

**INFORMATICS HOLDINGS LTD**  
(Company Registration Number 198303419G)  
(Incorporated in the Republic of Singapore on 20 July 1983)

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

NOTICE IS HEREBY GIVEN that an EXTRAORDINARY GENERAL MEETING of Informatics Holdings Ltd (the "Company") will be held at 10 a.m. on 25 November 2005 at the Informatics Campus, 12 Science Centre Road, Singapore 609080 for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolutions:

**1. ORDINARY RESOLUTION 1 -RIGHTS ISSUE**

That, contingent upon the passing of Ordinary Resolution 3, a renounceable non-underwritten rights issue (the "Rights Issue") of between a minimum of 392,000,000 and a maximum of 472,069,000 new ordinary shares of par value S\$0.05 each in the capital of the Company (the "Rights Shares") at an issue price of S\$0.05 for each Rights Share with between a minimum of 196,000,000 and a maximum of 236,034,500 free detachable warrants (the "Warrants"), each Warrant carrying the right to subscribe for one (1) new ordinary share of par value S\$0.05 each in the capital of the Company (each a "New Share" and collectively the "New Shares") at an exercise price of S\$0.05 for each New Share (the "Exercise Price"), on the basis of two (2) Rights Shares with one (1) Warrant for every two (2) existing ordinary shares of par value S\$0.05 each in the capital of the Company ("Shares") held, fractional entitlements to be disregarded, be and is hereby approved and authority be and is hereby given to the Directors:

- (a) to provisionally allot and issue a minimum of 392,000,000 and a maximum of 472,069,000 Rights Shares at an issue price of S\$0.05 for each Rights Share with between a minimum of 196,000,000 and a maximum of 236,034,500 Warrants, each Warrant carrying the right to subscribe for one (1) New Share at the Exercise Price, on the basis of two (2) Rights Shares with one (1) Warrant for every two (2) Shares held by shareholders of the Company (the "Shareholders") as at a time and date to be determined by the Directors for the purpose of determining the Shareholders' entitlements under the Rights Issue (the "Books Closure Date"), fractional entitlements to be disregarded, and on such other terms and conditions as the Directors may deem determine, including, if the Directors think fit, the following terms:
- (i) that the provisional allotment of the Rights Shares with Warrants shall be made on a renounceable basis to the Shareholders with registered addresses in Singapore (as set out in the Register of Members of the Company and/or Share Transfer Books or the records of The Central Depository (pte) Limited (the "CDP"), as the case may be) as at the Books Closure Date or who have, at least five market days prior to the Books Closure Date, provided the Company or, in the case of Shareholders whose Shares are registered in the name of CDP, CDP with addresses in Singapore for the service of notices or documents;
  - (ii) that no provisional allotment of Rights Shares with Warrants shall be made in favour of, and no application forms or other documents in respect thereof shall be issued or sent to, Shareholders who, as at the Books Closure Date, do not have registered addresses in Singapore (as set out in the Company's Register of Members and/or Share Transfer Books or the records of CDP, as the case may be) and who have not, at least five market days prior to the Books Closure Date, provided the Company or, in the case of Shareholders whose Shares are registered in the name of CDP, CDP with addresses in Singapore for the service of notices or documents (the "Foreign Shareholders"); and
  - (iii) that the entitlements to the Rights Shares with Warrants which would otherwise accrue to Foreign Shareholders shall be disposed of or dealt with by the Company in such manner and on such terms and conditions as the Directors may, in their absolute discretion, determine and in connection therewith, the Directors be and are hereby authorised to provisionally allot such entitlements to such person(s) as the Directors may, in their absolute discretion, deem fit as nominee(s) for the purpose of renouncing the applications forms relating thereto or disposing of such entitlements to purchasers thereof and to pool and thereafter distribute the proceeds, if any, thereof (after deducting all dealing and other expenses in connection therewith) proportionately to and among such Foreign Shareholders in proportion to their respective shareholdings as at the Books Closure Date provided that if the amount distributable to any single Foreign Shareholder is less than S\$10.00, such amount shall instead

be retained for the sole benefit of the Company or be dealt with as the Directors may, in their absolute discretion, deem fit;

- (b) to aggregate and allot the entitlements to the Rights Shares with Warrants not taken up or allotted for any reason or which represent fractional entitlements disregarded in accordance with the terms of the Rights Issue to satisfy excess applications for the Rights Shares with Warrants or otherwise to dispose of or to deal with such entitlements to the Rights Shares with Warrants in such manner and on such terms and conditions as the Directors may, in their absolute discretion, deem fit;
- (c) to create, allot and issue the Warrants in registered form, each Warrant carrying the right, at any time from the date of issue of the Warrants up to the date immediately preceding the fifth (5th) anniversary of the date of the issue of the Warrants, to subscribe for one New Share at an exercise price of S\$0.05 (which shall be subject to adjustment under such circumstances as may be provided in the terms and conditions of the Warrants) and on such other terms and conditions as the Directors determine;
- (d) to create, allot and issue such additional warrants as may be required or permitted to be issued in accordance with the terms and conditions of the Warrants (any such additional warrants to rank *pari passu* with the Warrants and for all purposes to form part of the same series, save as may otherwise be provided in the terms and conditions of the Warrants);
- (e) to allot and issue (notwithstanding that the issue thereof may take place after the next or any ensuing general meeting of the Company):
  - (i) a minimum of 196,000,000 and a maximum of 236,034,500 New Shares arising from the exercise of the Warrants, subject to and in accordance with the terms and conditions of the Warrants, such New Shares to be credited as fully paid when issued and to rank *pari passu* in all respects with the then existing Shares save for any dividends, rights, allotments or other distributions that may be declared or paid, the record date for which is before the relevant date of exercise of the Warrants; and
  - (ii) on the same basis as paragraph (e) (i) above, to allot and issue such additional new Shares as may be required to be allotted and issued on the exercise of any of the additional warrants referred to in paragraph (d) above;
- (f) any Director be and is hereby authorised to prepare, finalise, approve and execute any instruments, announcements, notices or agreements as may be required in connection with or pursuant to the abovementioned matters, make such amendments to the terms and conditions of the Rights Issue (including the issue price and the exercise price of the Rights Shares with Warrants and the Warrants respectively) and to do all such other acts, take such other steps and to exercise such discretion for and on behalf of the Company as he may deem necessary or desirable to implement, perfect or give effect to the above and to the transactions contemplated thereunder; and
- (g) insofar as any documents referred in paragraph (f) above are required to be executed under seal, the Common Seal of the Company be affixed to such documents relating to the transaction herein referred to above in accordance with the provisions of the Articles of Association of the Company.

## 2. ORDINARY RESOLUTION 2 -WHITEWASH RESOLUTION

THAT, subject to the satisfaction of all the conditions set out in the Securities Industry Council's letter of 14 February 2005 granting a waiver of the requirement for Tan Sri Dato' Seri Vincent Tan Chee Yioun ("Tan Sri") and his concert parties to make a mandatory offer (the "Offer") for the remaining Shares not owned or controlled by him and his concert parties pursuant to Rule 14 of the Singapore Code on Take-overs and Mergers (the "Code") as a result of the acquisition by Tan Sri and his concert parties of Rights Shares and/or New Shares upon the exercise of the Warrants pursuant to the Rights Issue, the Shareholders, hereby (on a poll taken) waive their rights, to receive the Offer under Rule 14 of the Code from Tan Sri and parties acting in concert with him.

## 3. ORDINARY RESOLUTION 3 -APPROVAL OF THE INCREASE IN AUTHORISED SHARE CAPITAL

THAT, the authorised share capital of the Company be and is hereby increased from S\$40,000,000 divided into 800,000,000 Shares to S\$75,000,000 divided into 1,500,000,000 Shares, by the creation of an additional 700,000,000 new Shares.

**4. ORDINARY RESOLUTION 4 -APPROVAL OF AMENDMENT TO THE MEMORANDUM OF ASSOCIATION**

THAT, in connection with the increase in the authorised share capital of the Company and contingent upon the passing of Ordinary Resolutions 1 and 3, the Memorandum of Association of the Company be amended by deleting the first sentence of the existing Clause 5 and substituting therefor the following sentence:-

"The authorised share capital of the Company is S\$75,000,000 divided into 1,500,000,000 shares of S\$0.05 each:"

By Order of the Board

Lau Yang Hin

Company Secretary

Singapore

10 November 2005

**Notes:**

1. A Shareholder entitled to attend and vote at the Extraordinary General Meeting is entitled to appoint not more than two proxies to attend and vote in his stead. A proxy need not be a Shareholder.
2. The instrument appointing a proxy or proxies must be lodged at the registered office of the Company at the Informatics Campus, Corporate Headquarters, 12 Science Centre Road, Singapore 609080 not later than 48 hours before the time fixed for the holding of the Extraordinary General Meeting.