



INSPUR INTERNATIONAL LIMITED

浪潮國際有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8141)

PROXY FORM

Form of proxy for use by shareholders at the extraordinary general meeting (the “Meeting”) to be convened at Hong Kong International Trade & Exhibition Centre, Meeting Room 5, 7th Floor, 1 Trademart Drive, Kowloon Bay, Kowloon, on Monday, 30 June 2008 at 10:00 a.m. (or at any adjournment thereof)

I/We (note a) _____

of _____

being the holder(s) of _____ (note b) shares of HK\$0.002 each in the

Company hereby appoint the Chairman of the Meeting or _____

of _____

to act as my/our proxy (note c) at the extraordinary general meeting to be held at Hong Kong International Trade & Exhibition Centre, Meeting Room 5, 7th Floor, 1 Trademart Drive, Kowloon Bay, Kowloon, on Monday, 30 June 2008 at 10:00 a.m and at any adjournment thereof and to vote on my/our behalf as directed below.

Please make a mark in the appropriate box to indicate how you wish your vote to be cast on a poll (note d).

	Ordinary Resolution	FOR	AGAINST
(a)	To approve, confirm and ratify the Acquisition Agreement (as defined in the Company’s circular dated 13 June 2008 (the “Circular”)) and the transactions contemplated thereunder;		
(b)	To authorise the Directors to allot and issue the Consideration Shares (as defined in the Circular);		
(c)	To approve the creation and issue of the Convertible Notes (as defined in the Circular);		
(d)	To authorise the Directors to allot and issue Shares upon exercise of the Convertible Notes; and		
(e)	To authorise the Directors to do and take necessary actions in connection with the Acquisition Agreement, the issue of the Consideration Shares, the issue of the Convertible Notes and the transactions contemplated thereunder.		

Dated the _____ day of _____ 2008

Shareholder’s signature X _____ X (notes e, f, g and h)

Notes:

- a Please insert full name(s) and address(es) in BLOCK CAPITALS.
- b 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 the shares in the capital of the Company registered in your name(s).
- c A proxy need not be a member of the Company. If you wish to appoint some person other than the Chairman of the Meeting as your proxy, please delete the words “the Chairman of the Meeting or” and insert the name and address of the person appointed proxy in the space provided.
- d If you wish to vote for the resolution set out above, please tick (“√”) the box marked “For”. If you wish to vote against the resolution, please tick (“/”) the box marked “Against”. If this form returned is duly signed but without specific direction on the proposed resolution, the proxy will vote or abstain at his discretion. A proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those set out in the notice convening the meeting.
- e In the case of a joint holding, this form of proxy may be signed by any joint holder, but if more than one joint holder is present at the meeting, whether in person or by proxy, that one of the joint holder whose name stands first on the register of members in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.
- f The form of proxy must be signed by a shareholder, or his attorney duly authorised in writing, or if the shareholder is a corporation, either under its Common Seal or under the hand of an officer or attorney so authorised.
- g To be valid, this form of proxy together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority must be deposited with Computershare Hong Kong Investor Services Limited, the branch share registrar of the Company in Hong Kong, at Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong not later than 48 hours before the time of the meeting or any adjourned meeting.
- h Any alteration made to this form should be initialled by the person who signs the form.
- * for identification purposes only