
NOTICE OF EXTRAORDINARY GENERAL MEETING

BIOLIDICS LIMITED

(Company Registration No. 200913076M)
(Incorporated in the Republic of Singapore on 19 July 2009)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of Biolidics Limited (the “**Company**”) will be held at RHTLaw Asia LLP (Rooms 2 and 3), Paya Lebar Link #06-08, PLQ 2 Paya Lebar Quarter, Singapore 408533 on Thursday, 19 September 2024 at 11.00 a.m. (“**EGM**” or the “**Meeting**”) for the purpose of considering, and if thought fit, passing (with or without any modification) the following ordinary resolutions as set out below:

Unless otherwise defined, all capitalised terms used in this notice of EGM shall bear the same meanings as ascribed to them in the circular to shareholders of the Company dated 4 September 2024 (the “**Circular**”).

Shareholders should note that Ordinary Resolutions 1 to 4 as set out in this Notice of EGM are inter-conditional on each other. This means that if any one of Ordinary Resolutions 1 to 4 is not approved, all of Ordinary Resolutions 1 to 4 will not be duly passed.

ORDINARY RESOLUTION 1: THE PROPOSED ISSUANCE OF CONSIDERATION SHARES

That, subject to and contingent upon the passing of Ordinary Resolutions 2, 3 and 4 in this Notice of EGM:

- (a) pursuant to Section 161 of the Companies Act and Chapter 8 of the Catalist Rules, approval be and is hereby given to the Directors for the allotment and issuance an aggregate of 452,000,000 Consideration Shares to the Vendor’s Nominees, Mr. Yuan and Mr. Wu at the Consideration Share Price of S\$0.0090 per Consideration Share in accordance with the terms and conditions of the SPA; and
- (b) the Directors or any of them be and are hereby authorised to exercise such discretion to complete and do all such acts and things, including without limitation, to sign, seal, execute and deliver all such documents and deeds, and to approve any amendment, alteration or modification to any document, as they or he may consider necessary, desirable or expedient or in the interest of the Company to give effect to this resolution as they or he may think fit.

ORDINARY RESOLUTION 2: THE PROPOSED ISSUANCE OF SUBSCRIPTION SHARES

That, subject to and contingent upon the passing of Ordinary Resolutions 1, 3 and 4 in this Notice of EGM:

- (a) pursuant to Section 161 of the Companies Act and Rules 804, 805, 811 and 812 of the Catalist Rules, approval be and is hereby given to the Directors for the allotment and issuance of up to 407,000,000 Subscription Shares to the Subscriber at the Subscription Price of S\$0.0040 per Subscription Share in accordance with the terms and conditions of the Subscription Agreement;
- (b) the Directors or any of them be and are hereby authorised to exercise such discretion to complete and do all such acts and things, including without limitation, to sign, seal, execute and deliver all such documents and deeds, and to approve any amendment, alteration or modification to any document, as they or he may consider necessary, desirable or expedient or in the interest of the Company to give effect to this resolution as they or he may think fit.

Note to Ordinary Resolution 2:

- (1) Pursuant to Rule 804, Rule 812(2) and Rule 919 of the Catalist Rules, the Subscriber and his associates will abstain from exercising any voting rights in relation to Resolution 2.

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ORDINARY RESOLUTION 3: THE PROPOSED TRANSFER OF CONTROLLING INTEREST TO MR. ZHU HUA

That, subject to and contingent upon the passing of Ordinary Resolutions 1, 2 and 4 in this Notice of EGM:

- (a) pursuant to Rule 803 of the Catalist Rules, approval be and is hereby given to the Directors for the Proposed Transfer of Controlling Interest to the Subscriber upon completion of the Proposed Subscription; and
- (b) the Directors or any of them be and are hereby authorised to exercise such discretion to complete and do all such acts and things, including without limitation, to sign, seal, execute and deliver all such documents and deeds, and to approve any amendment, alteration or modification to any document, as they or he may consider necessary, desirable or expedient or in the interest of the Company to give effect to this resolution as they or he may think fit.

Note to Ordinary Resolution 3:

- (1) Pursuant to Rule 804, Rule 812(2) and Rule 919 of the Catalist Rules, the Subscriber and his associates will abstain from exercising any voting rights in relation to Resolution 3.

ORDINARY RESOLUTION 4: THE PROPOSED SUBSCRIPTION AS AN INTERESTED PERSON TRANSACTION

That, subject to and contingent upon the passing of Ordinary Resolutions 1, 2 and 3 in this Notice of EGM:

- (a) pursuant to Chapter 9 of the Catalist Rules, approval be and is hereby given to the Directors for the Proposed Subscription as an Interested Person Transaction; and
- (b) the Directors or any of them be and are hereby authorised to exercise such discretion to complete and do all such acts and things, including without limitation, to sign, seal, execute and deliver all such documents and deeds, and to approve any amendment, alteration or modification to any document, as they or he may consider necessary, desirable or expedient or in the interest of the Company to give effect to this resolution as they or he may think fit.

Note to Ordinary Resolution 4:

- (1) Pursuant to Rule 804, Rule 812(2) and Rule 919 of the Catalist Rules, the Subscriber and his associates will abstain from exercising any voting rights in relation to Resolution 4.

ORDINARY RESOLUTION 5: THE PROPOSED ISSUANCE OF SIGN-ON SHARES

That:

- (a) pursuant to Section 161 of the Companies Act and Chapter 8 of the Catalist Rules, approval be and is hereby given to the Directors for the proposed allotment and issuance of up to 76,000,000 Sign-On Shares to Mr. Chen Lu, pursuant to the Proposed Issuance of Sign-On Shares; and
- (b) the Directors or any of them be and are hereby authorised to exercise such discretion to complete and do all such acts and things, including without limitation, to sign, seal, execute and deliver all such documents and deeds, and to approve any amendment, alteration or modification to any document, as they or he may consider necessary, desirable or expedient or in the interest of the Company to give effect to this resolution as they or he may think fit.

BY ORDER OF THE BOARD

Zhu Hua
Executive Director and Chairman

4 September 2024

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Notes:

1. The members of the Company are invited to attend physically at the EGM. **There will be no option for members to participate virtually.**
2. A printed copy of the Circular will not be sent to members unless requested by the members pursuant to a submitted request. Members who wish to receive a printed copy of the Circular are required to complete the Request Form and return it to the Company by post or by email by 11 September 2024.
3. Printed copies of this Notice of EGM ("**Notice**"), Proxy Form and the Request Form (to request for the Circular) have been despatched to the members. The Circular, Notice and Proxy Form can also be accessed electronically by the members on the Company's website at the URL www.biolidics.com, and on the SGXNet website at <https://www.sgx.com/securities/company-announcements>.
4. The members of the Company may participate in the EGM by:
 - (a) attending the EGM in person;
 - (b) raising questions at the EGM or submitting questions in advance of the EGM; and/or
 - (c) voting at the EGM (i) themselves personally; or (ii) through their duly appointed proxy(ies).

Please bring along your NRIC/passport as to enable the Company to verify your identity. Members are requested to arrive early to facilitate the registration process and are advised not to attend the EGM if they are feeling unwell. Members are strongly encouraged to exercise social responsibility to rest at home and consider appointing a proxy(ies) to attend the EGM, if they are unwell.

5. A member of the Company (other than a Relevant Intermediary*) entitled to attend and vote at the EGM is entitled to appoint not more than two (2) proxies to attend and vote in his/her stead. A proxy need not be a member of the Company.
6. A member of the Company who is a Relevant Intermediary may appoint more than two (2) proxies to attend, speak and vote at the EGM of the Company, provided that each proxy is appointed to exercise the rights attached to different shares held by the member. In such event, the Relevant Intermediary shall submit a list of its proxies together with the information required in this proxy form to the Company.
7. For investors who hold shares through relevant intermediaries, including the CPF Investors and/or the SRS Investors who are unable to attend the EGM but would like to appoint the Chairman of the EGM as their proxy should approach their respective CPF Agent Banks or SRS operators, through which they hold such shares, to submit their votes at least seven (7) working days before the EGM that is by **11.00 a.m. on Tuesday, 10 September 2024**, in order to allow sufficient time for their respective CPF Agent Banks or SRS Operators to in turn submit the Proxy Form to appoint the Chairman of the EGM to vote on their behalf no later than the Proxy Deadline. CPF/SRS Investors should contact their respective CPF Agent Banks or SRS Operators for any queries they may have with regard to the appointment of proxy for the EGM.
8. The instrument appointing a proxy must be submitted to the Company in the following manner:
 - (a) if submitted by post, must be deposited at the office of the Company's Share Registrar, B.A.C.S. Private Limited, located at 77 Robinson Road, #06-03 Robinson 77, Singapore 068896; or
 - (b) if submitted electronically, be submitted via email to the Company's Share Registrar, B.A.C.S. Private Limited at main@zicoholdings.com.

in either case, by 11.00 a.m. on Monday, 16 September 2024, being seventy-two (72) hours before the time appointed for holding the EGM and in default, the instrument of proxy shall be treated as invalid.

Members are strongly encouraged to submit completed forms electronically via email.

9. The Company shall be entitled to reject the instrument appointing a proxy or proxies 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 instrument appointing a proxy or proxies. In addition, in the case of shares entered in the Depository Register (as defined in Section 81SF of the Securities and Futures Act 2001 of Singapore), the Company may reject any instrument appointing a proxy or proxies lodged if the member, being the appointor, is not shown to have shares entered against his/her/its name in the Depository Register as at seventy-two (72) hours before the time appointed for holding the EGM (i.e., by 11.00 a.m. on Monday, 16 September 2024), as certified by The Central Depository (Pte) Limited to the Company.
10. Members may submit substantial and relevant questions in relation to the resolutions to be tabled and approval at the EGM, in advance of the EGM, in the following manner:
 - (a) by email to circular@biolidics.com; or
 - (b) in hard copy by sending personally or by post to the registered address of the Company at 18 Howard Road #11-09 Novelty BizCentre, Singapore 369585.

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All questions must be submitted within seven (7) calendar days from the date of this Notice (i.e., by 11.00 a.m. on Wednesday, 11 September 2024) (“**Cut-Off Time**”).

The Company will endeavour to address questions which are substantial and relevant to the resolutions to be tabled for approval at the EGM and received from members who are verifiable against the Depository Register or the Register of Members. The Company’s responses to the questions from members will be posted on the SGXNet at <https://www.sgx.com/securities/company-announcements> no later than forty-eight (48) hours before the closing date and time for lodgement of the Proxy Form. **Where substantially similar questions are received, the Company may consolidate such questions and consequently not all question may be individually addressed.**

The Company will address any subsequent clarification sought, or substantial and relevant follow-up questions received after Wednesday, 11 September 2024 which have not already been addressed prior to the EGM, at the EGM itself.

Verified members and proxy(ies) attending the physical meeting will be able to ask questions in person at the EGM. The Company will, within one (1) month after the date of the EGM, publish the minutes of the EGM on SGXNet and the minutes will include the responses to the questions referred to above.

* A Relevant Intermediary is:

- (a) a banking corporation licensed under the Banking Act 1970 of Singapore or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity; or
- (b) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act 2001 of Singapore and who holds shares in that capacity; or
- (c) the Central Provident Fund Board established by the Central Provident Fund Act 1953 of Singapore, in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the Central Provident Fund Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

PERSONAL DATA PRIVACY

Where a member of the Company submits an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM 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 EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the EGM (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.