



# INSPUR INTERNATIONAL LIMITED

## 浪潮國際有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 596)

### Proxy Form

#### Form of Proxy for use at the Extraordinary General Meeting (the "EGM") to be convened on 12 July 2018 at 10:00 a.m. (or any adjournment thereof)

I/We (Note 1) \_\_\_\_\_

of \_\_\_\_\_

being the registered holder(s) of (Note 2) \_\_\_\_\_ shares of HK\$0.01 each (the "Shares")

in the capital of Inspur International Limited (the "Company"), hereby appoint the chairman of the EGM or (Note 3) \_\_\_\_\_

of \_\_\_\_\_  
as my/our proxy (Note 4) to act for me/us at the EGM (and at any adjournment thereof) of the Company to be held at Flats B & C, 30/F., Tower A, Billion Centre, 1 Wang Kwong Road, Kowloon Bay, Kowloon, Hong Kong, on 12 July 2018 at 10:00 a.m. for the purpose of considering and, if thought fit, passing the following resolution as set out in the notice convening the EGM and at the EGM, and at any adjournment thereof, and to vote for me/us in my/our name(s) as indicated below in respect of such resolution and, if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS		FOR (Note 5)	AGAINST (Note 5)
1	<p>(a) To approve, confirm, and ratify the Share Purchase Agreement I (as defined in the circular of the Company dated 25 June 2018 (the "Circular")) (copy of the Share Purchase Agreement I has been tabled at the meeting and marked "A" signed by the Chairman of the meeting for the purpose of identification) and the transactions contemplated thereunder including, without limitation, Proposed Acquisition I (as defined in the Circular) and the allotment and issue of the Consideration Shares I (as defined in the Circular) credited as fully paid in accordance with the terms and conditions of Share Purchase Agreement I;</p> <p>(b) To approve, confirm, and ratify the Share Purchase Agreement II (as defined in the Circular) (copy of the Share Purchase Agreement II has been tabled at the meeting and marked "B" signed by the Chairman of the meeting for the purpose of identification) and the transactions contemplated thereunder including, without limitation, Proposed Acquisition II (as defined in the Circular) and the allotment and issue of the Consideration Shares II (as defined in the Circular) credited as fully paid in accordance with the terms and conditions of Share Purchase Agreement II;</p> <p>(c) To authorize the Directors of Company to do such acts and execute such documents as they may consider appropriate and expedient to carry out or give effect to or otherwise in connection with or in relation to the Share Purchase Agreements and the transaction contemplated thereunder.</p>		
2	<p>(a) To approve, confirm, and ratify the New Framework Agreement (as defined in the Circular) (copy of the New Framework Agreement has been tabled at the meeting and marked "C" signed by the Chairman of the meeting for the purpose of identification) and the transactions contemplated thereunder;</p> <p>(b) To approve, confirm, and ratify the proposed New Caps (as defined and more particularly described in the Circular) in respect of the Continuing Connected Transactions;</p> <p>(c) To authorize the Directors of Company to do such acts and execute such documents as they may consider appropriate and expedient to carry out or give effect to or otherwise in connection with or in relation to the New Framework Agreement, the proposed New Caps and all transactions contemplated thereunder.</p>		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2018.

Shareholders' signature (Notes 7 & 8): \_\_\_\_\_

#### Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint holders should be stated.
- Please insert the number of Shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all such Shares registered in your name(s).
- Please insert the name and address of the proxy desired in the space provided. **Any alteration made to this form of proxy must be initialed by the person who signs it.** If no name is inserted, the duly appointed chairman of the EGM will act as your proxy.
- A proxy need not be the chairman of the EGM. If you wish to appoint a person other than the chairman of the EGM as your proxy, please delete the words "the chairman of the EGM or" and insert the name and address of the person appointed as your proxy in the space provided.
- IMPORTANT: If you wish to vote for or against the resolution, please place a "✓" in the box marked "FOR" or the box marked "AGAINST" as appropriate.** Failure to complete a box will entitle your proxy to cast your vote(s) or abstain at his discretion. Your proxy will also be entitled to vote or abstain at his discretion on any resolution properly put to the EGM other than that referred to in the notice convening the EGM.
- The full text of these resolutions appears in the notice of the EGM dated 25 June 2018.
- This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must be either under its seal or under the hand of an officer, attorney or other person duly authorized to sign the same.
- In case of joint holders of any share, any one of such joint holders may vote at the EGM, either personally or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at the meeting personally or by proxy, then one of the said persons so present being the most or, as the case may be, the more senior shall alone be entitled to vote in respect of the relevant joint holding and, for this purpose, seniority shall be determined by reference to the order in which the names of the joint holders stand on the register in respect of the relevant joint holding.
- A proxy need not be a member of the Company.
- In order to be valid, this form of proxy and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, shall be delivered to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the EGM or any adjournment thereof, should you so wish.**