

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

Minutes of the Annual General Meeting of the Company (the “AGM” or “Meeting”)

Date : Thursday, 28 April 2022

Time : 3.00 p.m.

Place : By way of electronic means

Present : As per the webcast attendees report
(Due to the restriction on the use of personal data pursuant to the provision of the Personal Data Protection Act 2012, the names of the attendees of this Meeting will not be published in this minutes)

Chairman : Mr. Gavin Mark McIntyre (the “**Chairman**”)

QUORUM

With the presence of the requisite quorum, the Chairman called the AGM to order and introduced the board of directors of the Company. He informed that pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts and Debentures Holders) Order 2020, the AGM was conducted and held by way of electronic means and shareholders are allowed to join the AGM via ‘live’ audio-visual webcast and ‘live’ audio-only stream.

NOTICE OF MEETING

With the concurrence of the Meeting, the notice of the AGM dated 13 April 2022, which was published on the SGXNet and the Company’s corporate website, was taken as read.

POLLING VOTING PROCEDURES

The Chairman informed the shareholders that they would not be able to vote through the “live” audio-visual webcast and “live” audio-only stream but could exercise their voting rights at the AGM by appointing the Chairman of the Meeting as their proxy. As shareholders had appointed the Chairman of the Meeting as their proxy to vote on their behalf, he would vote in accordance with shareholders’ instructions. To streamline the proceedings, the Chairman of the Meeting, in his capacity as a proxy of the shareholders, would be proposing all resolutions tabled for approval at the AGM.

The Meeting was further informed that pursuant to Regulation 64(a) of the Company’s constitution (“**Constitution**”) and Rule 730A(2) of the Singapore Exchange Securities Trading Limited Listing Manual Section B: Rules of Catalyst, all proposed resolutions as set out in the Notice of AGM would be decided by way of poll.

The Chairman informed that the Company has appointed DrewCorp Services Pte Ltd as scrutineer (the “**Scrutineer**”) for the poll at the AGM. All the proxy forms received by the Share Registrar, Tricor Barbinder Share Registration Services via post and email by the cut-off date have been verified by the Scrutineer.

QUESTIONS

The Chairman informed that the Company did not receive any questions from shareholders prior to the AGM.

MEETING AGENDA

ORDINARY BUSINESS

ORDINARY RESOLUTION 1- AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021, THE DIRECTORS' STATEMENT AND THE AUDITORS' REPORT THEREON

The Chairman addressed the first item on the agenda which was to receive and adopt the audited financial statements of the Company for the financial year ended 31 December 2021, together with the Directors' Statement and the Auditors' Report thereon.

The Scrutineer had verified the poll results and the results of the poll were as follows:

	FOR	AGAINST	TOTAL NO. OF VALID VOTES
NO. OF VOTES	68,825,800	14,200	68,840,000
PERCENTAGE	99.98%	0.02%	100%

Based on the results, the Chairman declared that the ordinary resolution 1 was carried.

IT WAS RESOLVED THAT the audited financial statements of the Company for the financial year ended 31 December 2021 together with the directors' statement and the auditors' report thereon, be received and adopted.

ORDINARY RESOLUTION 2 - PAYMENT OF DIRECTORS' FEES OF S\$235,000 FOR THE FINANCIAL YEAR ENDING 31 DECEMBER 2022, PAYABLE QUARTERLY IN ARREARS

Resolution 2 dealt with the payment of directors' fees of S\$235,000 for the financial year ending 31 December 2022, payable quarterly in arrears.

The Scrutineer had verified the poll results and the results of the poll were as follows:

	FOR	AGAINST	TOTAL NO. OF VALID VOTES
NO. OF VOTES	68,050,000	14,200	68,064,200
PERCENTAGE	99.98%	0.02%	100%

Based on the results, the Chairman declared that the ordinary resolution 2 was carried.

IT WAS RESOLVED THAT the directors' fees of S\$235,000 for the financial year ending 31 December 2022, payable quarterly in arrears, be approved.

ORDINARY RESOLUTION 3 - RE-ELECTION OF MR. CHEN JOHNSON

Resolution 3 dealt with the re-election of Mr. Chen Johnson ("**Mr. Chen**") as a director of the Company ("**Director**"), who was retiring by rotation pursuant to Regulation 97 of the Constitution. Mr. Chen being eligible, had signified his consent to continue in office. It was explained that Mr. Chen, upon his re-election as a Director, will remain as the Non-Executive Non-Independent Director and Founder and a

member of the Nominating Committee.

The Scrutineer had verified the poll results and the results of the poll were as follows:

	FOR	AGAINST	TOTAL NO. OF VALID VOTES
NO. OF VOTES	68,825,800	14,200	68,840,000
PERCENTAGE	99.98%	0.02%	100%

Based on the results, the Chairman declared that the ordinary resolution 3 was carried.

IT WAS RESOLVED THAT Mr. Chen be re-elected as a Director.

ORDINARY RESOLUTION 4 – RE-ELECTION OF MR. GAVIN MARK MCINTYRE

Resolution 4 dealt with the re-election of Mr. Gavin Mark McIntyre (“**Mr. McIntyre**”) as a Director, who was retiring pursuant to Regulation 103 of the Constitution. Mr. McIntyre being eligible, had signified his consent to continue in office. It was explained that Mr McIntyre, upon his re-election as a Director, will remain as the Non-Executive Independent Chairman and the Chairman of the Audit Committee.

The Scrutineer had verified the poll results and the results of the poll were as follows:

	FOR	AGAINST	TOTAL NO. OF VALID VOTES
NO. OF VOTES	68,825,800	14,200	68,840,000
PERCENTAGE	99.98%	0.02%	100%

Based on the results, the Chairman declared that the ordinary resolution 4 was carried.

IT WAS RESOLVED THAT Mr. McIntyre be re-elected as a Director.

ORDINARY RESOLUTION 5 - RE-ELECTION OF MR. SONG TANG YIH

Resolution 5 dealt with the re-election of Mr. Song Tang Yih (“**Mr. Song**”) as a Director, who was retiring pursuant to Regulation 103 of the Constitution. Mr. Song being eligible, had signified his consent to continue in office. Upon re-election, Mr. Song will remain as Executive Director and the Chief Executive Officer.

The Scrutineer had verified the poll results and the results of the poll were as follows:

	FOR	AGAINST	TOTAL NO. OF VALID VOTES
NO. OF VOTES	68,050,000	14,200	68,064,200
PERCENTAGE	99.98%	0.02%	100%

Based on the results, the Chairman declared that the ordinary resolution 5 was carried.

IT WAS RESOLVED THAT Mr. Song be re-elected as a Director.

ORDINARY RESOLUTION 6 - RE-ELECTION OF MR. IAN DAVID BROWN

Resolution 6 dealt with the re-election of Mr. Ian David Brown (“**Mr. Brown**”) as a Director, who was retiring pursuant to Regulation 103 of the Constitution. Mr. Brown being eligible, had signified his consent to continue in office. Upon re-election, Mr. Brown will remain as an Independent Director and a member of Audit Committee, Nominating Committee and Remuneration Committee.

The Scrutineer had verified the poll results and the results of the poll were as follows:

	FOR	AGAINST	TOTAL NO. OF VALID VOTES
NO. OF VOTES	68,825,800	14,200	68,840,000
PERCENTAGE	99.98%	0.02%	100%

Based on the result, the Chairman declared that the ordinary resolution 6 was carried.

IT WAS RESOLVED THAT Mr. Brown be re-elected as a Director.

ORDINARY RESOLUTION 7 - RE-APPOINTMENT OF MESSRS ERNST & YOUNG LLP AS AUDITORS

The last item of the ordinary business was to deliberate the re-appointment of Messrs Ernst & Young LLP as the auditors of the Company's for the financial year ending 31 December 2022 and to authorise the Directors to fix their remuneration. Messrs Ernst & Young LLP had expressed their willingness to continue in office.

The Scrutineer had verified the poll results and the results of the poll were as follows:

	FOR	AGAINST	TOTAL NO. OF VALID VOTES
NO. OF VOTES	68,825,800	14,200	68,840,000
PERCENTAGE	99.98%	0.02%	100%

Based on the results, the Chairman declared that the ordinary resolution 7 was carried.

IT WAS RESOLVED THAT Messrs Ernst & Young LLP be re-appointed as auditors of the Company to hold office until the conclusion of the next AGM and that the Directors be authorised to fix their remuneration.

SPECIAL BUSINESS

ORDINARY RESOLUTION 8 - AUTHORITY TO ALLOT AND ISSUE SHARES IN THE CAPITAL OF THE COMPANY ("SHARES")

The Meeting ensued with the deliberation on special business of the agenda. 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 Singapore Exchange Securities Trading Limited Listing Manual Section B: Rules of Catalist. The full text of the proposed resolution was as set out in the Notice of AGM dated 13 April 2022.

The Scrutineer had verified the poll results and the results of the poll were as follows:

	FOR	AGAINST	TOTAL NO. OF VALID VOTES
NO. OF VOTES	68,825,800	14,200	68,840,000
PERCENTAGE	99.98%	0.02%	100%

Based on the results, the Chairman declared that the ordinary resolution 8 was carried.

IT WAS RESOLVED 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: Rules of Catalist (“**Catalist Rules**”) and the Constitution, the Directors be and are 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 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.

ORDINARY RESOLUTION 9 - AUTHORITY TO GRANT AWARDS AND TO ALLOT AND ISSUE SHARES PURSUANT TO THE BIOLIDICS PERFORMANCE SHARE PLAN

Resolution 9 was to seek shareholders' approval for the Directors to grant awards and to allot and issue Shares pursuant to the Biolidics Performance Share Plan. The full text of the proposed resolution was as set out in the Notice of AGM dated 13 April 2022.

The Scrutineer had verified the poll results and the results of the poll were as follows:

	FOR	AGAINST	TOTAL
NO. OF VOTES	68,050,000	14,200	68,064,200
PERCENTAGE	99.98%	0.02%	100%

Based on the results, the Chairman declared that the ordinary resolution 9 was carried.

IT WAS RESOLVED 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.

ORDINARY RESOLUTION 10 – RENEWAL OF THE INTERESTED PERSON TRANSACTIONS MANDATE

The Chairman explained that the last item on the agenda was to seek shareholders' approval for the proposed Renewal of the Interested Person Transactions Mandate. The Meeting was informed that the pertinent information relating to the proposed renewal of the Interested Person Transactions Mandate had been set out in the Appendix to the Notice of AGM dated 13 April 2022. The full text of the proposed resolution was set out in the Notice of AGM.

The Scrutineer had verified the poll results and the results of the poll were as follows:

	FOR	AGAINST	TOTAL NO. OF VALID VOTES
NO. OF VOTES	8,690,400	14,200	8,704,600
PERCENTAGE	99.84%	0.16%	100%

Based on the results, the Chairman declared that the ordinary resolution 10 was carried.

IT WAS RESOLVED THAT:

- (a) approval be and is hereby given, for the purposes of Chapter 9 of the Catalist Rules, for the Company and/or its subsidiaries, to enter into any of the transactions falling within the categories of the mandated transactions described in the appendix to this Notice of AGM (the “**Appendix**”) with the mandated interested persons, provided that such transactions are made on normal commercial terms and in accordance with the review procedures for the mandated transactions as set out in the Appendix (the “**IPT Mandate**”);
- (b) the IPT Mandate shall, unless revoked or varied by the Company in a general meeting, continue in force until the next AGM is held or is required by law to be held, whichever is earlier;
- (c) the audit committee of the Company (“**Audit Committee**”) be and is hereby authorised to take such actions as it deems proper in respect of the review procedures for the mandated transactions and/or to modify or implement such procedures as may be necessary to take into consideration any amendment to Chapter 9 of the Catalist Rules which may be prescribed by the SGX-ST from time to time; and
- (d) the Directors be and are hereby authorised to take such steps, approve all matters and enter into all such transactions, arrangements and agreements and execute all such documents and notices as may be necessary or expedient for the purposes of giving effect to the renewal of the IPT Mandate as such Directors or any of them may deem fit or expedient or to give effect to this ordinary resolution.

CLOSING

There being no other business to be transacted, the Chairman declared the AGM closed at 3.12 p.m. and thanked all present for their attendance.

Signed as a true record
of the proceedings thereat

GAVIN MARK MCINTYRE

Chairman

Dated: 19 May 2022