

# 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, 30 April 2021 at 3.00 p.m. for the following purposes:

## Ordinary Business

1. To receive and adopt the directors’ statement and audited financial statements of the Company for the financial year ended 31 December 2020 (“**FY2020**”) together with the auditors’ report thereon. **(Resolution 1)**
2. To approve the payment of directors’ fees of S\$237,000 for the financial year ending 31 December 2021 (“**FY2021**”), payable quarterly in arrears. **(Resolution 2)**
3. To note the retirement of Ms. Toh Shih Hua as a director of the Company (“**Director**”), who is retiring pursuant to Regulation 97 of the Company’s constitution (“**Constitution**”).
4. To note the retirement of Mr. Ong Hsien Chih, James (Weng Xianzhi, James) as a Director, who is retiring pursuant to Regulation 97 of the Constitution.
5. To re-elect Mr. Chia Beng Kwan as a Director, who is retiring pursuant to Regulation 103 of the Constitution. **(Resolution 3)**  
(See Explanatory Note 1)  
Mr. Chia Beng Kwan will, upon re-election as a Director, remain as an independent Director (“**Independent Director**”) of the Company. Mr. Chia Beng Kwan has no relationship with the Company, its related corporations, its substantial shareholders or its officers. Further information on Mr. Chia Beng Kwan can be found in the Company’s annual report for FY2020.
6. To re-elect Mr. Kong Chee Keong as a Director, who is retiring pursuant to Regulation 103 of the Constitution. **(Resolution 4)**  
(See Explanatory Note 2)  
Mr. Kong Chee Keong will, upon re-election as a Director, remain as an Independent Director. Mr. Kong Chee Keong has no relationship with the Company, its related corporations, its substantial shareholders or its officers. Further information on Mr. Kong Chee Keong can be found in the Company’s annual report for FY2020.
7. To re-appoint Messrs Ernst & Young LLP as auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 5)**
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:

# NOTICE OF ANNUAL GENERAL MEETING

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

"THAT pursuant to Section 161 of the Companies Act, Chapter 50 of Singapore (the "**Act**") and Rule 806 of the Singapore Exchange Securities Trading Limited ("**SGX-ST**") Listing Manual Section B: Rules 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,

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 Catalyst 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 Catalyst 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 Catalyst 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

## NOTICE OF ANNUAL GENERAL MEETING

- (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.”

**(Resolution 6)**

(See Explanatory Note 3)

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

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.”

**(Resolution 7)**

(See Explanatory Note 4)

### **By Order of the Board**

Lim Sim Ving  
Company Secretary  
Singapore  
15 April 2021

# NOTICE OF ANNUAL GENERAL MEETING

## NOTES:

1. The AGM is being convened, and will be held, by 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 ("**Notice of AGM**") will not be sent to members. Instead, this Notice of AGM 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/companyannouncements>.
2. Due to the current COVID-19 advisories issued by the relevant authorities in Singapore and the related safe-distancing measures in Singapore, the AGM will be held by way of electronic means and members will not be able to attend the AGM in person. A member or an SRS Investor will be able to watch the proceedings of the AGM through a "live" webcast or listen to these proceedings through a "live" audio feed. In order to do so, a member or SRS Investor who wishes to watch the "live" webcast or listen to the "live" audio feed must pre-register by 6.00 p.m. on 26 April 2021, via the URL <http://bit.ly/BiolidicsAGM2021>. Following authentication of his/her/its status as members or SRS Investor, authenticated members and SRS Investors will receive email instructions ("**Confirmation Email**") on how to access the webcast and audio feed of the proceedings of the AGM by 12.00 p.m. on 29 April 2021. Members who have pre-registered for the "live" audio-visual webcast or "live" audio-only stream but who have not received the Confirmation Email by 12.00 p.m. on 29 April 2021, should contact the Company's appointed pre-registration agent, Boardroom Corporate & Advisory Services Pte Ltd, by telephone at 6536 5355 during Monday to Friday, from 9.00 a.m. to 5.00 p.m. (excluding public holidays), or by email to [AGM.TeamE@boardroomlimited.com](mailto:AGM.TeamE@boardroomlimited.com).
3. A member who pre-registers to watch the "live" webcast or listen to the "live" audio feed may also submit questions related to the resolutions to be tabled for approval at the AGM. To do so, all questions must be submitted by 6.00 p.m. on 26 April 2021 by email at [ShareholderQueries@biolidics.com](mailto:ShareholderQueries@biolidics.com). Members will not be able to ask questions during the "live" audio-visual webcast or "live" audio-only stream of the AGM proceedings. Therefore, it is important for members to pre-register and submit their questions in advance of the AGM. The Company will address all substantial and relevant questions (as may be determined by the Company in its sole discretion) received from the Shareholders via the SGX-ST's website at the URL <http://www.sgx.com/securities/companyannouncements> and the Company's website at the URL <http://www.biolidics.com>.
4. A member (whether individual or corporate) must appoint the Chairman of the AGM as his/her/its proxy to attend, speak and vote on his/her/its behalf at the AGM if such member wishes to exercise his/her/its voting rights at the AGM. The accompanying proxy form for the AGM 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/companyannouncements>.
5. Where a member (whether individual or corporate) appoints the Chairman of the AGM as his/her/its proxy, he/she/it must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the form of proxy, failing which the appointment of the Chairman of the AGM as proxy for that resolution will be treated as invalid.
6. The proxy form is not valid for use by investors who hold shares through relevant intermediaries (as defined in Section 181 of the Act) ("**Investors**") (including SRS Investors) and shall be ineffective for all intents and purposes if used or purported to be used by them. SRS Investors who wish to appoint the Chairman of the AGM as proxy to attend, speak and vote on their behalf at the AGM, should approach their respective SRS Operators to submit their votes at least seven (7) working days before the date of the AGM. Investors, other than SRS Investors, who wish to participate in the AGM by (a) observing or listening to the AGM proceedings via "live" audio-visual webcast or "live" audio-only stream; (b) submitting questions in advance of the AGM; and/or (c) appointing the Chairman of the AGM as proxy to attend, speak and vote on their behalf at the AGM, should contact the relevant intermediary through which they hold such shares as soon as possible in order to make the necessary arrangements for them to participate in 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, Tricor Barbinder Share Registration Services, via email to [sg.is.proxy@sg.tricorglobal.com](mailto:sg.is.proxy@sg.tricorglobal.com) no later than 6.00 p.m. on Monday, 26 April 2021.
7. The Chairman of the AGM, as proxy, need not be a member of the Company.
8. The proxy form, if submitted by post, must be deposited at the registered office of the Company's Share Registrar, Tricor Barbinder Share Registration Services, located at 80 Robinson Road, #11-02, Singapore 068898, not less than 72 hours before the time fixed for holding the AGM.
9. The proxy form, if submitted electronically, must be submitted via email to [ProxyFormSubmission@biolidics.com](mailto:ProxyFormSubmission@biolidics.com), not less than 72 hours before the time fixed for holding the AGM. In view of the current Covid-19 situation, members are strongly encouraged to submit completed and signed proxy forms electronically via email.
10. 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 under the hand of any officer or attorney duly authorised.

# NOTICE OF ANNUAL GENERAL MEETING

## EXPLANATORY NOTES:

(1) Details on Mr. Chia Beng Kwan

Date of Appointment: 1 April 2021

Date of last re-appointment (if applicable): Not applicable

Age: 48

Country of principal residence: Singapore

The Board's comments on this appointment (including rationale, selection criteria, and the search and nomination process): Having reviewed his qualifications and work experience, the board of Directors of the Company (the "**Board**"), with the recommendation of the nominating committee of the Company (the "**NC**"), approves the re-appointment of Mr. Chia Beng Kwan as an Independent Director.

Whether appointment is executive, and if so, the area of responsibility: Non-executive

Job Title: Independent Director

Professional qualifications: Please refer to the section entitled "Board of Directors" in the Company's annual report for FY2020.

Working experience and occupation(s) during the past 10 years: Please refer to the section entitled "Board of Directors" in the Company's annual report for FY2020.

Shareholding interest in the listed issuer and its subsidiaries: Nil

Any relationship (including immediate family relationships) with any existing director, existing executive officer, the issuer and/or substantial shareholder of the listed issuer or of any of its principal subsidiaries: Nil

Conflict of interest (including any competing business): Nil

Undertaking (in the format set out in Appendix 7H) under Rule 720(1) has been submitted to the listed issuer

Yes  No

Items (a) to (k) of Appendix 7G of the Catalist Rules: There is no change to the declarations, which was disclosed in the Company's announcement dated 31 March 2021 in relation to the appointment of Mr. Chia Beng Kwan as an Independent Director.

(2) Details on Mr. Kong Chee Keong

Date of Appointment: 1 April 2021

Date of last re-appointment (if applicable): Not applicable

Age: 54

Country of principal residence: Singapore

The Board's comments on this appointment (including rationale, selection criteria, and the search and nomination process): Having reviewed his qualifications and work experience, the Board, with the recommendation of the NC, approves the re-appointment of Mr. Kong Chee Keong as an Independent Director.

Whether appointment is executive, and if so, the area of responsibility: Non-executive

Job Title: Independent Director

Professional qualifications: Please refer to the section entitled "Board of Directors" in the Company's annual report for FY2020.

# NOTICE OF ANNUAL GENERAL MEETING

Working experience and occupation(s) during the past 10 years: Please refer to the section entitled “Board of Directors” in the Company’s annual report for FY2020.

Shareholding interest in the listed issuer and its subsidiaries: Nil

Any relationship (including immediate family relationships) with any existing director, existing executive officer, the issuer and/or substantial shareholder of the listed issuer or of any of its principal subsidiaries: Nil

Conflict of interest (including any competing business): Nil

Undertaking (in the format set out in Appendix 7H) under Rule 720(1) has been submitted to the listed issuer

Yes     No

Items (a) to (k) of Appendix 7G of the Catalist Rules: There is no change to the declarations, which was disclosed in the Company’s announcement dated 31 March 2021 in relation to the appointment of Mr. Kong Chee Keong as an Independent Director.

- (3) The resolution 6 in item 9 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 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.
- (4) The resolution 7 in item 10 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 share capital of the Company (excluding treasury shares and subsidiary holdings) of the Company from time to time.

## PERSONAL DATA PRIVACY

By submitting a proxy form appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, and/or by registering to attend the “live” webcast of the AGM as described in 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) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the AGM (including any adjournment thereof) and 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) 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) to the Company (or its agents), the member has obtained the prior consent of such 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.