

---

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

---

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

**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 Digital Enterprise Technology 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.

---



**INSPUR DIGITAL ENTERPRISE TECHNOLOGY LIMITED**

**浪潮數字企業技術有限公司**

*(incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 596)**

**PROPOSALS ON**

- (1) GENERAL MANDATES TO ISSUE NEW SHARES AND REPURCHASE BY THE COMPANY OF ITS OWN SHARES**
  - (2) RE-ELECTION OF RETIRING DIRECTORS**
  - (3) ADOPTION OF THE SECOND AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION**
  - (4) CHANGE OF AUDITORS**
  - (5) DECLARATION OF FINAL DIVIDEND**
- AND**
- NOTICE OF ANNUAL GENERAL MEETING**

---

A letter from the Board is set out on pages 3 to 8 of this circular. A notice convening the Annual General Meeting (“AGM”) of Inspur Digital Enterprise Technology Limited to be held at Flats B&C, 30/F., Tower A, Billion Center, 1 Wang Kwong Road, Kowloon Bay, Kowloon, Hong Kong on Monday, 26 June 2023 at 10 a.m. is set out on pages AGM-1 to AGM-5 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.hkexnews.hk](http://www.hkexnews.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, and in such event the form of proxy shall be deemed to be revoked.

24 May 2023

---

## CONTENTS

---

	<i>Page</i>
<b>Definitions</b> .....	1
<b>Letter from the Board</b> .....	3
Introduction .....	3
General Mandate and Repurchase Mandate .....	4
Re-election of Directors .....	5
Adoption of the Second Amended and Restated Memorandum and Articles of Association .....	5
Change of Auditors .....	6
Final Dividend .....	7
AGM .....	7
Closure of Register of Members .....	7
Proxy Arrangement .....	8
Poll .....	8
Responsibility statement .....	8
Recommendations .....	8
General .....	8
<b>Appendix I — Explanatory statement</b> .....	I-1
<b>Appendix II — Details of Directors proposed to be re-elected at the AGM</b> .....	II-1
<b>Appendix III — Details of Proposed Adoption of the Second Amended and         Restated Memorandum and Articles of Association</b> .....	III-1
<b>Notice of the AGM</b> .....	AGM-1

---

## DEFINITIONS

---

*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 Flats B&C, 30/F., Tower A, Billion Center, 1 Wang Kwong Road, Kowloon Bay, Kowloon, Hong Kong on Monday, 26 June 2023 at 10 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 of the Company
“Companies Act”	the Companies Act, Cap. 22 (Act 3 of 1961, as consolidated and revised) of Cayman Islands
“Company”	Inspur Digital Enterprise Technology 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
“Existing Memorandum and Articles”	the amended and restated memorandum and articles of association adopted on 30 May 2014
“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”	22 May 2023, 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

---

## DEFINITIONS

---

“Proposed Amendments”	the proposed amendments to the existing memorandum and Articles of Association to be proposed in the Annual General Meeting, among others, (i) to bring the existing memorandum and Articles of Association in line with amendments made to the Listing Rules regarding the core shareholder protection standards set out in Appendix 3 of the Listing Rules, the Companies Law and other applicable laws of the Cayman Islands; and (ii) to make certain minor house-keeping amendments to the existing memorandum and Articles of Association for the purpose of making consequential amendments in line with the amendments to the existing memorandum and Articles of Association.
“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
“Second Amended and Restated Memorandum and Articles of Association”	the second amended and restated memorandum of association and articles of association of the Company incorporating and consolidating all the Proposed Amendments set out in Appendix III to this circular and proposed to be approved by the Shareholders at the AGM
“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
“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.



**INSPUR DIGITAL ENTERPRISE TECHNOLOGY LIMITED**  
**浪潮數字企業技術有限公司**

*(incorporated in the Cayman Islands with limited liability)*  
**(Stock Code: 596)**

***Executive Directors:***

Mr. Wang Xingshan (*Chairman*)  
Mr. Wang Yusen  
Mr. Cui Hongzhi

***Non-executive Director:***

Ms. Li Chunxiang

***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

24 May 2023

*To the Shareholders*

Dear Sir or Madam,

**PROPOSALS ON**  
**(1) GENERAL MANDATES TO ISSUE NEW SHARES AND**  
**REPURCHASE BY THE COMPANY OF ITS OWN SHARES**  
**(2) RE-ELECTION OF RETIRING DIRECTORS**  
**(3) ADOPTION OF THE SECOND AMENDED AND RESTATED**  
**MEMORANDUM AND ARTICLES OF ASSOCIATION**  
**(4) CHANGE OF AUDITORS**  
**(5) DECLARATION OF FINAL DIVIDEND**  
**AND**  
**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;

---

## LETTER FROM THE BOARD

---

- (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;
- (d) to re-elect the retiring Directors;
- (e) to adopt the Second Amended and Restated Memorandum and Articles of Association;
- (f) to appoint SHINEWING (HK) CPA Limited as auditor of the Company and to authorise the Board to fix their remuneration; and
- (g) declaration and payment of a final dividend.

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, the adoption of the Second Amended and Restated Memorandum and Articles of Association, the change of auditors of the Company, 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.

---

## LETTER FROM THE BOARD

---

### 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

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.

In accordance with Articles 86(3) and 87(1), Mr. Wang Xingshan, Mr. Wang Yusen, and Mr. Ding Xiangqian (“**Mr. Ding**”) shall retire from their offices as Directors. Being eligible, Mr. Wang Xingshan and Mr. Wang Yusen will offer themselves for re-election as an executive Director and Mr. Ding will offer himself for re-election as an independent non-executive Director.

At the AGM, ordinary resolutions will be proposed to re-elect Mr. Wang Xingshan and Mr. Wang Yusen who offers themselves for re-election as an executive Director and to re-elect Mr. Ding who offers himself for re-election as an independent non-executive Director.

### PROPOSED ADOPTION OF THE SECOND AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION

Pursuant to the Consultation Conclusions on Listing Regime for Overseas Issuers published by the Stock Exchange in November 2021, the Listing Rules have been amended with effect from 1 January 2022 which requires, among others, listed companies to adopt a uniform set of core shareholder protection standard set out in Appendix 3 of the Listing Rules.

In this connection, with reference to the announcement of the Company dated 24 May 2023, the Company proposes to seek the approval of the Shareholders in relation to the proposed adoption of the Second Amended and Restated Memorandum and Articles of Association in substitution for and to the exclusion of the Existing Memorandum and Articles. By the proposed adoption of the Second Amended and Restated Memorandum and Articles of Association, the Company will bring its memorandum and articles of association to be in line with the amendments made to the Listing Rules regarding the core shareholder protection standards set out in Appendix 3 of the Listing Rules. Certain house-keeping amendments to the Existing Memorandum and Articles will also be proposed for the purpose of making consequential amendments in line with the Proposed Amendments.

---

## LETTER FROM THE BOARD

---

The proposed adoption of the Second Amended and Restated Memorandum and Articles of Association is subject to the approval of the Shareholders by way of a special resolution at the Annual General Meeting and shall take effect upon the close of the Annual General Meeting if so approved. Full particulars of the Proposed Amendments brought about by the adoption of the Second Amended and Restated Memorandum and Articles of Association (marked-up against the Existing Memorandum and Articles) are set out in Appendix III to this circular.

Shareholders are advised that the Second Amended and Restated Memorandum and Articles of Association is written in English, and the Chinese translation of the amendments to the existing memorandum and Articles of Association provided in the Chinese version of this circular is for reference only. In case of any discrepancy or inconsistency, the English version shall prevail.

The legal advisers to the Company as to Hong Kong laws have confirmed that the Proposed Amendments regarding the Second Amended and Restated Memorandum and Articles of Association conform with the requirements of the Listing Rules, where applicable, and the legal advisers to the Company as to the laws of Cayman Islands have confirmed that the Proposed Amendments regarding the Second Amended and Restated Memorandum and Articles of Association are not inconsistent with and do not contravene the laws of Cayman Islands applicable to the Company which are currently in force. The Company also confirms that there is nothing unusual about the Proposed Amendments and the adoption of the Second Amended and Restated Memorandum and Articles of Association for a company listed on the Stock Exchange.

### CHANGE OF AUDITORS

Reference is made to the announcement of the Company dated 23 May 2023, in which the Board announced that Deloitte Touche Tohmatsu (“**Deloitte**”) will retire as auditor of the Company upon expiration of its current term of office at the conclusion of the AGM and will not be reappointed as the auditor of the Company at the forthcoming AGM. The Company has continuously engaged its existing auditor, Deloitte, since the listing of Shares on the main board of the Stock Exchange in 2008 and therefore, Deloitte have provided audit services to the Company for more than 15 years.

Accordingly, the Board has resolved, with the recommendation of the audit committee of the Company, to propose the appointment of SHINEWING (HK) CPA Limited (“**Shinewing**”) as the new auditor of the Company to fill the vacancy following the retirement of Deloitte with effect from the conclusion of the AGM and to hold office until the conclusion of the next annual general meeting of the Company, subject to the approval by the Shareholders at the AGM. The Board is of the view that the proposed appointment of the Company’s new auditor will facilitate further improvement on the standard of corporate governance of the Company and align with the audit arrangement of the Company, which would be in the best interest of the Company and the Shareholders.

The Company is incorporated under the laws of Cayman Islands and to the knowledge of the Board there is no requirement under the laws of Cayman Islands for the retiring auditors to confirm whether or not there is any circumstance in connection with their retirement which they consider should be brought to the attention of the Company’s members and creditors. Deloitte has therefore not issued such confirmation.



---

## LETTER FROM THE BOARD

---

The Board and the audit committee of the Company confirm that there is no disagreement or unresolved matter between the Company and Deloitte. The Company has received a confirmation letter from Deloitte confirming that there are no matters connected with its retirement that should be brought to the attention of the Shareholders. The Board is not aware of any other matter regarding the change of auditors that should be brought to the attention of the Shareholders.

An ordinary resolution will be proposed at the AGM to appoint Shinewing as the external auditors of the Company to hold office from the conclusion of the AGM until the next annual general meeting and to authorise the Board to fix its remuneration for the year ending 31 December 2023.

### **FINAL DIVIDEND**

As stated in the announcement issued by the Company dated 31 March 2023 relating to the annual results of the Group for the year ended 31 December 2022, the Board recommended the declaration and the payment of a final dividend of HK\$0.02 per share for the year ended 31 December 2022 (the “**Proposed Final Dividend**”) to Shareholders whose names appear on the register of members of the Company on Friday, 7 July 2023. The Proposed Final Dividend is subject to approval by the Shareholders as an ordinary resolution at the AGM. If the resolution in relation to the Proposed Final Dividend is passed at the AGM, the proposed final dividend will be payable on Thursday, 10 August 2023.

For determining the entitlement to the Proposed Final Dividend (subject to approval by Shareholders at the AGM). The register of members of the Company will be closed from Wednesday, 5 July 2023 to Friday, 7 July 2023, both days inclusive, during which no transfer of Shares will be registered. In order to qualify for the Proposed Final Dividend, all properly completed transfer forms, accompanied by the relevant share certificates, must be lodged with the Company’s branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong by no later than 4:30 p.m., Tuesday, 4 July 2023.

### **AGM**

Set out on pages AGM-1 to AGM-5 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, the re-election of retiring Directors, adoption of the Second Amended and Restated Memorandum and Articles of Association, and the change of auditors.

### **CLOSURE OF REGISTER OF MEMBERS**

The register of members of the Company will be closed from Tuesday, 20 June 2023 to Monday, 26 June 2023, both dates inclusive, during which period, no transfer of shares will be registered. In order to qualify to attend and vote at the AGM, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong by no later than 4:30 p.m., Monday, 19 June 2023.

---

## LETTER FROM THE BOARD

---

### 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.

### 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, the adoption of the Second Amended and Restated Memorandum and Articles of Association, the change of auditors and the declaration and the payment of the final dividend 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 Digital Enterprise Technology 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 2022. 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</b>	<b>Lowest</b>
	<i>HK\$</i>	<i>HK\$</i>
<b>2022</b>		
April	3.63	2.45
May	2.84	2.24
June	3.14	2.57
July	2.87	2.43
August	2.90	2.36
September	2.59	1.75
October	2.04	1.40
November	3.60	1.68
December	4.80	3.16
<b>2023</b>		
January	5.17	3.46
February	6.23	4.73
March	6.39	3.99
April	4.88	3.63
May (up to the Latest Practicable Date)	3.90	3.25

## 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:

Name	Number of Shares	Percentage of the total voting rights
Inspur Group Limited ( <i>Note 1</i> )	621,679,686	54.44%

*Notes:*

- 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.

---

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

---

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:

### A. Mr. Wang Xingshan (Executive Director)

#### *Experience*

Mr. Wang Xingshan, aged 58, is the chairman of the Board, graduated in Xi'an Jiaotong University, expert in special government grants from the State Council, a leader talent of Taishan Industry (泰山產業), expert in the field of an advanced manufacturing technology of the Ministry of Science and Technology, consulting expert in management accounting of the Ministry of Finance and Vice President of China Association Of Chief Accountants. Mr. Wang has attained over 30 years' experience in the software and IT service industry. He proposed the concepts such as "Group Finance" and "Industry-Specific ERP" for the first time in China, and committed to promote the Chinese enterprise management innovation and model transformation with information technology. He published works such as "Enterprise Evolution in Digital Transformation", "Intensive Management of Group Enterprises", and "Enterprise Big Data under Industry 4.0" etc. As project leader, he presided over the national key R&D programs: "Transformative technology key scientific Issues" project and "software auto-construction for smart manufacturing" project, and numerous national-level projects including major infrastructural software projects and 863 plans: "Manufacturing Business Intelligent Technology and Product Development", "Intensive Operation Management Platform R&D and Application for Group Enterprises" etc.

#### *Length of Service*

The Company has entered into a service contract with Mr. Wang Xingshan on 27 October 2021 for a fixed term of service of Mr. Wang Xingshan is three years commencing from 27 October 2021.

#### *Relationships*

So far as at the Latest Practicable Date, Mr. Wang Xingshan 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. Wang Xingshan does not hold any other directorships in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

#### *Interests in Shares*

So far as the Directors are aware as at the Latest Practicable Date, Mr. Wang Xingshan is holding share options granted by the Company to subscribe for up to 600,000 Shares at an exercise price of HK\$4.72 per Share. Save as disclosed above, Mr. Wang Xingshan 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.

---

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

---

### *Directors' emoluments*

Under the service contract, Mr. Wang Xingshan will not receive any director's emoluments from the Company for his appointment as Director.

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

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 re-appointment of Mr. Wang Xingshan as an executive Director that need to be brought to the attention of the Shareholders.

## **B. Mr. Wang Yusen (Executive Director)**

### *Experience*

Mr. Wang Yusen, aged 39, is a senior accountant. He graduated from Shandong University and obtained his bachelor's degree in management in 2006. Mr. Wang Yusen served Inspur Group Limited as the manager of the accounting department at the finance center, and as the deputy manager of the fund management department. He was also the director, deputy general manager and the chief risk management officer of Inspur Group Finance Co., Ltd. Currently, Mr. Wang Yusen is the deputy general manager and chief financial officer of Inspur Genersoft Co., Ltd, a wholly-owned subsidiary of the Company.

### *Length of Service*

Mr. Wang Yusen entered into a service agreement for his directorship with the Company for an initial term of three years commencing from 24 May 2021 and each party is entitled to terminate the agreement by giving the other party not less than one month's prior written notice.

### *Relationships*

Mr. Wang Yusen is currently the Chief Financial Officer of the company. Save as disclosed above, Mr. Wang Yusen 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. Wang Yusen does not hold any other directorships 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. Wang Yusen is holding share options granted by the Company to subscribe for up to 250,000 Shares at an exercise price of HK\$4.72 per Share. Save as disclosed above, Mr. Wang Yusen 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.



---

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

---

### *Director's emoluments*

Under the service agreement, Mr. Wang Yusen will not receive any director's emoluments from the Company for his appointment as a Director. The emoluments to be received by Mr. Wang Yusen as the Chief Financial Officer of the Company is determined with reference to the Company's relevant policies, as set up by the Remuneration Committee on the basis of his merit, qualifications and competence, and will be further disclosed in the annual audits of the Company.

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

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 re-appointment of Mr. Wang as an executive Director that need to be brought to the attention of the Shareholders.

### **C. Mr. Ding Xiangqian (Independent Non-executive Director)**

#### *Experience*

Mr. Ding Xiangqian, aged 61, is currently a professor and a PhD Supervisor at the Ocean University of China (中國海洋大學). Mr. Ding had previously worked as chief manager of the CAD and Multi-media Research Centre\* (CAD與多媒體研究中心) and the Information Engineering Centre\* (信息工程中心) at the Ocean University of China, chief manager of academic committee of the Qingdao Internet of Things Association (青島市物聯網協會學術委員會), head of Qingdao Manufacturing Industry Informatization Expert Panel\* (青島市製造業信息化專家組), expert for informatization of Qingdao Development Reform Committee\* (青島市發改委), Qingdao Technology Bureau\* (青島市科技局), Qingdao Economic Information Committee\* (青島市經信委) etc. Mr. Ding focuses his research on areas such as software engineering and artificial intelligence, etc. Mr. Ding is very experienced in the area of entrepreneurial informatization service and modern service industry technology. At the same time, Mr. Ding is also an expert of the Key Technology Research and Development Program of the Twelfth Five-Year Expert Panel\* ("十二五"科技支撐計劃現代服務業領域總體專家組) and a member of the Informatization of Advanced Manufacturing in Technology Expert Panel\* (科技部"十二五"製造業信息化科技工程總體專家組). He had held and participated in over 50 national and provincial lectures, participated in over 30 informatization building projects in large enterprises and has received and obtained 9 provincial technology award and 21 national patent rights. Mr. Ding has also published over 60 academic articles of relevant areas and 3 monographs.

#### *Length of Service*

The Company has entered into an appointment letter with Mr. Ding on 11 December 2021. The fixed term of service of Mr. Ding is three years commencing from 11 December 2021.

---

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

---

### *Relationships*

So far as at the Latest Practicable Date, Mr. Ding 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. Ding does not hold any other directorships in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

### *Interests in Shares*

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

Under the appointment letter entered into between Mr. Ding and the Company on 11 December 2021, Mr. Ding is currently entitled to an annual emoluments of HK\$60,000. The amount of the emoluments for Mr. Ding was determined between the parties with reference to his duties, responsibilities.

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

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 re-appointment of Mr. Ding as an independent non-executive Director that need to be brought to the attention of the Shareholders.

\* *For identification purposes only*

---

**APPENDIX III                      DETAILS OF PROPOSED ADOPTION OF THE SECOND AMENDED  
AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION**

---

*The following are the proposed amendments to the Existing Memorandum and Articles of Association. Unless otherwise specified, clauses, paragraphs and article numbers referred to herein are clauses, paragraphs and article numbers of the Second Amended and Restated Memorandum and Articles of Association. If the serial numbering of the clauses of the Existing Memorandum and Articles of Association is changed due to the addition, deletion or re-arrangement of certain clauses made in these amendments, the serial numbering of the clauses of the Second Amended and Restated Memorandum and Articles of Association as so amended shall be changed accordingly, including cross-references.*

*Note:* The Second Amended and Restated Memorandum and Articles of Association is prepared in English with no official Chinese version. Chinese translation is for reference only. In the event of any inconsistency, the English version shall prevail.

Details of the proposed amendments to the Existing Memorandum and Articles of Association are set out as follows:

**Memorandum**

**Paragraph No.                      Memorandum after amendment**

---

Heading

**THE COMPANIES LAW ACT (AS REVISED)  
EXEMPTED COMPANY LIMITED BY SHARES**

**SECOND AMENDED AND RESTATED MEMORANDUM OF ASSOCIATION**

**OF**

**INSPUR INTERNATIONAL LIMITEDDIGITAL  
ENTERPRISE TECHNOLOGY LIMITED**

**浪潮國際有限公司浪潮數字企業技術有限公司**

**(Adopted by Special Resolution dated ~~30 May, 2014~~ 26 June 2023)**

1. The name of the Company is ~~INSPUR INTERNATIONAL LIMITED~~**Inspur Digital Enterprise Technology Limited** and its dual foreign name is 浪潮數字企業技術有限公司浪潮國際有限公司.
2. The Registered Office of the Company shall be at the offices of ~~Codan Conyers~~ Trust Company (Cayman) Limited, ~~Century Yard, Cricket Square, Hutchins Drive, P.O. Box 2681GT, George Town, Grand Cayman, British West Indies~~ Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands~~P.O. Box 2681, Cricket~~
4. Subject to the following provisions of this Memorandum, the Company shall have and be capable of exercising all the functions of a natural person of full capacity irrespective of any question of corporate benefit, as provided by Section 27(2) of ~~The Companies Law Act~~ (As Revised).

---

APPENDIX III                      DETAILS OF PROPOSED ADOPTION OF THE SECOND AMENDED  
AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION

---

**Memorandum**

**Paragraph No.                      Memorandum after amendment**

---

8.                      The share capital of the Company is HK\$20,000,000 divided into 2,000,000,000 ordinary shares of par value of HK\$0.01 each with power for the Company insofar as is permitted by law, to redeem or purchase any of its shares and to increase or reduce the said capital subject to the provisions of the Companies ~~Law Act~~ (2013 ~~Revision~~As Revised) and the Articles of Association and to issue any part of its capital, whether original, redeemed or increased with or without any preference, priority or special privilege or subject to any postponement of rights or to any conditions or restrictions and so that unless the conditions of issue shall otherwise expressly declare every issue of shares whether stated to be preference or otherwise shall be subject to the powers hereinbefore contained.

9.                      The Company may exercise the power contained in the Companies Act (As Revised) to deregister in the Cayman Islands and be registered by way of continuation in another jurisdiction.

**Article No.                      Article after amendment**

---

Heading                      The Companies ~~Law Act~~ (As Revised)  
Exempted Company Limited by Shares

SECOND AMENDED AND RESTATED  
ARTICLES OF ASSOCIATION

OF

~~Inspur International Limited~~Inspur Digital Enterprise Technology Limited  
浪潮數字企業技術有限公司浪潮國際有限公司

(Adopted ~~pursuant to written resolutions passed on~~  
by Special Resolution ~~dated 30 May 2014~~26 June 2023)

Index                      Financial Year

170

**APPENDIX III                      DETAILS OF PROPOSED ADOPTION OF THE SECOND AMENDED  
AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION**

<b>Article No.</b>	<b>Article after amendment</b>										
1.	The regulations in Table A in the Schedule to the Companies Law Act (2007As Revised) do not apply to the Company.										
2.	<p>(1) In these Articles, unless the context otherwise requires, the words standing in the first column of the following table shall bear the meaning set opposite them respectively in the second column.</p> <table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 30%; vertical-align: top;"><u>“Act”</u></td> <td><u>the Companies Act (As Revised), Cap. 22 of the Cayman Islands and any amendments thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefor.</u></td> </tr> <tr> <td style="vertical-align: top;"><u>“associate”</u></td> <td><u>the meaning attributed to it in the rules of the Designated Stock Exchange.</u></td> </tr> <tr> <td style="vertical-align: top;"><u>“business day”</u></td> <td><u>shall mean a day on which the Designated Stock Exchange generally is open for the business of dealing in securities in Hong Kong. For the avoidance of doubt, where the Designated Stock Exchange is closed for the business of dealing in securities in Hong Kong on a business day for the reason of a Number 8 or higher Typhoon Signal, Black Rainstorm Warning or other similar event, such day shall for the purposes of these Articles be counted as a business day.</u></td> </tr> <tr> <td style="vertical-align: top;"><u>“clearing house”</u></td> <td><u>a clearing house recognised by the laws of the jurisdiction in which the shares of the Company are listed or quoted on a stock exchange in such jurisdiction, including in the case of the Company, the HKSCC (as defined in the rules of the Designated Stock Exchange).</u></td> </tr> <tr> <td style="vertical-align: top;"><u>“close associate”</u></td> <td><u>in relation to any Director, shall have the same meaning as defined in the rules of the Designated Stock Exchange as modified from time to time, except that for purposes of Article 100 where the transaction or arrangement to be approved by the Board is a connected transaction referred to in the Listing Rules, it shall have the same meaning as that ascribed to “close associate” in the rules of the Designated Stock Exchange.</u></td> </tr> </table>	<u>“Act”</u>	<u>the Companies Act (As Revised), Cap. 22 of the Cayman Islands and any amendments thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefor.</u>	<u>“associate”</u>	<u>the meaning attributed to it in the rules of the Designated Stock Exchange.</u>	<u>“business day”</u>	<u>shall mean a day on which the Designated Stock Exchange generally is open for the business of dealing in securities in Hong Kong. For the avoidance of doubt, where the Designated Stock Exchange is closed for the business of dealing in securities in Hong Kong on a business day for the reason of a Number 8 or higher Typhoon Signal, Black Rainstorm Warning or other similar event, such day shall for the purposes of these Articles be counted as a business day.</u>	<u>“clearing house”</u>	<u>a clearing house recognised by the laws of the jurisdiction in which the shares of the Company are listed or quoted on a stock exchange in such jurisdiction, including in the case of the Company, the HKSCC (as defined in the rules of the Designated Stock Exchange).</u>	<u>“close associate”</u>	<u>in relation to any Director, shall have the same meaning as defined in the rules of the Designated Stock Exchange as modified from time to time, except that for purposes of Article 100 where the transaction or arrangement to be approved by the Board is a connected transaction referred to in the Listing Rules, it shall have the same meaning as that ascribed to “close associate” in the rules of the Designated Stock Exchange.</u>
<u>“Act”</u>	<u>the Companies Act (As Revised), Cap. 22 of the Cayman Islands and any amendments thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefor.</u>										
<u>“associate”</u>	<u>the meaning attributed to it in the rules of the Designated Stock Exchange.</u>										
<u>“business day”</u>	<u>shall mean a day on which the Designated Stock Exchange generally is open for the business of dealing in securities in Hong Kong. For the avoidance of doubt, where the Designated Stock Exchange is closed for the business of dealing in securities in Hong Kong on a business day for the reason of a Number 8 or higher Typhoon Signal, Black Rainstorm Warning or other similar event, such day shall for the purposes of these Articles be counted as a business day.</u>										
<u>“clearing house”</u>	<u>a clearing house recognised by the laws of the jurisdiction in which the shares of the Company are listed or quoted on a stock exchange in such jurisdiction, including in the case of the Company, the HKSCC (as defined in the rules of the Designated Stock Exchange).</u>										
<u>“close associate”</u>	<u>in relation to any Director, shall have the same meaning as defined in the rules of the Designated Stock Exchange as modified from time to time, except that for purposes of Article 100 where the transaction or arrangement to be approved by the Board is a connected transaction referred to in the Listing Rules, it shall have the same meaning as that ascribed to “close associate” in the rules of the Designated Stock Exchange.</u>										

---

APPENDIX III                      DETAILS OF PROPOSED ADOPTION OF THE SECOND AMENDED  
AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION

---

<u>Article No.</u>	<u>Article after amendment</u>
“Company”	<del>Inspur International Limited</del> <u>Inspur Digital Enterprise Technology Limited 浪潮數字企業技術有限公司</u> <del>浪潮國際有限公司</del> .
<u>“electronic”</u>	shall have the meaning given to it in the <u>Electronic Transactions Act (As Revised) of the Cayman Islands</u> .
<u>“Electronic Communication”</u>	a communication sent, transmitted, conveyed or received by <u>wired or wireless means, by radio, by optical means, by Electronic Means or by other electronic magnetic means in any form through any medium in each case, as may be selected by the Company</u> .
<u>“Electronic Facilities”</u>	<u>includes, without limitation, website addresses, webinars, webcast, video or any form of conference call systems (telephone, video, web or otherwise)</u> .
<u>“Electronic Means”</u>	<u>sending or otherwise making available to the intended recipients of an Electronic Communication</u> .
<u>“Electronic Signature”</u>	<u>an electronic symbol or process attached to or logically associated with an Electronic Communication and executed or adopted by a person with the intent to sign the Electronic Communication</u> .
<u>“Law”</u>	<del>The Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands</del> .
<u>“Hybrid Meeting”</u>	a general meeting held and conducted by <u>(i) physical attendance by Members, the chairman of the meeting and/or proxies at the Principal Meeting Place and where applicable, one or more Meeting Location(s) and (ii) virtual attendance and participation by Members, the chairman of the meeting and/or proxies by means of Electronic Facilities</u> .
<u>“Meeting Location”</u>	shall have the meaning as defined in Article <u>61A</u> .

**APPENDIX III                      DETAILS OF PROPOSED ADOPTION OF THE SECOND AMENDED  
AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION**

**Article No.                      Article after amendment**

“Physical Meeting”                      a general meeting held and conducted by physical attendance and participation by Members, the chairman of the meeting and/or proxies at the Principal Meeting Place and/or where applicable, one or more Meeting Locations.

“Principal Meeting Place”                      shall have the same meaning as defined in Article 59(2).

“Secretary”                      any person or persons, firm or corporation appointed by the Board to perform any of the duties of secretary of the Company and includes any assistant, deputy, temporary or acting secretary.

“Statutes”                      the Law Act and every other law of the Legislature of the Cayman Islands for the time being in force applying to or affecting the Company, its memorandum of association and/or these Articles.

“Subsidiary and Holding Company”                      the meanings attributed to them in the rules of the Designated Stock Exchange.

“Virtual Meeting”                      a general meeting held and conducted wholly and exclusively by virtual attendance and participation by Members, the chairman of the meeting and/or proxies by means of Electronic Facilities.

- (2) ...
- (e) expressions referring to writing shall, unless the contrary intention appears, be construed as including printing, lithography, photography and other modes of representing or reproducing words or figures in a legible and non-transitory form or, to the extent permitted by and in accordance with the Statutes and other applicable laws, rules and regulations, any visible substitute for writing (including an Electronic Communication), or modes of representing or reproducing words partly in one visible form and partly in another visible form, and including where the representation takes the form of electronic display, provided that both the mode of service of the relevant document or ~~notice~~ Notice and the Member’s election comply with all applicable Statutes, rules and regulations;

---

APPENDIX III                      DETAILS OF PROPOSED ADOPTION OF THE SECOND AMENDED  
AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION

---

Article No.                      Article after amendment

---

- (h) references to a document (including, but without limitation, a resolution in writing) being signed or executed include references to it being signed or executed underhand or under seal or by ~~electronic signature~~ Electronic Signature or by Electronic Communication or by any other method and references to a ~~notice~~ Notice or document include a ~~notice~~ Notice or document recorded or stored in any digital, electronic, electrical, magnetic or other retrievable form or medium and information in visible form whether having physical substance or not;
- (i) Section 8 and Section 19 of the Electronic Transactions Act (As Revised) of the Cayman Islands, as amended from time to time, shall not apply to these Articles to the extent it imposes obligations or requirements in addition to those set out in these Articles;
- (j) references to the right of Member to speak at a Virtual Meeting or a Hybrid Meeting shall include the right to raise questions or make statements to the chairman of the meeting, verbally or in written form, by means of Electronic Facilities. Such a right shall be deemed to have been duly exercised if the questions or statements may be heard or seen by all or only some of the persons present at the meeting (or only by the chairman of the meeting) in which event the chairman of the meeting shall relay the questions raised or the statements made verbatim to all persons present at the meeting, either orally or in writing using Electronic Facilities;
- (k) a reference to a meeting shall mean a meeting convened and held in any manner permitted by these Articles and any Member or Director attending and participating at a meeting by means of Electronic Facilities shall be deemed to be present at that meeting for all purposes of the Statutes and these Articles, and attend, participate, attending, participating, attendance and participation shall be construed accordingly and where the context is appropriate, including a meeting that has been postponed by the Board pursuant to Article 61E;
- (l) references to a person's participation in the business of a general meeting include without limitation and as relevant the right (including, in the case of a corporation, through a duly authorised representative) to speak or communicate, vote, be represented by a proxy and have access in hard copy or electronic form to all documents which are required by the Statutes or these Articles to be made available at the meeting, and participate and participating in the business of a general meeting shall be construed accordingly; and
- (h)(m) where a Member is a corporation, any reference in these Articles to a Member shall, where the context requires, refer to a duly authorised representative of such Member.



---

**APPENDIX III                      DETAILS OF PROPOSED ADOPTION OF THE SECOND AMENDED  
AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION**

---

<b>Article No.</b>	<b>Article after amendment</b>
3.	<p>(1) The authorised share capital of the Company is <del>HK\$20</del><u>\$20</u>,000,000 divided into 2,000,000,000 ordinary shares of par value <del>HK\$</del><u>\$</u>0.01 each.”</p> <p>(2) Subject to the <del>Law</del><u>Act</u>, the Company’s Memorandum and Articles of Association and, where applicable, the rules of any Designated Stock Exchange and/or any competent regulatory authority, any power of the Company to purchase or otherwise acquire its own shares shall be exercisable by the Board in such manner, upon such terms and subject to such conditions as it thinks fit and any determination by the Board of the manner of purchase shall be deemed authorised by these Articles for purposes of the <del>Law</del><u>Act</u>. The Company is hereby authorised to make payments in respect of the purchase of its shares out of capital or out of any other account or fund which can be authorised for this purpose in accordance with the <del>Law</del><u>Act</u>.</p> <p>(3) Except as allowed by the <del>Law</del><u>Act</u> and subject further to compliance with the rules and regulations of the Designated Stock Exchange and any other relevant regulatory authoritythe Company shall not give financial assistance for the purpose of or in connection with a purchase made or to be made by any person of any shares in the Company.</p> <p><u>(4) The Board may accept the surrender for no consideration of any fully paid share.</u></p> <p><del>(4)</del><u>(5)</u>No share shall be issued to bearer.</p>
4.	<p>The Company may from time to time by ordinary resolution in accordance with the <del>Law</del><u>Act</u> alter the conditions of its Memorandum of Association to:</p> <p>(d) sub-divide its shares, or any of them, into shares of smaller amount than is fixed by the memorandum of association (subject, nevertheless, to the <del>Law</del><u>Act</u>), and may by such resolution determine that, as between the holders of the shares resulting from such sub-division, one or more of the shares may have any such preferred, deferred or other rights or be subject to any such restrictions as compared with the other or others as the Company has power to attach to unissued or new shares;</p>
6.	<p>The Company may from time to time by special resolution, subject to any confirmation or consent required by the <del>Law</del><u>Act</u>, reduce its share capital or any capital redemption reserve or other undistributable reserve in any manner permitted by law.</p>
8.	<p>(1) Subject to the provisions of the <del>Law</del><u>Act</u> and the Company’s Memorandum and Articles of Association and to any special rights conferred on the holders of any shares or class of shares, any share in the Company (whether forming part of the present capital or not)may be issued with or have attached thereto such rights or restrictions whether in regard to dividend, voting, return of capital or otherwise as the Board may determine.</p>

**APPENDIX III                      DETAILS OF PROPOSED ADOPTION OF THE SECOND AMENDED  
AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION**

**Article No.                      Article after amendment**

- (2) Subject to the provisions of the ~~Law~~Act, the rules of any Designated Stock Exchange and the Memorandum and Articles of Association of the Company, and to any special rights conferred on the holders of any shares or attaching to any class of shares, shares may be issued on the terms that they may be, or at the option of the Company or the holder are, liable to be redeemed on such terms and in such manner, including out of capital, as the Board may deem fit.
- 9. ~~Subject to the Law, any preference shares may be issued or converted into shares that, at a determinable date or at the option of the Company or the holder if so authorised by its memorandum of association, are liable to be redeemed on such terms and in such manner as the Company before the issue or conversion may by ordinary resolution of the Members determine. Where the Company purchases for redemption a redeemable share, purchases not made through the market or by tender shall be limited to a maximum price as may from time to time be determined by the Company in general meeting, either generally or with regard to specific purchases. If purchases are by tender, tenders shall be available to all Members alike~~[Intentionally left blank].
- 10. Subject to the ~~Law~~Act and without prejudice to Article 8, all or any of the special rights for the time being attached to the shares or any class of shares may, unless otherwise provided by the terms of issue of the shares of that class, from time to time (whether or not the Company is being wound up) be varied, modified or abrogated either with the consent in writing of the holders of not less than three-fourths in nominal value of the issued shares of that class or with the sanction of a special resolution passed at a separate general meeting of the holders of the shares of that class. To every such separate general meeting all the provisions of these Articles relating to general meetings of the Company shall, *mutatis mutandis*, apply, but so that:
- 12. ...
- (1) Subject to the ~~Law~~Act, these Articles, any direction that may be given by the Company in general meeting and, where applicable, the rules of any Designated Stock Exchange and without prejudice to any special rights or restrictions for the time being attached to any shares or any class of shares, the unissued shares of the Company (whether forming part of the original or any increased capital) shall be at the disposal of the Board, which may offer, allot, grant options over or otherwise dispose of them to such persons, at such times and for such consideration and upon such terms and conditions as the Board may in its absolute discretion determine but so that no shares shall be issued at a discount. Neither the Company nor the Board shall be obliged, when making or granting any allotment of, offer of, option over or disposal of shares, to make, or make available, any such allotment, offer, option or shares to Members or others with registered addresses in any particular territory or territories being a territory or territories where, in the absence of a registration statement or other special formalities, this would or might, in the opinion of the Board, be unlawful or impracticable.

App. 3  
Par 15

---

**APPENDIX III                      DETAILS OF PROPOSED ADOPTION OF THE SECOND AMENDED  
AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION**

---

<b>Article No.</b>	<b>Article after amendment</b>
	Members affected as a result of the foregoing sentence shall not be, or be deemed to be, a separate class of <del>members</del> <u>Members</u> for any purpose whatsoever.
13.	The Company may in connection with the issue of any shares exercise all powers of paying commission and brokerage conferred or permitted by the <del>Law</del> <u>Act</u> . Subject to the <del>Law</del> <u>Act</u> , the commission may be satisfied by the payment of cash or by the allotment of fully or partly paid shares or partly in one and partly in the other.
14.	Except as required by law, no person shall be <del>recognised</del> <u>recognise</u> by the Company as holding any share upon any trust and the Company shall not be bound by or required in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share or any fractional part of a share or (except only as otherwise provided by these Articles or by law) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.
15.	Subject to the <del>Law</del> <u>Act</u> and these Articles, the Board may at any time after the allotment of shares but before any person has been entered in the Register as the holder, recognise a renunciation thereof by the allottee in favour of some other person and may accord to any allottee of a share a right to effect such renunciation upon and subject to such terms and conditions as the Board considers fit to impose.
16.	Every share certificate shall be issued under the Seal or a facsimile thereof or with the Seal printed thereon and shall specify the number and class and distinguishing numbers (if any) of the shares to which it relates, and the amount paid up thereon and may otherwise be in such form as the Directors may from time to time determine. <u>The seal of the Company may only be affixed or imprinted to a share certificate with the authority of the Directors, or be executed under the signature of appropriate officials with statutory authority, unless otherwise determined by the Directors.</u> No certificate shall be issued representing shares of more than one class. The Board may by resolution determine, either generally or in any particular case or cases, that any signatures on any such certificates (or certificates in respect of other securities) need not be autographic but may be affixed to such certificates by some mechanical means or may be printed thereon.
17.	(2) Where a share stands in the names of two <u>(2)</u> or more persons, the person first named in the Register shall as regards service of <del>N</del> <u>o</u> tices and, subject to the provisions of these Articles, all or any other matters connected with the Company, except the transfer of the shares, be deemed the sole holder thereof.
19.	Share certificates shall be issued within the relevant time limit as prescribed by the <del>Law</del> <u>Act</u> or as the Designated Stock Exchange may from time to time determine, whichever is the shorter, after allotment or, except in the case of a transfer which the Company is for the time being entitled to refuse to register and does not register, after lodgment of a transfer with the Company.

---

**APPENDIX III                      DETAILS OF PROPOSED ADOPTION OF THE SECOND AMENDED  
AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION**

---

<b>Article No.</b>	<b>Article after amendment</b>
22.	<p>The Company shall have a first and paramount lien on every share (not being a fully paid share) for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share. The Company shall also have a first and paramount lien on every share (not being a fully paid share) registered in the name of a Member (whether or not jointly with other Members) for all amounts of money presently payable by such Member or his estate to the Company whether the same shall have been incurred before or after notice to the Company of any equitable or other interest of any person other than such member, and whether the period for the payment or discharge of the same shall have actually arrived or not, and notwithstanding that the same are joint debts or liabilities of such Member or his estate and any other person, whether a Member <del>of the Company</del> or not. The Company's lien on a share shall extend to all dividends or other moneys payable thereon or in respect thereof. The Board may at any time, generally or in any particular case, waive any lien that has arisen or declare any share exempt in whole or in part, from the provisions of this Article.</p>
23.	<p>Subject to these Articles, the Company may sell in such manner as the Board determines any share on which the Company has a lien, but no sale shall be made unless some sum in respect of which the lien exists is presently payable, or the liability or engagement in respect of which such lien exists is liable to be presently fulfilled or discharged nor until the expiration of fourteen <del>(14)</del> clear days after a <del>notice</del> <u>Notice</u> in writing, stating and demanding payment of the sum presently payable, or specifying the liability or engagement and demanding fulfilment or discharge thereof and giving <del>notice</del> <u>Notice</u> of the intention to sell in default, has been served on the registered holder for the time being of the share or the person entitled thereto by reason of his death or bankruptcy.</p>
25.	<p>Subject to these Articles and to the terms of allotment, the Board may from time to time make calls upon the Members in respect of any moneys unpaid on their shares (whether on account of the nominal value of the shares or by way of premium), and each Member shall (subject to being given at least fourteen (14) clear days' Notice specifying the time and place of payment) pay to the Company as required by such notice the amount called on his shares. A call may be extended, postponed or revoked in whole or in part as the Board determines but no <del>member</del> <u>Member</u> shall be entitled to any such extension, postponement or revocation except as a matter of grace and favour.</p>

**APPENDIX III                      DETAILS OF PROPOSED ADOPTION OF THE SECOND AMENDED  
AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION**

**Article No.                      Article after amendment**

33.                      The Board may, if it thinks fit, receive from any Member willing to advance the same, and either in money or money’s worth, all or any part of the moneys uncalled and unpaid or instalments payable upon any shares held by him and upon all or any of the moneys so advanced (until the same would, but for such advance, become presently payable) pay interest at such rate (if any) as the Board may decide. The Board may at any time repay the amount so advanced upon giving to such Member not less than one (1) month’s Notice of its intention in that behalf, unless before the expiration of such notice the amount so advanced shall have been called up on the shares in respect of which it was advanced. Such payment in advance shall not entitle the holder of such share or shares to participate in respect thereof in a dividend subsequently declared.

35.                      When any share has been forfeited, ~~notice~~ Notice of the forfeiture shall be served upon the person who was before forfeiture the holder of the share. No forfeiture shall be invalidated by any omission or neglect to give such Notice.

44.                      The Register and branch register of Members, as the case may be, shall be open to inspection for at least two (2) hours ~~on every~~ during business ~~hours~~ day by Members without charge or by any other person, upon a maximum payment of \$2.50 or such lesser sum specified by the Board, at the Office or such other place at which the Register is kept in accordance with the ~~Law~~ Act or, if appropriate, upon a maximum payment of \$1.00 or such lessersum specified by the Board at the Registration Office. The Register including any overseas or local or other branch register of Members may, after notice has been given by advertisement in an appointed newspaper or any other newspapers in accordance with the requirements of any Designated Stock Exchange or by any ~~electronic means~~ Electronic Means in such manner as may be accepted by the Designated Stock Exchange to that effect, be closed at such times or for such periods not exceeding in the whole thirty (30) days in each year as the Board may determine and either generally or in respect of any class of shares.

App. 3  
Para 20

45.                      Subject to the rules of the Designated Stock Exchange, nNotwithstanding any other provision of these Articles the Company or the Directors may fix any date as the record date for:

- (a) determining the Members entitled to receive any dividend, distribution, allotment or issue ~~and such record date may be on, or at any time not more than thirty (30) days before or after, any date on which such dividend, distribution, allotment or issue is declared, paid or made;~~
- (b) determining the Members entitled to receive ~~notice~~ Notice of and to vote at any general meeting of the Company.

---

**APPENDIX III                      DETAILS OF PROPOSED ADOPTION OF THE SECOND AMENDED  
AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION**

---

<b>Article No.</b>	<b>Article after amendment</b>
46.	(1) Subject to these Articles, any Member may transfer all or any of his shares by an instrument of transfer in the usual or common form or in a form prescribed by the Designated Stock Exchange or in any other form approved by the Board and may be under hand or, if the transferor or transferee is a clearing house or its nominee(s), by hand or by machine imprinted signature or by such other manner of execution as the Board may approve from time to time.
46.	(2) <u>Notwithstanding the provisions of subparagraph (1) above, for so long as any shares are listed on the Designated Stock Exchange, titles to such listed shares may be evidenced and transferred in accordance with the laws applicable to and the rules and regulations of the Designated Stock Exchange that are or shall be applicable to such listed shares. The register of Members of the Company in respect of its listed shares (whether the Register or a branch register) may be kept by recording the particulars required by Section 40 of the Act in a form otherwise than legible if such recording otherwise complies with the laws applicable to and the rules and regulations of the Designated Stock Exchange that are or shall be applicable to such listed shares.</u>
48.	(4) Unless the Board otherwise agrees (which agreement may be on such terms and subject to such conditions as the Board in its absolute discretion may from time to time determine, and which agreement the Board shall, without giving any reason therefor, be entitled in its absolute discretion to give or withhold), no shares upon the Register shall be transferred to any branch register nor shall shares on any branch register be transferred to the Register or any other branch register and all transfers and other documents of title shall be lodged for registration, and registered, in the case of any shares on a branch register, at the relevant Registration Office, and, in the case of any shares on the Register, at the Office or such other place at which the Register is kept in accordance with the <del>Law</del> Act.
49.	(c) the instrument of transfer is lodged at the Office or such other place at which the Register is kept in accordance with the <del>Law</del> Act or the Registration Office (as the case may be) accompanied by the relevant share certificate(s) and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer (and, if the instrument of transfer is executed by some other person on his behalf, the authority of that person so to do); and
51.	The registration of transfers of shares or of any class of shares may, after notice has been given <u>by announcement or by Electronic Communication or by advertisement</u> in an appointed newspaper or any other newspaper or by any other means in accordance with the requirements of any Designated Stock Exchange to that effect be suspended at such times and for such periods (not exceeding in the whole thirty (30) days in any year) as the Board may determine.

**APPENDIX III                      DETAILS OF PROPOSED ADOPTION OF THE SECOND AMENDED  
AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION**

<b>Article No.</b>	<b>Article after amendment</b>	
55.	<p>(2) ...</p> <p>(a) all cheques or warrants in respect of dividends of the shares in question, being not less than three in total number, for any sum payable in cash to the holder of such shares in respect of them sent during the relevant period in the manner authorised by the Articles <del>of the Company</del> have remained uncashed;</p>	
56.	<p>An annual general meeting of the Company shall be held in each <u>financial year</u> and such annual general meeting shall be held within six (6) months after the end of the Company's financial year at such time and place (where applicable) as may be determined by the Board <del>other than the year of the Company's adoption of these Articles (within a period of not more than fifteen (15) months after the holding of the last preceding annual general meeting, unless a longer period would not infringe the rules of the Designated Stock Exchange, if any)</del> at such time and place as may be determined by the Board.</p>	<p><u>App. 3</u> <u>Para 14(1)</u></p>
57.	<p>Each general meeting, other than an annual general meeting, shall be called an extraordinary general meeting. <u>All general meetings (including an annual general meeting, any adjourned meeting or postponed meeting) may be held by way of a Physical Meeting in any part of the world and at one or more locations as provided in Article 61A or by way of a Hybrid Meeting or by way of a Virtual Meeting, as maybe determined by the Board in its absolute discretion.</u></p>	
58.	<p>The Board may whenever it thinks fit <del>call</del> <u>convene an</u> extraordinary general meetings. Anyone or more Members holding at the date of deposit of the requisition not less than one-tenth of the paid up capital <u>(on a one vote per share basis)</u> of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the Secretary of the Company, to require an extraordinary general meeting to be called by the Board <u>and resolutions to be added to a meeting agenda</u> for the transaction of any business <u>or resolution</u> specified in such requisition; and such meeting shall be held <del>within</del> two (2) months after the deposit of such requisition. If within twenty-one (21) days of such deposit the Board fails to proceed to convene such meeting the requisitionist(s) himself (themselves) may <del>do so in the same manner</del> <u>convene a Physical Meeting at only one location which will be the Principal Meeting Place</u>, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.</p>	<p><u>App. 3</u> <u>Para 14(5)</u></p>

**APPENDIX III                      DETAILS OF PROPOSED ADOPTION OF THE SECOND AMENDED  
AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION**

**Article No.                      Article after amendment**

59.                      (1) An annual general meeting shall be called by Notice of not less than twenty-one (21) clear days. ~~and not less than twenty (20) clear business days and any extraordinary general meeting at which the passing of a special resolution is to be considered shall be called by Notice of not less than twenty-one (21) clear days and not less than ten (10) clear business days.~~ All other general meetings (including an extraordinary general meeting)s ~~may~~ must be called by Notice of not less than fourteen (14) clear days ~~and not less than ten (10) clear business days~~ but if permitted by the rules of the Designated Stock Exchange, a general meeting may be called by shorter notice, subject to the ~~Law~~Act, if it is so agreed:
- (2) The ~~N~~notice shall specify (a) the time and date of the meeting, (b) save for a Virtual Meeting, the and place of the meeting and if there is more than one Meeting Location as determined by the Board pursuant to Article 61A, the principal place of the meeting (the “Principal Meeting Place”), (c) if the general meeting is to be a Hybrid Meeting or a Virtual Meeting, the Notice shall include a statement to that effect and with details of the Electronic Facilities for attendance and participation by Electronic Means at the meeting or where such details will be made available by the Company prior to the meeting and (d) particulars of the resolutions to be considered at that meeting; ~~in case of special business, the general nature of the business.~~ The notice convening an annual general meeting shall specify the meeting as such. Notice of every general meeting shall be given to all Members other than to such Members as, under the provisions of these Articles or the terms of issue of the shares they hold, are not entitled to receive such ~~notices~~ Notices from the Company, to all persons entitled to a share in consequence of the death or bankruptcy or winding-up of a Member and to each of the Directors and the Auditors.
61.                      (1) ...
- (d) appointment of Auditors (where special notice of the intention for such appointment is not required by the ~~Law~~Act) and other officers; and
- (e) the fixing of the remuneration of the Auditors, and the voting of remuneration or extra remuneration to the Directors;;
- (f) ~~the granting of any mandate or authority to the Directors to offer, allot, grant options over or otherwise dispose of the unissued shares in the capital of the Company representing not more than 20 per cent. in nominal value of its existing issued share capital; and~~
- (g) ~~the granting of any mandate or authority to the Directors to repurchase securities of the Company.~~

App. 3  
Para 14(2)



**APPENDIX III                    DETAILS OF PROPOSED ADOPTION OF THE SECOND AMENDED  
AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION**

---

<b>Article No.</b>	<b>Article after amendment</b>
61A.	<p>(1) <u>The Board may, at its absolute discretion, arrange for persons entitled to attend a general meeting to do so by simultaneous attendance and participation by means of Electronic Facilities at such location or locations (“<b>Meeting Location(s)</b>”) determined by the Board at its absolute discretion. Any Member or any proxy attending and participating in such way or any Member or proxy attending and participating in a Hybrid Meeting or Virtual Meeting by means of Electronic Facilities is deemed to be present at and shall be counted in the quorum of the meeting.</u></p> <p>(2) <u>All general meetings are subject to the following and, where appropriate, all references to a “Member” or “Members” in this sub-paragraph (2) shall include a proxy or proxies respectively:</u></p> <p style="padding-left: 2em;">(a) <u>where a Member is attending a Meeting Location and/or in the case of a Hybrid Meeting, the meeting shall be treated as having commenced if it has commenced at the Principal Meeting Place;</u></p> <p style="padding-left: 2em;">(b) <u>Members present in person or by proxy at a Meeting Location and/or Members attending and participating in a Hybrid Meeting or Virtual Meeting by means of Electronic Facilities shall be counted in the quorum for and entitled to vote at the meeting in question, and that meeting shall be duly constituted and its proceedings valid provided that the chairman of the meeting is satisfied that adequate Electronic Facilities are available throughout the meeting to ensure that Members at all Meeting Locations and Members participating in a Hybrid Meeting or Virtual Meeting by means of Electronic Facilities are able to participate in the business for which the meeting has been convened;</u></p> <p style="padding-left: 2em;">(c) <u>where Members attend a meeting by being present at one of the Meeting Locations and/or where Members participating in a Hybrid Meeting or Virtual Meeting by means of Electronic Facilities, a failure (for any reason) of the Electronic Facilities or Electronic Communication equipment, or any other failure in the arrangements for enabling those in a Meeting Location other than the Principal Meeting Place to participate in the business for which the meeting has been convened or in the case of a Hybrid Meeting or Virtual Meeting, the inability of one or more Members or proxies to access, or continue to access, the Electronic Facilities despite adequate Electronic Facilities having been made available by the Company, shall not affect the validity of the meeting or the resolutions passed, or any business conducted there or any action taken pursuant to such business provided that there is a quorum present throughout the meeting; and</u></p>

---

**APPENDIX III                      DETAILS OF PROPOSED ADOPTION OF THE SECOND AMENDED  
AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION**

---

**Article No.                      Article after amendment**

---

(d) if any of the Meeting Locations is outside the jurisdiction of the Principal Meeting Place and/or in the case of a Hybrid Meeting, the provisions of these Articles concerning the service and giving of Notice for the meeting, and the time for lodging proxies, shall apply by reference to the Principal Meeting Place; and in the case of a Virtual Meeting, the time for lodging proxies shall be as stated in the Notice of the meeting.

61B.                      The Board and, at any general meeting, the chairman of the meeting may from time to time make arrangements for managing attendance and/or participation and/or voting at the Principal Meeting Place, any Meeting Location(s) and/or participation in a Hybrid Meeting or Virtual Meeting by Electronic Facilities (whether involving the issue of tickets or some other means of identification, passcode, seat reservation, electronic voting or otherwise) as it shall in its absolute discretion consider appropriate, and may from time to time change any such arrangements, provided that a Member who, pursuant to such arrangements, is not entitled to attend, in person or by proxy, at any Meeting Location shall be entitled so to attend at one of the other Meeting Locations (if provided); and the entitlement of any Member so to attend the meeting or adjourned meeting or postponed meeting at such Meeting Location or Meeting Locations shall be subject to any such arrangement as may be for the time being in force and by the Notice of meeting or adjourned meeting or postponed meeting stated to apply to the meeting.

61C.                      If it appears to the chairman of the general meeting that:

- (a) the Electronic Facilities at the Principal Meeting Place or at such other Meeting Location(s) at which the meeting may be attended have become inadequate for the purposes referred to in Article 61A(1) or are otherwise not sufficient to allow the meeting to be conducted substantially in accordance with the provisions set out in the Notice of the meeting; or
- (b) in the case of a Hybrid Meeting or Virtual Meeting, Electronic Facilities being made available by the Company are or have become inadequate; or
- (c) it is not possible to ascertain the views of those present or to give all persons entitled to do so a reasonable opportunity to communicate and/or vote at the meeting; or
- (d) there is violence or the threat of violence, unruly behaviour or other disruption occurring at the meeting or it is not possible to secure the proper and orderly conduct of the meeting;

---

**APPENDIX III                      DETAILS OF PROPOSED ADOPTION OF THE SECOND AMENDED  
AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION**

---

**Article No.                      Article after amendment**

---

then, without prejudice to any other power which the chairman of the meeting may have under these Articles or at common law, the chairman may, at his/her absolute discretion, without the consent of those present at the meeting, and before or after the meeting has started and irrespective of whether a quorum is present, interrupt or adjourn the meeting (including adjournment for indefinite period). All business conducted at the meeting up to the time of such adjournment shall be valid.

61D.                      The Board and, at any general meeting, the chairman of the meeting may make any arrangement and impose any requirement or restriction the Board or the chairman of the meeting, as the case may be, considers appropriate to ensure the security and orderly conduct of a meeting (including, without limitation, requirements for evidence of identity to be produced by those attending the meeting, the searching of their personal property and the restriction of items that may be taken into the meeting place, determining the number and frequency of and the time allowed for questions that may be raised at a meeting). Members shall also comply with all requirements or restrictions imposed by the owner of the premises at which the meeting is held. Any decision made under this Article shall be final and conclusive and a person who refuses to comply with any such arrangements, requirements or restrictions may be refused entry to the meeting or ejected (physically or electronically) from the meeting.

61E.                      If, after the sending of Notice of a general meeting but before the meeting is held, or after the adjournment of a meeting but before the adjourned meeting is held (whether or not Notice of the adjourned meeting is required), the Board, in its absolute discretion, considers that it is inappropriate, impracticable, unreasonable or undesirable for any reason to hold the general meeting on the date or at the time or place or by means of Electronic Facilities specified in the Notice calling the meeting, it may (a) change or postpone the meeting to another date, time and/or place and/or (b) change the Electronic Facilities and/or form of the meeting (including, without limitation, a Physical Meeting or a Hybrid Meeting or a Virtual Meeting), without approval of the Members. Without prejudice to the generality of the foregoing, the Board shall have the power to provide in every Notice calling a general meeting the circumstances in which such a postponement or change of the relevant general meeting may occur automatically without further Notice, including without limitation where a number 8 or higher typhoon signal, black rainstorm warning or other similar event is in force at any time on the day of the meeting. This Article shall be subject to the following:

- (a) when a meeting is so postponed, the Company shall endeavour to post a Notice of such postponement on the Company’s website as soon as practicable (provided that failure to post such a Notice shall not affect the automatic postponement of a meeting);

---

**APPENDIX III                      DETAILS OF PROPOSED ADOPTION OF THE SECOND AMENDED  
AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION**

---

<b>Article No.</b>	<b>Article after amendment</b>
	<p>(b) <u>when only the form of the meeting or Electronic Facilities specified in the Notice are changed, the Board shall notify the Members of details of such change in such manner as the Board may determine;</u></p> <p>(c) <u>when a meeting is postponed or changed in accordance with this Article, subject to and without prejudice to Article 64, unless already specified in the original Notice of the meeting, the Board shall fix the date, time, place (if applicable) and Electronic Facilities (if applicable) for the postponed or changed meeting, and shall notify the Members of such details in such manner as the Board may determine; further all proxy forms shall be valid (unless revoked or replaced by a new proxy) if they are received as required by these Articles not less than forty- eight (48) hours before the time of the postponed meeting; and</u></p> <p>(d) <u>Notice of the business to be transacted at the postponed or changed meeting shall not be required, nor shall any accompanying documents be required to be recirculated, provided that the business to be transacted at the postponed or changed meeting is the same as that set out in the original Notice of general meeting circulated to the Members.</u></p>
61F.	<u>All persons seeking to attend and participate in a Hybrid Meeting or Virtual Meeting shall be responsible for maintaining adequate facilities to enable themselves to do so. Subject to Article 61C, any inability of a person or persons to attend or participate in a general meeting by way of Electronic Facilities shall not invalidate the proceedings of and/or resolutions passed at that meeting.</u>
61G.	<u>Without prejudice to other provisions in Article 64, a Physical Meeting may also be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence in person at such meeting.</u>
62.	<u>If within thirty (30) minutes (or such longer time not exceeding one hour as the chairman of the meeting may determine to wait) after the time appointed for the meeting a quorum is not present, the meeting, if convened on the requisition of Members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and (where applicable) same place(s) or to such time and (where applicable) such place(s) and in such form and manner referred to in Article 57 as the chairman of the meeting (or in default, the Board) may absolutely determine. If at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting, the meeting shall be dissolved.</u>

---

APPENDIX III                      DETAILS OF PROPOSED ADOPTION OF THE SECOND AMENDED  
AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION

---

<u>Article No.</u>	<u>Article after amendment</u>
<u>63.</u>	The chairman of the Company shall preside as chairman at every general meeting. If at any meeting the chairman, is not present within fifteen (15) minutes after the time appointed for holding the meeting, or is not willing to act as chairman, the Directors present shall choose one of their number to act, or if one Director only is present he shall preside as chairman if willing to act. If no Director is present, or if each of the Directors present declines to take the chair, or if the chairman chosen shall retire from the chair, the Members present in person or (in the case of a Member being a corporation) by its dulyauthorised representative or by proxy and entitled to vote shall elect one of their number to be chairman <u>of the meeting</u> .
<u>63:63A.</u>	<u>If the chairman of a general meeting is participating in the general meeting using Electronic Facilities and becomes unable to participate in the general meeting using such Electronic Facilities, another person (determined in accordance with Article 63 above) shall preside as chairman of the meeting unless and until the original chairman of the meeting is able to participate in the general meeting using the Electronic Facilities.</u>
<u>64.</u>	<u>Subject to Article 61C, The</u> chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time <u>(or indefinitely) and/or from place to place(s) and/ or from one form to another (a Physical Meeting, a Hybrid Meeting or a Virtual Meeting)</u> as the meeting shall determine, but no business shall be transacted at any adjourned meeting other than the business which might lawfully have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen (14) days or more, at least seven (7) clear days' <del>notice</del> <u>Notice</u> of the adjourned meeting shall be given specifying the <del>time and place</del> <u>details set out in Article 59(2)</u> of the adjourned meeting but it shall not be necessary to specifyin such <del>notice</del> <u>Notice</u> the nature of the business to be transacted at the adjourned meeting and the general nature of the business to be transacted. Save as aforesaid, it shall be unnecessary to give <del>notice</del> <u>Notice</u> of an adjournment.

---

APPENDIX III                      DETAILS OF PROPOSED ADOPTION OF THE SECOND AMENDED  
AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION

---

Article No.	Article after amendment
66.	<p>(1) Subject to any special rights or restrictions as to voting for the time being attached to any shares by or in accordance with these Articles, at any general meeting on a poll every Member present in person or by proxy or, in the case of a Member being a corporation, by its duly authorised representative shall have one vote for every fully paid share of which he is the holder but so that no amount paid up or credited as paid up on a share in advance of calls or instalments is treated for the foregoing purposes as paid up on the share. A resolution put to the vote of a meeting shall be decided by way of a poll save that <u>in the case of a Physical Meeting</u>, the chairman of the meeting may in good faith, allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands in which case every Member present in person (or being a corporation, is present by a duly authorized representative), or by proxy(ies) shall have one vote provided that where more than one proxy is appointed by a Member which is a clearing house (or its nominee(s)), each such proxy shall have one vote on a show of hands. For purposes of this Article, procedural and administrative matters are those that (i) are not on the agenda of the general meeting or in any supplementary circular that may be issued by the Company to its Members; and (ii) relate to the chairman's duties to maintain the orderly conduct of the meeting and/or allow the business of the meeting to be properly and effectively dealt with, whilst allowing all Members a reasonable opportunity to express their views. <u>Votes (whether on a show of hands or by way of poll) may be cast by such means, electronic or otherwise, as the Directors or the chairman of the meeting may determine.</u></p> <p>(2) <del>Where</del> <u>In the case of a physical meeting where</u> a show of hands is allowed, before or on the declaration of the result of the show of hands, a poll may be demanded:</p>
73.	<p>All questions submitted to a meeting shall be decided by a simple majority of votes except where a greater majority is required by these Articles or by the <del>Law</del><u>Act</u>. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of such meeting shall be entitled to a second or casting vote in addition to any other vote he may have.</p>

**APPENDIX III                      DETAILS OF PROPOSED ADOPTION OF THE SECOND AMENDED  
AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION**

**Article No.                      Article after amendment**

75.                      (1) A Member who is a patient for any purpose relating to mental health or in respect of whom an order has been made by any court having jurisdiction for the protection or management of the affairs of persons incapable of managing their own affairs may vote, whether on a show of hands or on a poll, by his receiver, committee, curator bonis or other person in the nature of a receiver, committee or curator bonis appointed by such court, and such receiver, committee, curator bonis or other person may vote on a poll by proxy, and may otherwise act and be treated as if he were the registered holder of such shares for the purposes of general meetings, provided that such evidence as the Board may require of the authority of the person claiming to vote shall have been deposited at the Office, head office or Registration Office, as appropriate, not less than forty-eight (48) hours before the time appointed for holding the meeting, or adjourned meeting or postponed meeting ~~or poll~~, as the case may be.
- (2) Any person entitled under Article 53 to be registered as the holder of any shares may vote at any general meeting in respect thereof in the same manner as if he were the registered holder of such shares, provided that forty-eight (48) hours at least before the time of the holding of the meeting or adjourned meeting, or postponed meeting, as the case may be, at which he proposes to vote, he shall satisfy the Board of his entitlement to such shares, or the Board shall have previously admitted his right to vote at such meeting in respect thereof.
76.                      (2) Where the Company has knowledge that any Member is, under the rules of the Designated Stock Exchange, required to abstain from voting on any particular resolution of the Company or restricted to voting only for or only against any particular resolution of the Company, any votes cast by or on behalf of such Member in contravention of such requirement or restriction shall not be counted. App. 3  
Para 14(4)
- (3) All Members shall have the right to: (a) speak at general meetings of the Company; and (b) vote at a general meeting except where a Member is required, by the rules of the Designated Stock Exchange, to abstain from voting to approve the matter under consideration. App. 3  
Para 14(3)
77.                      If:-
- (a) any objection shall be raised to the qualification of any voter; or
- (b) any votes have been counted which ought not to have been counted or which might have been rejected; or
- (c) any votes are not counted which ought to have been counted;

**APPENDIX III                      DETAILS OF PROPOSED ADOPTION OF THE SECOND AMENDED  
AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION**

**Article No.                      Article after amendment**

the objection or error shall not vitiate the decision of the meeting or adjourned meeting or postponed meeting on any resolution unless the same is raised or pointed out at the meeting or, as the case may be, the adjourned meeting or postponed meeting at which the vote objected to is given or tendered or at which the error occurs. Any objection or error shall be referred to the chairman of the meeting and shall only vitiate the decision of the meeting on any resolution if the chairman decides that the same may have affected the decision of the meeting. The decision of the chairman on such matters shall be final and conclusive.

78. Any Member entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him. A Member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at a general meeting of the Company or at a class meeting. A proxy need not be a Member. In addition, a proxy or proxies representing either a Member who is an individual or a Member which is a corporation shall be entitled to exercise the same powers on behalf of the Member which he or they represent as such Member could exercise.

App. 3  
Para 18

79. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same. In the case of an instrument of proxy purporting to be signed on behalf of a corporation by an officer thereof it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign such instrument of proxy on behalf of the corporation without further evidence of the facts.

79:79A. The Company may, at its absolute discretion, provide an electronic address for the receipt of any document or information relating to proxies for a general meeting (including any instrument of proxy or invitation to appoint a proxy, any document necessary to show the validity of, or otherwise relating to, an appointment of proxy (whether or not required under these Articles) and Notice of termination of the authority of a proxy). If such an electronic address is provided, the Company shall be deemed to have agreed that any such document or information (relating to proxies as aforesaid) may be sent by Electronic Means to that address, subject as hereafter provided and subject to any other limitations or conditions specified by the Company when providing the address. Without limitation, the Company may from time to time determine that any such electronic address may be used generally for such matters or specifically for particular meetings or purposes and, if so, the Company may provide different electronic addresses for different purposes. The Company may also impose any conditions on the transmission of and its receipt of such Electronic Communications including, for the avoidance of doubt, imposing any security or encryption arrangements as may be specified by the Company. If any document or information required to be sent to the Company under this Article is sent to the Company by Electronic Means, such document or information is not treated as validly delivered to or deposited with the Company if the same is not received by the Company at its designated electronic address provided in accordance with this Article or if no electronic address is so designated by the Company for the receipt of such document or information.



**APPENDIX III                      DETAILS OF PROPOSED ADOPTION OF THE SECOND AMENDED  
AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION**

---

**Article No.                      Article after amendment**

---

80.                      The instrument appointing a proxy and (if required by the Board) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to such place or one of such places (if any) as may be specified for that purpose in or by way of note to or in any document accompanying the ~~notice~~Notice convening the meeting (or, if no place is so specified at the Registration Office or the Office, as may be appropriate), or if the Company has provided an electronic address in accordance with the Article 79A, shall be received at the electronic address specified, not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting or postponed meeting (as the case may be) at which the person named in the instrument proposes to vote. No instrument appointing a proxy shall be valid after the expiration of twelve (12) months from the date named in it as the date of its execution, except at an adjourned meeting or postponed meeting ~~r on a poll demanded at a meeting or an adjourned meeting~~ in cases where the meeting was originally held within twelve (12) months from such date. Delivery of an instrument appointing a proxy shall not preclude a Member from attending and voting ~~in person~~ at the meeting convened and in such event, the instrument appointing a proxy shall be deemed to be revoked.
81.                      Instruments of proxy shall be in any common form or in such other form as the Board may approve (provided that this shall not preclude the use of the two-way form) and the Board may, if it thinks fit, send out with the ~~N~~notice of any meeting forms of instrument of proxy for use at the meeting. The instrument of proxy shall be deemed to confer authority to demand or join in demanding a poll and to vote on any amendment of a resolution put to the meeting for which it is given as the proxy thinks fit. The instrument of proxy shall, unless the contrary is stated therein, be valid as well for any adjournment or postponement of the meeting as for the meeting to which it relates.
82.                      A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal, or revocation of the instrument of proxy or of the authority under which it was executed, provided that no intimation in writing of such death, insanity or revocation shall have been received by the Company at the Office or the Registration Office (or such other place as may be specified for the delivery of instruments of proxy in the ~~N~~notice convening the meeting or other document sent therewith) two (2) hours at least before the commencement of the meeting or adjourned meeting or postponed meeting, or the taking of the poll, at which the instrument of proxy is used.

App. 3  
Para 18

---

**APPENDIX III                      DETAILS OF PROPOSED ADOPTION OF THE SECOND AMENDED  
AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION**

---

**Article No.                      Article after amendment**

---

84.                      (1) Any corporation which is a Member may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Company or at any meeting of any class of Members. The person so authorised shall be entitled to exercise the same powers on behalf of such corporation as the corporation could exercise if it were an individual Member and such corporation shall for the purposes of these Articles be deemed to be present in person at any such meeting if a person so authorised is present thereat.

App. 3  
Para 18

(2) If a clearing house (or its nominee(s)), being a corporation, is a Member, it may appoint or authorise such persons as it thinks fit to act as its proxy(ies) or representatives at any meeting of the Company or at any meeting of any class of creditors or any class of Members (including but not limited to any general meeting or creditors meeting) provided that if more than one person is so appointed or authorised, the appointment or authorisation shall specify the number and class of shares in respect of which each such representative is so appointed or authorised. Each person so appointed or authorised under the provisions of this Article shall be deemed to have been duly appointed or authorised without further evidence of to substantiate the facts that it is so duly appointed or authorised and be entitled to exercise the same rights and powers on behalf of the clearing house (or its nominee(s)) as if such person was the registered holder of the shares of the Company held by the clearing house (or its nominee(s)) including, without limitation, the right to speak and to vote and where a show of hands is allowed, the right to vote individually on a show of hands.

App. 3  
Para 19

85.                      A resolution in writing signed (in such manner as to indicate, expressly or impliedly, unconditional approval) by or on behalf of all persons for the time being entitled to receive ~~notice~~ Notice of and to attend and vote at general meetings of the Company shall, for the purposes of these Articles, be treated as a resolution duly passed at a general meeting of the Company and, where relevant, as a special resolution so passed. Any such resolution shall be deemed to have been passed at a meeting held on the date on which it was signed by the last Member to sign, and where the resolution states a date as being the date of his signature thereof by any Member the statement shall be prima facie evidence that it was signed by him on that date. Such a resolution may consist of several documents in the like form, each signed by one or more relevant Members.

**APPENDIX III                      DETAILS OF PROPOSED ADOPTION OF THE SECOND AMENDED  
AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION**

**Article No.                      Article after amendment**

86.                      (2) Subject to the Articles and the ~~Law~~Act, the Company may by ordinary resolution elect any person to be a Director either to fill a casual vacancy on the Board, or as an addition to the existing Board.
- (3) The Directors shall have the power from time to time and 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 the Board shall hold office only until the ~~next following~~first annual general meeting of the Company after his appointment and shall then be eligible for re-election.
- (5) The Members may, at any general meeting convened and held in accordance with these Articles, by ordinary resolution remove a Director (including a managing or other executive Director) at any time before the expiration of his ~~period~~term of office notwithstanding anything to the contrary in these Articles or in any agreement between the Company and such Director (but without prejudice to any claim for damages under any such agreement).
93.                      An alternate Director shall only be a Director for the purposes of the ~~Law~~Act and shall only be subject to the provisions of the ~~Law~~Act insofar as they relate to the duties and obligations of a Director when performing the functions of the Director for whom he is appointed in the alternative and shall alone be responsible to the Company for his acts and defaults and shall not be deemed to be the agent of or for the Director appointing him. An alternate Director shall be entitled to contract and be interested in and benefit from contracts or arrangements or transactions and to be repaid expenses and to be indemnified by the Company to the same extent mutatis mutandis as if he were a Director but he shall not be entitled to receive from the Company any fee in his capacity as an alternate Director except only such part, if any, of the remuneration otherwise payable to his appointor as such appointor may by Notice to the Company from time to time direct.
101.                      Subject to the ~~Law~~Act and to these Articles, no Director or proposed or intending Director shall be disqualified by his office from contracting with the Company, either with regard to his tenure of any office or place of profit or as vendor, purchaser or in any other manner whatever, nor shall any such contract or any other contract or arrangement in which any Director is in any way interested be liable to be avoided, nor shall any Director so contracting or being so interested be liable to account to the Company or the Members for any remuneration, profit or other benefits realised by any such contract or arrangement by reason of such Director holding that office or of the fiduciary relationship thereby established provided that such Director shall disclose the nature of his interest in any contract or arrangement in which he is interested in accordance with Article 102 herein.

App. 3  
Para 4(2)

App. 3  
Para 4(3)

---

**APPENDIX III                      DETAILS OF PROPOSED ADOPTION OF THE SECOND AMENDED  
AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION**

---

<b>Article No.</b>	<b>Article after amendment</b>
103.	<p>(5) Without affecting the generality of Article 103(1), for so long Inspur Group remains a <del>controlling shareholder</del> <u>connected person</u> (as defined in the rules of the Designated Stock Exchange) of the Company, the Overlapping Directors (as defined below) shall not vote or be counted in the quorum in any meeting or part of a meeting of the Board approving any contract or arrangement or any other proposal involving Inspur Group (as defined below). The Overlapping Directors may attend the aforesaid meeting of the Board.</p>
104.	<p>(2) Any person contracting or dealing with the Company in the ordinary course of business shall be entitled to rely on any written or oral contract or agreement or deed, document or instrument entered into or executed as the case may be by any two <u>(2)</u> of the Directors acting jointly on behalf of the Company and the same shall be deemed to be validly entered into or executed by the Company as the case may be and shall, subject to any rule of law, be binding on the Company.</p> <p>(3) ...</p> <p>(c) To resolve that the Company be deregistered in the Cayman Islands and continued in a named jurisdiction outside the Cayman Islands subject to the provisions of the <u>Law Act</u>.</p> <p>(4) Except as would, if the Company were a company <del>incorporated</del> <u>registered in Hong Kong</u>, be permitted under the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) as in force at the date of <del>these</del> <u>Articles</u>, <u>to the extent as permitted under the rules of the Designated Stock Exchange</u>, and except as permitted under the <del>Companies Law Act</del>, the Company shall not directly or indirectly:</p> <p>...</p>
110.	<p>The Board may exercise all the powers of the Company to raise or borrow money and to mortgage or charge all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company and, subject to the <u>Law Act</u>, to issue debentures, bonds and other securities, whether outright or as collateral security for any debt, liability or obligation of the Company or of any third party.</p>
113.	<p>(2) The Board shall cause a proper register to be kept, in accordance with the provisions of the <u>Law Act</u>, of all charges specifically affecting the property of the Company and of any series of debentures issued by the Company and shall duly comply with the requirements of the <u>Law Act</u> in regard to the registration of charges and debentures therein specified and otherwise.</p>

---

**APPENDIX III                    DETAILS OF PROPOSED ADOPTION OF THE SECOND AMENDED  
AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION**

---

<b>Article No.</b>	<b>Article after amendment</b>
115.	A meeting of the Board may be convened by the Secretary on request of a Director or by any Director. The Secretary shall convene a meeting of the Board <u>whenever he shall be required so to do by any Director. Notice of a meeting of the Board shall be deemed to be duly given to a Director if it is given to such Director in writing or verbally (including in person or by telephone) or by Electronic Means to an electronic address from time to time notified to the Company by such Director or (if the recipient consents to it being made available on a website) by making it available on a website or via electronic mail or by telephone or in such other manner as the Board may from time to time determine</u> <del>of which notice may be given in writing or by telephone or in such other manner as the Board may from time to time determine whenever he shall be required so to do by the president or chairman, as the case may be, or any Director.</del>
116.	(2) Directors may participate in any meeting of the Board by means of a conference telephone <u>or electronic</u> or other communications equipment through which all persons participating in the meeting can communicate with each other simultaneously and instantaneously and, for the purpose of counting a quorum, such participation shall constitute presence at a meeting as if those participating were present in person.
122.	A resolution in writing signed by all the Directors except such as are temporarily unable to act through ill-health or disability, and all the alternate Directors, if appropriate, whose appointors are temporarily unable to act as aforesaid shall (provided that such number is sufficient to constitute a quorum and further provided that a copy of such resolution has been given or the contents thereof communicated to all the Directors for the time being entitled to receive notices of Board meetings in the same manner as notices of meetings are required to be given by these Articles) be as valid and effectual as if a resolution had been passed at a meeting of the Board duly convened and held. Such resolution may be contained in one document or in several documents in like form each signed by one or more of the Directors or alternate Directors and for this purpose a facsimile signature <u>or a notification of consent</u> of a Director or an alternate Director shall be treated as valid. <u>A notification of consent to such resolution by a Director in writing to the Board by any means (including by means of Electronic Communication) shall be deemed to be his/her signature to such resolution in writing for the purpose of this Article. Notwithstanding the foregoing, a resolution in writing shall not be passed in lieu of a meeting of the Board for the purposes of considering any matter or business in which a substantial shareholder of the Company or a Director has a conflict of interest and the Board has determined that such conflict of interest to be material.</u>

---

**APPENDIX III                      DETAILS OF PROPOSED ADOPTION OF THE SECOND AMENDED  
AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION**

---

<b>Article No.</b>	<b>Article after amendment</b>
127.	(1) The officers of the Company shall consist of a chairman, the Directors and Secretary and such additional officers (who may or may not be Directors) as the Board may from time to time determine, all of whom shall be deemed to be officers for the purposes of the <del>Law Act</del> and these Articles.
128.	(2) The Secretary shall attend all meetings of the Members and shall keep correct minutes of such meetings and enter the same in the proper books provided for the purpose. He shall perform such other duties as are prescribed by the <del>Law Act</del> or these Articles or as may be prescribed by the Board.
130.	A provision of the <del>Law Act</del> or of these Articles requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as or in place of the Secretary.
131.	(1) The Company shall cause to be kept in one or more books at its Office a Register of Directors and Officers in which there shall be entered the full names and addresses of the Directors and Officers and such other particulars as required by the <del>Law Act</del> or as the Directors may determine. The Company shall send to the Registrar of Companies in the Cayman Islands a copy of such register, and shall from time to time notify to the said Registrar of any change that takes place in relation to such Directors and Officers as required by the <del>Law Act</del> .
136.	Subject to the <del>Law Act</del> , the Company in general meeting may from time to time declare dividends in any currency to be paid to the Members but no dividend shall be declared in excess of the amount recommended by the Board.
137.	Dividends may be declared and paid out of the profits of the Company, realised or unrealised, or from any reserve set aside from profits which the Directors determine is no longer needed. With the sanction of an ordinary resolution dividends may also be declared and paid out of share premium account or any other fund or account which can be authorised for this purpose in accordance with the <del>Law Act</del> .
146.	(1) The Board shall establish an account to be called the share premium account and shall carry to the credit of such account from time to time a sum equal to the amount or value of the premium paid on the issue of any share in the Company. Unless otherwise provided by the provisions of these Articles, the Board may apply the share premium account in any manner permitted by the <del>Law Act</del> . The Company shall at all times comply with the provisions of the <del>Law Act</del> in relation to the share premium account.
149.	The following provisions shall have effect to the extent that they are not prohibited by and are in compliance with the <del>Law Act</del> :

**APPENDIX III                      DETAILS OF PROPOSED ADOPTION OF THE SECOND AMENDED  
AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION**

**Article No.                      Article after amendment**

150.                      The Board shall cause true accounts to be kept of the sums of money received and expended by the Company, and the matters in respect of which such receipt and expenditure take place, and of the property, assets, credits and liabilities of the Company and of all other matters required by the ~~Law-Act~~ or necessary to give a true and fair view of the Company’s affairs and to explain its transactions.

154.                      The requirement to send to a person referred to in Article 152 the documents referred to in that article or a summary financial report in accordance with Article 153 shall be deemed satisfied where, in accordance with all applicable Statutes, rules and regulations, including, without limitation, the rules of the Designated Stock Exchange, the Company publishes copies of the documents referred to in Article 152 and, if applicable, a summary financial report complying with Article 153, on the Company’s computer network or in any other permitted manner (including by sending any form of ~~electronic communication~~ Electronic Communication), and that person has agreed or is deemed to have agreed to treat the publication or receipt of such documents in such manner as discharging the Company’s obligation to send to him a copy of such documents.

155.                      (1) At the annual general meeting or at a subsequent extraordinary general meeting in each year, the Members shall by ordinary resolution appoint an auditor to audit the accounts of the Company and such auditor shall hold office until the Members appoint another auditor. Such auditor may be a Member but no Director or officer or employee of the Company shall, during his continuance in office, be eligible to act as an auditor of the Company.

App. 3  
Para 17

(3) The Members may, at any general meeting convened and held in accordance with these Articles, by ~~special~~ ordinary resolution remove the Auditor at any time before the expiration of his term of office and shall by ordinary resolution at that meeting appoint another Auditor in his stead for the remainder of his term.

App. 3  
Para 17

156.                      Subject to the ~~Law-Act~~ the accounts of the Company shall be audited at least once in every year.

157.                      The remuneration of the Auditor shall be fixed by ~~the Company~~ ordinary resolution in general meeting or in such manner as the Members may determine.

App. 3  
Para 17

**APPENDIX III                      DETAILS OF PROPOSED ADOPTION OF THE SECOND AMENDED  
AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION**

**Article No.                      Article after amendment**

- 158.                      The Directors may fill any causal vacancy in the office of Auditor but while any such vacancy continues the surviving or continuing Auditor or Auditors, if any, may act. The remuneration of any Auditor appointed by the Director under this Article may be fixed by the Board. Subject to Article 155(3), an Auditor appointed under this Article shall hold office until the next following annual general meeting of the Company and shall then be subject to appointment by the Members under Article 155(1) at such remuneration to be determined by the Member under Article 157~~If the office of auditor becomes vacant by the resignation or death of the Auditor, or by his becoming incapable of acting by reason of illness or other disability at a time when his services are required, the Directors shall as soon as practicable convene an extraordinary general meeting to fill the vacancy.~~
- 162.                      (b) ~~if sent by electronic communication~~Electronic Communication, shall be deemed to be given on the day on which it is transmitted from the server of the Company or its agent. A notice placed on the Company’s website or the website of the Designated Stock Exchange, is deemed given by the Company to a Member on the day following that on which a notice of availability is deemed served on the Member;
- 165.                      (1) Subject to Article 165(2), t~~The~~ Board shall have power in the name and on behalf of the Company to present a petition to the court for the Company to be wound up.

(2) Unless otherwise provided by the Act, a~~A~~ resolution that the Company be wound up by the court or be wound up voluntarily shall be a special resolution.
- 166.                      (2) If the Company shall be wound up (whether the liquidation is voluntary or by the court) the liquidator may, with the authority of a special resolution and any other sanction required by the ~~Law~~Act, divide among the Members in specie or kind the whole or any part ofthe assets of the Company and whether or not the assets shall consist of properties of one kindor shall consist of properties to be divided as aforesaid of different kinds, and may for such purpose set such value as he deems fair upon any one or more class or classes of property and may determine how such division shall be carried out as between the Members or different classes of Members. The liquidator may, with the like authority, vest any part of the assets in trustees upon such trusts for the benefit of the Members as the liquidator with the like authority shall think fit, and the liquidation of the Company may be closed and the Company dissolved, but so that no contributory shall be compelled to accept any shares or other property in respect of which there is a liability.

App. 3  
Para 21



---

**APPENDIX III                    DETAILS OF PROPOSED ADOPTION OF THE SECOND AMENDED  
AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION**

---

<u>Article No.</u>	<u>Article after amendment</u>
168.	No Article shall be rescinded, altered or amended and no new Article shall be made until the same has been approved by a special resolution of the Members. A special resolution shall be required to alter the provisions of the memorandum of association or to change the name of the Company.
<u>169.</u>	No Member shall be entitled to require discovery of or any information respecting any detail of the Company's trading or any matter which is or may be in the nature of a trade secret or secret process which may relate to the conduct of the business of the Company and which in the opinion of the Directors it will be inexpedient in the interests of the <del>members</del> <u>Members</u> of the Company to communicate to the public.
<del>169:</del> <u>170.</u>	<u>Unless otherwise determined by the Board, the financial year end of the Company shall be 31 December in each year.</u>

App. 3  
Para 16



**INSPUR DIGITAL ENTERPRISE TECHNOLOGY LIMITED**

**浪潮數字企業技術有限公司**

*(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 Digital Enterprise Technology Limited (the “Company”) will be held at Flats B&C, 30/F., Tower A, Billion Center, 1 Wang Kwong Road, Kowloon Bay, Kowloon, Hong Kong, on Monday, 26 June 2023 at 10:00 a.m. for the following purposes:

**ORDINARY RESOLUTIONS**

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 2022;
2.
  - (a) to re-elect Mr. Wang Xingshan as an executive Director;
  - (b) to re-elect Mr. Wang Yusen as an executive Director;
  - (c) to re-elect Mr. Ding as an independent non-executive Director; and
  - (d) to authorise the Board to fix the Directors’ remuneration;
3. to appoint SHINEWING (HK) CPA Limited as auditor of the Company and to authorise the Board to fix their remuneration;
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;

---

## NOTICE OF THE AGM

---

- (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
- (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).”

---

## NOTICE OF THE AGM

---

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.”

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.”

7. To declare a final dividend of HK\$0.02 per share of the Company for the year ended 31 December 2022 (“**Proposed Final Dividend**”).

---

## NOTICE OF THE AGM

---

### SPECIAL RESOLUTION

8. To consider and, if thought fit, to pass the following resolution as a special resolution:

“**THAT:**

- (A) the proposed amendments to the existing memorandum and articles of association of the Company (the “**Proposed Amendments**”), the details of which are set out in Appendix III to the circular of the Company dated 24 May 2023, be and are hereby approved;
- (B) the second amended and restated memorandum of association and articles of association of the Company (the “**Second Amended and Restated Memorandum and Articles of Association**”), which contains all the Proposed Amendments and a copy of which has been produced to this meeting and marked “A” and initialled by the chairman of the meeting, be and is hereby approved and adopted in substitution for and to the exclusion of the existing memorandum and articles of association of the Company with immediate effect; and
- (C) any director or company secretary of the Company be and is hereby authorized to do all such acts, deeds and things and execute all such documents and make all such arrangements that he/she shall, in his/her absolute discretion, deem necessary or expedient to give effect to the Proposed Amendments and the adoption of the Second Amended and Restated Memorandum and Articles of Association, including without limitation, attending to the necessary filings with the Registrar of Companies in the Cayman Islands and Hong Kong, and the Company’s registered office provider be and is hereby authorized and instructed to make filing with the Registrar of Companies in the Cayman Islands that is necessary in connection with this resolution.”

By order of the Board  
**Inspur Digital Enterprise Technology Limited**  
**Mr. Wang Xingshan**  
Chairman

Hong Kong, 24 May 2023

***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

---

## NOTICE OF THE AGM

---

*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.
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. For the purpose of determining the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Tuesday, 20 June 2023 to Monday, 26 June 2023 (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 Monday, 19 June 2023.
6. For determining the entitlement to the Proposed Final Dividend (subject to approval by Shareholders at the AGM). The register of members of the Company will be closed from Wednesday, 5 July 2023 to Friday, 7 July 2023, both days inclusive, during which no transfer of Shares will be registered. In order to qualify for the Proposed Final Dividend, all properly completed transfer forms, accompanied by the relevant share certificates, must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong by no later than 4:30 p.m., Tuesday, 4 July 2023.

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