



## INSPUR INTERNATIONAL LIMITED

浪潮國際有限公司\*

*(Incorporated in Cayman Islands with limited liability)*

(Stock Code : 8141)

### NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (“EGM”) of Inspur International Limited (the “**Company**”) will be held at 10:00 a.m. on Monday, 30 June 2008 at Hong Kong International Trade & Exhibition Centre, Meeting Room 5, 7th Floor, 1 Trademart Drive, Kowloon Bay, Kowloon, Hong Kong for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolution as ordinary resolution:

#### ORDINARY RESOLUTION

**“THAT:**

- (a) the conditional acquisition agreement dated 5 May 2008 (the “**Acquisition Agreement**”, entered into between (i) Inspur International Limited as purchaser; and (ii) Inspur Electronics (HK) Limited and Accord Star Limited as vendors in relation to the acquisition of the entire issue share capital of Langchao Worldwide Services Limited, at the consideration of HK\$194,835,000 comprising : (i) HK\$66,243,900 Payment Consideration (as defined in the Company’s circular dated 13 June 2008 (the “**Circular**”); (ii) HK\$70,140,600 by issue and allotment of the Consideration Shares (as defined and more particularly described in the Circular); and (iii) HK\$58,450,500 by issuing the Convertible Notes (as defined and more particularly described in the Circular) with no coupon and 30-month maturity (copies of the Acquisition Agreement and the Circular have been tabled at the meeting and marked “A” and “B” and initialled by the chairman of the meeting for the purpose of identification) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) the directors of the Company (the “**Directors**”) be and they are hereby authorised to allot and issue the Consideration Shares (as defined and more particularly described in the Circular), credited as fully paid, pursuant to the terms of the Acquisition Agreement, such Consideration Shares shall rank pari passu in all respects with the existing ordinary shares of the Company in issue at the date of allotment of the Consideration Shares;
- (c) the creation and issue of the Convertible Notes (as defined and more particularly described in the Circular) as set out in the Circular, on and subject to the terms of the Acquisition Agreement, be and is hereby approved;
- (d) the Directors be and they are hereby authorised to allot and issue such number of new shares in the capital of the Company as may be allotted and issued upon the exercise of conversion rights attaching to the Convertible Notes in full; and

- (e) the Directors be and they are hereby authorised to do all such acts and things, to sign and execute all such further documents and to take such steps as the Directors may consider necessary, appropriate, desirable or expedient to give effect to or in connection with the Acquisition Agreement, the issue of the Consideration Shares and the issue of the Convertible Notes or any of the transactions contemplated under the Acquisition Agreement.

By Order of the Board  
**Inspur International Limited**  
**Sun Pishu**  
*Chairman*

Hong Kong, 13 June 2008

*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

**Notes:**

1. A member entitled to attend and vote at the EGM is entitled to appoint one or more proxy to attend and, subject to the provisions of the articles of association of the Company, to vote on his behalf. A proxy need not be a member of the Company but must be present in person at the EGM to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
2. In order to be valid, the form of proxy must be duly completed and signed in accordance with the instructions printed thereon and deposited together with a power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority, at the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the EGM or any adjournment thereof, should he so wish.

3. In the case of joint holders of shares, any one of such holders may vote at the EGM, either personally or by proxy, in respect of such share as if he was solely entitled thereto, but if more than one of such joint holder are present at the EGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.
4. The voting on the resolution at the EGM will be conducted by way of a poll.

*As at the date of this announcement, the Board comprised Mr. Sun Pishu, Mr. Zhang Lei, Mr. Wang Miao and Mr. Leung Chi Ho as executive Directors, Mr. Xin Wei Hua, Mr. Wang Hung, Alex and Mr. William James Fass as non-executive Directors, and Mr. Meng Xiang Xu, Mr. Liu Ping Yuan and Mr. Wong Lit Chor, Alexis as independent non-executive Directors.*

*This announcement, for which the directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the Company. The directors of the Company, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief:- (i) the information contained in this announcement 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 in this announcement misleading; and (iii) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.*

*This announcement will remain on the "Latest Company Announcements" page of the GEM website at [www.hkgem.com](http://www.hkgem.com) for at least seven days from the date of its publication.*

*\* For identification purpose only*