

INFOSERVE®
INFOSERVE TECHNOLOGY CORP.
英普達資訊科技有限公司*

(Incorporated in the Cayman Islands with limited liability)

Proxy Form
for use at the Extraordinary General Meeting of Shareholders to be
held at the Meeting Room at Island Pacific Hotel, 152 Connaught Road West, Hong Kong
on 7 June 2004 at 10:00 a.m., Hong Kong time

I/We ^(note 1) _____
of ^(note 1) _____

being the registered holder(s) of ^(note 2) _____ Ordinary Shares of Infoserve Technology Corp. (the “Company”), hereby appoint the Chairman of the Meeting, or ^(note 3) _____ as my/our proxy to attend and act for me/us at the Extraordinary General Meeting of all Shareholders of the Company to be held at the Meeting Room at Island Pacific Hotel, 152 Connaught Road West, Hong Kong on 7 June 2004 at 10:00 a.m., Hong Kong time or any adjournment thereof to vote for me/us at such Meeting in respect of the resolution as hereinafter indicated, or if no such indication is given, as my/our proxy thinks fit. Terms used in this Proxy shall have their corresponding meanings as set out in the circular issued by the Company on 21 May 2004 and this Proxy is subject to the detailed provisions of the proposed resolution as set out in the “Notice of Extraordinary General Meeting” issued by the Company dated 21 May 2004 (the “Notice”).

ORDINARY RESOLUTIONS	For	Against	Abstain
To consider and, if thought fit, to approve (subject to such conditions as may be set out in the Notice), the following ordinary resolutions:			
1. (a) the Disposal of Infoserve Taiwan pursuant to the terms and conditions of the Taiwan Operations Disposal Agreement; (b) the Disposal of Infoserve US pursuant to the terms and conditions of the US Operations Disposal Agreement; and (c) the Disposal of Infoserve PRC pursuant to the terms and conditions of the PRC Operations Disposal Agreement;			
2. (a) the Subscription pursuant to the terms and conditions of the Subscription Agreement; and (b) the grant of authority to the directors to allot the Subscription Shares free and clear of any pre-emption rights;			
3. the Whitewash Waiver;			
4. (a) the Second Subscription pursuant to the terms and conditions of the Second Subscription Agreement; and (b) the grant of authority to the directors to allot the Second Subscription Share free and clear of any pre-emption rights;			
5. (a) the Loan Capitalisation pursuant to the terms and conditions of the Loan Capitalisation Agreement; and (b) the grant of authority to the directors to allot the Capitalisation Shares, free and clear of any pre-emption rights;			
6. the increase of the authorised share capital of the Company to HK\$50,000,000.			

Shareholder's Signature: _____ Date: _____

Notes:

- Please insert your full name and address in BLOCK CAPITALS.
- Please insert the number of shares of the Company registered in your name and to which this Proxy Form relates. If no such number is inserted or type is indicated, this Proxy Form will be deemed to relate to all the shares in the Company registered in your name (whether alone or jointly with others).
- If any proxy other than the Chairman of the Meeting is preferred, strike out “the Chairman of the Meeting” and insert the name and address of the proxy desired in BLOCK CAPITALS in the space provided. Each shareholder is entitled to appoint one or more proxies to attend and vote at the Meeting. The proxy need not to be a shareholder of the Company. Any alteration made to this proxy form must be signed by the person who signs its.
- If you wish to vote for any resolution, please insert “✓” in the box marked “For”. If you wish to vote against any resolution, please insert “✓” in the box marked “Against”. If you wish to abstain from voting, please insert “✓” in the box marked “Abstain”. Failure to make any indication will entitle your proxy to vote in any manner or abstain at his discretion.
- This Proxy Form must be signed by you or your attorney duly authorised in writing. Corporations must execute this Proxy Form under common seal or under the hand of any officer, attorney or other person duly authorised.
- In order to be valid, the Proxy Form together with any power of attorney or other documents of authorisation (if any) under which it is signed or a certified copy thereof must be lodged with the Company at 11/F, Ying Kong Mansion, 2-6 Yee Wo Street, Causeway Bay, Hong Kong not less than 48 hours before the time appointed for the holding of the Meeting or any adjournment thereof.
- In the case of joint holders, the vote of the senior who tenders a vote, whether in person or proxy, will be accepted to the exclusion of the votes of the other joint holder(s). For this purpose, seniority will be determined by the order in which the names of the holders stand in the register of members.

* For identification purpose only