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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.

***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)

- (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**
- (3) REFRESHMENT OF SHARE OPTION SCHEME MANDATE LIMIT
AND**
- (4) 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 9 June 2017 at 10:00 a.m. is set out on pages 17 to 21 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.

28 April 2017

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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 9 June 2017 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
“close 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”	25 April 2017, 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
“Refreshment of Scheme Mandate Limit”	the proposed refreshment of the Scheme Mandate Limit so that the Company may grant new Options to subscribe for new Shares representing in aggregate up to 10% of its issued share capital as at the date of the AGM

DEFINITIONS

“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
“Scheme Mandate Limit”	the maximum number of Options that may be granted by the Company pursuant to the Share Option Scheme which initially shall not in aggregate exceed 10% of the number of Shares in issue as at the date of adoption of the Share Option Scheme and thereafter, if refreshed, shall not exceed 10% of the Shares in issue as at the date of approval of the Refreshment of Scheme Mandate Limit by the Shareholders
“SFO”	the Securities and Futures Ordinance (Chapter 571 of Laws of Hong Kong)
“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.



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 and Chief Executive Officer)

Mr. Jin Xiaozhou, Joe

Non-executive Directors:

Mr. Dong Hailong

Mr. Samuel Y. Shen

Independent non-executive Directors:

Mr. Wong Lit Chor, Alexis

Ms. Zhang Ruijun

Mr. Ding Xiangqian

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

28 April 2017

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
(3) REFRESHMENT OF SHARE OPTION SCHEME MANDATE LIMIT
AND
(4) NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

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

- (a) the declaration of final dividend;

LETTER FROM THE BOARD

- (b) to grant the General Mandate to the Directors;
- (c) to grant the Repurchase Mandate to the Directors;
- (d) 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;
- (e) to re-elect the retiring Directors and to approve continuous appointment of Mr. Wong Lit Chor, Alexis as an independent non-executive Director; and
- (f) to refresh the Scheme Mandate Limit.

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, the re-election of the Directors and the Refreshment of Scheme Mandate Limit, 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 total 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.

LETTER FROM THE BOARD

Repurchase Mandate

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

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. Dong Hailong (“**Mr. Dong**”), Mr. Wong Lit Chor, Alexis (“**Mr. Wong**”) and Ms. Zhang Ruijun (“**Ms. Zhang**”) shall retire from their offices as Directors. Being eligible, Mr. Dong will offer himself for re-election as non-executive director and Mr. Wong and Ms. Zhang will offer themselves for re-election as independent non-executive directors.

According to code provision A.4.3 of the Corporate Governance as set out in Appendix 14 of 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. Throughout Mr. Wong’s directorship with the Company, Mr. Wong has participated in Board meetings to give impartial advice and exercise independent judgement, served on various committees of the Board, but have never engaged in any executive management. Taking into consideration of his independent scope of work in the past years, the Board considers that the long service of Mr. Wong would not affect her exercise of independent judgement and is satisfied that Mr. Wong has the required character, integrity and experience to continue fulfilling the role of an independent non-executive Director. As such, 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.

LETTER FROM THE BOARD

At the AGM, ordinary resolutions will be proposed to re-elect Mr. Dong who offers himself for re-election as non-executive Director and to re-elect Mr. Wong and Ms. Zhang 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.

REFRESHMENT OF SHARE OPTION SCHEME MANDATE LIMIT

The Share Option Scheme was adopted by the resolution at the special general meeting of the Company held on 10 November 2008.

On 15 November 2013, a resolution in relation to share consolidation was passed by the shareholders of the Company at the extraordinary general meeting that every five (5) then ordinary shares of HK\$0.002 each in the then share capital of the Company were consolidated into one (1) Share of HK\$0.01 (“**Share Consolidation**”). Following the Share Consolidation, the exercising price and numbers of the Options were adjusted, details of which are set out in the announcement of the Company dated 15 November 2013.

Subsequent to the adoption of the Share Option Scheme on 10 November 2008, the 10% limit on the grant of share options under the Share Option Scheme was refreshed at the annual general meeting of the Company held on 25 May 2012 (the “**2012 Refreshment**”). During the period from the date of adoption of the Share Option Scheme to the 2012 Refreshment, 12,020,000 Options had been granted, among such Shares Options granted, up to the Latest Practicable Date, share options to subscribe for 7,000,000 Shares have been cancelled or lapsed and Share Options to subscribe for 5,020,000 Shares remain outstanding.

Since the 2012 Refreshment, the grant of share options under the Share Option Scheme has been refreshed at the annual general meeting of the Company held on 30 May 2014 (the “**2014 Refreshment**”). During the period from 30 May 2014, being the date when the Share Mandate Limit was last refreshed, and up to the Last Practicable Date, Shares Options to subscribe for 70,000,000 Shares have been granted under Share option Scheme, out of which no Share Options have been exercised, lapsed and cancelled.

The existing Scheme Mandate Limit is 90,153,633 Shares, being 10% of the Shares in issue as at 30 May 2014, the date of approval of existing Scheme Mandate Limit. Up to the Latest Practicable Date, there are total outstanding 75,020,000 Option since adoption of the Share Option Scheme (representing about 8.32% of the issued share capital of the Company as at the Latest Practicable Date).

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The rules of the Share Option Scheme provide that, among others, the maximum number of Shares which may be issued upon exercise of all options granted under the Share Option Scheme and any other schemes of the Group must not in aggregate exceed 30% of Shares in issue from time to time. Up to the Latest Practicable Date, the total number of issued Shares was 901,536,331. Subject to the approval of the Refreshment of the Scheme Mandate Limit and assuming no further issuance or repurchasing of Share and any other change in the issued share capital of the Company prior to the AGM, the maximum number of Shares which may be issued upon exercise of all options to be granted according to the refreshed Scheme Mandate Limit will be 90,153,633 Shares. The total number of Shares which may be issued upon exercise of the refreshed Scheme Mandate Limit of 90,153,633 Shares together with all outstanding options as at the Latest Practicable Date carrying the right to subscribe 75,020,000 Shares, represent approximately 18.32% of the total number of Shares in issue as at the Latest Practicable Date, thereby, not exceeding the said 30% limit.

The purpose of the Share Option Scheme is to enable the Group to grant options to eligible participants as incentives or rewards for their contributions to the Group and/or enable the Group to recruit and retain high-calibre employees and attract human resources that are valuable to the Group. The Board considers that the Refreshment of the Scheme Mandate Limit will be for the benefit of the Company and the Shareholders as a whole because it enables the Company to reward and motivate the eligible participants of the Share Option Scheme to contribute to the success of the Group and enables the Board to have more flexibility in granting the Options.

The Refreshment of Scheme Mandate Limit is conditional on:

- (i) the passing of the necessary resolution to approve the Refreshment of Scheme Mandate Limit by the Shareholders at the AGM; and
- (ii) the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in any new Shares which may fall to be allotted and issued upon exercise of the Options that may be granted under the refreshed Scheme Mandate Limit of the Share Option Scheme up to 10% of the issued share capital of the Company as at the date of passing of the ordinary resolution at the AGM.

Application will be made to the Stock Exchange for the listing of, and permission to deal in, the Shares to be issued under the refreshed Scheme Mandate Limit.

AGM

Set out on pages 17 to 21 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, the re-election of retiring Directors, and the Refreshment of Scheme Mandate Limit.

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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 and the Refreshment of Share Option Scheme Mandate Limit 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.

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 2016. 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	Lowest
	<i>HK\$</i>	<i>HK\$</i>
2016		
April	1.41	1.24
May	1.36	1.22
June	1.39	1.23
July	1.57	1.31
August	1.66	1.49
September	1.63	1.46
October	1.57	1.49
November	1.78	1.52
December	1.76	1.61
2017		
January	1.92	1.66
February	1.89	1.70
March	1.87	1.65
April (up to the Latest Practicable Date)	1.68	1.59

7. GENERAL INFORMATION AND UNDERTAKINGS

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close 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 core 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.

APPENDIX II DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED AT THE AGM

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. Dong Hailong

Experience

Mr. Dong Hailong, aged 39, graduated from Southwest Jiaotong University with a Bachelor degree in Telecommunication Engineering in 1999. Mr. Dong joined the Group in 2002 and was appointed as an executive Director of the Company on 31 March 2009. On 3 July 2013, Mr. Dong was re-designated as a non-executive director of the Company.

Length of Service

The Company has entered into a new service contract with Mr. Dong on 3 July 2016. The fixed term of service of Mr. Dong is three years commencing from 3 July 2016 subject to renewal.

Relationships

So far as at the Latest Practicable Date, Mr. Dong 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. Dong is holding 4,000 Shares of the Company and is holding share options granted by the Company to subscribe for up to 400,000 Shares at an exercise price of HK\$3.41 per Share, 200,000 Shares at an exercise price of HK\$1.71 per Share and 100,000 Shares at an exercise price of HK\$1.34 per Share. Save as disclosed above, Mr. Dong 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. Dong and the Company on 3 July 2016, Mr. Dong is currently not entitled to any remuneration and bonus. The amount of the annual emoluments for Mr. Dong 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. Dong as a non-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 58, an 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 30 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 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 (Stock Code: 0110)). From 20 November 2013 to 25 July 2016, Mr. Wong served as an independent non-executive director of Han Tang International Holdings Limited (a company listed on the Main Board of the Stock Exchange (Stock Code: 1187)). From 12 August 2016 to present, Mr. Wong serves as an independent non-executive director of Tempus Holdings Limited (a company listed on the Main Board of the Stock Exchange (Stock Code: 6880)).

Length of Service

The Company has entered into a new appointment letter with Mr. Wong on 1 April 2015. The fixed term of service of Mr. Wong is three years commencing from 1 April 2015 subject to renewal.

Relationships

Save as disclosed above, Mr. Wong did not hold any directorship in other listed public companies in the past three years.

So far as at the Latest Practicable Date, Mr. Wong does not hold any other position in the Company or any of its subsidiaries. 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 is holding share options granted by the Company to subscribe for up to 40,000 Shares at an exercise price of HK\$3.41 per Share, 400,000 Shares at an exercise price of HK\$1.71 and 100,000 Shares at an exercise price of HK\$1.34 per Share. Save as disclosed above, Mr. Wong 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 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.

APPENDIX II DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED AT THE AGM

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

Mr. Wong, who has served the Board for more than nine years, confirmed that he has satisfied all factors set out in Rule 3.13 of the Listing Rules in assessing his independence.

Save as disclosed, 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. Ms. Zhang Ruijun

Experience

Ms. Zhang Ruijun, aged 55, an independent non-executive Director, graduated from the School of Business of Renmin University of China with a Ph.D degree in management studies in 2002. Ms. Zhang is currently a Professor of Finance and a Ph.D supervisor in the School of Business of Renmin University of China, and she is engaged in research on IT and Management Integrations of Enterprise Group Control Strategy, Enterprise Group Fund Management and Financial Resources, and Enterprise Risk Management. Several research papers of Ms. Zhang have been published in academic journals in PRC during the recent years, such as Management World (《管理世界》), Accounting Research (《會計研究》), China Soft Science (《中國軟科學》), Finance & Accounting (《財務與會計》), and Economic Theory and Business Management (《經濟理論與經濟管理》). Ms. Zhang is also an independent non-executive director of a company listed on the Stock Exchange of Shenzhen.

Length of Service

The Company has entered into an appointment letter with Ms. Zhang on 31 March 2017. The fixed term of service of Ms. Zhang is three years commencing from 31 March 2017 subject to renewal.

Relationships

Save as disclosed above, Ms. Zhang did not hold any directorship in other listed public companies in the past three years.

As at the Latest Practicable Date, Ms. Zhang does not hold any other positions in the Company or any of its subsidiaries. Ms. Zhang is and was not connected with any Directors, senior management or substantial or controlling Shareholders of the Company, other than the relationship arising from her directorship with the Company.

APPENDIX II DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED AT THE AGM

Interests in Shares

So far as the Directors are aware as at the Latest Practicable Date, Ms. Zhang is holding share options granted by the Company to subscribe for up to 200,000 Shares at an exercise price of HK\$1.71 per Share and 100,000 Shares at an exercise price of HK\$1.34 per Share. Save as disclosed above, Ms. Zhang does not have, and is not deemed to have any 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 appointment letter entered into between Ms. Zhang and the Company on 31 March 2017, Ms. Zhang is currently entitled to an annual emolument of HK\$60,000. The amount of the annual emoluments for Ms. Zhang 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 Ms. Zhang as an independent non-executive Director that need to be brought to the attention of the Shareholders.



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 9 June 2017 at 10:00 a.m. for the following purposes:

1. to receive and adopt the audited consolidated financial statements and the reports of the directors (the “**Directors**”) and auditors of the Company for the year ended 31 December 2016;
2. to declare a final dividend for the year ended 31 December 2016 of HK\$0.01 per ordinary share (each a “**Share**”) of HK\$0.03 each in the share capital of the Company;
3.
 - (a) to re-elect Mr. Dong Hailong as a non-executive Director;
 - (b) to re-elect Mr. Wong Lit Chor, Alexis as an independent non-executive Director;
 - (c) to re-elect Ms. Zhang Ruijun 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.”

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.”

NOTICE OF THE AGM

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

“**THAT**” subject to and conditional upon the Listing Committee of the Stock Exchange granting approval for the listing of, and permission to deal in, the Shares in the share capital of the Company which may fall to be issued pursuant to the exercise of the options which may be granted under the share option scheme adopted by the Company on 10 November 2008 (the “**Share Option Scheme**”),

- (a) the refreshment of the Share Option Scheme limit up to 10% of the number of Shares in issue as at the date of the passing of this resolution be and is hereby approved provided the options previously granted under the Share Option Scheme (including without limitation those outstanding, cancelled, lapsed or exercised in accordance with the Share Option Scheme or other scheme(s) of the Company) will not be counted for the purpose of calculating the refreshed Share Option Scheme limit; and
- (b) the Directors of the Company be and are hereby authorised to allot, issue and deal with the Shares which may fall to be issued upon the exercise of the options to be granted under the Share Option Scheme at the refreshed Share Option Scheme limit and to take such steps and do such acts and to enter into such transactions arrangements and agreements as they consider necessary or expedient to give full effect to the foregoing arrangement.”

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

Hong Kong, 28 April 2017

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

NOTICE OF THE AGM

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.
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 was 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 8 June 2017 to 9 June 2017 (both days inclusive), during which period no transfer of shares in the Company shall be registered. 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 7 June 2017.

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