

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a 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 (the “Company”), you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this circular, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.



INSPUR INTERNATIONAL LIMITED

浪潮國際有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8141)

**NOTICE OF ANNUAL GENERAL MEETING
PROPOSED GENERAL MANDATES TO ISSUE AND
REPURCHASE SHARES
RE-ELECTION OF DIRECTORS**

The notice convening the annual general meeting (“AGM”) of Inspur International Limited (the “Company”) to be held at Hong Kong International Trade & Exhibition Centre, Meeting Room 5, 7th Floor, 1 Trademart Drive, Kowloon Bay, Kowloon, Hong Kong on Thursday, 26 April 2007 at 10:00 a.m. is contained on pages 13 to 16 of this circular of the Company. Shareholders of the Company are advised to read the notice and to complete and return the form of proxy for use at the AGM enclosed with the circular of the Company in accordance with the instructions printed thereon.

A form of proxy for the AGM is enclosed with this circular. Whether you are able to attend or not, please complete and return the enclosed form of proxy to the branch share registrar of the Company, Computershare Hong Kong Investor Services Limited, 46th Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. The completion and delivery of a form of proxy will not preclude you from attending and voting at the AGM in person.

This circular will remain on the “Latest Company Announcements” page of the GEM website at www.hkgem.com for 7 days from the date of its posting.

30 March 2007

CHARACTERISTICS OF THE GROWTH ENTERPRISE MARKET OF THE STOCK EXCHANGE OF HONG KONG LIMITED

The Growth Enterprise Market (“GEM”) of The Stock Exchange of Hong Kong Limited (“Stock Exchange”) has been established as a market designed to accommodate companies to which a high investment risk may be attached. In particular, companies may list on GEM with neither a track record of profitability nor any obligation to forecast future profitability. Furthermore, there may be risks arising out of the emerging nature of companies listed on GEM and the business sectors or countries in which the companies operate. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

The principal means of information dissemination on GEM is publication on the internet website operated by the Stock Exchange. Listed companies are not generally required to issue paid announcements in gazetted newspapers. Accordingly, prospective investors should note that they need to have access to the GEM website at www.hkgem.com in order to obtain up-to-date information on GEM-listed issuers.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors of the Company having made all reasonable enquires, confirm that, to the best of their knowledge and belief:

- (i) the information contained in the circular is accurate and complete in all material respects and not misleading;
- (ii) there are no other matters the omission of which would make any statement herein misleading; and
- (iii) all opinions expressed in this circular have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

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DEFINITIONS

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

“2006 Annual Report”	means the annual report of the Company for the year ended 31 December 2006
“AGM”	means annual general meeting of the Company to be convened and held at Hong Kong International Trade & Exhibition Centre, Meeting Room 5, 7th Floor, 1 Trademart Drive, Kowloon Bay, Kowloon, Hong Kong on Thursday, 26 April 2007 at 10:00 a.m.
“Articles of Association”	means the articles of association of the Company
“Associates”	means the same definition as ascribed thereto the GEM Listing Rules
“Board”	the board of Directors
“Company”	means Inspur International Limited, a company incorporated in the Cayman Islands with limited liability
“Director(s)”	means the directors of the Company
“GEM”	means the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	means the Rules Governing the Listing of Securities on the GEM
“Group”	means the Company and its subsidiaries
“HK\$”	means Hong Kong Dollars, the lawful currency of Hong Kong Special Administrative Region of the PRC
“Issue Mandate”	the proposed general mandate to be granted to the Directors to permit the allotment and issue of new Shares equal in aggregate up to a maximum of 20% of the aggregate nominal amount of the ordinary share capital of the Company in issue as at the date of passing of the relevant resolution granting such mandate
“Latest Practicable Date”	means 23 March 2007, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular
“LC Corporation”	Inspur Group Limited (浪潮集團有限公司), a company established in the PRC in February 1989 and indirectly holds a 52.5% shareholding in the Company

DEFINITIONS

“LC Group”	LC Corporation and its subsidiaries
“LCHK”	Inspur Electronics (HK) Limited, a company incorporated in Hong Kong on 7 August 1998 with limited liability, the entire issued share capital of LCHK is wholly owned by LC Corporation
“Notice”	means the notice convening the AGM
“PRC”	the People’s Republic of China, which for the purposes for this circular only, excludes Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan
“Repurchase Mandate”	means a general mandate proposed to be granted to the Directors to exercise the power of the Company to repurchase Shares on the terms set out in the Notice
“SFO”	means Securities and Futures Ordinances, Cap. 571 of the Laws of Hong Kong
“Share(s)”	means ordinary share(s) of par value of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	means holders of the Shares
“Stock Exchange”	means The Stock Exchange of Hong Kong Limited
“Takeover Code”	means the Hong Kong Code on Takeovers and Mergers
“%”	means per cent



INSPUR INTERNATIONAL LIMITED

浪潮國際有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8141)

Executive Directors:

Mr. Sun Pishu (*Chairman*)
Mr. Zhang Lei
Mr. Wang Miao
Mr. Leung Chi Ho

Non-executive Directors:

Mr. Xin Wei Hua
Mr. Wang Hung, Alex
Mr. Marc Evan Brown
Mr. William James Fass

Independent non-executive Directors:

Mr. Meng Xiang Xu
Mr. Liu Ping Yuan
Mr. Wong Lit Chor, Alexis

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:*

Room 726
Nan Fung Commercial Centre
19 Lam Lok Street
Kowloon Bay
Kowloon
Hong Kong

30 March 2007

To Shareholders of the Company

Dear Sir or Madam,

**NOTICE OF ANNUAL GENERAL MEETING
PROPOSED GENERAL MANDATES TO ISSUE AND
REPURCHASE SHARES
RE-ELECTION OF DIRECTORS**

Introduction

The purpose of this circular is to provide you with information regarding resolutions to be proposed at the AGM to be held at Hong Kong International Trade & Exhibition Centre, Meeting Room 5, 7/F, 1 Trademart Drive, Kowloon Bay, Kowloon, Hong Kong on Thursday, 26 April 2007 at 10:00 a.m. which, upon approval, would enable the Company to, among other things:

- (a) allot, issue and deal with additional shares of the Company and to make or grant offers, agreements, options and warrants not exceeding 20% of the aggregate nominal value of the share capital of the Company in issue as at the date of passing such resolution;

LETTER FROM THE BOARD

- (b) repurchase shares not exceeding 10% of the aggregate nominal value of the shares of the Company in issue as at the date of passing such resolution;
- (c) add to the general mandate for issuing shares set out in (a) above, and the number of shares repurchased by the Company pursuant to the Repurchase Mandate set out in (b) above; and
- (d) re-elect Directors.

THE GENERAL MANDATES

At the annual general meeting of the Company held on 8 May 2006, a general mandate was granted to the Directors to repurchase and to issue the shares of HK\$0.01 each in the Shares on the GEM of the Stock Exchange (the “Mandates”). The Mandates will expire at the conclusion of the forthcoming AGM. The Directors will propose an ordinary resolution at the AGM to give a general mandate to the Directors to exercise all powers of the Company to repurchase on GEM Shares up to a maximum of 10% of the issued share capital of the Company as at the date of passing the relevant resolution.

It will also be proposed at the AGM separate ordinary resolutions granting to the Directors a general mandate to allot, issue and deal with additional Shares not exceeding 20% of the issued ordinary share capital of the Company as at the date of passing the resolution, and adding to such general mandate so granted to the Directors any additional Shares representing the aggregate nominal amount of the Shares repurchased by the Company after the granting of the general mandate to repurchase Shares up to 10% of the issued ordinary share capital of the Company as at the date of passing the relevant resolution for the Repurchase Mandate.

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

An explanatory statement containing information relating to the Repurchase Mandate and as required pursuant to the GEM Listing Rules, in particular Rule 13.08, is set out in Appendix II to this circular. This explanatory statement provides you with information reasonably necessary to enable you to make an informed decision on whether to vote for or against the resolution relating to the Repurchase Mandate.

RE-ELECTION OF DIRECTORS

As at the Latest Practicable Date, the Board comprised executive directors namely Mr. Sun Pishu (Chairman), Mr. Zhang Lei, Mr. Wang Miao and Mr. Leung Chi Ho; non-executive directors namely Mr. Xin Wei Hua, Mr. Wang Hung Alex; Mr. Marc Evan Brown and Mr. William James Fass and independent non-executive directors namely Mr. Meng Xiang Xu, Mr. Liu Ping Yuan and Mr. Wong Lit Chor, Alexis.

LETTER FROM THE BOARD

Pursuant to Article 86 of the Articles of Association, Mr. Marc Evan Brown and Mr. William James Fass were appointed as non-executive directors by the Board after the 2006 annual general meeting of the Company of the year, and therefore shall retire and, being eligible, offer themselves for re-election.

Pursuant to Article 87 of the Articles of Association, Mr. Sun Pishu and Mr. Meng Xiang Xu will retire by rotation, and being eligible, offer themselves for re-election at the AGM.

Biographical details of the above retiring Directors to be re-elected which are required to be disclosed under the GEM Listing Rules are set out in Appendix I to this circular.

DEMAND FOR POLL AT THE AGM

According to the articles of association of the Company, where a resolution is put to the vote at the AGM, the resolution shall be decided on a show of hands unless (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) a poll is demanded:

- (a) by the chairman of the AGM; or
- (b) by a least three Shareholders present in person (or in the case of a Shareholder being a corporation by its duly authorised representative) or by proxy for the time being entitled to vote at the AGM; or
- (c) by a Shareholder or Shareholders present in person (or in the case of a Shareholder being a corporation by its duly authorised representative) or by proxy and representing not less than one-tenth of the total voting rights of all Shareholders having the right to vote at the AGM; or
- (d) by a Shareholder or Shareholders present in person (or in the case of a Shareholder being a corporation by its duly authorised representative) or by proxy and holding Shares conferring a right to vote at the AGM being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all shares conferring that right.

On a poll votes may be given either personally or by proxy.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors are of the opinion that the proposals referred to in this circular are in the best interests of the Company and its shareholders and recommend you to vote in favour of the resolutions relating to the general mandates and re-election of Directors to be proposed at the AGM.

Yours faithfully,
By Order of the Board
Inspur International Limited
Sun Pishu
Chairman

The following are the particulars of the Directors (as required by the GEM Listing Rules) proposed to be re-elected at the AGM to be held on Thursday, 26 April 2007 at 10:00 a.m.

Mr. Sun Pishu (孫丕恕), aged 44, is the chairman of the Board. He joined the Group in August 1998. Mr. Sun is currently a delegate of the People's Congress of the PRC. He graduated from Shandong University with a Bachelor of Science degree in wireless electronics in 1983 and Armstrong University in California, US with a Master of Business Administration degree in 2002. He has attained over 15 years' experience in the IT industry particularly with its service in the LC Group. He was a member of the State 863 Planning Expert Committee (國家 863 計劃專家委員會) and was awarded the title of Key Award Technological Personnel (重獎科技人員) by the Shandong provincial government. He was also awarded as The 13th Top Ten Outstanding Youth Award in the PRC in 2002. He is a director of a number of members of the LC Group as well as LC Corporation and is the chairman of LC Corporation and Inspur Electronic Information Industry Co., Ltd., a company listed on the Shenzhen Stock Exchange. Mr. Sun is responsible for and devotes a substantial part of his time and effort for the overall planning and development of the Group.

The Company and Mr. Sun have a service agreement for a term of three years commencing on 29 April 2004 and may be terminated by either party giving to the other not less than three months' written notice. The total salary paid to Mr. Sun for the year ended 31 December 2006 was HK\$450,000. His emolument is determined by arm's length negotiation between the parties with reference to prevailing market conditions.

At the Latest Practicable Date, Mr. Sun does not have any relationship with any other Directors, senior management, management shareholders, substantial or controlling shareholders of the Company. Mr. Sun is interested in 4,000,000 share options granted by the Company to subscribe for Shares of the Company at an exercise price of HK\$0.324 per shares within the meaning of Part XV of the SFO.

Save as disclosed herein, there is no information to be disclosed pursuant to any of the requirements of Rule 17.50(2) of the GEM Listing Rules and there are no other matters that need to be brought to the shareholders' attentions.

Mr. Meng Xiang Xu (孟祥旭), aged 44, is an independent non-executive Director and joined the Group in March 2003. Mr. Meng graduated from Calculator Institute of Academy of Science (中國科學院計算所), majoring in computer application, and has obtained a Doctorate degree in 1998. He currently holds a senior position in a number of universities and committees including the dean of Computer Science and Technology College of Shandong University (山東大學計算機科學與技術學院), dean, professor and PhD tutor of Shandong University Qilu Software College (山東大學齊魯軟件學院), head of the expert group for the digitalisation of Shandong province (山東省信息化工作領導小組專家組) and supervisor of Shandong Province Manufacturing Information Technical Engineering Technology Research Center (山東省製造業信息化工工程技術研究中心). He is mainly engaged in the research and development of computer-aided design and graphics, and human interaction with computers.

Mr. Meng was appointed as an independent non-executive Director on 29 April 2004 for one year with the Company and his emolument is HK\$5,000 per month in respect of his directorship in the Company. His emolument is determined by arm's length negotiation between the parties with reference to prevailing market conditions.

At the Latest Practicable Date, Mr. Meng does not have any relationship with any other Directors, senior management, management shareholders, substantial shareholders or controlling shareholders of the Company. Mr. Meng does not have any interest in the Shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed herein, there is no information to be disclosed pursuant to any of the requirements of Rule 17.50(2) of the GEM Listing Rules and there are no other matters that need to be brought to the shareholders' attentions.

Mr. Marc Evan Brown, aged 42, is a Managing Director in the Corporate Development Group at Microsoft Corporation ("Microsoft") where he has been employed since January 2000. From May 1998 to December 1999, he was an Associate in the Private Equity and Emerging Companies Group of the law firm of Goodwin, Procter & Hoar LLP. Prior to that Mr. Brown was an Associate in the Mergers and Acquisition and Merchant Banking Groups at the Union Bank of Switzerland from 1987 to 1991. Mr. Brown holds a Doctor of Jurisprudence from Georgetown University Law School; a Master of Business Administration in Finance from New York University; and a Bachelor of Arts in Economics from Colgate University.

Mr. Brown, serving as the representative of Microsoft, was a non-executive member of the board of Asia Global Crossing Limited which is in the process of liquidation under Chapter 7 of the United States Bankruptcy Code since November 2002. Asia Global Crossing Limited is a company incorporated in Bermuda previously engaged in the provision of telecommunication services. The liquidation is due to the determination by the board of Asia Global Crossing Limited in view of the demand/supply imbalance in the telecommunication market together with the bankruptcy of its largest shareholder resulting in the lack of continued funding support. The amount involved in the liquidation is about US\$120 million and substantially all of the assets of Asia Global Crossing Limited have been sold in 2003 in connection with the liquidation which is still in progress.

Mr. Brown was appointed as a non-executive Director on 22 June 2006 for three years with the Company and he is not entitled to receive any emolument in respect of his directorship in the Company.

At the Latest Practicable Date, Mr. Brown does not have any relationship with any other Directors, senior management, management shareholders, substantial shareholders or controlling shareholders of the Company. Mr. Brown does not have any interest in the Shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed herein, there is no information to be disclosed pursuant to any of the requirements of Rule 17.50(2) of the GEM Listing Rules and there are no other matters that need to be brought to the shareholders' attentions.

Mr. William James Fass, aged 52, is the director of Global Partners of Microsoft with focus on partners that deliver services through the offshore business model. Mr. Fass is also part of the Enterprise and Partner Group ("EPG") based in Redmond, Washington. Prior to taking on this role, Mr. Fass spent the past three years managing the Accenture and Avanade Global Alliance. Mr. Fass joined Microsoft in 1994 as the worldwide Group Marketing and Strategy Manager for Product Support and

Services. In this role he strengthened the enterprise value proposition of Premier and introduced Global Premier to the market. In 1996 Mr. Fass moved to Microsoft Germany taking on the role of sales director, EPG for Microsoft's Eastern European region with responsibility for Enterprise Sales, Technology Specialist community, Product Support and Services and Microsoft Consulting Services. Mr. Fass returned to Microsoft US in 1999 to take on the role of Director, Carpoint International Business Development where he established Carpoint franchises in Canada and UK and laid the foundation for European expansion. Prior to joining Microsoft, Mr. Fass has sixteen year's of experience with IBM in a variety of large account and enterprise marketing, sales, sales management and strategic planning positions. Mr. Fass holds a Bachelor of Science degree from the University of California at Davis in Economics and Business Management.

Mr. Fass was appointed as a non-executive Director on 22 June 2006 for three years with the Company and he is not entitled to receive any emolument in respect of his directorship in the Company.

At the Latest Practicable Date, Mr. Fass does not have any relationship with any other Directors, senior management, management shareholders, substantial shareholders or controlling shareholders of the Company. Mr. Fass does not have any interest in the Shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed herein, there is no information to be disclosed pursuant to any of the requirements of Rule 17.50(2) of the GEM Listing Rules and there are no other matters that need to be brought to the shareholders' attentions.

This is an explanatory statement given to all shareholders of the Company relating to a resolution to be proposed at the AGM authorizing the Repurchase Mandate.

The explanatory statement contains all the information required pursuant to Rule 13.08 of the GEM Listing Rules set out as follows:

1. EXERCISE OF THE REPURCHASE MANDATE

Assuming no Shares are issued or repurchased prior to the AGM and on the basis of 514,300,000 Shares in issue as at the Latest Practicable Date, the exercise of the Repurchase Mandate in full could result in up to 51,430,000 Shares to be repurchased by the Company during the period up to the conclusion of the next AGM of the Company, the expiration of the period within which the next AGM of the Company is required by any applicable law or the articles of association of the Company to be held or when the Repurchase Mandate is revoked or varied by an ordinary resolution by the Shareholders in general meeting, whichever is the earliest.

2. REASONS FOR REPURCHASES

The Directors believe that it is in the best interests of the Company and its Shareholders for the Directors to have a general authority from Shareholders to enable the Company to repurchase Shares in the market. Repurchases of Shares will only be made when the Directors believe that such a repurchase will benefit the Company and its Shareholders. Such repurchases may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net value of the Company and its assets and/or its earnings per share.

3. FUNDING OF REPURCHASES

Any repurchases will only be funded out of funds of the Company legally available for the purposes in accordance with its memorandum and articles of association of the Company and the laws of the Cayman Islands. The Company may not repurchase its own shares on the GEM for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of GEM from time to time.

Under Cayman Islands law, repurchases by the Company may only be made out of profits of the Company or out of proceeds of a fresh issue of shares made for the purpose or, if so authorised by its articles of association and subject to the provisions of the Companies Law, out of capital. Any premium payable on a redemption of purchase over the par value of the shares to be repurchase must be provided for out of profits of the Company or out of the Company's share premium account or, if so authorised by its articles of association and subject to the provisions of the Companies Law, out of capital.

4. EFFECT OF EXERCISE OF THE REPURCHASE MANDATE

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited financial statements contained in the Annual Report 2006) in the event that the Repurchase Mandate is exercised in full. 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 requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

5. DISCLOSURE OF INTERESTS

None of the Directors and, to the best of their knowledge, having made all reasonable enquiries, none of their respective associates, have any present intention, if the Repurchase Mandate is exercised, to sell any shares to the Company or its subsidiaries.

No connected person (as defined in the GEM Listing Rules) has notified the Company that they have a present intention to sell shares to the Company if the Repurchase Mandate is exercised.

6. DIRECTORS' UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the GEM Listing Rules and the applicable laws of the Cayman Islands.

7. TAKEOVERS CODE CONSEQUENCES

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. As a result, a Shareholder, or a group of Shareholders acting in concert, depending on the level of increase in the Shareholder's interests, may obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, LCHK, which is a controlling Shareholder, held 270,000,000 Shares, representing approximately 36.1% of the total voting rights in the Company. Microsoft Corporation held 234,279,559 class A senior redeemable convertible voting preferred shares representing 28% of the total voting rights in the Company (pursuant to the Subscription Deed, Microsoft can only exercise up to 28% voting rights at general meetings of the Company (other than meeting of the holder(s) of Preferred Shares). Upon exercise in full of the Repurchase Mandate, the voting rights of LCHK will increase from approximately 36.1% to approximately 38.7%. As such, LCHK shall be obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code. However, the Directors have no intention to exercise any of the Repurchase Mandate which would trigger a mandatory offer on the part of LCHK under the Takeovers Code. Save as disclosed above, the Directors are not aware of any other Shareholder which may have any consequences under the Takeovers Code as a result of the exercise of the Repurchase Mandate.

8. SHARE PURCHASE MADE BY THE COMPANY

No repurchases of securities have been made by the Company in the six months immediately preceding the Latest Practicable Date, whether on the Stock Exchange or otherwise.

9. SHARE PRICES

The highest and lowest prices at which the Shares were traded on the GEM during each of the previous twelve months were as follows:

	Shares	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2006		
March	1.080	0.850
April	1.630	0.960
May	1.540	0.970
June	1.040	0.730
July	0.900	0.750
August	0.790	0.510
September	0.670	0.550
October	0.590	0.470
November	0.600	0.480
December	0.780	0.475
2007		
January	0.640	0.500
February	0.680	0.550
March (Up to the Latest Practicable Date)	0.660	0.550



INSPUR INTERNATIONAL LIMITED

浪潮國際有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8141)

NOTICE IS HEREBY GIVEN THAT the annual general meeting (the “Annual General Meeting”) of the shareholders of Inspur International Limited (the “Company”) will be held at Hong Kong International Trade & Exhibition Centre, Meeting Room 5, 7/F, 1 Trademart Drive, Kowloon Bay, Kowloon, Hong Kong on Thursday, 26 April 2007 at 10:00 a.m. for the following purposes:

1. to receive and consider the audited financial statements and the reports of the directors of the Company (“Directors”) and auditors for the year ended 31 December 2006;
2. to declare a final dividend for the year ended 31 December 2006;
3. to re-elect Directors and authorize the board of directors to fix the Directors’ remuneration;
4. to re-appoint auditors and authorize the Directors to fix their remuneration;

ORDINARY RESOLUTIONS

5. to consider and, if thought fit, pass the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (c) of this resolution, and pursuant to the Rules Governing the Listing of Securities on The Growth Enterprise Market (“GEM”) of The Stock Exchange of Hong Kong Limited (“Stock Exchange”), the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the ordinary share capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution shall authorize the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of ordinary share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) the grant or exercise of any option under the share option scheme of the Company or any other issue of shares or rights to acquire shares of the Company; or (iii) any

NOTICE OF ANNUAL GENERAL MEETING

scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company in force from time to time; or (iv) any issue of shares in the Company upon the exercise of rights of subscription or conversion under the terms of any existing warrants of the Company or any existing securities of the Company which carry rights to subscribe for or are convertible into shares of the Company, shall not exceed 20% of the aggregate nominal amount of the ordinary share capital of the Company in issue at 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 purpose of this resolution, “Relevant Period” means the period from the date of the passing of this resolution until whichever is 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 of the Cayman Islands 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 by this resolution.

“Rights Issue” means an offer of shares in the Company, or offer or issue of warrants, options or other securities giving rights to subscribe for shares open for a period fixed by the Directors to holders of shares in the Company on the register on a fixed record date in proportion to their holdings of shares (subject to such exclusion or other arrangements as the Directors 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 any recognized regulatory body or any stock exchange applicable to the Company).”

6. to consider and, if thought fit, pass the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase its shares on the GEM or any other stock exchange on which the shares of the Company may be listed and recognized by The Securities and Futures Commission of Hong Kong (“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 regards be and is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

- (b) the aggregate nominal amount of shares of the Company authorized to be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the issued ordinary share capital of the Company 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 purpose 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 of the Cayman Islands 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 by this resolution.”
7. to consider and, if thought fit, pass the following resolution as an ordinary resolution:

“**THAT** conditional upon resolutions no. 5 and 6 above being passed, the unconditional general mandate granted to the Directors to allot, issue and deal with additional shares and to make or grant offers, agreements and options which might require the exercise of such powers pursuant to resolution no. 5 above be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted pursuant to resolution no. 6 above, provided that such amount shall not exceed 10% of the aggregate nominal amount of the issued ordinary share capital of the Company at the date of the passing of the said resolution.”

By Order of the Board
Inspur International Limited
Sun Pishu
Chairman

Hong Kong, 30 March 2007

Registered Office:
Cricket Square,
Hutchins Drive, P.O. Box 2681,
Grand Cayman KY1-1111,
Cayman Islands

NOTICE OF ANNUAL GENERAL MEETING

Principal Place of Business:

Room 726, Nan Fung Commercial Centre
19 Lam Lok Street, Kowloon Bay
Kowloon, Hong Kong

As at the date of this circular, the Board comprises executive Directors namely Mr. Sun Pishu (Chairman), Mr. Zhang Lei, Mr. Wang Miao and Mr. Leung Chi Ho; non-executive Directors namely Mr. Xin Wei Hua, Mr. Wang Hung, Alex, Mr. Marc Evan Brown and Mr. William James Fass and independent non-executive Directors namely Mr. Meng Xiang Xu, Mr. Liu Ping Yuan, Mr. Wong Lit Chor, Alexis.

Notes:

1. A member of the Company entitled to attend and vote at the Annual General Meeting convened by the above notice is entitled to appoint one or more proxies (if a member who is the holder of two or more shares) to attend and vote in his stead. A proxy need not be a member of the Company.
2. In order to be valid, the form of proxy together with a power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the Company's Branch Share Registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 46th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than forty-eight hours before the time appointed for the Annual General Meeting (or any adjournment thereof).
3. Delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the Annual General Meeting and in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. Where there are joint holders of any Shares, any one of such joint holders may vote either in person or by proxy in respect of such Shares as if he/she was solely entitled thereto; but if more than one of such joint holders be present at the Annual General Meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the Register of Members.
5. A poll may be so demanded before or on the declarations of the result of the show of hand.