NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the "**AGM**") of Biolidics Limited (the "**Company**") will be held by way of electronic means on Friday, 28 April 2023 at 3.00 p.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 2022 ("**FY2022**"), the directors' statement and the auditor's report thereon. **(Resolution 1)**

2. To approve the payment of directors' fees of up to S$160,000 for the financial year ending 31 December 2023 ("**FY2023**"), payable quarterly in arrears. **(Resolution 2)**

3. To re-elect Mr Song Tang Yih as a director of the Company ("**Director**"), who is retiring pursuant to Regulation 97 of the Company's constitution ("**Constitution**"), and who, being eligible, offers himself for re-election.
(See Explanatory Note 1) **(Resolution 3)**

4. To re-elect Ms Ch'ng Li-Ling as a Director, who is retiring pursuant to Regulation 103 of the Constitution and who, being eligible, offers herself for re-election.
(See Explanatory Note 2) **(Resolution 4)**

5. To note the retirement of Mr Chia Beng Kwan as a Director, who is retiring under Regulation 97 of the Constitution, and who will not be seeking re-election and will retire as a Director at the conclusion of the AGM.
(See Explanatory Note 3)

6. To note the cessation of Messrs Ernst & Young LLP as the independent auditor of the Company.
(See Explanatory Note 4)

7. 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:

8. **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 Catalist ("**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 5) **(Resolution 5)**

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9. **Authority to grant awards and to allot and issue Shares pursuant to the Biolidics Performance Share Plan ("PSP")**

"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 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,

provided 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 6) **(Resolution 6)**

By Order of the Board

Nor Hafiza Alwi
Company Secretary
Singapore

13 April 2023

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EXPLANATORY NOTES:

(1) Mr Song Tang Yih ("**Mr Song**") will, upon re-election as a Director, remain as an Executive Director and the Chief Executive Officer of the Company. Detailed information on Mr Song 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 FY2022 ("**FY2022 Annual Report**").

(2) Ms Ch'ng Li-Ling ("**Ms Ch'ng**") will, upon re-election as a Director, remain as an Independent Director of the Company. Ms Ch'ng is considered by the Board to be independent for the purpose of Rule 704(7) of the Catalist Rules. Detailed information on Ms Ch'ng can be found under the sections entitled "Board of Directors" and "Additional Information on Directors Seeking Re-election" of the FY2022 Annual Report.

(3) Mr Chia Beng Kwan will retire as an Independent Director of the Company at the conclusion of the AGM and concurrently relinquish his position as the chairman of the Nominating Committee and a member of the Audit Committee and the Remuneration Committee of the Company.

(4) Ernst & Young LLP ("**EY**") had expressed their intention not to seek re-appointment as the independent auditor of the Company at the AGM and the Company is taking the necessary steps to identify and appoint the new independent auditor (the "**New Auditor**"). The Company will be issuing a circular to Shareholders setting out, *inter alia*, the relevant details in relation to the New Auditor and to seek the approval of Shareholders for the appointment of the New Auditor at an extraordinary general meeting to be convened in due course and in any event, no later than 3 months after the cessation of EY as the Company's independent auditor at the conclusion of the AGM. The Company will update the Shareholders on material developments in relation to this matter as and when necessary.

(5) The resolution 5 in item 8 above, 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 to 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 the resolution) to be allotted and issued shall not exceed 100% of the total issued Shares (excluding treasury shares and subsidiary holdings) at the time of passing of the resolution. For an 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, the aggregate number of Shares (including Shares to be made in pursuance of instruments, made or granted pursuant to the resolution) to be alloted and issued shall not exceed 50% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) at the time of the passing of the resolution.

(6) The resolution 6 in item 9 above, 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 Shares (excluding treasury shares and subsidiary holdings) from time to time.

NOTES:

1. The AGM is being convened, and will be held, by way of electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. Printed copies of this Notice of AGM will not be sent to members. Instead, this Notice of AGM may be accessed 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. Alternative arrangement relating to attendance at the AGM via electronic means, submission of questions in advance of the AGM, addressing of substantial and relevant questions prior to the AGM and voting by appointing proxy(ies), are set out below. This Notice of AGM, the FY2022 Annual Report and the proxy form may be accessed on the Company's website at the URL http://www.biolidics.com and on the SGX-ST's website at the URL http://www.sgx.com/securities/company-announcements.

Participation in the AGM via Electronic Means

3. **The AGM will be held by way of electronic means and members will not be able to attend the AGM in person.** Shareholders including investors holding Shares through the Central Provident Fund ("**CPF**") or Supplementary Retirement Scheme ("**SRS**", and such investors, "**CPF/SRS Investors**") who wish to attend the AGM, will be able to watch the proceedings of the AGM through a "live" audio-visual webcast or listen to these proceedings through a "live" audio feed. In order to do so, they must pre-register at the pre-registration website https://globalmeeting.bigbangdesign.co/biolidics2023/ by 3.00 p.m. on 25 April 2023 ("**Registration Cut-Off Time**").

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4. Following authentication of his/her/its status, the authenticated Shareholders, proxies and Investors will receive email instructions ("**Confirmation Email**") on how to access the "live" audio-visual webcast and "live" audio feed of the proceedings of the AGM by 10.00 a.m. on 27 April 2023. Shareholders and CPF/SRS Investors who have pre-registered for the "live" audio-visual webcast or "live" audio-only stream but who have not received the Confirmation Email by 10.00 a.m. on 27 April 2023, should contact the Company's webcast vendor, Big Bang Design Pte Ltd at webcast@bigbangdesign.co.

5. The CPF/SRS investors who wish to participate in the AGM by (a) watching and/or listening to the AGM proceedings through "live" audio-visual webcast; (b) submitting questions in advance of, or "live" at the AGM; and/or (c) attending the AGM or appointing proxy(ies) to attend, speak or vote at the AGM, should also approach their respective CPF Agent Banks or SRS Operators to make the necessary arrangements at least seven (7) working days before the AGM.

6. Investors who hold their Shares through relevant intermediaries as defined in Section 181 of the Act (other than CPF/SRS) and who wish to participate in the AGM by (a) watching and/or listening to the AGM proceedings through "live" audio-visual webcast; (b) submitting questions in advance of, or "live" at the AGM; and/or (c) attending the AGM "live" by the Shareholders themselves or appointing proxy(ies) to attend, speak or vote at the AGM, should also approach their respective relevant intermediaries through which they hold such Shares at least seven (7) working days before the AGM in order to make the necessary arrangements for them to participate in the AGM.

Submitting questions in advance of the AGM

7. Shareholders who have registered and have been authenticated as members of the Company will be able to ask questions relating to the resolutions to be tabled for approval at the AGM during the AGM by submitting text questions via the chatbox function to input their queries upon joining the webcast. The Company will endeavour to respond to such queries during the AGM as far as reasonably practicable.

8. Shareholders and Investors may submit questions in advance of the AGM. All questions, together with the full names, identification numbers, contact numbers, email addresses of the Shareholders and Investors and manner in which they hold Shares must be submitted no later than 3.00 p.m. on 19 April 2023 via the pre-registration website at the URL: https://globalmeeting.bigbangdesign.co/biolidics2023/ or via email to the Company at main@zicoholdings.com.

9. The Company will endeavour to address all substantial and relevant questions received from the Shareholders and Investors via the Company's website at the URL http://www.biolidics.com and the SGX-ST's website at the URL http://www.sgx.com/securities/company-announcements, at least forty-eight (48) hours prior to the closing date and time for the lodgement of the proxy forms. Where substantially similar questions are received, the Company will consolidate such questions and consequently, not all questions may be individually addressed.

10. Any relevant and substantial questions received after 19 April 2023 shall be addressed during the AGM. The Company will publish the minutes of the AGM, including substantial and relevant queries from Shareholders addressed during the AGM, if any, on SGXNET and/or the Company's website within one (1) month after the date of AGM.

11. Investors (other than CPF/SRS Investors) will not be able to submit questions relating to the business of the AGM via the methods set out above. Instead, they should approach their relevant intermediaries as soon as possible in order for the relevant intermediaries to make necessary arrangements for them to submit questions in advance of the AGM.

Voting by Shareholders

12. Shareholders and Investors who wish to exercise their voting rights at the AGM may:

    (i) (where the Shareholder is an individual) attend and vote "live" at the AGM;

    (ii) (where the Shareholder is an individual or a corporate) appoint proxy(ies) to attend and vote "live" at the AGM on their behalf; and

    (iii) (where the Shareholder is an individual or a corporate) appoint the Chairman of the AGM as proxy to vote on their behalf.

    "Live" voting will be conducted during the AGM. It is important for Shareholders and proxies to have their own web-browser enabled devices ready for voting during the AGM. Examples of web-browser enabled devices include mobile smartphones, laptops, tablets or desktop computers with internet capabilities.

    Shareholders and proxies who have indicated their preference for "live" voting during pre-registration may cast their votes at the AGM by following the instructions provided in the Confirmation Email.

    Shareholders and proxies should therefore have their Confirmation Email containing the instructions handy for reference. For the avoidance of doubt, "live" voting is not permissible by the audio-only feed.

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Submission of Proxy Form

13. A Shareholder who is not a relevant intermediary is entitled to appoint not more than two (2) proxies. Where such Shareholder's proxy form appoints more than one (1) proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the instrument.

14. A Shareholder who is a relevant intermediary is entitled to appoint more than two (2) proxies, but each proxy must be appointed to exercise the rights attached to a different shares or shares held by such member. Where such Shareholder's proxy form appoints more than two (2) proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the proxy form.

15. The proxy form may be accessed at the Company's website at the URL http://www.biolidics.com and on the SGX-ST's website at the URL http://www.sgx.com/securities/company-announcements.

    The proxy form is not valid for use by Investors (including CPF/SRS Investors) and shall be ineffective for all intents and purposes if used or purported to be used by them. An Investor who wishes to vote should instead approach his/her immediate intermediary as soon as possible to specify his/her voting instruction. CPF/SRS Investors who wish to appoint the Chairman of the AGM as proxy should approach their respective CPF Agent Banks or SRS Operators to submit their voting instruction by 3.00 p.m. on 19 April 2023, being seven (7) working days before the AGM.

    The relevant intermediary is required to submit a consolidated list of participants (setting out in respect of each participant, his/her name, email address and NRIC/Passport number) to the Company's Share Registrar, B.A.C.S. Private Limited, via email to main@zicoholdings.com no later than 3.00 p.m. on 25 April 2023.

16. The proxy(ies), need not be a member of the Company.

17. The proxy form appointing proxy(ies) must be submitted to the Company in the following manner:

    (a) if submitted by post, must be deposited at the registered 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

    (b) if submitted electronically, must be submitted via email to main@zicoholdings.com,

    in either case, not less than seventy-two (72) hours before the time fixed for holding the AGM.

    A member who wishes to submit a proxy form must first download, complete and sign the proxy form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above.

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

18. Where the proxy form is executed by an individual, it must be executed under the hand of the individual or his attorney duly authorised. Where the proxy form is executed by a corporation, it must be executed either under its common seal (or by the signatures of authorised persons in the manner as set out under the Act as an alternative to sealing) or under the hand of an attorney or a duly authorised officer of the corporation.

19. Where the proxy form is signed on behalf of the appointor by an attorney, the letter or power of attorney (or other authority) or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the proxy form, failing which the proxy form may be treated as invalid.

20. A depositor shall not be regarded as a member of the Company entitled to attend and vote at the AGM unless his/her/its name appears on the Depository Register maintained by The Central Depository (Pte) Limited not less than seventy-two (72) hours before the time appointed for holding the AGM.

PERSONAL DATA PRIVACY

By (a) submitting a proxy form appointing proxy(ies) to vote at the AGM and/or any adjournment thereof, (b) submitting any questions prior to the AGM, or (c) submitting the pre-registration form in accordance with this Notice of AGM, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of proxy forms appointing proxy(ies) for the AGM (including any adjournment thereof); processing the pre-registration forms for purposes of granting access to members for the "live" webcast or "live" audio stream and providing viewers with any technical assistance, when necessary; addressing substantial and relevant questions from members received in advance of the AGM; the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines, and (ii) 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.