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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in doubt** as to any aspect of this circular, you should consult your 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**, 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.

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**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  
AND  
(3) NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the Annual General Meeting ("AGM") of Inspur International Limited to be held at Meeting Room no. 315, S06 Langchao Science Park, No. 1036, Lang-Chao Road, High-tech Zone, Jinan, Shandong, the PRC on Friday, 17 June 2022 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](http://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, Wanchai, 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.

29 April 2022

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## DEFINITIONS

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*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 Meeting Room no. 315, S06 Langchao Science Park, No. 1036, Lang-Chao Road, High-tech Zone, Jinan, Shandong, the PRC on Friday, 17 June 2022 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 “ <b>Article</b> ” 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”	27 April 2022, 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
“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
“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

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## DEFINITIONS

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“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.

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LETTER FROM THE BOARD

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**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*)

Mr. Wang Yusen

Mr. Jin Xiaozhou, Joe

***Non-executive Director:***

Ms. Dong Hailong

***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:***

Flat B & C, 30/F.

Tower A, Billion Centre

1 Wang Kwong Road

Kowloon Bay

Kowloon

Hong Kong

29 April 2022

*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 WHO  
HAS SERVED FOR MORE THAN NINE YEARS  
AND  
(3) NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

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

- (a) to grant the General Mandate to the Directors;

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## LETTER FROM THE BOARD

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

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 extension of the General Mandate, the re-election of the Directors and to approve continuous appointment of Mr. Wong Lit Chor, Alexis as an independent non-executive Director, 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 1,141,920,731 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 228,384,146 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.

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## LETTER FROM THE BOARD

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### 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.

Reference is made to the announcement of the Company dated 28 April 2022 in relation to the change of directors. The Board announced that (i) Mr. Jin Xiaozhou and Mr. Dong Hailong had resigned as an executive Director and non-executive Director respectively with effect from 30 April 2022; and (ii) Mr. Cui Hongzhi (“**Mr. Cui**”) and Ms. Li Chunxiang (“**Ms. Li**”) had been appointed as an executive Director and non-executive Director respectively with effect from 30 April 2022. Pursuant to Articles 86(3), 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. Wong Lit Chor, Alexis (“**Mr. Wong**”), Mr. Cui and Ms. Li shall retire from their offices as Directors. Being eligible, Mr. Wong will offer himself for re-election as an independent non-executive Director, Mr. Cui will offer himself for re-election as an executive Director, and Ms. Li will offer herself for re-election as a non-executive Director.

At the AGM, ordinary resolutions will be proposed to re-elect Mr. Cui who offers himself for re-election as an executive Director, Ms. Li who offers herself for re-election as a non-executive Director and to re-elect Mr. Wong who offers himself for re-election as an independent non-executive Director.

According to code provision B.2.3 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.

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## LETTER FROM THE BOARD

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Mr. Wong 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 his 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.

Particulars relating to the above named Directors are set out in Appendix II to this circular.

### **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, and the re-election of retiring Directors.

### **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.



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## LETTER FROM THE BOARD

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### 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, the proposed re-election of retiring Directors and continuous appointment of Mr. Wong as an independent non-executive Director 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 1,141,920,731 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 114,192,073 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 2021. 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:

<b>Month</b>	<b>Highest HK\$</b>	<b>Lowest HK\$</b>
<b>2021</b>		
April	2.71	2.15
May	2.49	1.99
June	2.33	1.95
July	3.52	1.87
August	4.1	2.77
September	5.08	3.57
October	4.86	3.3
November	4.08	3.3
December	4.51	3.79
<b>2022</b>		
January	4.94	3.99
February	4.26	3.72
March	3.6	2.18
April (up to the Latest Practicable Date)	3.53	2.55

**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:

<b>Name</b>	<b>Number of Shares</b>	<b>Percentage of the total voting rights</b>
Inspur Group Limited ( <i>Note 1</i> )	621,661,646	54.44%

*Notes:*

1. 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:

<b>Name</b>	<b>Percentage of the total voting rights</b>
Inspur Group Limited	60.49%

Such increase would not give Inspur Group Limited to an obligation to make a mandatory offer under rule 26 of the Takeover 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.

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

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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:

### **Mr. Wong Lit Chor, Alexis (Independent Non-executive Director)**

#### *Experience*

Mr. Wong, aged 63, an independent non-executive director, graduated from University of Toronto, Canada, in 1981 with Bachelor of Arts majoring in economics and commerce and has 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 by working as a senior executive in a number of listed local and PRC financial services companies.

#### *Length of Service*

The Company has entered into a new appointment letter with Mr. Wong on 1 April 2021. The fixed term of service of Mr. Wong is three years with effect from 1 April 2021 subject to renewal.

Mr. Wong 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 his 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.

#### *Relationship*

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.

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

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### *Interest 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 200,000 Shares at an exercise price of HK\$3.16 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 2021, Mr. Wong is currently entitled to an annual emolument of HK\$120,000. The amount of the annual emoluments for Mr. Wong was determined between the parties with reference to prevailing market conditions.

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

Save as disclosed above, 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 the re-appointment of Mr. Wong as an independent non-executive Director that need to be brought to the attention of the Shareholders.

## **Mr. Cui Hongzhi (Executive Director)**

### *Experience*

Mr. Cui Hongzhi, aged 47, graduated from Renmin University of China (中國人民大學) with a master's degree in business administration in 2016. Mr. Cui previously served Inspur Communication Information System Co., Ltd\* (浪潮通信信息系統有限公司) as the assistant to the general manager (總經理助理) and head of the enterprise management department (企業管理部部長), as well as the deputy general manager (副總經理) and the head of the enterprise management department (企業管理部部長). Mr. Cui also served as the deputy general manager (副總經理), human resources director (人力資源總監) and enterprise management center general manager (企業管理中心總經理) of Inspur Software Group Co., Ltd\* (浪潮軟件集團有限公司). As at the date of this circular, Mr. Cui is the Chairman (董事長) and General Manager of Inspur Communication Information System Co., Ltd\* (浪潮通信信息系統有限公司). As the Chairman (董事長) and General Manager of Inspur Communication Information System Co., Ltd (浪潮通信信息系統有限公司), Mr. Cui is currently entitled to annual emoluments from the Group in aggregate amount of RMB438,000 plus performance bonus. Such decision on the annual emoluments for Mr. Cui was determined by the Board upon recommendation from the remuneration committee of the Company with reference to the prevailing market rate, the Company's remuneration policy, his duties, responsibilities and contribution to the Company. Whereas, under the service agreement entered into between Mr. Cui and the Company on 28 April 2022, Mr. Cui is not entitled to any director's emoluments as executive Director.

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

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### *Length of Service*

The Company has entered into a service agreement with Mr. Cui on 28 April 2022. The fixed term of the service of Mr. Cui is three years with effect from 30 April 2022.

### *Relationship*

Mr. Cui is currently the Chairman (董事長) and General Manager of Inspur Communication Information System Co., Ltd\* (浪潮通信信息系統有限公司).

Save as disclosed and so far as at the Latest Practicable Date, Mr. Cui does not hold any other positions in the Company or any of its subsidiaries, and 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. Mr. Cui does not hold any other directorship in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

### *Interest in Shares*

So far as the Directors are aware as at the Latest Practicable Date, Mr. Cui 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*

As the Chairman (董事長) and General Manager of Inspur Communication Information System Co., Ltd, Mr. Cui is currently entitled to annual emoluments from the Group in aggregate amount of RMB438,000 plus performance bonus. Whereas, under the service agreement entered into between Mr. Cui and the Company on 28 April 2022, Mr. Cui is not entitled to any director's fee as executive Director. Such decision on the annual emoluments for Mr. Cui was determined with reference to Mr. Cui's experience, duties and responsibilities to the Company and the Group and prevailing market conditions.

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

Save as disclosed above, 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 the re-appointment of Mr. Cui as an executive Director that need to be brought to the attention of the Shareholders.



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

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### **Ms. Li Chunxiang (Non-Executive Director)**

#### *Experience*

Ms. Li Chunxiang, aged 46, graduated from Qingdao University (青島大學) in 1997 with a bachelor's degree in computer and application. Ms. Li previously served as the deputy manager of the software development department (軟件開發部副經理) of Inspur Software Co., Ltd.\* (浪潮軟件股份有限公司). Ms. Li previously served as the project manager of the information management department (信息管理部項目經理) of Inspur (Beijing) Electronic Information Industry Co., Ltd.\* (浪潮(北京)電子信息產業有限公司), the manager of the information management center operations and supply chain information division (信息管理中心運營及供應鏈信息化處經理) of the Inspur Group Co., Ltd.\* (浪潮集團有限公司) and the deputy general manager of the information management center (信息管理中心副總經理) of Inspur Group. As at the date of this circular, Ms. Li serves as the head of the information technology security department (信息技術保障部部長) of Inspur Group Co., Ltd.\* (浪潮集團有限公司).

#### *Length of Service*

The Company has entered into a service agreement with Ms. Li on 28 April 2022. The fixed term of the service of Ms. Li is three years with effect from 30 April 2022.

#### *Relationship*

Ms. Li currently serves as the head of the information technology security department (信息技術保障部部長) of Inspur Group Co., Ltd.\* (浪潮集團有限公司).

Save as disclosed and so far as at the Latest Practicable Date, Ms. Li does not hold any other positions in the Company or any of its subsidiaries, and 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. Ms. Li does not hold any other directorship in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

#### *Interest in Shares*

So far as the Directors are aware as at the Latest Practicable Date, Ms. Li 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.

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

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### *Directors' emoluments*

Under the service agreement entered into between Ms. Li and the Company on 28 April 2022, Ms. Li is not entitled to any director's fee as executive Director.

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

Save as disclosed above, 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 the re-appointment of Ms. Li as an executive Director that need to be brought to the attention of the Shareholders.

\* *For identification purposes only*



**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 Meeting Room no. 315, S06 Langchao Science Park, No. 1036, Lang-Chao Road, High-tech Zone, Jinan, Shandong, the PRC, on Friday, 17 June 2022 at 10:00 a.m. for the following purposes (for the purpose of resolutions 2(b) and (c), reference is made to the announcement of the Company dated 28 April 2022 in relation to the change of directors of the Company (the “**Directors**”). The board (the “**Board**”) of Directors announced that (i) Mr. Jin Xiaozhou and Mr. Dong Hailong had resigned as an executive Director and non-executive Director respectively with effect from 30 April 2022; and (ii) Mr. Cui Hongzhi (“**Mr. Cui**”) and Ms. Li Chunxiang (“**Ms. Li**”) had been appointed as an executive Director and non-executive Director respectively with effect from 30 April 2022. Pursuant to Articles 86(3), 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).

1. to receive and adopt the audited consolidated financial statements and the reports of the Board and auditors of the Company for the year ended 31 December 2021;
2.
  - (a) to re-elect Mr. Wong Lit Chor, Alexis as an independent non-executive Director who had served the Company for more than nine years as an independent non-executive Director;
  - (b) to re-elect Mr. Cui as an executive Director;
  - (c) to re-elect Ms. Li as a non-executive Director; and
  - (d) to authorise the Board to fix the Directors’ remuneration;
3. to re-appoint the auditors of the Company and to authorise the Board to fix their remuneration;

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## NOTICE OF THE AGM

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4. 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;
- (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

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## NOTICE OF THE AGM

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- (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).”

- 5. 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.”

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## NOTICE OF THE AGM

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

“**THAT** subject to the ordinary resolutions no. 4 and 5 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. 4 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. 5.”

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

Hong Kong, 29 April 2022

***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:***

Flat B & C, 30/F.  
Tower A, Billion Centre  
1 Wang Kwong Road  
Kowloon Bay  
Kowloon  
Hong Kong

***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, Wanchai, 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.

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## NOTICE OF THE AGM

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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 Monday, 13 June 2022 to Friday, 17 June 2022 (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, Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on 10 June 2022.

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