



**BIOALPHA HOLDINGS BERHAD**  
(Registration No. 201101021398 (949536-X))  
(Incorporated in Malaysia)

**NOTICE OF THE FOURTEENTH (14<sup>TH</sup>) ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Fourteenth (14<sup>th</sup>) Annual General Meeting of Bioalpha Holdings Berhad ("Bioalpha" or "the Company") will be held at Bangi Convention Center, Permata Room, Level 1, Jalan Wawasan 1, Seksyen 14, 43650 Bandar Baru Bangi, Selangor on Tuesday, 3 June 2025 at 10.00 a.m. or any adjournment thereof for the purpose of transacting the following businesses:

**AS ORDINARY BUSINESS:**

- To receive the Audited Financial Statements for the financial year ended 31 December 2024 together with the Reports of the Directors and Auditors thereon. (Please refer to Explanatory Note 1)
- To approve the payment of Directors' fees and other benefits payable up to RM350,000 to be divided amongst the Directors in such manner as the Directors may determine for the period commencing from the conclusion of the 14<sup>th</sup> AGM until the conclusion of the next AGM of the Company in the year 2026. (Ordinary Resolution 1)
- To re-elect the following Directors who are retiring by rotation in accordance with Clause 105(1) of the Company's Constitution and being eligible, offered themselves, for re-election:  
i. Kang Jimmi (Ordinary Resolution 2)  
ii. Yee Yit Yang (Ordinary Resolution 3)
- To re-elect Mr. Koo Kien Yoon who is retiring in accordance with Clause 114 of the Company's Constitution and being eligible, offered himself for re-election. (Ordinary Resolution 4)
- To re-appoint Messrs ChengCo PLT as Auditors of the Company until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration. (Ordinary Resolution 5)

**AS SPECIAL BUSINESS:**

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

- AUTHORITY TO ISSUE AND ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT, 2016** (Ordinary Resolution 6)  
"THAT approval be and is hereby given to waive the statutory pre-emptive rights to be offered new shares ranking equally to the existing issued shares of the Company pursuant to Section 85 of the Companies Act, 2016 ("the Act") read together with Clause 61 of the Company's Constitution.  
THAT pursuant to Sections 75 and 76 of the Act 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 total number of issued shares of the Company or such higher percentage as Bursa Malaysia Securities Berhad ("Bursa Securities") allowed for the time being and that the Directors be and are hereby also empowered to obtain approval from the Bursa Securities for the listing and quotation of the additional shares so issued.  
AND THAT such authority shall commence immediately upon the passing of this Resolution and continue to be in force until the conclusion of the next Annual General Meeting of the Company."
- PROPOSED GRANTING OF SIS OPTIONS TO MR. KOO KIEN YOON** (Ordinary Resolution 7)  
"THAT the Board be and is hereby authorised, at any time and from time to time during the existence of the SIS, to offer and grant to Mr. Koo Kien Yoon, being Executive Director of the Company, options to subscribe for new ordinary shares in Bioalpha ("Bioalpha Shares") ("SIS Options") and if such options are accepted and exercised, to allot and issue such a number of new Bioalpha Shares as may be required to be issued to him under the SIS, in accordance with the provisions of the By-Laws provided that not more than ten percent (10%) of the total number of SIS Options shall be allocated to Mr. Koo Kien Yoon, as long as Mr. Koo Kien Yoon either singly or collectively through persons connected with him (as defined in the AMLR of Bursa Securities), holds twenty percent (20%) or more of the total number of issued shares (excluding treasury shares) of Bioalpha subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws."

BY ORDER OF THE BOARD

**TAN TONG LANG (SSM PC NO. 202208000250 / MAICSA 7045482)**

**THIEN LEE MEE (SSM PC NO. 201908002254 / LSO010621)**

Company Secretaries

Dated: 30 April 2025

**Notes:-**

- A proxy may but need not be a member of the Company and a member may appoint any person to be his/her proxy without limitation. A member shall be entitled to appoint one (1) or more proxies to attend and vote at the same meeting, the appointment shall be invalid unless he/she specifies the proportion of his/her shareholdings to be represented by each proxy.
- Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991 ("Central Depositories Act"), it may appoint at least one proxy in respect of each securities account it holds with ordinary shares to the credit of the said securities account.
- Where a member of the Company is an exempt authorised nominee as defined under the Central Depositories Act which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("Omnibus Account"), there shall be no limit to the number of proxies which the Exempt Authorised Nominee may appoint in respect of each Omnibus Account it holds.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor 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, Prosec Share Registration Sdn. Bhd. of DF2-09-02, Level 9, Persoft Tower, 6B, Persiaran Tropicana, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor not less than 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 26 May 2025 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 will be put to vote by way of poll.

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

**1. Item 1 of the Agenda**

Agenda No. 1 is meant for discussion only as Section 340(1)(a) of the Companies Act, 2016 provides 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. Ordinary Resolution 1: To approve the payment of Directors' Fees and other benefits payable**

Pursuant to Section 230(1) of the Act, fees and benefits payable to the Directors of a public company or a listed company and its subsidiaries shall be approved by shareholders at a general meeting. The Directors' benefits payable include meeting attendance allowances and other claimable benefits.

In determining the estimated total amount of Directors' benefits, the Board has considered various factors, among others, the estimated claimable benefits and estimated number of meetings for the Board and Board Committees held for the period commencing from the conclusion of the 14<sup>th</sup> AGM until the next AGM of the Company in the year 2026.

In the event the proposed amount is insufficient (e.g. due to more meetings or enlarged Board size), approval will be sought at the next AGM for additional fees to meet the shortfall.

**3. Ordinary Resolutions 2 to 3 - Re-election of Directors who retires by rotation under Clause 105(1) of the Company's Constitution**

Clause 105(1) of the Company's Constitution states that an election of Directors shall take place each year at the annual general meeting of the Company, where one-third of the Directors for the time being, or, if their number is not three (3) or a multiple of three (3), then the number nearest to one-third shall retire from office and be eligible for re-election, PROVIDED ALWAYS that Directors shall retire from office once at least in each three (3) years but shall be eligible for re-election. A retiring Director shall retain office until the close of the meeting at which he retires.

Mr. Kang Jimmi and Mr. Yee Yit Yang are standing for re-election as Directors of the Company and being eligible, have offered themselves for re-election.

To determine the eligibility of the Directors to stand for re-election at the 14<sup>th</sup> AGM, the Nomination Committee ("NC") has considered and recommended Mr. Kang Jimmi and Mr. Yee Yit Yang for re-election as Directors according to Clause 105(1) of the Company's Constitution.

**4. Ordinary Resolution 4 - Re-election of Mr. Koo Kien Yoon who retire under Clause 114 of the Company's Constitution**

Clause 114 of the Company's Constitution provides that any Director so appointed shall hold office only until the next following annual general meeting and shall then be eligible for re-election but shall not be taken into account in determining the Directors who are to retire by rotation at that meeting.

Mr. Koo Kien Yoon was appointed as Executive Director on 4 April 2025 and the NC has considered and recommended him to retire under Clause 114 of the Company's Constitution in view of his appointment as Executive Director on 4 April 2025 and being eligible, has offered himself for re-election.

**5. Special Business - Ordinary Resolution 6**

**Authority to Issue and Allot Shares Pursuant to Sections 75 And 76 of the Act**

The proposed Ordinary Resolution 6, if passed, will empower the Directors of the Company to allot and issue new shares in the Company at any time, to such person or persons, upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit ("General Mandate"), provided that the number of shares issued pursuant to this General Mandate, when aggregated with the total number of any such shares issued during the preceding twelve (12) months, does not exceed 10% of the total number of issued shares of the Company at the time of issue. This General Mandate, unless revoked or varied at a general meeting, will expire at the conclusion of the next AGM of the Company.

As of the date of this Notice, no new shares in the Company were issued pursuant to the General Mandate granted to the Directors at the 13<sup>th</sup> Annual General Meeting held on 7 June 2024 and which will lapse at the conclusion of the 14<sup>th</sup> Annual General Meeting.

Section 85(1) of the Companies Act 2016 provides as follows:

"85. Pre-emptive rights to new shares

1) Subject to the Constitution, where a company issue shares which rank equally to existing shares as to voting or distribution rights, those shares shall first be offered to the holders of existing shares in a manner which would, if the offer were accepted, maintain the relative voting and distribution rights of those shareholders."

Clause 61 of the Company's Constitution provides as follows:

"Subject to any direction to the contrary that may be given by the Company in general meeting, all new shares or other convertible Securities shall, before they are issued, be offered to such persons as at the date of the offer are entitled to receive notices from the Company of general meetings in proportion, as nearly as the circumstances admit, to the amount of the existing shares or Securities to which they are entitled. The offer shall be made by notice specifying the number of shares or Securities offered, and limiting a time within which the offer, if not accepted, will be deemed to be declined, and, after the expiration of that time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares or Securities offered, the Directors may dispose of those shares or Securities in such manner as they think most beneficial to the Company. The Directors may, likewise, also dispose of any new shares or Securities which (by reason of the ratio which the new shares or Securities bear to shares or Securities held by persons entitled to an offer of new shares or Securities) cannot, in the opinion of the Directors, be conveniently offered under this Clause."

By voting in favour of the proposed ordinary resolution 6, the shareholders of the Company are deemed to have waived their pre-emptive rights pursuant to Section 85(1) of the Companies Act, 2016 and Clause 61 of the Company's Constitution to be first offered any new shares ranking equally to the existing issued shares of the Company which will result in a dilution of their shareholding percentage in the Company.

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

**Proposed Granting of SIS Options to Mr. Koo Kien Yoon, the Executive Director of the Company**

Ordinary Resolution 7 seeks shareholders' approval for the Company to offer and grant SIS Options to the Executive Director, Mr. Koo Kien Yoon, who was appointed on 4 April 2025, to participate in the SIS in accordance with the AMLR of Bursa Securities.

Mr. Koo Kien Yoon is deemed interested in Ordinary Resolution 7 regarding the grant of SIS Options to him. Accordingly, he has abstained and will continue to abstain from deliberation and voting on the resolution in respect of his direct and/or indirect interest in the Company. He will also ensure that persons connected to him abstain from voting on the proposed granting of SIS Options to him, whether in respect of direct or indirect interests in the Company.