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If you are in doubt as to any aspect of this circular, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Inspur International Limited**, you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or the transfer was effected for transmission to the purchaser or the transferee.

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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)

**(1) GENERAL MANDATES TO ISSUE NEW SHARES AND
REPURCHASE BY THE COMPANY OF ITS OWN SHARES
(2) RE-ELECTION OF RETIRING DIRECTORS AND
CONTINUOUS APPOINTMENT OF INDEPENDENT
NON-EXECUTIVE DIRECTOR
WHO HAS SERVED FOR MORE THAN NINE YEARS
AND
(3) NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the Annual General Meeting (“AGM”) of Inspur International Limited to be held at Flats B&C, 30/F., Tower A, Billion Center, 1 Wang Kwong Road, Kowloon Bay, Kowloon, Hong Kong on Friday, 29 May 2015 at 10:00 a.m. is set out on pages 16 to 20 of this circular. A form of proxy for use at the AGM is enclosed with this circular. Such form of proxy is also published on the website of The Stock Exchange of Hong Kong Limited at www.hkex.com.hk.

Whether or not you intend to attend the AGM, you are requested to complete the form of proxy and return the same to the office of the Company’s branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong in accordance with the instructions printed thereon not less than 48 hours before the time appointed for the meeting (or any adjourned meeting). Completion and delivery of the form of proxy will not preclude you from attending and voting at the meeting (or any adjourned meeting) if you so wish.

27 April 2015

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DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at Flats B& C, 30/F., Tower A, Billion Center, 1 Wang Kwong Road, Kowloon Bay, Kowloon, Hong Kong on Friday, 29 May 2015 at 10:00 a.m. or any adjournment thereof (as the case may be)
“Articles of Association”	the articles of association of the Company, and “ Article ” shall mean an article of the Articles of Association
“associate(s)”	has the meaning ascribed thereto in the Listing Rules
“Board”	the board of Directors
“Company”	Inspur International Limited, a company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on the main board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“General Mandate”	the general mandate proposed to be granted to the Directors at the AGM to issue further new Shares not exceeding 20% of the issued share capital of the Company at the date of the passing of such resolution
“Group”	the Company and all of its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	22 April 2015, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Option(s)”	the option(s) to subscribe for Shares on terms determined by the Directors pursuant to the Share Option Scheme and for the time being subsisting
“Repurchase Mandate”	the repurchase mandate proposed to be granted to the Directors at the AGM to repurchase up to 10% of the issued share capital of the Company at the date of the passing of such resolution
“SFO”	the Securities and Futures Ordinance (Chapter 571 of Laws of Hong Kong)

DEFINITIONS

“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Share Option Scheme”	existing share option scheme adopted by the Company on 10th November 2008
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.

LETTER FROM THE BOARD



INSPUR INTERNATIONAL LIMITED

浪潮國際有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 596)

Executive Directors:

Mr. Wang Xingshan (*Chairman*)

Mr. Chen Dongfeng

Mr. Sun Chengtong

Non-executive Directors:

Mr. Samuel Y Shen

Mr. Dong Hailong

Independent non-executive Directors:

Ms. Zhang Ruijun

Mr. Wong Lit Chor, Alexis

Mr. Geng Yushui

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

27 April 2015

To the Shareholders

Dear Sir or Madam,

**(1) GENERAL MANDATES TO ISSUE NEW SHARES AND
REPURCHASE BY THE COMPANY OF ITS OWN SHARES**

**(2) RE-ELECTION OF RETIRING DIRECTORS AND
CONTINUOUS APPOINTMENT OF INDEPENDENT
NON-EXECUTIVE DIRECTOR**

**WHO HAS SERVED FOR MORE THAN NINE YEARS
AND**

(3) NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

At the AGM, resolutions will be proposed, among other matters:

(a) to grant the General Mandate to the Directors;

LETTER FROM THE BOARD

- (b) to grant the Repurchase Mandate to the Directors;
- (c) to increase the number of Shares to be allotted and issued under the General Mandate by an additional number representing such number of Shares repurchased under the Repurchase Mandate; and
- (d) to re-elect the retiring Directors and to approve continuous appointment of Mr. Wong Lit Chor, Alexis (“**Mr. Wong**”) as an independent non-executive Director.

The purpose of this circular is to provide you with information relating to the resolutions to be proposed at the AGM for the grant of the General Mandate and the Repurchase Mandate and the re-election of the Directors, and to give you the notice of the AGM.

GENERAL MANDATE AND REPURCHASE MANDATE

The General Mandate and the Repurchase Mandate shall be effective until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company; or
- (b) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association, or any applicable law, to be held; or
- (c) the passing of an ordinary resolution by the Shareholders in general meeting revoking or varying the authority given to the Directors.

General Mandate

The Company had in issue an aggregate of 901,536,331 Shares as at the Latest Practicable Date. Subject to the passing of the proposed resolution for the approval of the General Mandate and in accordance with the terms therein, the Company would be allowed to allot and issue up to a maximum of 180,307,266 Shares, representing 20% of the aggregate nominal amount of the issued Shares at the time of the passing of the resolution approving the General Mandate on the basis that no further Shares will be issued or repurchased by the Company prior to the AGM.

Subject to the passing of the following ordinary resolution regarding the Repurchase Mandate, an ordinary resolution will also be proposed at the AGM to authorize the Directors to issue new Shares in an amount not exceeding the aggregate nominal amount of the Shares repurchased pursuant to the Repurchase Mandate.

Repurchase Mandate

At the AGM, an ordinary resolution will be proposed to grant the Repurchase Mandate to the Directors.

LETTER FROM THE BOARD

An explanatory statement, as required by the Listing Rules to provide the requisite information in connection with the Repurchase Mandate, is set out in Appendix I.

RE-ELECTION OF DIRECTORS AND CONTINUOUS APPOINTMENT OF MR. WONG LIT CHOR, ALEXIS

Pursuant to Article 87(1), one-third of the Directors for the time being, or if their number is not three or a multiple of three, then the number nearest to but not less than one-third shall retire from office by rotation at least once every 3 years at every annual general meeting. A retiring Director shall be eligible for re-election.

Pursuant to Article 86(3), the Directors shall have the power from time to time at any time to appoint any person as a Director either to fill a casual vacancy on the Board or as an addition to the existing Board. Any director so appointed by Board shall hold office only until the next following general meeting of the Company and shall then be eligible for re-election.

In accordance with Articles 86(3) and 87(1), Mr. Sun Chengtong (“**Mr. Sun**”), Mr. Wong Lit Chor, Alexis (“**Mr. Wong**”) and Mr. Geng Yushui (“**Mr. Geng**”) shall retire from their offices as Directors. Being eligible, Mr. Sun will offer himself for re-election as an executive director and Mr. Wong and Mr. Geng will offer themselves for re-election as independent non-executive directors.

According to Appendix 14 to the Listing Rules, it is recommended that serving more than nine years could be relevant to the determination of a non-executive director’s independence. If an independent non-executive director serves more than nine years, any further appointment of such independent non-executive director should be subject to a separate resolution to be approved by shareholders.

Mr. Wong Lit Chor, Alexis has been appointed as an independent non-executive Director for more than nine years. The Company has received from Mr. Wong confirmation of independence according to Rule 3.13 of the Listing Rules. Mr. Wong has not engaged in any executive management of the Group. Taking into consideration of his independent scope of work in the past years, the Directors consider Mr. Wong to be independent under the Listing Rules despite the fact that he has served the Company for more than nine years. The Board believes that Mr. Wong’s continued tenure brings considerable stability to the Board and the Board has benefited greatly from the presence of Mr. Wong who has over time gained valuable insight into the Group.

At the AGM, ordinary resolutions will be proposed to re-elect Mr. Sun who offers himself for re-election as an executive Director and to re-elect Mr. Wong and Mr. Geng who offer themselves for re-election as independent non-executive Directors.

Particulars relating to the above named Directors are set out in Appendix II to this circular.

LETTER FROM THE BOARD

AGM

Set out on pages 16 to 20 of this circular is the notice of the AGM at which, among other things, resolutions will be proposed to approve the General Mandate, the Repurchase Mandate, the extension of the General Mandate and the re-election of retiring Directors.

PROXY ARRANGEMENT

A form of proxy for use at the AGM is enclosed with this circular. To be valid, the form of proxy must be completed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority, at 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 as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Therefore, all resolutions proposed at the AGM shall be voted by poll.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

RECOMMENDATIONS

The Directors believe that the proposed grant of the General Mandate and the Repurchase Mandate, the extension of the General Mandate, and the proposed re-election of retiring Directors are in the best interests of the Company and the Shareholders as a whole and recommend the Shareholders to vote in favour of the above resolutions to be proposed at the AGM.

LETTER FROM THE BOARD

GENERAL

Your attention is drawn to the information set out in the appendices to this Circular.

Yours faithfully
For and on behalf of the Board of
Inspur International Limited
Mr. Wang Xingshan
Chairman

This Appendix serves as an explanatory statement, as required by the Listing Rules, to provide the requisite information in relation to the Repurchase Mandate for your consideration.

1. LISTING RULES RELATING TO THE REPURCHASES OF SHARES

The Listing Rules permit companies with a primary listing on the main board of the Stock Exchange to purchase their securities subject to certain restrictions.

All proposed repurchases of securities on the Stock Exchange by a company with its primary listing on the Stock Exchange must be approved in advance by an ordinary resolution, either by way of a general mandate or by a specific approval and that the shares to be repurchased must be fully paid up. A maximum of 10% of the issued share capital as at the date of passing the relevant resolution may be repurchased on the Stock Exchange.

The Repurchase Mandate would continue in force until the conclusion of the next annual general meeting of the Company or the expiration of the period within which the next annual general meeting of the Company is required by the articles of association or any applicable laws of the Cayman Islands to be held or the Repurchase Mandate is revoked or varied by an ordinary resolution in a general meeting by Shareholders, whichever is the earliest.

2. SHARE CAPITAL

As at the Latest Practicable Date, there were 901,536,331 Shares in issue. Subject to the passing of the resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased before the AGM, the Company will be allowed to repurchase a maximum of 90,153,633 Shares representing 10% of the issued share capital of the Company as at the Latest Practicable Date.

3. REASONS FOR REPURCHASES

Although the Directors have no present intention of repurchasing the Shares, they believe that it is in the interests of the Company and the Shareholders for the Directors to have a general authority from the Shareholders to enable the Company to repurchase Shares on the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets value of the Company and/or its earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders.

4. FUNDING OF REPURCHASE

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the memorandum of association of the Company and the Articles of Association and the applicable laws and regulations of the Cayman Islands.

5. IMPACT ON REPURCHASES

Whilst the Repurchase Mandate, if exercised in full, may have a material adverse impact on the working capital or gearing position of the Company, as compared with the position disclosed in the audited consolidated financial statements contained in the Company's Annual Report for the year ended 31 December 2014. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

6. SHARE PRICES

The highest and lowest prices at which the Shares have been traded on the Stock Exchange during each of the twelve months preceding the Latest Practicable Date were as follows:

Month	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2014		
March	1.72	1.42
April	1.54	1.36
May	2.05	1.36
June	1.96	1.60
July	1.81	1.43
August	1.91	1.56
September	2.23	1.76
October	2.17	1.82
November	2.01	1.69
December	1.75	1.50
2015		
January	1.71	1.48
February	1.71	1.61
March	1.71	1.59
April (up to the Latest Practicable Date)	2.35	1.74

7. GENERAL INFORMATION AND UNDERTAKINGS

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their associates, has any present intention to sell any Shares to the Company or any of its subsidiaries, if the Repurchase Mandate is approved by the Shareholders.

No connected persons (as defined in the Listing Rules) of the Company have notified the Company that they have any present intention to sell any Shares to the Company, or have undertaken not to do so, if the Repurchase Mandate is approved by the Shareholders.

8. UNDERTAKINGS

The Directors have undertaken to the Stock Exchange that they will exercise the Repurchase Mandate in accordance with the Listing Rules, the applicable laws of the Cayman Islands and the Articles of Association.

9. TAKEOVERS CODE

If as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code.

Accordingly, a Shareholder, or a group of Shareholders acting in concert, depending on the level of increase of the Shareholders' interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, the following Shareholders are interested in more than 10% of the total voting rights of the Shares then in issue:

Name	Number of Shares	Percentage of the total voting rights
Inspur Group Limited (<i>Note 1</i>)	288,478,000	31.99%

Notes:

- Inspur Group Limited is taken to be interested in these Shares through its wholly owned subsidiaries.

In the event that the Directors exercise in full the power to repurchase Shares in accordance with the Repurchase Mandate, the total interests of the above Shareholders in the total voting rights of the Shares would be increased to:

Name	Percentage of the total voting rights
Inspur Group Limited	35.55%

On the basis of the current shareholding of the above Shareholders, an exercise of the Repurchase Mandate in full may result in any of them becoming obliged to make a mandatory offer under rule 26 of the Takeover Code.

However, the Directors have no intention to exercise any of the Repurchase Mandate to such an extent that will result in a requirement of the above Shareholders to make a mandatory offer under the Takeovers Code.

Accordingly, save as disclosed above, the Directors are not aware of any consequences which may arise under the Takeovers Code as consequences of any purchase made under the Repurchase Mandate. In addition, the Company may not repurchase Shares which would result in the amount of Shares held by the public being reduced to less than 25%.

10. SHARE REPURCHASE MADE BY THE COMPANY

No repurchases of Shares have been made by the Company (whether on the Stock Exchange or otherwise) during the six months immediately prior to the Latest Practicable Date.

The details of the Directors who will retire from office by rotation at the AGM and being eligible, will offer themselves for re-election at the AGM, are set out below:

A. Mr. Sun Chengtong

Experience

Mr. Sun Chengtong, aged 50, is the deputy general manager of the Company and general manager of Inspur (Shandong) Electronic Information Company Limited. He is a senior engineer. He gained his Master Degree from the School of Business Administration of Shandong University. Mr. Sun worked in Bank of China in the 1990s and was responsible for the development of banking software and the management of banking business. He joined the Inspur Group Limited in 2000. Mr. Sun has over 20 years of experience in the financial IT industry of the PRC. He has organised and participated in various important banking software development projects. Mr. Sun has extensive experience in the financial IT sector and was awarded the Second Prize for Excellent Computer Application in Shandong Province (山東省計算機應用優秀成果二等獎). Mr. Sun was appointed as an executive director with effect from 1 April 2012.

Length of Service

The Company has entered into a service contract with Mr. Sun on 1 April 2015. The fixed term of service of Mr. Sun is three years commencing from 1 April 2015.

Relationships

So far as at the Latest Practicable Date, Mr. Sun has no relationship with any directors, senior management or substantial shareholders (as defined in the Listing Rules) or controlling shareholders (as defined in the Listing Rules) of the Company.

Interests in Shares

So far as the Directors are aware as at the Latest Practicable Date, Mr. Sun held share options granted by the Company to subscribe for up to 800,000 Shares at an exercise price of HK\$3.41 per Share. Save as disclosed above, Mr. Sun does not have, and is not deemed to have any other interests or short position in any shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

Directors' emoluments

Under the service contract entered into between Mr. Sun and the Company on 1 April 2015, Mr. Sun is currently entitled to a fixed remuneration of HK\$240,000 per annum and a discretionary bonus upon his each twelve months' service. The amount of the annual emoluments for Mr. Sun was determined between the parties with reference to prevailing market conditions.

Matters that need to be brought to the attention of the Shareholders

There is no information that is required to be disclosed in respect of such details set out in paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules and there are no other matters concerning re-appointment of Mr. Sun as an executive Director that need to be brought to the attention of the Shareholders.

B. Mr. Wong Lit Chor, Alexis*Experience*

Mr. Wong Lit Chor, Alexis, aged 56, independent non-executive Director, graduated from University of Toronto, Canada in 1981 with a Bachelor's degree in Arts majoring in Economics and Commerce and obtained a Master of Business Administration degree from The Chinese University of Hong Kong in 1987. He has over 20 years of banking, investment, corporate finance and securities dealing experience gained from working as a senior executive in a number of listed local and PRC financial services companies. From 24 September 2004 to 16 March 2012, Mr. Wong served as an independent non-executive director of TLT Lottotainment Group Limited (a company listed on the Growth Enterprise Market of the Stock Exchange). From 7 September 2006 to present, Mr. Wong serves as an independent non-executive director of China Fortune Holdings Limited (a company listed on the Main Board of the Stock Exchange). From 20 November 2013 to present, Mr. Wong serves as an independent non-executive director of Han Tang International Holdings Limited (a company listed on the Main Board of the Stock Exchange). Save as disclosed above, Mr. Wong did not hold any directorship in other listed public companies in the last 3 years.

Length of Service

The Company has entered into an appointment letter with Mr. Wong on 1 April 2015. The fixed term of service of Mr. Wong is three year commencing from 1 April 2015.

Relationships

So far as at the Latest Practicable Date, Mr. Wong has no relationship with any directors, senior management or substantial shareholders (as defined in the Listing Rules) or controlling shareholders (as defined in the Listing Rules) of the Company.

Interests in Shares

So far as the Directors are aware as at the Latest Practicable Date, Mr. Wong held share options granted by the Company to subscribe for up to 40,000 Shares at an exercise price of HK\$3.41 per Share.

Directors' emoluments

Under the appointment letter entered into between Mr. Wong and the Company on 1 April 2015, Mr. Wong is currently entitled to an annual emoluments of HK\$120,000. The amount of the annual emoluments for Mr. Wong was determined between the parties with reference to prevailing market conditions.

Matters that need to be brought to the attention of the Shareholders

There is no information that is required to be disclosed in respect of such details set out in paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules and there are no other matters concerning re-appointment of Mr. Wong as an independent non-executive director that need to be brought to the attention of the Shareholders.

C. Mr. Geng Yushui*Experience*

Mr. Geng, aged 49, is currently a Professor, a Ph.D and masters degree tutor, and the Dean of the Graduate School of Qilu University of Technology. He also acts as director of several main research laboratories in the Shandong Province of the People's Republic of China ("PRC"). His research focuses on computer software and networking, information management and information systems. At the same time, he has also been appointed as member and executive member of a number of committees and societies in the PRC, such as a member of the China Cloud Computing Expert Association (中國雲計算專家委員會); an executive member of China Computer Federation (Jinan Branch) (CCF濟南分部) and an executive counsel member and vice secretary of Shandong Computer Society (山東省計算機學會). Mr. Geng has extensive knowledge in and contributions to the computer science industry in the PRC. He participated and led projects on the National Advanced Technology Research and Development Project (國家"863"); informatization of the National Development and Reform Commission (國家發改委信息化專項); development fund of the Ministry of Industry and Information Technology of the PRC (工信部專項發展基金); Shandong Major Technologies (山東省重大科技專項); Shandong Technology Development Project (山東省科技發展計畫); and Shandong Fund for Nature (山東省自然基金). Mr. Geng has received numerous awards, including one 2nd class and four 3rd class Shandong Technology Improvement Award (山東省科技進步二等獎、三等獎); one 2nd class China Light Industry Association Technology Improvement Award (中國輕工總會科技進步二等獎); a 3rd class National Multimedia Competition Award (全國多媒體大賽三等獎) and many more. Further to his achievements, Mr. Geng also owns seven software copyrights and, over the years, has published more than 30 articles in the PRC.

Length of Service

The Company has entered into an appointment letter with Mr. Geng on 17 April 2015. The fixed term of service of Mr. Geng is three years commencing from 17 April 2015.

Relationships

So far as at the Latest Practicable Date, Mr. Geng has no relationship with any directors, senior management or substantial shareholders (as defined in the Listing Rules) or controlling shareholders (as defined in the Listing Rules) of the Company.

Interests in Shares

So far as at the Latest Practicable Date, Mr. Geng does not have any interest in the shares of the Company within the meaning of Part XV of the SFO.

Directors' emoluments

Under the appointment letter entered into between Mr. Geng and the Company on 17 April 2015, Mr. Geng is currently entitled to an annual emoluments of HK\$60,000. The amount of the annual emoluments for Mr. Geng was determined between the parties with reference to her duties, responsibilities and performance.

Matters that need to be brought to the attention of the Shareholders

There is no information that is required to be disclosed in respect of such details set out in paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules and there are no other matters concerning re-appointment of Mr. Geng as an independent non-executive Director that need to be brought to the attention of the Shareholders.

NOTICE OF THE AGM

inspur 浪潮

INSPUR INTERNATIONAL LIMITED

浪潮國際有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 596)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting (the “**AGM**”) 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, 29 May 2015 at 10:00 a.m. for the following purpose:

1. to receive and adopt the audited consolidated financial statements and the reports of the directors (the “**Directors**”) and auditors of Company for the year ended 31 December 2014;
2. to declare a final dividend for the year ended 31 December 2014 of HK\$0.03 per ordinary share (each a “**Share**”) of HK\$0.01 each in the share capital of the Company;
3.
 - (a) to re-elect Mr. Sun Chengtong as an executive Director;
 - (b) to re-elect , approve, and confirm the retiring Director, namely Mr. Wong Lit Chor, Alexis as an independent non-executive Director who has served the Company for more than nine years as an independent non-executive Director;
 - (c) to re-elect Mr. Geng Yushui as an independent non-executive Director; and
 - (d) to authorise the board of Directors to fix the Directors’ remuneration;
4. to re-appoint the auditors of the Company and to authorise the board of Directors to fix their remuneration;
5. to consider and if thought fit, pass with or without amendments, as an ordinary resolution:

“**THAT:**

- (a) subject to paragraph (c) below, and pursuant to the Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with unissued Shares and to make or grant offers, agreements and options, including warrants to subscribe for Shares, which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;

NOTICE OF THE AGM

- (b) the approval in paragraph (a) above shall authorise the directors of the Company during the Relevant Period (as defined below) to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period (as defined below);
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the directors of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the exercise of any options granted under any share option scheme of the Company; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company in force from time to time; or (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares, shall not exceed 20 per cent of the aggregate nominal amount of the ordinary share capital of the Company in issue on the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
- (d) for the purposes of this resolution:

“**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable law to be held; and
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the directors of the Company by this resolution;

“**Rights Issue**” means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the directors of the Company to holders of Shares on the register on a fixed record date in proportion to their then holdings of Shares (subject to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, or any recognised regulatory body or any stock exchange applicable to the Company).”

NOTICE OF THE AGM

6. to consider and if thought fit, pass with or without amendments, as an Ordinary Resolution:

“**THAT:**

- (a) the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to purchase the Shares on the Stock Exchange or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong (the “**Securities and Futures Commission**”) and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission, the Stock Exchange or of any other stock exchange as amended from time to time and all applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of Shares which may be purchased by the Company pursuant to the approval in paragraph (a) during the Relevant Period (as defined below) shall not exceed 10 per cent. of the aggregate nominal amount of the issued ordinary share capital of the Company as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
- (c) for the purposes of this resolution, “**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
 - (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors of the Company by this resolution.”

NOTICE OF THE AGM

7. to consider and if thought fit, pass with or without amendments as an Ordinary Resolution:

“**THAT** subject to the ordinary resolutions no. 5 and 6 above being duly passed, the unconditional general mandate granted to the directors of the Company to exercise the powers of the Company to allot, issue and deal with unissued Shares pursuant to resolution no. 5 above be and is hereby extended by the addition thereon of an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company subsequent to the passing of this resolution, provided that such amount shall not exceed 10 per cent of the aggregate nominal amount of the issued Shares on the date of the passing of resolution no. 6.”

By order of the Board
Inspur International Limited
Mr. Wang Xingshan
Chairman

Hong Kong, 27 April 2015

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 AGM or any adjournment thereof is enclosed.
2. A member entitled to attend and vote at the AGM 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 deposited together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, at the offices of the Company's branch registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time for holding the meeting or adjourned meeting. Completion and return of a form of proxy will not preclude you from attending in person and voting at the AGM or any adjournment thereof, should he so wish.

NOTICE OF THE AGM

4. In case of joint holders of any share, any one of such joint holders may vote at the AGM, 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.

5. The register of members of the Company will be closed from Wednesday, 27 May 2015 to Friday, 29 May 2015 (both days inclusive), during which period no transfer of shares in the Company was effected. In order to qualify for the proposed AGM, all transfers, accompanied by the relevant share certificates, have to be lodged with the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong, not later than 4:30 p.m. on Tuesday, 26 May 2015.

6. At the date of this notice, the Board comprised Mr. Wang Xingshan and Mr. Chen Dongfeng and Mr. Sun Chengtong as executive Directors, Mr. Dong Hailong and Mr. Samuel Y Shen as non-executive Directors, and Ms. Zhang Ruijun, Mr. Geng Yushui and Mr. Wong Lit Chor, Alexis as independent non-executive Directors.