

**BIOLIDICS LIMITED**  
Company Registration No. 200913076M  
(Incorporated in the Republic of Singapore)  
(the “Company”)

**MINUTES OF THE ANNUAL GENERAL MEETING OF THE COMPANY HELD AT METROPOLITAN YMCA SINGAPORE (CASSIA ROOM), 60 STEVENS ROAD, SINGAPORE 257854 ON MONDAY, 29 APRIL 2024 AT 11.00 A.M.**

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**PRESENT**

**DIRECTORS**

Mr Gavin Mark McIntyre	:	Non-Executive Independent Chairman
Mr Song Tang Yih	:	Executive Director and CEO
Mr Zhu Hua	:	Executive Director
Mr Liew Yoke Pheng Joseph	:	Independent Director
Mr Ian David Brown*	:	Independent Director
Ms Ch'ng Li-Ling	:	Independent Director

*\*Via video/tele-conference*

**IN ATTENDANCE BY INVITATION**

As per attendance record maintained by the Company.

**SHAREHOLDERS**

As per attendance record maintained by the Company.

**CHAIRMAN OF THE MEETING**

Mr Gavin Mark McIntyre, the Non-Executive Independent Chairman of the Company, was the appointed chairman (“Chairman”) of the annual general meeting of the Company (the “Meeting” or “AGM”).

**QUORUM**

As there was a quorum, the Chairman declared the Meeting opened at 11.00 a.m.

**NOTICE**

The notice convening the Meeting dated 12 April 2024 was taken as read.

**OPENING ADDRESS**

The Chairman welcomed all attendees at the Meeting and introduced the Directors, Chief Executive Officer, Financial Controller, Company Secretary and Sponsor from Evolve Capital Advisory Pte. Ltd. to the shareholders.

The Chairman informed that in his capacity as the Chairman of the Meeting, he had been appointed by numerous shareholders as proxy and had voted in accordance with their instructions. All resolutions tabled at the Meeting were proposed by the Chairman except for Resolution 3 concerning the Chairman’s own re-election as Director of the Company. In accordance with the Company’s Constitution, the voting on the resolutions tabled at the Meeting were conducted by poll.

B.A.C.S. Private Limited and Agile 8 Advisory Pte. Ltd. have been appointed as the polling agent and scrutineer respectively, to assist with the poll voting at this Meeting. The polling agent and the scrutineer had assisted the Company with the verification and supervision of the counting of the votes of all valid proxy forms submitted by shareholders by the submission deadline of 11.00 a.m. on 26 April 2024. The scrutineer had also verified the votes cast by shareholders at the Meeting.

The Chairman informed that apart from the option to ask questions at the AGM, Shareholders also been given the opportunity to submit questions concerning the business of the AGM, prior to the AGM. The Company has not received any questions from the Shareholders prior to the AGM. The Chairman

further informed that shareholders present may raise their questions relating to the resolutions to be tabled during the course of the Meeting.

The Chairman then proceeded with the following agenda of the Meeting.

### **ORDINARY BUSINESS**

#### **RESOLUTION 1 – RECEIVE AND ADOPT THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023, THE DIRECTORS’ STATEMENT AND THE AUDITOR’S REPORT THEREON**

The first agenda of the Meeting was to receive and adopt the Directors’ Statements and the audited financial statements of the Company for the financial year ended 31 December 2023 together with the auditors’ report thereon.

The following motion was proposed by the Chairman and seconded by Ms Lo Xin Yee Joyce:

“That the Audited Financial Statements of the Company for the financial year ended 31 December 2023 together with the Directors’ Statement and Auditors’ Report be received and adopted.”

The Chairman invited shareholders present to raise any questions they may have on the audited financial statement.

As there were no questions from the shareholders, the Chairman proceeded to Resolution 2 on the agenda.

#### **RESOLUTION 2 - PAYMENT OF DIRECTORS’ FEES OF UP TO S\$230,000.00 FOR THE FINANCIAL YEAR ENDING 31 DECEMBER 2024, PAYABLE QUARTERLY IN ARREARS**

The Chairman informed that Resolution 2 was to seek shareholders’ approval for the payment of Directors’ fees of up to S\$230,000.00, for the financial year ending 31 December 2024, payable quarterly in arrears.

The following motion was proposed by the Chairman and seconded by Mr Song Tang Yih:

“That the Directors’ fees of up to S\$230,000.00 for the financial year ending 31 December 2024, payable quarterly in arrears, be and is approved.”

#### **RESOLUTION 3 - RE-ELECTION OF MR GAVIN MARK MCINTYRE AS A DIRECTOR OF THE COMPANY**

At the invitation of the Chairman, Mr Liew Yoke Pheng Joseph (“**Mr Liew**”), an Independent Director of the Company, tabled Resolution 3 concerning the re-election of Mr Gavin Mark McIntyre (“**Mr McIntyre**”) as a Director of the Company, to the shareholders.

Mr Liew informed the shareholders that Mr McIntyre being eligible, has consented to stand for re-election. Mr McIntyre will, upon re-election, continue to serve as a Non-Executive Independent Director, member of the Audit and Remuneration Committees. Mr McIntyre is considered by the Board to be independent for the purposes of Rule 704(7) of the Catalist Rules.

The following motion was proposed by Ms Lo Xin Yee Joyce and seconded by Mr Song Tang Yih:

“That Mr Gavin Mark McIntyre, a Director retiring in accordance with Regulation 97 of the Company’s Constitution, be re-elected as Director of the Company.”

Mr Liew handed back the proceedings of the meeting to the Chairman.

#### **RESOLUTION 4 - RE-ELECTION OF MR IAN DAVID BROWN AS A DIRECTOR OF THE COMPANY**

The Chairman informed that Mr Ian David Brown (“**Mr Brown**”), an Independent Director of the Company retired pursuant to Regulation 97 of the Company’s Constitution. Mr Brown being eligible,

has consented to stand for re-election. Mr Brown will, upon re-election, remain as an Independent Director, Chairman of the Remuneration Committee and member of Audit and Nominating Committees of the Company. Mr Brown is considered by the Board as independent for the purpose of Rule 704(7) of the Catalist Rule.

The following motion was proposed by the Chairman and seconded by Mr Song Tang Yih:

“That Mr Ian David Brown, a Director retiring in accordance with Regulation 97 of the Company’s Constitution, be re-elected as Director of the Company.”

**RESOLUTION 5 - RE-ELECTION OF MR LIEW YOKE PHENG JOSEPH AS A DIRECTOR OF THE COMPANY**

The Chairman informed that Mr Liew, an Independent Director of the Company retired pursuant to Regulation 103 of the Company’s Constitution. Mr Liew being eligible, has consented to stand for re-election. Mr Liew will, upon re-election, remain as an Independent Director, Chairman of the Audit Committee and member of the Nominating Committee of the Company. Mr Liew is considered by the Board as independent for the purpose of Rule 704(7) of the Catalist Rule.

The following motion was proposed by the Chairman and seconded by Ms Lo Xin Yee Joyce:

“That Mr Liew Yoke Pheng Joseph, a Director retiring in accordance with Regulation 103 of the Company’s Constitution, be re-elected as Director of the Company.”

**RESOLUTION 6 - RE-ELECTION OF MR ZHU HUA AS A DIRECTOR OF THE COMPANY**

The Chairman informed that Mr Zhu Hua (“**Mr Zhu**”), an Executive Director of the Company retired pursuant to Regulation 103 of the Company’s Constitution. Mr Zhu being eligible, has consented to stand for re-election. Mr Zhu will, upon re-election, remain as an Executive Director of the Company.

The following motion was proposed by the Chairman and seconded by Mr Song Tang Yih:

“That Mr Zhu Hua, a Director retiring in accordance with Regulation 103 of the Company’s Constitution, be re-elected as Director of the Company.”

**RESOLUTION 7 – APPOINTMENT OF PKF-CAP LLP AS AUDITORS OF THE COMPANY IN PLACE OF THE RETIRING AUDITORS BAKER TILLY TFW LLP**

The Chairman informed that Messrs Baker Tilly TFW LLP (the “**Retiring Auditors**”), the independent auditor of the Company, has expressed their intention not seeking re-appointment and will accordingly cease to be the independent auditor of the Company at the conclusion of the AGM.

The Board of Directors has proposed to appoint Messrs PKF-CAP LLP (“**PKF**”) as the new auditors of the Company for the financial year ending 31 December 2024 in place of the Retiring Auditors. PKF had consented to act as auditors of the Company.

The following motion was proposed by the Chairman and seconded by Ms Lo Xin Yee Joyce:

“That PKF-CAP LLP be appointed as Auditors in place of the retiring auditors, Baker Tilly TFW LLP, to hold office until the conclusion of the next AGM and that the Directors be authorised to fix their remuneration.”

**ANY OTHER BUSINESS**

There being no other ordinary business had been received by the Secretary, the Chairman proceeded with the special business of the Meeting.

**SPECIAL BUSINESS**

**RESOLUTION 8 – AUTHORITY TO ALLOT AND ISSUE SHARES IN THE CAPITAL OF THE COMPANY**

The Chairman moved on to Resolution 8 which was to seek Shareholders' approval to authorise the Directors to allot and issue shares pursuant to Section 161 of the Companies Act 1967 and Rule 806 of the Catalist Rules.

The following motion was proposed by the Chairman and seconded by Mr Song Tang Yih:

"That pursuant to Section 161 of the Companies Act 1967 of Singapore (the "**Act**") and Rule 806 of the SGX-ST Listing Manual Section B: Rules 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 at the Directors may in their 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 grant 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 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 Instrument, 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) if 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”.

**RESOLUTION 9 – AUTHORITY TO GRANT AWARDS AND TO ALLOT AND ISSUE SHARES PURUSANT TO THE BIOLIDICS PERFORMANCE SHARE PLAN**

Resolution 9 was to seek Shareholders’ approval for the Directors to grant awards and allot and issue shares pursuant to the Biolidics Performance Share Plan.

The following motion was proposed by the Chairman and seconded by Ms Lo Xin Yee Joyce:

“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 (“**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 transferrable in respect of all Awards granted thereunder; and (ii) all other Shares issued and issuable and/or transferred or transferrable 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”.

There being no further questions from the shareholders, the Chairman invited the scrutineer from Agile 8 Advisory Pte. Ltd. to explain the poll voting procedures to the shareholders.

**POLLING**

The shareholders were directed to complete and hand over the duly completed poll voting slip to the Scrutineer for verification and votes counting purpose.

The Meeting was adjourned for a short while, pending the poll results to be counted and announced.

**RESULTS OF THE POLL VOTING**

Upon the completion of the verification and counting of votes, the results of poll were handed to the Chairman. The Chairman based on the poll voting results verified by the Scrutineer, declared that Resolutions 1 to 9 tabled at the Meeting were carried.

The poll voting results of the AGM is as follows:

Resolution number and details	Total number of shares represented by votes for and against the relevant resolution	FOR		AGAINST		
		Number of shares	As a percentage of total number of votes cast for and against the resolution (%)	Number of shares	As a percentage of total number of votes cast for and against the resolution (%)	
<b>Ordinary Business</b>						
1.	Adoption of the audited financial statements of the Company for the financial	209,940,700	206,691,600	98.45	3,249,100	1.55

Resolution number and details	Total number of shares represented by votes for and against the relevant resolution	FOR		AGAINST		
		Number of shares	As a percentage of total number of votes cast for and against the resolution (%)	Number of shares	As a percentage of total number of votes cast for and against the resolution (%)	
	year ended 31 December 2023, the directors' statement and the auditor's report thereon.					
2.	Approval of payment of directors' fees of up to S\$230,000 for the financial year ending 31 December 2024, payable quarterly in arrears.	209,900,700	206,651,600	98.45	3,249,100	1.55
3.	Re-election of Mr Gavin Mark McIntyre as a director of the Company (" <b>Director</b> ").	209,940,700	206,691,600	98.45	3,249,100	1.55
4.	Re-election of Mr Ian David Brown as a Director.	209,940,700	206,691,600	98.45	3,249,100	1.55
5.	Re-election of Mr Liew Yoke Pheng Joseph as a Director.	209,940,700	206,691,600	98.45	3,249,100	1.55
6.	Re-election of Mr Zhu Hua as a Director.	209,940,700	206,691,600	98.45	3,249,100	1.55
7.	Appointment of PKF-CAP LLP as auditors of the Company in place of the retiring auditors, Baker Tilly TFW LLP.	209,940,700	206,691,600	98.45	3,249,100	1.55
<b>Special Business</b>						
8.	Authority to allot and issue shares in the capital of the Company.	209,900,700	206,651,600	98.45	3,249,100	1.55
9.	Authority to grant awards and to allot and issue Shares pursuant to the Biolidics Performance Share Plan.	185,193,100	181,944,000	98.25	3,249,100	1.75

**CONCLUSION**

There being no other business to transact, the Chairman thanked all present for their attendance at the Meeting and declared the Meeting closed at 11.29 a.m.

Confirmed as True Record of Proceedings held

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GAVIN MARK MCINTYRE  
Chairman of the Meeting