his knowledge, opinions expressed in this joint announcement (other than opinions expressed by the Company) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement contained in this joint announcement misleading.*

*As at the date of this joint announcement, the directors of Inspur Software Group Co., Ltd. are Wang Baihua, Chen Dongfeng and Wang Hongtian.*

*The directors of Inspur Software Group Co., Ltd. accept full responsibility for the accuracy of the information contained in this joint announcement (other than the information relating to the Group), and confirm, having made all reasonable enquires, that to the best of their knowledge, opinions expressed in this joint announcement (other than opinions expressed by the Company) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement contained in this joint announcement misleading.*