



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

**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 Palm Room at Oasis, 87 Science Park Drive, Science Hub, Singapore 118260 on Tuesday, 30 April 2019 at 9.30 a.m. for the following purposes:

**Ordinary Business**

- To receive and adopt the Directors’ Statement and Audited Financial Statements of the Company for the financial year ended 31 December 2018 (“**FY2018**”) together with the Auditor’s Report thereon. (Resolution 1)
- To approve the payment of Directors’ fees of S\$160,000 for the financial year ending 31 December 2019, payable quarterly in arrears. (Resolution 2)
- To re-elect Mr. Chen Johnson who is retiring pursuant to Regulation 97 of the Company’s constitution (“**Constitution**”). (Resolution 3)  
(See Explanatory Note 1)  
Mr. Chen Johnson will, upon re-election as a director of the Company (“**Director**”), remain as Non-Executive Non-Independent Director and a member of the Nominating Committee. There are no relationships including family relationships between Mr. Chen Johnson and the other Directors, the Company, its related corporations, its 10% shareholders or its officers. Further information on Mr. Chen Johnson can be found in the Company’s annual report 2018.
- To re-elect Mr. Lew Kwang Ping who is retiring pursuant to Regulation 103 of the Constitution. (Resolution 4)  
(See Explanatory Note 2)  
Mr. Lew Kwang Ping will, upon re-election as a Director, remain as Executive Director and CEO of the Company. There are no relationships including family relationships between Mr. Lew Kwang Ping and the other Directors, the Company, its related corporations, its 10% shareholders or its officers. Further information on Mr. Lew Kwang Ping can be found in the Company’s annual report 2018.
- To re-elect Mr. Leong Yow Seng who is retiring pursuant to Regulation 103 of the Constitution. (Resolution 5)  
(See Explanatory Note 3)  
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. 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**”). There are no relationships including family relationships between Mr. Leong Yow Seng and the other Directors, the Company, its related corporations, its 10% shareholders or its officers. Further information on Mr. Leong Yow Seng can be found in the Company’s annual report 2018.
- To re-elect Mr. Peter Koh Heng Kang who is retiring pursuant to Regulation 103 of the Constitution. (Resolution 6)  
(See Explanatory Note 4)  
Mr. Peter Koh Heng Kang will, upon re-election as a Director, remain as an Independent Director and a member of the Remuneration Committee. The Board considers him to be independent for the purpose of Rule 704(7) of the Catalist Rules. There are no relationships including family relationships between Mr. Peter Koh Heng Kang and the other Directors, the Company, its related corporations, its 10% shareholders or its officers. Further information on Mr. Peter Koh Heng Kang can be found in the Company’s annual report 2018.
- To re-elect Ms. Toh Shih Hua who is retiring pursuant to Regulation 103 of the Constitution. (Resolution 7)  
(See Explanatory Note 5)  
Ms. Toh Shih Hua will, upon re-election as a Director, remain as an Independent Director and Chairman of the Audit Committee. The Board considers her to be independent for the purpose of Rule 704(7) of the Catalist Rules. There are no relationships including family relationships between Ms. Toh Shih Hua and the other Directors, the Company, its related corporations, its 10% shareholders or its officers. Further information on Ms. Toh Shih Hua can be found in the Company’s annual report 2018.
- To re-elect Mr. Ong Hsien Chih, James (Weng Xian Zhi, James) who is retiring pursuant to Regulation 103 of the Constitution. (Resolution 8)  
(See Explanatory Note 6)  
Mr. Ong Hsien Chih, James (Weng Xian Zhi, James) will, upon re-election as a Director, remain as an Independent Director, Chairman of the Nominating Committee and a member of the Audit Committee. The Board considers him to be independent for the purpose of Rule 704(7) of the Catalist Rules. There are no relationships including family relationships between Mr. Ong Hsien Chih, James (Weng Xian Zhi, James) and the other Directors, the Company, its related corporations, its 10% shareholders or its officers. Further information on Mr. Ong Hsien Chih, James (Weng Xian Zhi, James) can be found in the Company’s annual report 2018.
- To appoint Messrs Ernst & Young LLP as auditors of the Company in place of retiring auditors of the Company, Messrs Deloitte & Touche LLP, under any other office until conclusion of the next AGM and to authorise the Directors to fix their remuneration. (Resolution 9)  
(See Explanatory Note 7)
- 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:

- 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  
(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 share capital of the Company (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 share capital of the Company (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 share capital of the Company (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 which are outstanding and/or subsisting at the time of the passing of this resolution, provided that such share options or share awards (as the case may be) 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;  
(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 10)  
(See Explanatory Note 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 share capital of the Company (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 11)  
(See Explanatory Note 9)

By Order of the Board

Selena Leong Siew Tee  
Company Secretary  
Singapore  
15 April 2019

**NOTES:**

- A member of the Company (who is not a relevant intermediary as defined in Section 181 of the Act) entitled to attend and vote at the AGM is entitled to appoint not more than two proxies to attend and vote instead of the member. A proxy need not be a member of the Company.  
A member who is a relevant intermediary (as defined in Section 181 of the Act) is entitled to appoint more than two proxies to attend and vote at the AGM.
- Where a member appoints more than one proxy, the appointment shall be invalid unless the member specifies the proportion of his/her shareholding to be represented by each proxy in the instrument appointing the proxies.
- 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.
- The instrument appointing a proxy, duly executed, must be deposited at 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.
- 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:**

- Details on Mr. Chen Johnson  
Date of Appointment: 19 July 2009  
Date of last re-appointment (if applicable): NA  
Age: 47  
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 2018.  
Whether appointment is executive, and if so, the area of responsibility: No  
Job Title: Non-Executive Non-Independent Director and a member of the Nominating Committee  
Professional qualifications: Please refer to the board of directors section in the Company’s annual report 2018.  
Working experience and occupation(s) during the past 10 years: Please refer to the board of directors section in the Company’s annual report 2018.  
Shareholding interest in the listed issuer and its subsidiaries: 2,748,300 Shares  
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): The Company purchases certain components of the CTChip® FR1 biochip from Hybrionic Pte Ltd (“**Hybrionic**”) from time to time. Mr. Chen Johnson’s father, Mr. Chen Chung Ni Johnny, is a director of, and holds an equity interest of approximately 87.7% in, Hybrionic. Mr. Chen Johnson is also a director of Hybrionic.  
Undertaking (in the format set out in Appendix 7H) under Rule 720(1) has been submitted to the listed issuer  
☒ Yes ☐ No
- Details on Mr. Lew Kwang Ping  
Date of Appointment: 19 September 2018  
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 2018.  
Whether appointment is executive, and if so, the area of responsibility: Yes, he is responsible for the overall management, operations, strategic planning and business development of the Company.  
Job Title: Executive Director and CEO  
Professional qualifications: Please refer to the board of directors section in the Company’s annual report 2018.  
Working experience and occupation(s) during the past 10 years: Please refer to the board of directors section in the Company’s annual report 2018.  
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
- Details on Mr. Leong Yow Seng  
Date of Appointment: 20 November 2018  
Date of last re-appointment (if applicable): NA  
Age: 47  
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 2018.  
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 2018.  
Working experience and occupation(s) during the past 10 years: Please refer to the board of directors section in the Company’s annual report 2018.  
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
- Details on Mr. Peter Koh Heng Kang  
Date of Appointment: 20 November 2018  
Date of last re-appointment (if applicable): NA  
Age: 54  
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 2018.  
Whether appointment is executive, and if so, the area of responsibility: No  
Job Title: Independent Director and a member of the Remuneration Committee  
Professional qualifications: Please refer to the board of directors section in the Company’s annual report 2018.  
Working experience and occupation(s) during the past 10 years: Please refer to the board of directors section in the Company’s annual report 2018.  
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
- Details on Ms. Toh Shih Hua  
Date of Appointment: 20 November 2018  
Date of last re-appointment (if applicable): NA  
Age: 44  
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 2018.  
Whether appointment is executive, and if so, the area of responsibility: No  
Job Title: Independent Director and Chairman of the Audit Committee  
Professional qualifications: Please refer to the board of directors section in the Company’s annual report 2018.  
Working experience and occupation(s) during the past 10 years: Please refer to the board of directors section in the Company’s annual report 2018.  
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
- Details on Mr. Ong Hsien Chih, James (Weng Xian Zhi, James)  
Date of Appointment: 20 November 2018  
Date of last re-appointment (if applicable): NA  
Age: 39  
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 2018.  
Whether appointment is executive, and if so, the area of responsibility: No  
Job Title: Independent Director, Chairman of the Nominating Committee and a member of the Audit Committee  
Professional qualifications: Please refer to the board of directors section in the Company’s annual report 2018.  
Working experience and occupation(s) during the past 10 years: Please refer to the board of directors section in the Company’s annual report 2018.  
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
- In accordance with the requirements of Rule 712(3) of the Catalist Rules:  
(i) Messrs Deloitte & Touche LLP, the Company’s current auditors for FY2018, has confirmed that it is not aware of any professional reasons why Messrs Ernst & Young LLP should not accept appointment as new auditors of the Company;  
(ii) the Company confirms that there were no disagreements with Messrs Deloitte & Touche LLP on accounting treatments within the last 12 months from the date of the Appendix to Notice of AGM (“**Appendix**”) to Shareholders in relation to the proposed change of auditors;  
(iii) the Company confirms that it is not aware of any circumstances connected with the proposed change of auditors that should be brought to the attention of Shareholders which has not been disclosed in the Appendix;  
(iv) as a matter of good corporate governance, the Audit Committee is of the view that it would be appropriate to periodically rotate audit firms to enable the Company to benefit from fresh perspectives and views of another professional accounting firm, thereby enhancing the value of the audit. The Board concurs with the Audit Committee; and  
(v) the Company confirms that it complies with Rule 712 of the Catalist Rules in relation to the proposed appointment of Messrs Ernst & Young LLP as auditors of the Company.  
For further information in relation to the proposed change of auditors, please refer to the Appendix which is circulated to Shareholders together with the Company’s annual report 2018.
- The resolution 10 in item 11 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 issued share capital of the Company (excluding treasury shares and subsidiary holdings) at the time of the passing of this resolution.
- The resolution 11 in item 12 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) 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, 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, 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.

*This notice has been prepared by the Company and its contents have been reviewed by the Company’s sponsor, United Overseas Bank Limited (the “Sponsor”), for compliance with the relevant rules of the SGX-ST. The Sponsor has not independently verified the contents of this notice. This notice has not been examined or approved by the SGX-ST and the SGX-ST assumes no responsibility for the contents of this notice, including the correctness of any of the statements or opinions made or reports contained in this notice. The contact person for the Sponsor is Mr Chia Beng Kwan, Senior Director, Equity Capital Markets, who can be contacted at 80 Raffles Place, #03-03 UOB Plaza 1, Singapore 048624, telephone: +65 6533 9898.*