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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 8 December 2011, Thursday at 10:30 a.m. for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolution number 1 (below) as an ordinary resolution and the resolution numbered 2 (below) as a special resolution of the Company:

#### ORDINARY RESOLUTION

1. “THAT:

- (i) the supplemental deed (“**Supplemental Deed**”) dated 31 October 2011 between the Company (as the issuer) and Microsoft Corporation (“**Microsoft**”) (as the subscriber) to supplement the subscription deed (“**Subscription Deed**”) dated 26 August 2005 between the Company and Microsoft (as already supplemented by three supplemental deeds dated 7 September 2005, 13 September 2005 and 24 September 2009, respectively, between the same parties) in relation to the preferred shares issued to and held by Microsoft (or its nominee) (“**Preferred Shares**”) and all the transactions contemplated in the Supplemental Deed, including the redemption of certain Preferred Shares and subject to the passing of resolution number 2 below, the variation of the terms of the Preferred Shares in accordance with the amendments to the Articles of Association of the Company as set out in resolution number 2 below, be and are hereby approved, confirmed and ratified by the shareholders of the Company. A copy of the Supplemental Deed has been tabled at the meeting and marked “Exhibit A” and signed by the Chairman of the meeting for the purpose of identification; and
- (ii) the directors of the Company, acting together, individually or by committee, be and are hereby authorised to take such actions, do such things and execute such further documents or deeds which in their opinion may be necessary, desirable or expedient for the purpose of giving effect to and/or to implement the transactions contemplated in this resolution.”

## SPECIAL RESOLUTION

2. **“THAT**, subject to the passing of resolution number 1 above:

(A) the Articles of Association of the Company be and are hereby amended in the following manner:

(g) Article 9A(1) — Definition

(i) By adding the following definition of “Current Average Per Share Dividend” immediately after the definition of “Conversion Right”:

**““Current Average Per Share Dividend”** has the meaning ascribed hereto in Article 9A(2B)(c);”

(ii) By deleting the definition of “Dividend” in its entirety and substituting thereof with the following definition of “Dividend”:

**““Dividend”** in relation to each Preferred Share, (i) from the Issue Date to the Restructuring Date a fixed cumulative preferential cash dividend in US dollars payable thereon to its holder at the rate of 6% per annum on the Principal Amount and (ii) from the Restructuring Date to the Maturity Date, a fixed cumulative preferential cash dividend in US dollars payable thereon to its holder at the rate of 9% per annum on the Principal Amount;”

(iii) By adding the following definitions of “Excess Dividend” and “Excess Dividend Amount” immediately after the definition of “Dividend Payment Date”:

**““Excess Dividend”** has the meaning ascribed hereto in Article 9A(2B)(b);

**“Excess Dividend Amount”** has the meaning ascribed hereto in Article 9A(2B)(a);”

(iv) By deleting the definition of “Maturity Date” in its entirety and substituting thereof with the following definition of “Maturity Date”:

**““Maturity Date”** a day falling on the second anniversary of the Restructuring Date, or if such date is not a Business Day, the Business Day immediately following such date;”

- (v) By adding the following definition of “Restructuring Date” immediately after the definition of “Redemption Date”:

“**Restructuring Date**” December 8, 2011;”

- (h) Article 9A(2A) — Scrip Dividend

By deleting existing Article 9A(2A)(a) in its entirety and substituting thereof with the following new Article 9A(2A)(a):

“Subject to Article 9A(2A)(b), the Dividend on all outstanding Preferred Shares (including those to be issued pursuant to this Article 9A(2A)(a) as Scrip Dividend Preferred Shares) for the period commencing from 1 October 2009 up to the Restructuring Date shall, instead of wholly by cash in US\$ as provided for in Article 9A(2)(b), be paid and satisfied by the Company on each Dividend Payment Date to the Preferred Shareholders (i) as to one-third (1/3) thereof by cash in US\$ as provided for in Article 9A(2)(b) and (ii) as to two-thirds (2/3) thereof (“Scrip Dividend”) by the allotment and issue to the Preferred Shareholders (or their nominees) on such Dividend Payment Date of further Preferred Shares in such number to be calculated by dividing (i) the amount of such Scrip Dividend by (ii) the amount of the Scrip Dividend Preferred Shares Issue Price applicable on such Dividend Payment Date (which quotient shall be rounded down to the nearest whole number).”

- (i) Article 9A(2B) — Ordinary Share Dividend

By adding the following new Article 9A(2B) immediately after the existing Article 9A(2A):

“(2B) Ordinary Share Dividend

- (d) If the Company pays any Excess Dividend in any financial year, it will simultaneously pay to each Preferred Shareholder an amount equal to the Excess Dividend multiplied by the number of Shares into which such Preferred Share is convertible at the Conversion Price then in effect on the relevant record date for the payment of such Excess Dividend (the “**Excess Dividend Amount**”). The Excess Dividend Amount shall be payable in US\$ (calculated based on the exchange rate quoted by The Hongkong and Shanghai Banking Corporation Limited for the purchase of US\$ with HK\$ by telegraph transfer at 5:00 p.m. on the day immediately preceding the date of the relevant payment).
- (e) “**Excess Dividend**” means any cash dividend to holders of Ordinary Shares that, together with all other cash dividends previously paid to holders of Shares in the same financial year, exceeds, on a per Ordinary Share basis, the Current Average Per Share Dividend.

(f) “**Current Average Per Share Dividend**” means an amount equal to HK\$0.013 per Ordinary Share.

(j) Article 9A(6)(a)(iv)

By deleting existing Article 9A(6)(a)(iv) in its entirety and substituting thereof with the following new Article 9A(6)(a)(iv):

“(iv) listing of the Ordinary Shares on the Main Board of The Hong Kong Stock Exchange or on such other Recognized Stock Exchange on which the Ordinary Shares may be listed at the relevant time (as the case may be) are revoked or withdrawn;”

(k) Article 9A(6)(b)

By deleting existing Article 9A(6)(b) (titled “Special Redemption”) in its entirety.

(l) Articles 9A(6)(c) and 9A(6)(d)

By renumbering Articles 9A(6)(c) and 9A(6)(d) as Articles 9A(6)(b) and 9A(6)(c) respectively.

(B) the new restated Memorandum and Articles of Association (a copy of which has been tabled at the meeting and marked “Exhibit B” and signed by the Chairman of the meeting for the purpose of identification), consolidating all of the proposed amendments referred to in paragraph 2(A) above and all previous amendments made in compliance with applicable laws be and are hereby adopted as the Memorandum and Articles of Association of the Company with immediate effect in replacement of the existing Memorandum and Articles of Association.”

By order of the Board  
**Inspur International Limited**  
**Mr. Sun Pishu**  
*Chairman*

Hong Kong, 15 November 2011

***Registered office:***

Cricket Square  
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***Head office and principal place of  
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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 EGM 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 resolutions at the EGM will be conducted by way of a poll.

*As at the date of this notice, the Board comprised Mr. Sun Pishu, Mr. Wang Xingshan, Mr. Chen Dongfeng and Mr. Dong Hailong as executive Directors, and Mr. Meng Xiang Xu, Mr. Zhang Tiqin and Mr. Wong Lit Chor, Alexis as independent non-executive Directors.*