

# NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the annual general meeting (the “**AGM**”) of Biolidics Limited (the “**Company**”) will be held at Metropolitan YMCA Singapore (Cassia Room), 60 Stevens Road, Singapore 257854 on Monday, 29 April 2024 at 11.00 a.m. for the following purposes:

## Ordinary Business

1. To receive and adopt the audited financial statements of the Company for the financial year ended 31 December 2023 (“**FY2023**”), the directors’ statement and the auditor’s report thereon. **(Resolution 1)**
2. To approve the payment of Directors’ fees of up to S\$230,000 for the financial year ending 31 December 2024 (“**FY2024**”), payable quarterly in arrears. **(Resolution 2)**
3. To re-elect Mr Gavin Mark McIntyre, a Director retiring pursuant to Regulation 97 of the Company’s Constitution. (See Explanatory Note 1) **(Resolution 3)**
4. To re-elect Mr Ian David Brown, a Director retiring pursuant to Regulation 97 of the Company’s Constitution. (See Explanatory Note 2) **(Resolution 4)**
5. To re-elect Mr Liew Yoke Pheng Joseph, a Director retiring pursuant to Regulation 103 of the Company’s Constitution. (See Explanatory Note 3) **(Resolution 5)**
6. To re-elect Mr Zhu Hua, a Director retiring pursuant to Regulation 103 of the Company’s Constitution. (See Explanatory Note 4) **(Resolution 6)**
7. To appoint PKF-CAP LLP (“**PKF**”) as auditors (“**Auditors**”) of the Company in place of the retiring auditors, Baker Tilly TFW LLP (“**Baker Tilly**”), to hold office until the conclusion of the next AGM and to authorise the Directors to fix their remuneration. (See Explanatory Note 5) **(Resolution 7)**
8. To transact any other ordinary business which may be properly transacted at the AGM.

## Special Business

To consider and, if thought fit, to pass the following resolutions as ordinary resolutions, with or without any modifications:

### 9. **Authority to allot and issue shares in the capital of the Company (“Shares”)**

“THAT pursuant to Section 161 of the Companies Act 1967 of Singapore (the “**Act**”) and Rule 806 of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) Listing Manual Section B: Rule of Catalyst (“**Catalist Rules**”) and the Constitution, the Directors be and hereby authorised to:

- I. (a) allot and issue Shares whether by way of rights, bonus or otherwise; and/or
  - (b) make or grant offers, agreements or options (collectively, “**Instruments**”) that might or would require Shares to be issued including but not limited to the creation and issue of (as well as adjustments to) options, warrants, debentures, or other instruments convertible into Shares;

at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may in their absolute discretion deem fit; and

- II. (notwithstanding that the authority conferred by this resolution may have ceased to be in force) issue Shares in pursuance of any Instrument made or granted by the Directors while this resolution was in force,

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provided that:

- (a) the aggregate number of Shares to be issued pursuant to this resolution (including Shares to be issued in pursuance of Instruments, made or granted pursuant to this resolution), shall not exceed 100% of the total issued Shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (b) below), of which the aggregate number of Shares to be issued other than on a *pro-rata* basis to the existing shareholders of the Company (“**Shareholders**”) shall not exceed 50% of the total issued Shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (b) below);
- (b) (subject to such manner of calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of Shares (including Shares to be issued in pursuance of the Instruments, made or granted pursuant to this resolution) that may be issued under sub-paragraph (a) above, the percentage of the issued Shares shall be based on the total issued Shares (excluding treasury shares and subsidiary holdings) at the time this resolution is passed, after adjusting for:
  - (i) new Shares arising from the conversion or exercise of any convertible securities;
  - (ii) new Shares arising from exercising of share options or vesting of share awards, provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules; and
  - (iii) any subsequent bonus issue, consolidation or subdivision of Shares.

Adjustments in accordance with Rule 806(3)(a) or Rule 806(3)(b) of the Catalist Rules are only to be made in respect of new Shares arising from convertible securities, share options or share awards which were issued and outstanding or subsisting at the time of the passing of the resolution approving the mandate;

- (c) in exercising the authority conferred by this resolution, the Company shall comply with the provisions of the Catalist Rules for the time being in force (unless such compliance has been waived by the SGX-ST), and all applicable legal requirements under the Act and the Constitution for the time being; and
- (d) the authority conferred by this resolution shall, unless revoked or varied by the Company in a general meeting, continue to be in force until the conclusion of the next AGM or the date by which the next AGM is required by law to be held, whichever is earlier.”

(See [Explanatory Note 6](#))

**(Resolution 8)**

10. **Authority to grant awards and to allot and issue Shares pursuant to the Biolidics Performance Share Plan**

“THAT pursuant to Section 161 of the Act, authority be and is hereby given to the Directors to:

- (i) offer and grant awards (“**Awards**”) from time to time in accordance with the provisions of the Biolidics Performance Share Plan (the “**PSP**”); and
- (ii) allot and issue from time to time such number of new Shares as may be required to be issued pursuant to the vesting of Awards granted under the PSP,

provide always that the aggregate number of Shares issued and issuable pursuant to the Awards granted under the PSP, when added to (i) the number of Shares issued and issuable and/or transferred or transferable in respect of all Awards granted thereunder; and (ii) all other Shares issued and issuable and/or transferred or transferable in respect of all share options granted or share awards granted under any other share incentive schemes or share plans adopted by the Company, shall not exceed 15% of the total issued Shares (excluding treasury shares and subsidiary holdings) from time to time; and that such authority shall, unless revoked or varied by the Company in a general meeting, continue in force until the conclusion of the next AGM or the date by which the next AGM is required by law to be held, whichever is earlier.”

(See Explanatory Note 7)

**(Resolution 9)**

**By Order of the Board**

Nor Hafiza Alwi  
Company Secretary  
Singapore

12 April 2024

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## EXPLANATORY NOTES:

- (1) Mr Gavin Mark McIntyre (“**Mr McIntyre**”) will, upon re-election as a Director, remain as a Non-Executive Independent Chairman of the Company. Mr McIntyre is considered by the Board to be independent for the purpose of Rule 704(7) of the Catalist Rules. Detailed information on Mr McIntyre can be found under the sections entitled “Board of Directors” and “Additional Information on Directors Seeking Re-election” of the Company’s annual report for FY2023 (“**FY2023 Annual Report**”).
- (2) Mr Ian David Brown (“**Mr Brown**”) will, upon re-election as a Director, remain as an Independent Director of the Company. Mr Brown is considered by the Board to be independent for the purpose of Rule 704(7) of the Catalist Rules. Detailed information on Mr Brown can be found under the sections entitled “Board of Directors” and “Additional Information on Directors Seeking Re-election” of the Company’s “FY2023 Annual Report”.
- (3) Mr Liew Yoke Pheng Joseph (“**Mr Liew**”) will, upon re-election as a Director, remain as an Independent Director of the Company. Mr Liew is considered by the Board to be independent for the purpose of Rule 704(7) of the Catalist Rules. Detailed information on Mr Liew can be found under the sections entitled “Board of Directors” and “Additional Information on Directors Seeking Re-election” of the Company’s FY2023 Annual Report.
- (4) Mr Zhu Hua (“**Mr Zhu**”) will, upon re-election as a Director, remain as a Non-Executive Non-Independent Director of the Company. Detailed information on Mr Zhu can be found under the sections entitled “Board of Directors” and “Additional Information on Directors Seeking Re-election” of the Company’s FY2023 Annual Report.
- (5) Resolution 7 in item 7 above is to approve the appointment of PKF as Auditors of the Company for the financial year ending 31 December 2024 in place of retiring Auditors, Baker Tilly (the “**Proposed Appointment of Auditors**”), and to authorise the Directors to fix their remuneration. Please refer to the appendix to this Notice of AGM dated 12 April 2024 which sets out, among others, information on specific reasons for the Proposed Appointment of Auditors (the “**Appendix**”).

In accordance with Rule 712(3) of the Catalist Rules:

- (a) the outgoing Auditors, Baker Tilly, has confirmed in its professional clearance letter dated 1 April 2024 to PKF, confirming that save for the Disclaimer of Opinion and the basis for the Disclaimer of Opinion raised in their audit report dated 1 April 2024 on the audited consolidated financial statements of the Group and the Company for the financial year ended 31 December 2023, Baker Tilly is not aware of any professional reasons why PKF should not accept appointment as the Company’s Auditors;
  - (b) the Company confirms that, save for the Disclaimer of Opinion and the basis for the Disclaimer of Opinion raised in their audit report dated 1 April 2024 on the audited consolidated financial statements of the Group and the Company for the financial year ended 31 December 2023, there were no disagreements with the outgoing auditors, Baker Tilly, on accounting treatments within the last twelve (12) months;
  - (c) the Company confirms that it is not aware of any circumstances connected with the Proposed Appointment of Auditors that should be brought to the attention of Shareholders which have not been disclosed in the Appendix;
  - (d) the Company confirms that the specific reasons for the Proposed Appointment of Auditors is as disclosed in the Appendix; and
  - (e) the Company confirms that it is in compliance with Rules 712 and 715 of the Catalist Rules in relation to the Proposed Appointment of Auditors.
- (6) Resolution 8 in item 9, if passed, will empower the Directors, from the date of the AGM until the conclusion of the next AGM, or the date by which the next AGM is required by law to be held or such authority is varied or revoked by the Company in a general meeting, whichever is earlier, to allot and issue Shares, make or grant Instruments and to issue Shares pursuant to such Instruments, without seeking any further approval from Shareholders in a general meeting but within the limitation imposed by this resolution, for such purposes as the Directors may consider would be in the best interests of the Company. The aggregate number of Shares (including Shares to be made in pursuance of Instruments made or granted pursuant to this resolution) to be allotted and issued would not exceed 100% of the total issued share capital of the Company (excluding treasury shares and subsidiary holdings) at the time of passing of this resolution. For issue of Shares (including Shares to be made in pursuance of instruments made or granted pursuant to this resolution) other than on a pro-rata basis to all Shareholders shall not exceed 50% of the total number of issued share capital of the Company (excluding treasury shares and subsidiary holdings) at the time of the passing of this resolution.
  - (7) Resolution 9 in item 10, if passed, will empower the Directors to offer and grant Awards under the PSP, and to allot and issue Shares pursuant to the vesting of Awards granted under the PSP, provided that the aggregate number of Shares issued and issuable pursuant to the PSP, when added to (i) the number of Shares issued and issuable and/or transferred or transferable in respect of all awards granted thereunder; and (ii) all other Shares issued and issuable and/or transferred or transferable in respect of all share options granted or share awards granted under any other share incentive schemes or share plans adopted by the Company, shall not exceed 15% of the total issued share capital of the Company (excluding treasury shares and subsidiary holdings) of the Company from time to time.

## NOTES:

1. The AGM is being convened and will be held, in a wholly physical format, at Metropolitan YMCA Singapore (Cassia Room), 60 Stevens Road, Singapore 257854 on Monday, 29 April 2024 at 11.00 a.m.. Members, including CPF and SRS investors, and (where applicable) duly appointed proxies and representatives will be able to ask questions and vote at the AGM by attending the AGM in person. **There will be no option for members to participate virtually.**

Printed copies of this Notice of AGM and the accompanying Proxy Form have been despatched to the members. These documents will also be published on the Company’s website at the URL <http://www.biolidics.com> and on the website of the SGX-ST at the URL <http://www.sgx.com/securities/company-announcements>.

2. The FY2023 Annual Report and the Appendix dated 12 April 2024 in relation to the proposed appointment of auditors (“**Appendix**”) have been published on the Company’s website at the URL <http://www.biolidics.com> and on the website of the SGX-ST at the URL <http://www.sgx.com/securities/company-announcements>.

Members may request printed copies of these documents by completing and submitting the request form sent to them by post together with printed copies of this Notice and the accompanying Proxy Form.

3. The members of the Company may participate in the AGM by:
- attending the AGM in person;
  - raising questions at the AGM or submitting questions in advance of the AGM; and/or
  - voting at the AGM (i) themselves personally; or (ii) through their duly appointed proxy(ies).

Please bring along your NRIC/Passport so as to enable the Company to verify your identity. Members are requested to arrive early to facilitate the registration process and are advised not to attend the AGM if they are feeling unwell. Members are strongly encouraged to exercise social responsibility to rest at home and consider appointing a proxy(ies) to attend the AGM, if they are unwell.

4. A member who is unable to attend the AGM and wishes to appoint proxy(ies) to attend, speak and vote at the AGM on his/her/its behalf should complete, sign and return the instrument of proxy in accordance with the instructions printed thereon.
5. A proxy need not be a member of the Company.
6. In relation to the appointment of proxy(ies) to attend, speak and vote on his/her/its behalf at the AGM, a member (whether individual or corporate) appointing his/her/its proxy(ies) should give specific instructions as to his/her/its manner of voting, in respect of a resolution in the instrument of proxy. If no specific instructions as to voting are given, or in the event of any other matter arising at the AGM and at any adjournment thereof, the proxy(ies) will vote or abstain from voting at his/her/their discretion.
7. For investors who hold shares through relevant intermediaries, including Central Provident Fund Investment Schemes (“**CPF Investors**”) and/or Supplementary Retirement Scheme (“**SRS Investors**”) should approach their CPF Agent Banks or SRS Operators to submit their votes at least 7 working days before the AGM (by 11.00 a.m. on 18 April 2024). CPF/SRS Investors should contact their respective CPF Agent Banks or SRS Operators for any queries they may have with regard to the appointment of proxy for the AGM.
8. A member who is not a relevant intermediary is entitled to appoint not more than two (2) proxies to attend, speak and vote on his/her/its behalf at the AGM. Where such member appoints two (2) proxies, the proportion of the shareholding to be represented by each proxy shall be specified. If no proportion is specified, the Company shall be entitled to treat the first named proxy as representing the entire number of shares entered against his name in the Depository Register and any second named proxy as an alternate to the first named.
9. A member of the Company which is a corporation is entitled to appoint its authorised representative or proxy to vote on its behalf. The instrument appointing the proxy shall be either given under its common seal or signed on its behalf by an attorney or a duly authorised officer of the corporation. Where the instrument appointing a proxy or proxies is executed by an attorney on behalf of the appointor, the letter of power of attorney or a duly certified copy thereof must be lodged with the instrument of proxy. A corporation which is a member may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the AGM.

“**Relevant intermediary**” has the same meaning ascribed to it in Section 181 of the Companies Act 1967 of Singapore:

- a banking corporation licensed under the Banking Act 1970 of Singapore or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity;
  - a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act 2001 of Singapore and who holds shares in that capacity; or
  - the Central Provident Fund Board (“**CPF Board**”) established by the Central Provident Fund Act 1953 of Singapore, in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the CPF Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.
10. A member can appoint the Chairman of the Meeting as his/her/its proxy but this is not mandatory. If a member wishes to appoint the Chairman of the Meeting as proxy, such member (whether individual or corporate) must give specific instructions as to voting for, voting against, or abstentions from voting on, each resolution in the instrument appointing the Chairman of the Meeting as proxy. If no specific direction as to voting or abstentions from voting in respect of a resolution in the form of proxy, the Chairman as proxy will vote or abstain from voting at his discretion.
11. The instrument appointing a proxy or proxies, duly executed, must be submitted to the Company in the following manner:
- If sent personally or by post, be lodged at the office of the Company’s Share Registrar, B.A.C.S. Private Limited, located at 77 Robinson Road, #06-03 Robinson 77, Singapore 068896; or
  - If submitted by email, be received by the Company’s Share Registrar, B.A.C.S. Private Limited at [main@zicoholdings.com](mailto:main@zicoholdings.com),
- in either case, by 11.00 a.m. on 26 April 2024, being seventy-two (72) hours before the time appointed for the holding of the AGM.

**Members are strongly encouraged to submit completed proxy forms electronically via email.**

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12. Shareholders, including CPF and SRS investors, may submit substantial and relevant questions related to the resolutions to be tabled for approval at the AGM in advance of the AGM within 7 calendar days from the date of this Notice of AGM, i.e., no later than 19 April 2024 ("**Cut-Off Time**"):

- (a) post to the Company's registered office at 18 Howard Road, #11-09 Novelty BizCentre, Singapore 369585; or
- (b) by email to [circular@biolidics.com](mailto:circular@biolidics.com).

When submitting questions by post or via email, shareholders should also provide the Company with the following details for verification purposes: (a) full name of shareholder; (b) address of shareholder; and (c) the manner in which the shareholder holds shares in the Company (e.g., via CDP, CPF, SRS and/or scrip).

13. The Company will address all substantial and relevant questions received from shareholders by the Cut-Off Time by publishing its responses to such questions on the Company's website at the URL <http://www.biolidics.com> and the SGX website at the URL <https://www.sgx.com/securities/company-announcements> at least 48 hours prior to the closing date and time for the submission of instruments appointing a proxy(ies). The Company will respond to questions or follow-up questions (which are related to the resolutions to be tabled for approval at the Annual General Meeting) received after the Cut-Off Time either within a reasonable timeframe before the Annual General Meeting, or at the Annual General Meeting itself. Where substantially similar questions are received, the Company will consolidate such questions and consequently not all questions may be individually addressed.

14. For questions addressed during the AGM, the responses to such questions will be included in the minutes of the AGM which will be published on the Company's corporate website and on SGXNet within one (1) month after the AGM.

## PERSONAL DATA PRIVACY

Where a member of the Company submits an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, a member of the Company (i) consent to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the AGM (including adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.