

INFORMATICS HOLDINGS LTD
(Company Registration Number 198303419G)

**FURTHER UPDATE ON PROPOSED RENOUNCEABLE
NON-UNDERWRITTEN RIGHTS ISSUE**

INTRODUCTION

The board of directors (the "Directors") of Informatics Holdings Ltd (the "Company") refers to the announcements of 22 March 2005 and 26 May 2005 in relation to the proposed Rights Issue, the Whitewash Resolution and the Berjaya Loan. Unless otherwise stated, the capitalised terms not defined herein shall have the same meanings ascribed to them in the Company's announcement of 22 March 2005.

Due to further declines in the market price of the Shares and taking into account the prevailing market conditions, the Company has further reviewed and restructured the terms of the proposed Rights Issue in the manner as set out below to enable the Company to secure a higher amount of proceeds from the Rights Issue.

UPDATE ON THE PRINCIPAL TERMS OF THE RIGHTS ISSUE

The Company is pleased to announce that, following its review, the terms of the proposed Rights Issue shall be as follows:-

There shall be issued a minimum of 392,000,000 and a maximum of 477,393,000 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 238,696,500 free Warrants, each Warrant carrying the right to subscribe for one (1) New Share at an Exercise Price of S\$0.05 for each New Share, on the basis of two (2) Rights Shares with one (1) free Warrant for every two (2) existing Shares held by Shareholders as at the Books Closure Date, fractional entitlements to be disregarded.

The issue price of S\$0.05 for each Rights Share represents a discount of approximately 33.3% to the last transacted price of S\$0.075 per Share on the SGX-ST on 6 September 2005, being the last transacted price prior to the release of this announcement.

Based on the issued and paid-up share capital of the Company as at the date of this announcement of 392,000,000 Shares, a minimum of 392,000,000 Rights Shares with 196,000,000 Warrants will be issued pursuant to the Rights Issue, raising gross proceeds of S\$19.6 million assuming that the Rights Issue is fully subscribed.

As at the date of this announcement, there are (i) 10,849,000 outstanding share options granted under the Informatics Group Share Option Scheme, of which 6,993,000 share options are exercisable as at the date of this announcement and (ii) 78,400,000 outstanding warrants issued by the Company pursuant to its previous rights issue in 2004, all of which are exercisable as at the date of this announcement. Assuming that all the aforesaid exercisable outstanding share options and all the aforesaid outstanding warrants are exercised before the Books Closure Date, the issued and paid-up share capital of the Company as at the Books Closure Date would comprise 477,393,000 Shares, in which event a maximum of 477,393,000 Rights Shares with 238,696,500 Warrants will be issued pursuant to the Rights Issue, raising gross proceeds of approximately S\$23.9 million, assuming that the Rights Issue is fully subscribed.

Appropriate adjustments, if any, will be made to the outstanding warrants and share options of the Company, in connection with the Rights Issue.

Unless otherwise stated herein, all other principal terms of the Rights Issue, including the purpose of the Rights Issue and the use of proceeds arising therefrom as stated in the Company's announcement of 22 March 2005 remain unchanged.

The terms and conditions of the Rights Issue are subject to such changes as the Directors, after consultation with the Manager, may deem fit. The final terms and conditions of the Rights Issue will be contained in the Circular and the Offer Information Statement to be despatched by the Company to Entitled Shareholders in due course.

SHAREHOLDERS' UNDERTAKINGS

(a) Undertakings to Subscribe or Procure Subscriptions

As at the date of this announcement, BLCC and BGI hold 104,338,750 Shares and 9,601,250 Shares, representing approximately 26.6% and 2.4% of the existing issued and paid-up share capital of the Company, respectively.

Based on the updated terms of the Rights Issue as set out herein, the Berjaya Companies have today given the following undertakings to the Company:

- (i) BGI has given an irrevocable undertaking to the Company to subscribe and pay and/or procure subscriptions and payment for its provisional allotment of Rights Shares with Warrants under the Rights Issue (the "BGI Subscription Undertaking"); and
- (ii) BLCC has given an irrevocable undertaking to the Company to subscribe and pay and/or procure subscriptions and payment for such number of Rights Shares with Warrants under the Rights Issue whereby the aggregate gross proceeds of such subscription will amount to not less than S\$19,600,000 when combined with the aggregate gross proceeds of subscriptions received by the Company from all the other Shareholders pursuant to the Rights Issue, whether by way of acceptance of Rights Shares with Warrants to be provisionally allotted to BLCC and/or by way of application for excess Rights Shares with Warrants which are not taken up and/or applied for by the other Shareholders, if any (the "BLCC Subscription Undertaking").

Pursuant to the BLCC Subscription Undertaking, BLCC will rank last in priority in the allotment of excess Rights Shares with Warrants which are not taken up by the other Shareholders. Berjaya Land Berhad, which is the holding company of BLCC, has today undertaken to guarantee the due and punctual performance by BLCC of its obligations,

(collectively, the BGI Subscription Undertaking and the BLCC Subscription Undertaking shall be referred to as the "Undertakings").

The Undertakings are subject to and conditional upon, *inter alia*, the Whitewash Resolution having been passed by the independent Shareholders by way of a poll at the EGM.

(b) Undertakings to Vote

In addition to the Undertakings, based on the updated terms of the Rights Issue as set out herein, BLCC and BGI have today further given irrevocable undertakings to the Company

to vote in favour of all resolutions which are to be proposed at the EGM to sanction or approve, *inter alia*, the Rights Issue (as updated herein), the increase in the authorised share capital of the Company in conjunction with the Rights Issue and all other matters relating thereto or proposed thereat in respect of their respective shareholdings in the Company, save that the Berjaya Companies will be allowed to abstain from voting on the Whitewash Resolution in accordance with the conditions of the Whitewash Waiver and will be required to vote in favour of the resolution(s) to approve or ratify the Berjaya Loan (if required to be approved by the Shareholders) only to the extent that they are permitted to do so under the relevant laws, rules and regulations.

INCREASE IN AUTHORISED SHARE CAPITAL AND AMENDMENTS TO THE MEMORANDUM OF ASSOCIATION IN CONJUNCTION WITH THE RIGHTS ISSUE

In conjunction with the Rights Issue, the authorised share capital of the Company is proposed to be 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 to accommodate the issue of the Rights Shares and any future issue of Shares by the Company. Shareholders' approval will be sought at the EGM for the proposed increase in the authorised share capital of the Company. Amendments are also proposed to be made to the Memorandum of Association of the Company to reflect the Company's new capital structure after the proposed increase in the authorised share capital of the Company.

APPROVALS

The Rights Issue, as updated in the manner set out herein, is subject to, *inter alia*, the following:-

- (a) the approval in-principle of the SGX-ST for the dealing in, listing of and quotation for the Rights Shares, the Warrants and the New Shares on the Main Board of the SGX-ST having been obtained;
- (b) the Rights Issue having been approved by Shareholders at the EGM;
- (c) the approval of Shareholders at the EGM for the increase in the authorised share capital of the Company 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; and
- (d) the lodgement of the Offer Information Statement with the Monetary Authority of Singapore.

WHITEWASH WAIVER

Based on the updated terms of the Rights Issue as set out herein and the fulfilment of the Undertakings by the Berjaya Companies, the aggregate shareholding of Tan Sri and his concert parties in the Company immediately after the close of the Rights Issue will be between 29.1% and 64.5% (depending on the number of Rights Shares with Warrants subscribed for by the other Shareholders and assuming Tan Sri and his concert parties do not exercise their existing warrants and share options in the Company). On the same basis, if Tan Sri and his concert parties were to further exercise in full, their Warrants acquired under the Rights Issue, their collective shareholding in the Company may rise further to up to a maximum of 71.6%. There will therefore be circumstances under which Tan Sri and his concert parties may, under Rule 14 of the Code, be obliged to make a general offer for the remaining Shares not already owned or controlled by them. Accordingly, a further application was made to the SIC for the waiver of the obligation by Tan Sri

and his concert parties to make a general offer for the Company under Rule 14 of the Code if, as a result of subscribing for Rights Shares with Warrants and excess Rights Shares with Warrants under the Rights Issue (as updated herein) and/or exercising the Warrants acquired pursuant to the Rights Issue (as updated herein), the shareholding of Tan Sri and his concert parties increase to 30% or more of the Company's enlarged issued share capital.

The SIC had on 30 August 2005, in reply, confirmed that its ruling of 14 February 2005 to grant the Whitewash Waiver still stands and that the conditions imposed by SIC for the Whitewash Waiver, including the conditions set out under the heading "Whitewash Waiver" in the Company's announcement of 22 March 2005 (one of which required a majority of the independent Shareholders present and voting at the EGM to approve by way of a poll, the Whitewash Resolution to waive their rights to receive a general offer for the Company from Tan Sri and his concert parties), continue to apply without any changes.

The Company had previously announced on 22 March 2005 and 26 May 2005 that the proposed Rights Issue is subject to the approval of independent Shareholders by way of a poll for the Whitewash Resolution at the EGM and all other conditions of the Whitewash Waiver having been satisfied. To lend greater flexibility to the Company in the conduct of the Rights Issue, the Company has decided that it would reserve the right to proceed with the Rights Issue (as updated herein) in the event the approval for the Whitewash Resolution (based on the updated terms of the Rights Issue as set out herein) is not obtained from the independent Shareholders if the Directors are of the view that it is in the interests of the Company to do so even without the benefit of the Undertakings.

THE BERJAYA LOAN

BLCL has today agreed to increase the principal amount of the Berjaya Loan facility from S\$4 million to S\$7 million, such loan facility to be available to the Company until the close of the Rights Issue, in order to assist the Company in tiding over this financially difficult period. All material terms of the Berjaya Loan Agreement are unchanged and remain in full force and effect in all respects.

RESPONSIBILITY STATEMENT

The Directors (including those who may have been delegated detailed supervision of the preparation of this announcement) have taken all reasonable care to ensure that the facts stated in this announcement are fair and accurate and that no material facts have been omitted from this announcement, and they jointly and severally accept responsibility accordingly.

By Order of the Board
Raymond Quek Hiong How
Company Secretary
6 September 2005
Singapore