

The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this announcement, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

INFOSERVE®
Infoserve Technology Corp.

*(Stock code: 8077)
(incorporated in the Cayman Islands
with limited liability)*

TENWAY LIMITED

*(incorporated in the British Virgin Islands
with limited liability)*

JOINT ANNOUNCEMENT RESULTS OF THE EGM

The Board and the directors of the Subscriber are pleased to announce the results of the EGM held on 7th June, 2004, in which, among other things, the resolutions for approving the transactions contemplated under the Subscription Agreement, the Second Subscription Agreement, the Loan Capitalisation Agreement, the Disposal Agreements and the increase in authorised share capital of the Company were duly passed by the Shareholders by show of hands. The resolution approving the Whitewash Waiver was also duly passed by the Independent Shareholders by way of poll.

In accordance with the terms of the Subscription Agreement, completion will take place on the second business day following the date on which the conditions to the Subscription Agreement are fulfilled and/or waived, as the case may be. Among such conditions, completion of the Subscription Agreement is subject to the grant of the consent in principle from the Stock Exchange to the resumption of the trading in the Shares on GEM. Hantec, the retained sponsor of the Company, has made a proposal on behalf of the Company to the Stock Exchange for the purpose of resuming trading in the Shares on GEM. Further announcement will be made to inform the Shareholders of the progress of such application for the resumption of trading as and when appropriate. **Shareholders should be aware of and take note that the Subscription, the Second Subscription, the Loan Capitalisation and the Disposals are conditional upon satisfaction of certain conditions precedent. Therefore, the Subscription, the Second Subscription, the Loan Capitalisation and the Disposals may or may not proceed.**

Trading in the Shares on GEM has been suspended since 2:30 p.m. on 4th November, 2003 at the request of the Company and will remain suspended until further notice.

Reference is made to the joint announcement of the Company and the Subscriber dated 1st April, 2004 (the “Announcement”) and the circular of the Company dated 21st May, 2004 (the “Circular”) regarding, among other things, the Subscription Agreement, the Second Subscription Agreement, the Loan Capitalisation Agreement, the Disposal Agreements, the Whitewash Waiver and the increase in authorised share capital of the Company. Terms defined in the Circular shall have the same meanings when used herein unless the context requires otherwise.

RESULTS OF THE EGM

At the EGM held on 7th June, 2004, the ordinary resolutions to approve the Disposals, the Subscription, the Second Subscription, the Loan Capitalisation and the increase in authorised share capital of the Company were duly passed by show of hands. The ordinary resolution to approve the Whitewash Waiver was duly passed by the Independent Shareholders by way of poll, with 173,925,424 Shares voting in favour of the resolution, representing approximately 93.17% of the votes cast, and 12,750,000 Shares voting against the resolution, representing approximately 6.83% of the votes cast.

As at the date of the EGM, the issued share capital of the Company is 575,382,456 Shares. Mr. J.L. Tsai, Mr. T.C. Tsai and Mr. Chang and their respective concert parties, who hold 99,523,688 Shares, 1,200,000 Shares and 103,140,752 Shares respectively as at the date of this announcement, have not voted on the ordinary resolution numbered 3 in relation to the Whitewash Waiver. Save for the aforesaid, there is no restriction on the voting on the other ordinary resolutions passed at the EGM.

Subsequent to the despatch of the Circular on 21st May, 2004, the following further conditions to the Subscription Agreement have been fulfilled:

- (a) condition (iii) as referred to on page 10 of the Circular relating to the obtaining of the approval from the Independent Shareholders in respect of the Subscription and the Whitewash Waiver;
- (b) condition (iv) as referred to on page 11 of the Circular relating to the granting of the Whitewash Waiver by the Executive; and
- (c) condition (viii) as referred to on page 11 of the Circular relating to the obtaining of the approval from Shareholders in respect of the increase in authorised share capital of the Company.

Details of the conditions to the Subscription Agreement are set out in the Circular.

In accordance with the terms of the Subscription Agreement, completion will take place on the second business day following the date on which the conditions to the Subscription Agreement are fulfilled and/or waived, as the case may be. Among such conditions, completion of the Subscription Agreement is subject to the grant of the consent in principle from the Stock Exchange to the resumption of the trading in the Shares on GEM. Hantec, the retained sponsor of the Company, has made a proposal on behalf of the Company to the Stock Exchange for the purpose of resuming trading in the Shares on GEM. Further announcement will be made to inform the Shareholders of the progress of such application for the resumption of trading as and when appropriate. **Shareholders should be aware of and take note that the Subscription, the Second Subscription, the Loan Capitalisation and the Disposals are conditional upon satisfaction of certain conditions precedent. Therefore, the Subscription, the Second Subscription, the Loan Capitalisation and the Disposals may or may not proceed.**

Under the Loan, interest will continue to be accrued until completion of the Loan Capitalisation. For reference purpose only, the interest accrued on the principal amount of the Loan of HK\$4 million was HK\$108,000 as at 14th May, 2004 and on this basis, a total of approximately

270,800,000 Capitalisation Shares will be issued. Based on the existing issued share capital of the Company and the Capitalisation Shares to be issued on the aforesaid basis, the Subscriber will hold approximately 66.97% of the enlarged issued share capital of the Company. A further announcement will be made by the Company upon completion of the Subscription, the Second Subscription and the Loan Capitalisation.

GENERAL

Computershare Hong Kong Investor Services Limited, the registrar of the Company, acted as scrutineer for the vote-taking at the EGM.

During the period from the announcement of the Company dated 1st April, 2004 to the date of the EGM, none of the Subscriber, its directors, nor any persons acting in concert with the Subscriber had dealt in any shares, convertible securities, warrants, options or derivatives which carry voting rights of the Company.

Trading in the Shares on GEM has been suspended since 2:30 p.m. on 4th November, 2003 at the request of the Company and will remain suspended until further notice.

By order of the board
Infoserve Technology Corp.
Yu Shu Kuen
Chairman

By order of the board
Tenway Limited
Gui Song
Director

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

Hong Kong, 7th June, 2004

The Directors (save for Mr. Chang who cannot be contacted at his last known correspondence addresses) jointly and severally accept full responsibility for the accuracy of the information contained in this announcement (other than information relating to the Subscriber) and confirm having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement (other than information relating to the Subscriber) have been arrived at after due and careful consideration and there are no other facts (other than information relating to the Subscriber) not contained in this announcement the omission of which would make any statement in this announcement (other than information relating to the Subscriber) misleading.

The directors of the Subscriber jointly and severally accept full responsibility for the accuracy of the information contained in this announcement (other than that relating to the Group) and confirm having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement (other than those expressed by the Group) have been arrived at after due and careful consideration and there are no other facts (other than those relating to the Group) not contained in this announcement the omission of which would make any statement (other than that relating to the Group) in this announcement misleading.

This announcement will remain on the "Latest Company Announcements" page of the GEM website for at least 7 days from its date of publication.