

# 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 Thursday, 28 April 2022 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 2021 (“**FY2021**”), the directors’ statement and the auditor’s report thereon.  
**(Resolution 1)**
2. To approve the payment of directors’ fees of S\$235,000 for the financial year ending 31 December 2022 (“**FY2022**”), payable quarterly in arrears.  
**(Resolution 2)**
3. To re-elect Mr Chen Johnson 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 Mr Gavin Mark McIntyre as a Director, who is retiring pursuant to Regulation 103 of the Constitution and who, being eligible, offers himself for re-election.  
(See Explanatory Note 2) **(Resolution 4)**
5. To re-elect Mr Song Tang Yih as a Director, who is retiring pursuant to Regulation 103 of the Constitution and who, being eligible, offers himself for re-election.  
(See Explanatory Note 3) **(Resolution 5)**
6. To re-elect Mr Ian David Brown as a Director, who is retiring pursuant to Regulation 103 of the Constitution and who, being eligible, offers himself for re-election.  
(See Explanatory Note 4) **(Resolution 6)**
7. To re-appoint Messrs Ernst & Young LLP as auditors of the Company, and to authorise the Directors to fix their remuneration.  
**(Resolution 7)**
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:

9. 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 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

# NOTICE OF ANNUAL GENERAL MEETING

- 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 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 8)**

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

"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,

# NOTICE OF ANNUAL GENERAL MEETING

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.”

(See Explanatory Note 6)

**(Resolution 9)**

## 11. Renewal of the Interested Person Transactions Mandate

“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.”

(See Explanatory Note 7)

**(Resolution 10)**

By Order of the Board

Lim Sim Ving  
Company Secretary  
Singapore

13 April 2022

# NOTICE OF ANNUAL GENERAL MEETING

## EXPLANATORY NOTES:

- (1) Mr Chen Johnson will, upon re-election as a Director, remain as a Non-Executive Non-Independent Director and Founder and a member of the nominating committee of the Company ("**Nominating Committee**"). Detailed information on Mr Chen 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 FY2021 ("**FY2021 Annual Report**").
- (2) Mr Gavin Mark McIntyre will, upon re-election as a Director, remain as the Non-Executive Independent Chairman and Chairman of the Audit Committee. The board of Directors ("**Board**") considers him to be independent for the purpose of Rule 704(7) of the Catalyst Rules. Detailed information on Mr McIntyre can be found under the sections entitled "Board of Directors" and "Additional Information on Directors Seeking Re-election" of the FY2021 Annual Report.
- (3) Mr Song Tang Yih will, upon re-election as a Director, remain as an Executive Director and the Chief Executive Officer. 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 FY2021 Annual Report.
- (4) Mr Ian David Brown will, upon re-election as a Director, remain as an Independent Director, a member of the Audit Committee, Nominating Committee and remuneration committee of the Company. The Board considers him to be independent for the purpose of Rule 704(7) of the Catalyst Rules. Detailed information on Mr Brown can be found under the sections entitled "Board of Directors" and "Additional Information on Directors Seeking Re-election" of the FY2021 Annual Report.
- (5) The resolution 8 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.
- (6) The resolution 9 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.
- (7) Further information in relation to the renewal of the IPT Mandate has been set out in the Appendix.

## 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 the Chairman of the AGM as proxy, are set out in the accompanying Company's announcement dated 13 April 2022 ("**AGM Alternative Arrangements Announcement**"). The AGM Alternative Arrangements Announcement, this Notice of AGM, the Appendix, the FY2021 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>.
3. **Due to the current COVID-19 situation, the AGM will be held by way of electronic means and members will not be able to attend the AGM in person.** Members and investors holding shares in the Company through Supplementary Retirement Scheme ("**SRS**") ("**SRS Investors**") 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, the members and SRS Investors who wish to watch the "live" audio-visual webcast or listen to the "live" audio feed must pre-register by 3.00 p.m. on 25 April 2022 ("**Registration Cut-Off Time**"), via the URL <http://bit.ly/BiolidicsAGM2022> ("**AGM Website**").

# NOTICE OF ANNUAL GENERAL MEETING

Following authentication of his/her/its status as members or SRS Investors, authenticated members and SRS 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 12.00 p.m. on 27 April 2022. Members and 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 12.00 p.m. on 27 April 2022, 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).

Investors holding shares through relevant intermediaries (as defined in Section 181 of the Act ("**Investors**") (other than SRS investors) will not be able to pre-register at the AGM Website for the "live" broadcast of the AGM. An Investors (other than SRS investors) who wishes to participate in the "live" broadcast of the AGM should instead approach his/her relevant intermediary as soon as possible in order for the relevant intermediary to make the necessary arrangements to pre-register. 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) via email to [AGM.TeamE@boardroomlimited.com](mailto:AGM.TeamE@boardroomlimited.com) no later than 3.00 p.m. on 25 April 2022.

4. **Members and Investors (including SRS Investors) who pre-registers to watch the "live" webcast or listen to the "live" audio feed will not be able to ask questions "live" during the broadcast of the AGM.**

All members and SRS investors may submit questions relating to the resolutions to be tabled for approval at the AGM **within seven (7) calendar days from this Notice of AGM**, i.e. no later than 5.00 p.m. on 20 April 2022 by email to [ShareholderQueries@biolidics.com](mailto:ShareholderQueries@biolidics.com).

The Company will endeavour to address all substantial and relevant questions received from the members and SRS Investors via the Company's website at the URL <http://www.biolidics.com> and the SGX 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.

Investors (other than SRS Investors) will not be able to submit questions relating to the business of the AGM via the 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.

5. **Due to the current COVID-19 situation, a member will not be able to attend the AGM physically. A member will also not be able to vote "live" on the resolutions to be tabled for approval at the AGM. A member (whether individual or corporate) must appoint the Chairman of the AGM as his/her/its proxy to vote on his/her/its behalf at the AGM, if such member wishes to exercise his/her/its voting rights at the AGM.**

The instrument appointing the Chairman of the AGM as proxy ("**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>. In appointing the Chairman of the AGM as proxy, a member of the Company (whether individual or corporate) must give specific instructions as to voting, or abstentions from voting, in the proxy form, failing which the appointment will be treated as invalid.

6. The proxy form is not valid for use by Investors (including 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. SRS Investors who wish to appoint the Chairman of the AGM as proxy should approach their respective SRS Operators to submit their voting instruction by 5.00 p.m. on 18 April 2022, 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, Tricor Barbinder Share Registration Services, via email to [sg.is.proxy@sg.tricorglobal.com](mailto:sg.is.proxy@sg.tricorglobal.com) no later than 3.00 p.m. on 25 April 2022.

7. The Chairman of the AGM, as proxy, need not be a member of the Company.
8. The proxy form appointing the Chairman of the AGM as proxy must be submitted to the Company in the following manner:
- 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; or
  - if submitted electronically, must be submitted via email to [ProxyFormSubmission@biolidics.com](mailto:ProxyFormSubmission@biolidics.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.

**In view of the current COVID-19 situation and the related safe distancing measures which may make it difficult for members to submit completed proxy forms by post, members are strongly encouraged to submit completed proxy forms electronically.**

# NOTICE OF ANNUAL GENERAL MEETING

9. 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.
10. 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.
11. 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 the Chairman of the AGM as proxy 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, 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 the Chairman of the AGM as proxy 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.