

**BIOSENSORS INTERNATIONAL GROUP, LTD.**  
(Incorporated in Bermuda as an exempted company limited by shares)  
(Company Registration Number: 24983)

**NOTICE OF 2014 ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the 2014 Annual General Meeting (“AGM”) of Biosensors International Group, Ltd. (the “Company”) will be held at Level 3, Meeting Room 300, Suntec Singapore Convention & Exhibition Centre, 1 Raffles Boulevard, Suntec City, Singapore 039593 on Thursday, 24 July 2014 at 10:00 a.m. to transact the following business:

**ORDINARY BUSINESS**

1. To receive and adopt the Statement by Directors and the Audited Financial Statements of the Company for the financial year ended 31 March 2014 together with the Independent Auditors’ Report thereon. **(Resolution 1)**
2. To re-elect the following Directors, retiring by rotation pursuant to Bye-law 104 of the Company’s Bye-laws and who, being eligible, has offered themselves for re-election:  
(a) Mr. Yoh-Chie LU **(Resolution 2)**  
(b) Mr. Qiang JIANG **(Resolution 3)**
3. To record the retirement of Dr. Jack WANG pursuant to Bye-law 104 of the Company’s Bye-laws, who has decided not to seek for re-election.
4. To re-elect the following Directors, who being appointed by the Board of Directors of the Company after the last annual general meeting of the Company, is retiring pursuant to Bye-law 107(B) of the Company’s Bye-laws and being eligible, has offered themselves for re-election:  
(a) Mr. Dong LIU **(Resolution 4)**  
(b) Mr. Bin WU **(Resolution 5)**
5. To approve the payment of Directors’ fees of up to S\$600,000 for the financial year ending 31 March 2015, to be paid quarterly in arrears (FY2014: S\$514,667). **(Resolution 6)**
6. To re-appoint Messrs Ernst & Young LLP as Auditors of the Company for the ensuing year and to authorize the Directors to fix their remuneration. **(Resolution 7)**
7. To transact any other ordinary business which may properly be transacted at an AGM.

**SPECIAL BUSINESS**

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

8. **General Share Issue Mandate** **(Resolution 8)**

That pursuant to the Listing Manual of the SGX-ST, authority be and is hereby given to the Directors of the Company (a) to issue shares (“Shares”) in the capital of the Company whether by way of rights, bonus or otherwise, and (b) to 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) warrants, debentures or other instruments convertible into Shares, at any time and upon such terms and conditions and to such persons as the Directors may, in their absolute discretion, deem fit provided that:

- A. the aggregate number of Shares (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed fifty per cent. (50%) of the total number of issued shares (excluding treasury shares) in the capital of the Company (as calculated in accordance with sub-paragraph B below), of which the aggregate number of Shares (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) to be issued other than on a pro rata basis to all shareholders of the Company shall not exceed twenty per cent. (20%) of the total number of issued shares (excluding treasury shares) in the capital of the Company (as calculated in accordance with sub-paragraph B below);
- B. for the purpose of determining the aggregate number of Shares that may be issued under sub-paragraph A above, the percentage of issued shares (excluding treasury shares) in the capital of the Company shall be based on the total number of issued shares (excluding treasury shares) of the Company as at the date of the passing of this Resolution, after adjusting for:
  - (i) new shares arising from the conversion or exercise of any convertible securities or Share options or vesting of Share awards which are outstanding or subsisting at the time this Resolution is passed; and
  - (ii) any subsequent consolidation or subdivision of Shares; and
- C. unless revoked or varied by the Company in general meeting, the authority conferred by this Resolution shall, continue in force until the conclusion of the Company’s next AGM or the date by which the next AGM of the Company is required to be held, whichever is earlier, provided that such authority shall continue (notwithstanding that the authority conferred by this Resolution may have ceased to be in force) in relation to the issue of Shares in pursuance of any Instrument made or granted by the Directors while this Resolution was in force. (See Note 2)

9. **The Proposed Renewal Of The Share Buy-Back Mandate** **(Resolution 9)**

That:

- A. the Directors of the Company be and are hereby authorized to exercise all the powers of the Company to purchase or otherwise acquire fully paid-up ordinary shares in the issued share capital of the Company (“Shares”) not exceeding in aggregate the Maximum Limit (as hereinafter defined), at such price(s) as may be determined by the Directors of the Company from time to time up to the Maximum Price (as hereinafter defined), whether by way of:
  - (i) on-market purchase(s) (each a “Market Purchase”) on the SGX-ST; and/or
  - (ii) off-market purchase(s) (each an “Off-Market Purchase”) effected otherwise than on the SGX-ST in accordance with any equal access scheme(s) as may be determined or formulated by the Directors of the Company as they consider fit, which scheme(s) shall satisfy all the conditions for the time being prescribed by the Listing Manual of the SGX-ST,

and otherwise in accordance with all other laws and regulations, including but not limited to, the Companies Act 1981 of Bermuda, the Listing Manual of the SGX-ST, the memorandum of association and bye-laws of the Company, as may for the time being be applicable (the “Share Buy-Back Mandate”);

- B. unless revoked or varied by the Company in general meeting, the authority conferred on the Directors of the Company pursuant to the Share Buy-Back Mandate may be exercised by the Directors at any time and from time to time during the period commencing from the passing of this Resolution and expiring on the earliest of:
  - (i) upon the conclusion of the next annual general meeting of the Company or the date by which such annual general meeting is required to be held;
  - (ii) the date on which the share buy-backs are carried out to the full extent mandated; or
  - (iii) the date on which the authority contained in the Share Buy-Back Mandate is varied or revoked by ordinary resolution of the Company in general meeting;
- C. for purposes of this Resolution:

“**Maximum Limit**” means ten per cent. (10%) of the total issued ordinary shares of the Company as at the date of the passing of this Resolution, unless the Company has, at any time during the Relevant Period (as hereinafter defined), effected a reduction of the share capital of the Company (other than a reduction by virtue of a share buy-back) in accordance with the applicable provisions of the Companies Act 1981 of Bermuda and the bye-laws of the Company, in which event the total number of issued ordinary shares of the Company shall be taken to be the total number of the issued ordinary shares of the Company as altered by such capital reduction. For this purpose, the total number of issued ordinary shares shall exclude any issued ordinary shares that may be held as treasury shares by the Company from time to time;

“**Relevant Period**” means the period commencing from the date of the passing of this Resolution and expiring on the date the next annual general meeting of the Company is held or is required to be held, or the date the Share Buy-Back Mandate is revoked or varied by the Company in general meeting, whichever is the earliest;

“**Maximum Price**”, in relation to a Share to be purchased or acquired, means the purchase price (excluding brokerage, stamp duties, commission, applicable goods and services tax and other related expenses) which shall not exceed:

- (i) in the case of a Market Purchase, five per cent. (5%) above the average of the closing market prices of the Shares over the last five (5) Market Days on which transactions in the Shares were recorded before the day on which the Market Purchase was made by the Company and deemed to be adjusted for any corporate action that occurs after the relevant five (5) day period; and
- (ii) in the case of an Off-Market Purchase, twenty per cent. (20%) above the average of the closing market prices of the Shares over the last five (5) Market Days on which transactions in the Shares were recorded before the day on which the Company makes an announcement of an offer under the Off-Market Purchase scheme and deemed to be adjusted for any corporate action that occurs after the relevant five (5) day period; and

“**Market Day**” means a day on which the SGX-ST is open for trading in securities;

- D. the Directors of the Company and/or any of them be and are hereby authorized to deal with the Shares purchased by the Company, pursuant to the Share Buy-Back Mandate in any manner as they think fit and subject to the Companies Act 1981 of Bermuda; and
- E. the Directors of the Company and/or any of them be and are hereby authorized to complete and do all such acts and things (including without limitation, to execute all such documents as may be required and to approve any amendments, alterations or modifications to any documents), as they and/or he may consider desirable, expedient or necessary to give effect to the transactions contemplated by this Resolution. (See Note 3)

**By Order of the Board**

Ronald H. Ede  
Company Secretary

Singapore, 8 July 2014

**Notes:**

1. (a) A Shareholder (other than CDP) entitled to attend and vote at the AGM and who holds two or more Shares is entitled to appoint not more than two proxies to attend and vote in his stead. A proxy need not be a member of the Company.  
(b) If a Shareholder, who is not a Depositor, is unable to attend the AGM and wishes to appoint person(s) other than himself to attend and vote at the AGM in his stead, then he should complete and sign the relevant Shareholder Proxy Form and deposit the duly completed Shareholder Proxy Form at the office of the Company’s Singapore Share Transfer Agent, M&C Services Private Limited at 112 Robinson Road, #05-01, Singapore 068902, not less than 48 hours before the time appointed for the AGM.  
(c) A Depositor whose name is shown in the Depository Register of The Central Depository (Pte) Limited (“CDP”) as at a time not earlier than 48 hours prior to the time of the AGM who/which is (i) an individual but is unable to attend the AGM personally and wishes to appoint a nominee to attend and vote on his behalf as CDP’s proxy; or (ii) a corporation, must complete, sign and return the Depositor Proxy Form and deposit the duly completed Depositor Proxy Form at the office of the Company’s Singapore Share Transfer Agent, M&C Services Private Limited at 112 Robinson Road, #05-01, Singapore 068902, not less than 48 hours before the time appointed for the AGM.  
(d) If a Shareholder who has Shares entered against his name in the Depository Register and Shares registered in his name in the Register of Members of the Company is unable to attend the AGM and wishes to appoint a proxy, he should use the Depositor Proxy Form and the Shareholder Proxy Form for, respectively, the Shares entered against his name in the Depository Register and the Shares registered in his name in the Register of Members of the Company.  
(e) A Depositor who is an individual and whose name is shown in the Depository Register as at a time not earlier than 48 hours prior to the time of the AGM and who wishes to attend the AGM in person need not take any further action and can attend and vote at the AGM as CDP’s proxy without the lodgment of any proxy form.
2. Resolution 8, if passed, will empower the Directors to issue Shares in the Company, subject to the limits contained in the Resolution. If granted, this authority will expire on conclusion of the next AGM of the Company or the date by which such AGM is required to be held, whichever is earlier, unless previously revoked or varied at a general meeting. However, notwithstanding that the authority conferred by this Resolution may have expired, such general authority shall continue in relation to the issue of Shares pursuant to any Instrument made or granted by the Directors while this Resolution was in force.
3. Resolution 9, if passed, renews the Share Buy-Back Mandate and will authorize the Directors, from time to time, to purchase issued ordinary shares of the Company, subject to and in accordance with the Companies Act 1981 of Bermuda, the Listing Manual of the SGX-ST, and such other laws and regulations as may for the time being be applicable. Information relating to the Share Buy-Back Mandate is set out in the Appendix to the Annual Report.