



INSPUR INTERNATIONAL LIMITED

浪潮國際有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 596)

Proxy Form

**Form of Proxy for use at the Extraordinary General Meeting (the “EGM”)
to be convened on 23 November 2018 at 10:00 a.m.
(or any adjournment thereof)**

I/We (Note 1) _____

of _____

being the registered holder(s) of (Note 2) _____ shares of HK\$0.01 each (the “Shares”)

in the capital of Inspur International Limited (the “Company”), hereby appoint the chairman of the EGM or (Note 3) _____

_____ of _____

as my/our proxy (Note 4) to act for me/us at the EGM (and at any adjournment thereof) of the Company to be held at Flats B & C, 30/F., Tower A, Billion Centre, 1 Wang Kwong Road, Kowloon Bay, Kowloon, Hong Kong, on 23 November 2018 at 10:00 a.m. for the purpose of considering and, if thought fit, passing the following resolution as set out in the notice convening the EGM and at the EGM, and at any adjournment thereof, and to vote for me/us in my/our name(s) as indicated below in respect of such resolution and, if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS		FOR (Note 5)	AGAINST (Note 5)
1	(a) subject and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the ordinary share(s) of HK\$0.01 each in the capital of the Company (the “Share(s)”) to be allotted and issued pursuant to the exercise of any options granted under the new share option scheme of the Company (the “New Share Option Scheme”), to approve the New Share Option Scheme and to authorize the board of directors of the Company to grant options thereunder and to issue and allot from time to time such number of Shares as may be required to be issued pursuant to the exercise of the options under the New Share Option Scheme and to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the New Share Option Scheme; and (b) the aggregate number of Shares to be allotted and issued pursuant to (a) above, together with any issue of Shares upon the exercise of any options granted under any other share option schemes of the Company as may from time to time adopted by the Company, shall not exceed 113,892,073 Shares, representing 10% of the total number of Shares in issue as at the date of passing of this resolution.		

Signed this _____ day of _____ 2018.

Shareholders' signature (Notes 7 & 8): _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint holders should be stated.
- Please insert the number of Shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all such Shares registered in your name(s).
- Please insert the name and address of the proxy desired in the space provided. **Any alteration made to this form of proxy must be initialed by the person who signs it.** If no name is inserted, the duly appointed chairman of the EGM will act as your proxy.
- A proxy need not be the chairman of the EGM. If you wish to appoint a person other than the chairman of the EGM as your proxy, please delete the words “the chairman of the EGM or” and insert the name and address of the person appointed as your proxy in the space provided.
- IMPORTANT: If you wish to vote for or against the resolution, please place a “✓” in the box marked “FOR” or the box marked “AGAINST” as appropriate. Failure to complete a box will entitle your proxy to cast your vote(s) or abstain at his discretion. Your proxy will also be entitled to vote or abstain at his discretion on any resolution properly put to the EGM other than that referred to in the notice convening the EGM.**
- The full text of these resolutions appears in the notice of the EGM dated 6 November 2018.
- This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must be either under its seal or under the hand of an officer, attorney or other person duly authorized to sign the same.
- In case of joint holders of any share, any one of such joint holders may vote at the EGM, either personally or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at the meeting personally or by proxy, then one of the said persons so present being the most or, as the case may be, the more senior shall alone be entitled to vote in respect of the relevant joint holding and, for this purpose, seniority shall be determined by reference to the order in which the names of the joint holders stand on the register in respect of the relevant joint holding.
- A proxy need not be a member of the Company.
- In order to be valid, this form of proxy and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, shall be delivered to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the EGM or any adjournment thereof, should you so wish.