

**BIOALPHA HOLDINGS BERHAD**

(949536-X)  
(Incorporated in Malaysia)

**Notice of Eighth (8th) Annual General Meeting**

**NOTICE IS HEREBY GIVEN THAT** the Eighth (8th) Annual General Meeting of Bioalpha Holdings Berhad ("Bioalpha" or "the Company") will be held at Cempaka Room, Bangi Resort Hotel, Off Persiaran Bandar, 43650 Bandar Baru Bangi, Selangor on Tuesday, 11 June 2019 at 9:30 a.m. or at any adjournment thereof for the purpose of transacting the following businesses:

**AGENDA**

**AS ORDINARY BUSINESS:**

- To receive the Audited Financial Statements for the financial year ended 31 December 2018 together with the Reports of the Directors and Auditors thereon.
- To approve the payment of Directors' fees and other benefits payable up to RM410,000 to be divided amongst the Directors in such manner as the Directors may determine for the period commencing from 11 June 2019 up to the conclusion of the next AGM of the Company.
- To re-elect the following Directors who retire by rotation in accordance with Clause 105(1) of the Company's Constitution and being eligible, offer themselves, for re-election:
  - Tan Sri Abdul Rahman Bin Mamat
  - Dato' Norhalim Bin Yunus
  - Ho Tze Hiung
- To re-appoint Messrs. UHY as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration.

(Please refer to  
Explanatory Note 1)  
**(Ordinary Resolution 1)**  
  
**(Ordinary Resolution 2)**  
**(Ordinary Resolution 3)**  
**(Ordinary Resolution 4)**  
**(Ordinary Resolution 5)**

**AS SPECIAL BUSINESS:**

To consider and if thought fit, to pass the following as resolutions:

- AUTHORITY TO ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT, 2016**  
 "THAT pursuant to Sections 75 and 76 of the Companies Act 2016 and subject to the approvals of the relevant governmental/regulatory authorities, the Directors be and are hereby empowered to issue shares in the capital of the Company from time to time and upon such terms and conditions and for such purposes as the Directors, may in their absolute discretion deem fit, provided that the aggregate number of shares issued pursuant to this resolution does not exceed 10% of the issued share capital of the Company for the time being and that the Directors be and are hereby also empowered to obtain approval from the Bursa Malaysia Securities Berhad ("Bursa Securities") for the listing and quotation of the additional shares so issued and that such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company."
- To transact any other business of which due notices shall have been given in accordance with the Companies Act, 2016.

**(Ordinary Resolution 6)**

**BY ORDER OF THE BOARD**

**TAN TONG LANG (MAICSA 7045482)**  
**THIEN LEE MEE (LS0009760)**  
Company Secretaries

Kuala Lumpur  
Date: 30 April 2019

**Notes:-**

- Where a member of the Company is an authorised nominee as defined in the Securities Industry (Central Depositories) Act, 1991 ("SICDA"), it may appoint more than two (2) proxies in respect of each securities account it holds with ordinary shares of the Company standing to the credit of said securities account.
- Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) securities account ("omnibus account"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
- Where the authorised nominee appoints two (2) proxies, or where an exempt authorised nominee appoints two (2) or more proxies, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.
- The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or, if the appointer is a corporation, either under the corporation's Seal or under the hand of an officer or an attorney duly authorised.
- The instrument appointing a proxy must be deposited at the Company's Share Registrar, Boardroom Share Registrars Sdn Bhd (Formerly known as Symphony Share Registrars Sdn Bhd) of Level 6, Symphony House, Pusat Dagangan Dana 1, Jalan PJU 1A/46, 47301 Petaling Jaya, Selangor Darul Ehsan at least forty-eight (48) hours before the time fixed for holding the meeting or any adjournment thereof.
- Only the members whose names appear on the Record of Depositors as at 4 June 2019 shall be entitled to attend and vote at this meeting or appoint proxy(ies) to attend and vote on their behalf.
- Pursuant to Rule 8.31A (1) of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in this Notice of 8th AGM will be put to vote by way of poll.

**Explanatory Notes to Ordinary and Special Business:-**

**1. Item 1 of the Agenda**

The Agenda No. 1 is meant for discussion only as Section 340(1)(a) of the Companies Act, 2016 provide that the audited financial statements are to be laid in the general meeting and do not require a formal approval of the shareholders. Hence, this Agenda item is not put forward for voting.

**2. Special Business - Ordinary Resolution 7**

**Authority to Allot Shares Pursuant to Sections 75 And 76 of The Companies Act, 2016**

The Ordinary Resolution 7, if passed, is a renewal of general mandate to empower the Directors to issue and allot shares up to an amount not exceeding 10% of the issued share capital of the Company for the time being for such purposes as the Directors consider would be in the best interest of the Company. This authority, unless revoked or varied by the Company at a General Meeting, will expire at the next Annual General Meeting.

The general mandate will provide flexibility to the Company for any possible fund-raising activities, including but not limited to further placing of shares, for the purpose of funding future investment project(s) workings capital and/or acquisitions at any time without convening a general meeting as it would be both costs and time consuming to organise a general meeting.

As at the date of this Notice, the Company issued 49,509,900 new ordinary shares at issue price of RM0.24 per share by way of private placement pursuant to the General Mandate granted to the Directors at the 7th Annual General Meeting ("AGM") held on 5 June 2018 and which will lapse at the conclusion of the 8th AGM.

*(Please refer to page 73 of the Annual Report 2018 – Additional Compliance Information in respect of the total proceeds raised from the private placement and status of the utilization of proceeds as at 31 December 2018)*