

INFORMATICS EDUCATION LTD.

(Incorporated in the Republic of Singapore)
Company Registration No. 198303419G

BERJAYA LEISURE CAPITAL (CAYMAN)**LIMITED**

(Incorporated in the Cayman Islands)
Company Registration No. 53210

**NOTICE TO SHAREHOLDERS AND WARRANTHOLDERS REGARDING
ELECTRONIC DESPATCH OF EXIT OFFER AND WARRANTS OFFER LETTER**

4 November 2022

Dear Sir/Madam

To: The Shareholders and Warrantholders of Informatics Education Ltd.

EXIT OFFER AND WARRANTS OFFER IN CONNECTION WITH THE DIRECTED DELISTING OF INFORMATICS EDUCATION LTD. PURSUANT TO RULES 1315 AND 1306 READ TOGETHER WITH RULE 1309 OF THE LISTING MANUAL OF THE SINGAPORE EXCHANGE SECURITIES TRADING LIMITED, AND RULE 19 OF THE SINGAPORE CODE ON TAKE-OVERS AND MERGERS

1. INTRODUCTION

Berjaya Leisure Capital (Cayman) Limited (the “**Offeror**”) and Informatics Education Ltd. (the “**Company**”) refer to the announcement dated 17 October 2022 jointly released by the Offeror and the Company (“**Joint Announcement**”) in connection with the unconditional cash exit offer (the “**Exit Offer**”) to acquire all the issued and paid-up ordinary shares in the capital of the Company (the “**Shares**”), other than those Shares already owned, controlled, or agreed to be acquired by the Offeror as at the date of the Exit Offer (the “**Offer Shares**”), in accordance with Section 139 of the Securities and Futures Act 2001 of Singapore and the Singapore Code on Take-overs and Mergers (the “**Code**”). The Offeror also intends to make an unconditional cash offer to acquire all the outstanding warrants issued by the Company, other than those already owned, controlled or agreed to be acquired by the Offeror (the “**Warrants Offer**”) as at the date of the Warrants Offer (the “**Offer Warrants**”).

Unless otherwise defined, capitalised terms in this notification (the “**Notification**”) shall have the same meanings as set out in the letter containing, *inter alia*, the terms of the Exit Offer and the Warrants Offer.

2. EXIT OFFER AND WARRANTS OFFER LETTER, AND INSTRUCTIONS ON HOW TO ACCESS THE ELECTRONIC VERSION OF THE EXIT OFFER AND WARRANTS OFFER LETTER

2.1. As stated in the Joint Announcement, the Offeror and the Company have opted to electronically disseminate the Exit Offer and Warrants Offer Letter, pursuant to the Securities Industry Council’s Public Statement on Despatch of Take-Over Documents under the Code issued on 6 May 2020, 29 September 2020 and 29 June 2021. An electronic copy of the Exit Offer and Warrants Offer Letter dated 4 November 2022 which contains, among others, the Company’s Letter to Shareholders and Warrantholders (which includes the advice of the IFA to the Recommending Directors in relation to the terms of the Exit Offer and the Warrants Offer as well as the recommendation of the Recommending Directors to the Shareholders and the Warrantholders in relation to the Exit Offer and the Warrants Offer respectively), has been published on the website of the SGX-ST at <https://www.sgx.com> and on the website of the Company at <http://www.informaticseducation.com>. Accordingly, please note that no printed copies of the Exit Offer and Warrants Offer Letter will be despatched to the Shareholders and the Warrantholders.

- 2.2. Additionally, an electronic copy of the Form of Acceptance and Authorisation for Offer Shares (the “**FAA**”), the Form of Acceptance and Authorisation for Offer Warrants (the “**Warrants FAA**”), the Form of Acceptance and Transfer for Offer Shares (the “**FAT**”), and the Form of Acceptance and Transfer for Offer Warrants (the “**Warrants FAT**”) (collectively, the “**Acceptance Forms**”) have, as of the date of this Notification, been published on the websites of the SGX-ST and the Company.
- 2.3. To locate the electronic version of the Exit Offer and Warrants Offer Letter and the Acceptance Forms on the SGX-ST’s website, you may access the SGX-ST’s website at <https://www.sgx.com>. Under the section “**Securities**”, select “**Company Announcements**” and then enter the company name “**Informatics Education Ltd.**” in the box titled “**Filter by Company/Security Name**”. “**Informatics Education Ltd.**” will appear as a drop-down item below the filter box. Thereafter, you will be directed to the Company’s announcement page on the SGX-ST’s website at <https://www.sgx.com/securities/company-announcements?value=INFORMATICS%20EDUCATION%20LTD.&type=company>. Locate the announcement dated 4 November 2022 and titled “**Tender/Acquisition/Takeover/Purchase Offer: Voluntary**”, and click on the link in the “**Attachments**” section of the announcement to download the electronic version of the Exit Offer and Warrants Offer Letter and the Acceptance Forms. Alternatively, to directly access the Company’s announcement page on the SGX-ST’s website, please scan the following QR Code:



- 2.4. The electronic version of the Exit Offer and Warrants Offer Letter and the Acceptance Forms are also located on the “**Investor & Media Centre**” page on the Company’s website. To locate the electronic version of the Exit Offer and Warrants Offer Letter and the Acceptance Forms, you may access the Company’s website at www.informaticseducation.com. Under the section “**Investor & Media Centre**”, click on “**Stock Exchange Announcements**”, and then click on the link to the announcement dated 4 November 2022 and titled “**Joint Announcement – Electronic Despatch of The Exit Offer and Warrants Offer Letter**” to download the electronic version of the Exit Offer and Warrants Offer Letter and the Acceptance Forms. Alternatively, to directly access the “**Investor & Media Centre**” page on the Company’s website, please scan the following QR Code:



- 2.5. If you wish to receive a hardcopy of the Exit Offer and Warrants Offer Letter, please contact the Company’s receiving agent, share registrar cum warrant agent (“**Receiving Agent, Share Registrar cum Warrant Agent**”), M & C Services Private Limited, at its office located at 112 Robinson Road, #05-01, Singapore 068902, who will arrange to forward a hardcopy of the Exit Offer and Warrants Offer Letter to you by ordinary post and at your own risk to your address in Singapore as shown on the Register of holders of the Shares or Warrants or, as the case may be, in the records of the Central Depository (Pte) Limited (“**CDP**”).
- 2.6. A physical copy of the relevant Acceptance Form(s) is also enclosed with this Notification.

3. CONTENTS OF THIS ENVELOPE

You should receive in this envelope:

- (a) (if you hold Offer Shares and/or Offer Warrants deposited with CDP) a FAA and/or a Warrants FAA, or (if you hold Offer Shares and/or Offer Warrants in scrip form) a FAT and/or a Warrants FAT; and
- (b) pre-addressed envelope(s).

If you do not receive any of the above documents, you should contact (a) CDP (if you hold Offer Shares or Offer Warrants deposited with CDP) at CDP's Customer Service Hotline +65 6535 7511 during its operating hours or email CDP at asksgx@sgx.com for assistance or (b) the Receiving Agent, Share Registrar cum Warrant Agent, M & C Services Private Limited (if you hold Offer Shares or Offer Warrants in scrip form) at its office located at 112 Robinson Road, #05-01, Singapore 068902 or the telephone number +65 6227 6660.

4. CLOSING DATE

The Exit Offer and the Warrants Offer will close at 5.30 p.m. (Singapore time) on 2 December 2022 or such later date(s) as may be announced from time to time by or on behalf of the Offeror (the "Closing Date").

5. PROCEDURES FOR ACCEPTANCE

If you do not wish to accept the Exit Offer and/or the Warrants Offer, no action is required from you.

If you wish to accept the Exit Offer and/or the Warrants Offer in respect of your Offer Shares and/or Offer Warrants:

- (a) if you are a depositor (who is not a depository agent) and hold Offer Shares and/or Offer Warrants which are deposited with CDP, you should submit the duly completed and signed original FAA and/or Warrants FAA:
 - (i) **by post**, in the enclosed pre-addressed envelope at your own risk, to **Berjaya Leisure Capital (Cayman) Limited c/o The Central Depository (Pte) Limited, at Robinson Road Post Office P.O. Box 1984 Singapore 903934**; or
 - (ii) **in electronic form**, via SGX-ST's Investor Portal at <https://investors.sgx.com>; and
- (b) if you hold Offer Shares and/or Offer Warrants which are not deposited with CDP, you should submit the duly completed and signed original FAT and/or Warrants FAT **by hand** or **by post** (in the enclosed pre-addressed envelope(s) at your own risk) to:

**BERJAYA LEISURE CAPITAL (CAYMAN) LIMITED
c/o M & C Services Private Limited
112 Robinson Road #05-01
Singapore 068902**

in each case so as to arrive not later than 5.30 p.m. (Singapore time) on the Closing Date.

6. GENERAL

- 6.1. The views of the Recommending Directors and the IFA on the terms of Exit Offer and the Warrants Offer are set out in Annex A to the Company's Letter to Shareholders and Warrantholders in **Appendix VI** to the Exit Offer and Warrants Offer Letter. You may wish to consider their views before taking any decision on the Exit Offer and the Warrants Offer. Please also refer to paragraph 12 of the Exit Offer and Warrants Offer Letter on the implications of holding on to shares and warrants in an unlisted public company.
- 6.2. If you are in doubt about any of the matters referred to in this Notification, you should consult your stockbroker, bank manager, solicitor, accountant, tax adviser or other professional adviser immediately.

7. RESPONSIBILITY STATEMENTS

- 7.1. The directors of the Offeror (“**Offeror Directors**”) (including any Offeror Director who may have delegated detailed supervision of this Notification) have taken all reasonable care to ensure that the facts stated and all opinions expressed herein (other than those relating to the Company and its subsidiaries, and the IFA) are fair and accurate and that there are no other material facts not contained in this Notification, the omission of which would make any statement in this Notification misleading. Where any information in this Notification has been extracted or reproduced from published or otherwise publicly available sources or obtained from the Company, the sole responsibility of the Offeror Directors have been to ensure through reasonable enquiries that such information is accurately and correctly extracted from such sources or, as the case may be, reflected or reproduced in this Notification. The Offeror Directors jointly and severally accept responsibility accordingly.
- 7.2. The directors of the Company (“**Company Directors**”) (including any Company Director who may have delegated detailed supervision of this Notification) have taken all reasonable care to ensure that the facts stated and opinions expressed herein (other than those relating to the Offeror, the Concert Party and the IFA) are fair and accurate and that no material facts have been omitted from this Notification, the omission of which would make any statement in this Notification misleading. Where any information in this Notification has been extracted or reproduced from published or publicly available sources or obtained from the Offeror, the Concert Party or the IFA, the sole responsibility of the Company Directors has been to ensure through reasonable enquiries that such information is accurately and correctly extracted from such sources or, as the case maybe, accurately reflected or reproduced in this Notification. The Company Directors jointly and severally accept responsibility accordingly.

BY ORDER OF THE BOARD
Informatics Education Ltd.

Yau Su Peng
Executive Chairman
4 November 2022

BY ORDER OF THE BOARD
Berjaya Leisure Capital (Cayman) Limited

Vivienne Cheng Chi Fan
Director
4 November 2022