

 **INFOSERVE®**
INFOSERVE TECHNOLOGY CORP.
英普達資訊科技公司*

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 8077)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting (the “Meeting”) of the members of Infoserve Technology Corp. (“Company”) will be held at the Meeting Room at Island Pacific Hotel, 152 Connaught Road West, Hong Kong on 30th June 2004 at 10:00 a.m. for the following purposes:

1. To receive and consider the audited financial statements and the reports of the Directors and auditors of the Company for the year ended 31st December 2003;
2. (a) To re-elect the following persons as Directors:
 - (i) Mr. Yu Shu Kuen;
 - (ii) Mr. Tsai Tun Chi;
 - (iii) Mr. Ip Man Tin, David; and
 - (iv) Mr. Leung Hong Tai
- (b) To authorise the Board of Directors to fix Directors’ remuneration;
3. To re-appoint Deloitte Touche Tohmatsu as the Company’s auditors and authorise the Directors to fix their remuneration;
4. As special business, to consider and, if thought fit, pass with or without amendment(s) the following resolution as Ordinary Resolution:

“THAT:

- (a) subject to paragraph (c) of this Resolution, and pursuant to the Rules Governing the Listing of Securities on The Growth Enterprise Market on The Stock Exchange of Hong Kong Limited (the “GEM Listing Rules”), the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company or securities convertible into shares, or options, warrants or similar rights to subscribe for any shares and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby generally and unconditionally approved;

* *For identification purposes only*

- (b) the approval in paragraph (a) of this Resolution shall be in addition to any other authorisation given to the Directors of the Company and shall authorise the Directors of the Company during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors of the Company pursuant to the approval in paragraph (a) of this Resolution, otherwise than pursuant to (i) a Right Issue (as hereinafter defined); (ii) an issue of shares upon the exercise of any subscription rights or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares of the Company; or (iii) the grant or exercise of any option under the share option scheme(s) of the Company or any other option, scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or Participants of the Company and/or any of its subsidiaries of shares or rights to acquire shares in the capital of the Company; or (iv) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Articles of Association of the Company in force from time to time, shall not exceed the aggregate of 20% of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of this Resolution and the authority pursuant in paragraph (a) of this Resolution shall be limited accordingly; and
- (d) for the purpose 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 Memorandum of Association and the Articles of Association of the Company, or any other applicable laws of the Cayman Islands 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 by this Resolution.

“Rights Issue” means an offer of shares in the Company, 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 in the Company on the register on a fixed record date in proportion to their holdings of shares (subject to such exclusion or other arrangements as the Directors 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, any jurisdiction applicable to the Company, or any recognised regulatory body or any stock exchange applicable to the Company).”

5. As special business, to consider and, if thought fit, pass with or without amendment(s) the following resolution as Ordinary Resolution:

“THAT:

- (a) subject to paragraph (c) of this Resolution, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase on The Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “GEM”) or any other stock exchange on which the securities of the Company may be listed and recognised by 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, GEM 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 approval in paragraph (a) shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period to procure the Company to repurchase its Shares at a price determined by the Directors;
- (c) (i) the aggregate nominal amount of shares of the Company which may be repurchased by the Company pursuant to the approval in paragraph (a) of this Resolution during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of this Resolution; and (ii) the total amount of warrants of the Company, if any, which may be repurchased by the Company pursuant to the approval in paragraph (a) of this Resolution during the Relevant Period shall not exceed 10% of the amount of the warrants of the Company in issue as at the date of the passing of this Resolution and the authority granted pursuant to paragraph (a) of this Resolution shall be limited accordingly; and
- (d) for the purpose 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 Memorandum of Association and the Articles of Association of the Company, or any other applicable laws of the Cayman Islands 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 by this Resolution.”

6. As special business, to consider and, if thought fit, pass with or without amendment(s) the following resolution as Ordinary Resolution:

“**THAT** conditional upon Resolutions Nos. 4 and 5 set out in the notice convening this meeting being duly passed, the general mandate granted to the Directors of the Company to exercise the powers of the Company to allot, issue and deal with shares pursuant to Resolution No. 4 set out in the notice convening this meeting be and is hereby extended by the addition to the aggregate nominal amount of the share capital which may be allotted or agreed conditionally or unconditionally to be allotted and issued by the Directors of the Company pursuant to such general mandate of an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted pursuant to Resolution No. 5 set out in the notice convening this meeting, provided that such an amount shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of this Resolution.”

7. As required by the GEM Listing Rules, to consider and, if thought fit, pass the following resolution as Special Resolution:

“**THAT** the amendments to the Articles of Association of the Company approved by resolution of the Directors on 28th May 2004 be confirmed and approved namely:

- (i) the definition of “Recognised clearing house” under the existing Article 1 be amended to read as follows:

“a recognised clearing house within the meaning of the Securities and Futures Ordinance of Hong Kong and any amendments thereof or 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.”

- (ii) the definition of subsidiary and holding company in the existing Article 1 be amended to read as follows:

“Subsidiary” and “holding company” shall have the meaning ascribed to it under the Listing Rules.

- (iii) existing Article 80 be amended to read as follows:

“At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is required under the Listing Rules (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) a poll is duly demanded. A poll may be demanded by:

- (a) the Chairman of the meeting; or

- (b) at least five members present in person or by proxy and entitled to vote or who represent in the aggregate not less than one-tenth of the total voting rights of all members having the right to attend and vote at the meeting; or
- (c) any member or members present in person or by proxy and holding shares conferring a right to attend and vote at the meeting on which there have been paid up sums in the aggregate equal to not less than one-tenth of the total sum paid up on all shares conferring that right.

Unless a poll is so demanded and not withdrawn or unless a poll is required under the Listing Rules, a declaration by the Chairman that a resolution has on a show of hands been carried, or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the Company's book containing the minutes of proceedings of meetings of the Company shall be conclusive evidence of that fact without proof of the number or proportion of the votes recorded in favour of or against such resolution."

- (iv) existing Article 85 be amended to read as follows:

"a poll every member present in person (or, in the case of a member being a corporation, by its duly authorised representative) or by proxy shall have one vote for each share registered in his name in the register. On a poll a member entitled to more than one vote is under no obligation to cast all his votes in the same way. In the event that a member is under the Listing Rules required to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution, any votes cast by or on behalf of such member in contravention of such requirement or restriction shall not be counted."

- (v) existing Article 107(c)(i) be amended to read as follows:

"A Director shall not be entitled to vote on (nor shall be counted in the quorum in relation to) any resolution of the Board in respect of any contract or arrangement or any other proposal whatsoever in which he or any of his associates has any material interest, and if he shall do so his vote shall not be counted (nor is he to be counted in the quorum for the resolution), but this prohibition shall not apply to any of the following matters, namely:

- (i) the giving of any security or indemnity either:
 - (aa) to the Director or his associates in respect of money lent or obligations incurred or undertaken by him or any of them at the request of or for the benefit of the Company or any of its subsidiaries;
 - (bb) to a third party in respect of a debt or obligation of the Company or any of its subsidiaries for which the Director or his associates has himself thereby assumed responsibility in whole or in part and whether alone or jointly under a guarantee or indemnity or by the giving of security;"

(vi) existing Article 107(c)(ii) be amended to read as follows:

“any proposal concerning an offer of shares or debentures or other securities of or by the Company or any other company which the Company may promote or be interested in for subscription or purchase where the Director or his associates is/are or is/are to be interested as a participant in the underwriting or sub-underwriting of the offer;”

(vii) existing Article 107(c)(iii) be amended to read as follows:

“any proposal concerning any other company in which the Director or his associates is/are interested only, whether directly or indirectly, as an officer or executive or shareholder or in which the Director or his associates is/are beneficially interested in the shares of that company, provided that, he, together with any of his associates (as defined below in paragraph (f)) is not, beneficially interested in five per cent. or more of the issued shares of any class of such company (or of any third company through which his interest on that of any of his associates is derived) or of the voting rights;”

(viii) existing Article 107(c)(iv)(bb) be amended to read as follows:

“the adoption, modification or operation of a pension or provident fund or retirement, death or disability benefits scheme which relates both to Directors and their associates and employees of the Company or any of its subsidiaries and does not provide in respect of any Director or his associate(s) as such any privilege or advantage not generally accorded to the class of persons to which such schemes or fund relates; and”

(ix) existing Article 107(c)(v) be amended to read as follows:

“any contract or arrangement in which the Director or his associate(s) is/are interested in the same manner as other holders of shares or debentures or other securities of the Company by virtue only of his/their interest in shares or debentures or other securities of the Company”

(x) existing Article 107(f) be amended to read as follows:

“For the purpose of paragraph (c)(iii), “Associates” mean, in relation to any Director of the Company:

“Associates” shall have the meaning ascribed to it in the Listing Rules”;

(xi) existing Article 120 be amended to read as follows:

“No person other than a retiring Director shall, unless recommended by the Board be eligible for election to the office of Director at any general meeting unless, during a period of at least seven days, such period to commence no earlier than the day after the dispatch of the relevant notice of the general meeting in question and ending not later than seven days prior to such general meeting, there has been given to the Secretary notice in writing by a member of the Company (not being the person to be proposed), entitled to attend and vote at the meeting for which such notice is given, of his intention to propose such person for election and also notice in writing signed by the person to be proposed of his willingness to be elected.”

By Order of the Board
Yu Shu Kuen
Chairman

Hong Kong, 7th June 2004

Notes:

1. A member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and, on a poll, vote instead of him at the Meeting. A proxy need not be a member of the Company but must be present in person to represent the member.
2. The form of proxy and the power of attorney or other authority, if any, under which is signed, or a notarially certified copy of such power or authority, must be delivered to 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 Meeting. Completion and return of the proxy will not preclude any member from attending and voting in person at the Meeting or at any adjourned meeting, the instrument appointing a proxy shall be deemed to be revoked

As at the date of the announcement, the Board comprises Mr. Yu Shu Kuen and Mr. Chang Hsiao Hui, Michael who are executive Directors, Mr. Tsai Tun Chi who is non-executive Director, and Mr. Ip Man Tin, David and Mr. Leung Hong Tai who are independent non-executive Directors.

This announcement, for which the Directors (save for Mr. Chang Hsiao Hui, Michael who cannot be contacted at his last known correspondence address), collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief: (1) the information contained in this announcement is accurate and complete in all material respects and not misleading; (2) there are no other matters the omission of which would make any statement in this announcement misleading; and (3) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

This announcement will remain on the “Latest Company Announcements” page of the GEM website at www.hkgem.com and for at least 7 days from the date of its publication.