

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the “**AGM**”) of Biolidics Limited (the “**Company**”) will be held at 37 Jalan Pemimpin, #07-13 Mapex, Singapore 577177 on Thursday, 30 April 2020 at 10 a.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 2019 (“**FY2019**”) together with the Auditors’ Report thereon.

(Resolution 1)

2. To approve the payment of Directors’ fees of S\$270,000 for the financial year ending 31 December 2020 (“**FY2020**”), payable quarterly in arrears.

(Resolution 2)

3. To re-elect Mr. Yee Pinh Jeremy who is retiring pursuant to Regulation 97 of the Company’s constitution (“**Constitution**”).

(Resolution 3)

(See Explanatory Note 1)

Mr. Yee Pinh Jeremy will, upon re-election as a director of the Company (“**Director**”), remain as Non-Executive Non-Independent Chairman and a member of the Remuneration Committee. Further information on Mr. Yee Pinh Jeremy can be found in the Company’s annual report 2019.

4. To re-elect Mr. Leong Yow Seng who is retiring pursuant to Regulation 97 of the Constitution.

(Resolution 4)

(See Explanatory Note 2)

Mr. Leong Yow Seng will, upon re-election as a Director, remain as the Lead Independent Director, Chairman of the Remuneration Committee, and a member of the Audit and Nominating Committees. Mr. Leong Yow Seng has no relationship with the Company, its related corporations, its substantial shareholders or its officers. Further information on Mr. Leong Yow Seng can be found in the Company’s annual report 2019.

The board of directors (“**Board**”) of the Company considers him to be independent for the purpose of Rule 704(7) of the Listing Manual Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) (the “**Catalist Rules**”).

5. To re-appoint Messrs Ernst & Young LLP as auditors of the Company and to authorise the Directors to fix their remuneration.

(Resolution 5)

6. 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:

7. Authority to allot and issue shares

“THAT pursuant to Section 161 of the Companies Act, Chapter 50 of Singapore (the “**Act**”) and Rule 806 of the Catalist Rules and the Constitution, the Directors be and hereby authorised to:

- I. (a) allot and issue shares in the capital of the Company (“**Shares**”) whether by way of rights, bonus or otherwise; and/or

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- (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 this 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 6)

(See Explanatory Note 3)

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8. 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,

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
8 April 2020

COVID-19 Precautionary Measures as at 1 April 2020:

On 27 March 2020, the Infectious Diseases (Measures to Prevent Spread of COVID-19) Regulations 2020 ("**Safe Distancing Regulations**") came into force. Under these Safe Distancing Regulations, attendance for, amongst others, meetings and gatherings, is limited to 10 individuals. On 31 March 2020, the Ministry of Law and the Ministry of Finance announced ("**MOH/MOF Announcement**") that the Singapore Government intends to introduce new legislation on or around 7 April 2020 ("**New Provisions**") to allow alternative arrangements to be prescribed where: (a) personal attendance at a meeting is provided for in any written law or legal instrument; and (b) it is inexpedient or impracticable for the meeting or class of meetings to be convened, held or conducted in the manner provided for in the written law or legal instrument, in view of the prevailing Safe Distancing Regulations. The New Provisions will also provide that meetings held after 27 March 2020 in accordance with such alternative arrangements will be deemed to satisfy the relevant requirements for personal attendance at a meeting, despite anything to the contrary in any law or legal instrument. If passed by the Singapore Parliament, these New Provisions are intended to be brought into force as soon as possible.

SGX RegCo, the Accounting and Regulatory Authority of Singapore and the Monetary Authority of Singapore, have also, on 31 March 2020 and in light of the MOH/MOF Announcement, set out guidance on general meetings amid the global COVID-19 outbreak ("**SGX RegCo Guidance**"). The SGX RegCo Guidance provides, amongst others, that issuers who choose to proceed with general meetings before 30 April 2020 must conduct the meeting in a manner that (a) provides opportunity for shareholders to ask questions, (b) provides for the meeting to be shown by "live" webcast, and (c) allow for proxy voting. At these meetings, any quorum requirements will be satisfied through the attendance of the minimum number of shareholders specified in the issuer's constitution (which may be satisfied through the attendance of any director or senior management of the issuer who holds shares), or up to the number of individuals permitted under the Safe Distancing Regulations, whichever is lower.

Pursuant to the Safe Distancing Regulations, the New Provisions and the SGX RegCo Guidance, Shareholders should **not** attend the AGM in person. In accordance with the New Provisions and the SGX RegCo Guidance, the Company will be providing a registration website, the URL of which will be announced by the Company on SGXNET in a separate announcement not later than 13 April 2020 ("**Additional Arrangement Announcement**"), pursuant to which Shareholders may register for an account to attend the AGM by way of a "live" webcast. Registration for an account must be completed not later than 72 hours before the time fixed for the AGM, being 27 April 2020 at 10 a.m. ("**Cut-Off Date**"). Upon successful registration, Shareholders will be able to log into the webcast facility at the date and time set out in this Notice of AGM to attend the "live" webcast of the AGM.

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Shareholders shall have the right to submit any questions they may have by emailing the Company from 13 April 2020 up to the Cut-Off Date. The email address for such submission of questions will be announced by the Company in the Additional Arrangement Announcement. The Company will announce the responses to substantial queries received from Shareholders on SGXNET and our website at www.biolidics.com by 29 April 2020 at 6 p.m., and at the AGM.

All Shareholders are encouraged to complete, sign and return the Proxy Form attached to this Notice of AGM in accordance with the instructions printed therein as soon as possible and, in any event, so as to arrive (a) by email to an email address that will be set out in the Additional Arrangement Announcement or (b) by post to the office of the Company's Share Registrar, Tricor Barbinder Share Registration Services at 80 Robinson Road, #11-02, Singapore 068898, not later than the Cut-Off Date. Shareholders must appoint the chairman of the AGM to act as proxy and direct the vote at the AGM.

SRS Investors (as defined in the Proxy Form) who wish to appoint the chairman of the AGM as their proxy should approach their respective agent banks to submit their votes at least seven (7) working days before the date of the AGM.

At the forthcoming AGM, the Company will comply with the COVID-19 precautionary measures recommended or imposed by the Singapore Government to minimise the risk of community spread of COVID-19 as may be appropriate, as well as all guidance provided by the SGX RegCo on the holding of general meetings amid COVID-19, including the SGX RegCo Guidance.

Shareholders should also note that the Company may be required to make further changes to its AGM arrangements as the situation evolves, and Shareholders should keep abreast of the Company's announcements that may be made from time to time on SGXNET.

NOTES:

1. A member of the Company entitled to attend and vote at the AGM must appoint the chairman of the AGM as proxy to attend and vote instead of the member.
2. If the member is a corporation, the instrument appointing the proxy must be given under its common seal or signed on its behalf by an attorney or a duly authorised officer of the corporation.
3. The instrument appointing the chairman of the AGM to act as proxy must be completed and arrive (a) by email to an email address that will be set out in the Additional Arrangement Announcement OR (b) by post to the office of the Company's Share Registrar, Tricor Barbinder Share Registration Services at 80 Robinson Road, #11-02, Singapore 068898, not less than 72 hours before the time appointed for holding the AGM.
4. A depositor shall not be regarded as a member of the Company entitled to attend and vote at the AGM unless his/her name appears on the Depository Register not less than 72 hours before the time of the AGM.

EXPLANATORY NOTES:

- (1) Details on Mr. Yee Pinh Jeremy

Date of Appointment: 27 April 2017

Date of last re-appointment (if applicable): NA

Age: 51

Country of principal residence: Singapore

The Board's comments on this appointment (including rationale, selection criteria, and the search and nomination process): Please refer to the corporate governance section of the Company's annual report 2019.

Whether appointment is executive, and if so, the area of responsibility: No

Job Title: Non-Executive Non-Independent Chairman and a member of the Remuneration Committee

Professional qualifications: Please refer to the board of directors section in the Company's annual report 2019.

Working experience and occupation(s) during the past 10 years: Please refer to the board of directors section in the Company's annual report 2019.

Shareholding interest in the listed issuer and its subsidiaries: None

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: No

Conflict of interest (including any competing business): None

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 Catalyst Rules: There is no change to the declaration, which was disclosed in the Offer Document dated 11 December 2018.

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(2) Details on Mr. Leong Yow Seng

Date of Appointment: 20 November 2018

Date of last re-appointment (if applicable): 30 April 2019

Age: 48

Country of principal residence: Singapore

The Board's comments on this appointment (including rationale, selection criteria, and the search and nomination process): Please refer to the corporate governance section of the Company's annual report 2019.

Whether appointment is executive, and if so, the area of responsibility: No

Job Title: Lead Independent Director, Chairman of the Remuneration Committee, and a member of the Audit and Nominating Committees

Professional qualifications: Please refer to the board of directors section in the Company's annual report 2019.

Working experience and occupation(s) during the past 10 years: Please refer to the board of directors section in the Company's annual report 2019.

Shareholding interest in the listed issuer and its subsidiaries: None

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: No

Conflict of interest (including any competing business): None

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 declaration, which was disclosed in the Offer Document dated 11 December 2018.

- (3) The resolution 6 in item 7 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 Shares (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 issued Shares (excluding treasury shares and subsidiary holdings) at the time of the passing of this resolution.
- (4) The resolution 7 in item 8 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 Shares (excluding treasury shares and subsidiary holdings) 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 the Notice of AGM and any Additional Arrangement Announcement, 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.

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BIOLIDICS LIMITED

(Company Registration No.: 200913076M)
(Incorporated in the Republic of Singapore)

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PROXY FORM

Important:

1. For investors who have used their Supplementary Retirement Scheme monies to buy shares in the Company ("**SRS Investors**"), this Proxy Form is not valid for use and shall be ineffective for all intents and purposes if used or purported to be used by them.
2. SRS Investors are requested to contact their respective agent banks for any queries they may have with regard to appointment as their proxies.

I/We, _____ (Name) _____ (NRIC No./Passport No./Company

Registration No.) _____ of _____ (Address)

being a member/members of Biolidics Limited (the "**Company**"), hereby appoint the chairman of the AGM, as *my/our proxy to attend and to vote for *me/us on *my/our behalf at the AGM to be held at 37 Jalan Pemimpin, #07-13 Mapex, Singapore 577177 on Thursday, 30 April 2020 at 10 a.m. and at any adjournment thereof.

*I/We direct *my/our proxy to vote for or against, or abstain from voting the ordinary resolutions to be proposed at the AGM as indicated hereunder. If no specified directions as to voting is given, this Proxy Form shall be disregarded and the proxy shall abstain from voting on any matter arising at the AGM.

No.	ORDINARY BUSINESS	No. of Shares For**	No. of Shares Against**	Abstain**
1.	To receive and adopt the directors' statement and audited financial statements of the Company for the financial year ended 31 December 2019 together with the auditors' report thereon			
2.	To approve the payment of Directors' fees for the financial year ending 31 December 2020, payable quarterly in arrears			
3.	To re-appoint Mr. Yee Pinh Jeremy as a director of the Company			
4.	To re-elect Mr. Leong Yow Seng as a director of the Company			
5.	To re-appoint Messrs Ernst & Young LLP as the Company's auditors			
	SPECIAL BUSINESS			
6.	To allot and issue shares			
7.	To grant awards and to allot and issue shares pursuant to the PSP			

** Voting will be conducted by poll. If you wish to exercise all your votes "For" or "Against" the relevant resolution, please tick "X" in the relevant box provided. Alternatively, please indicate the number of votes "For" or "Against" each resolution. If you mark "X" in the abstain box for a particular resolution, you are directing your proxy not to vote on that resolution.

Dated this _____ day of _____ 2020

Total No. of Shares in	No. of Shares
CDP Register	
Register of Members	

Signature of Member(s) or Common Seal

* Delete accordingly

IMPORTANT: PLEASE READ NOTES OVERLEAF.



NOTES:

1. Please insert the total number of shares held by you. If you have shares entered against your name in the Depository Register (as defined in Section 81SF of the Securities and Futures Act, Chapter 289 of Singapore), you should insert that number of shares. If you have shares registered in your name in the Register of Members, you should insert that number of shares. If you have shares entered against your name in the Depository Register and shares registered in your name in the Register of Members, you should insert the aggregate number of shares entered against your name in the Depository Register and registered in your name in the Register of Members. If no number is inserted, the Proxy Form shall be deemed to relate to all the shares held by you.
2. Shareholders must appoint the chairman of the AGM to act as proxy and direct the vote at the AGM. Please refer to the Notice of AGM for more details.
3. The Proxy Form must be under the hand of the appointor or of his attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its common seal or under the hand of an officer of the corporation or attorney duly authorised.
4. "Relevant Intermediaries" as defined in section 181 of the Act shall also appoint the chairman of the AGM to act as proxy and direct the vote at the AGM. Together with the Proxy Form, the Relevant Intermediaries shall provide to the Company a list of attendees who would like to attend the AGM by way of a "live" webcast with such information that may be requested by the Company in the Additional Arrangement Announcement.
5. Where the Proxy Form is signed on behalf of the appointor by an attorney, the power of attorney (or other authority) or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the instrument of proxy, failing which the instrument may be treated as invalid.
6. The Proxy Form must be completed and arrive (a) by email to an email address that will be set out in the Additional Arrangement Announcement or (b) by post to the office of the Company's Share Registrar, Tricor Barbinder Share Registration Services at 80 Robinson Road, #11-02, Singapore 068898, not less than 72 hours before the time appointed for holding the AGM.
7. SRS Investors, may inform their SRS agent banks to appoint the chairman of the AGM to act as their proxy.

GENERAL:

The Company shall be entitled to reject the Proxy Form if it is incomplete, improperly completed or illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the Proxy Form. In addition, in the case of a member whose shares are entered in the Depository Register, the Company may reject any Proxy Form lodged if the member, being the appointor, is not shown to have shares entered against his name in the Depository Register as at 72 hours before the time appointed for holding the AGM, as certified by The Central Depository (Pte) Limited to the Company.

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, 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.