

BIOALPHA HOLDINGS BERHAD

(949536-X)
(Incorporated in Malaysia)

Notice of Fourth (4th) Annual General Meeting

NOTICE IS HEREBY GIVEN THAT the Fourth (4th) Annual General Meeting of Bioalpha Holdings Berhad ("BHB" or "the Company") will be held at Hotel Bangi Putrajaya, Off Persiaran Bandar, 43650 Bandar Baru Bangi, Selangor on Tuesday, 23 June 2015, at 10.00 a.m. for the purpose of transacting the following businesses:

AGENDA

1. To receive the Audited Financial Statements for the financial year ended 31 December 2014 together with the Reports of the Directors and Auditors thereon. **Please refer to Note A.**
2. To approve the payment of Directors' fees of RM69,000.00 for the financial year ended 31 December 2014. (Ordinary Resolution 1)
3. To re-elect the following Directors retiring pursuant to Article 104 of the Company's Articles of Association:-
 - i. Hon Tian Kok @ William (Ordinary Resolution 2)
 - ii. Ho Tze Hiung (Ordinary Resolution 3)
 - iii. Dr. Nik Ismail Bin Nik Daud (Ordinary Resolution 4)
4. To re-elect the following Director retiring pursuant to Article 110 of the Company's Articles of Association:-
 - i. Mohd Nasir bin Abdullah (Ordinary Resolution 5)
5. To re-elect the following Director retiring pursuant to Article 110 of the Company's Articles of Association and Section 129(6) of the Companies Act, 1965
 - i. Tan Sri Dato' Dr. Syed Jalaludin Bin Syed Salim (Ordinary Resolution 6)
6. To re-appoint Messrs. UHY as Auditors of the Company and to authorise the Directors to fix their remuneration. (Ordinary Resolution 7)

As Special Business:

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

7. **AUTHORITY TO ISSUE SHARES PURSUANT TO SECTION 132D OF THE COMPANIES ACT, 1965** (Ordinary Resolution 8)

"THAT subject to the Section 132D of the Companies Act, 1965, and the approval of the relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered to issue and allot shares of the Company from time to time upon such terms and conditions and for such purposes and to such person or persons whomsoever as the Directors may deem fit without convening a general meeting provided that the aggregate number of shares issued pursuant to this resolution shall not exceed 10% of the issued and paid-up share capital of the Company for the time being, subject always to the approval of all the relevant regulatory bodies having been obtained for such allotment and issue, and such authority shall continue to be in force until the conclusion of the next annual general meeting of the Company; and FURTHER THAT the Directors be and are hereby empowered to obtain the approval for the listing of and quotation for the additional shares issued on the Bursa Malaysia Securities Berhad."

8. **PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY** (Special Resolution 1)

"THAT the proposed amendment to Article 128 of the Company's Articles of Association as set out be and is hereby approved and adopted AND THAT the Directors and Secretary of the Company be and are hereby authorised to take all steps as are necessary and expedient in order to implement, finalise and give full effect to the Proposed Amendments to the Articles of Association of the Company."

Provision of existing Article 128	Proposed New Article 128
"The quorum necessary for the transaction of the business of the Directors shall be two (2), Where only two (2) Directors are present, or only two (2) Directors are present who are not disqualified to Article 129 or who are competent to vote the Chairman shall not have a second or casting vote. In the event that no quorum is present after half an hour of the time appointed for the said meeting, the meeting shall be adjourned to the same day and time the following week and at the same place where for the purpose of the adjourned meeting, any two (2) Directors shall form a quorum.	"The quorum necessary for the transaction of the business of the Directors shall be Five (5) , Where only Five (5) Directors are present, or only Five (5) Directors are present who are not disqualified to Article 129 or who are competent to vote the Chairman shall not have a second or casting vote. In the event that no quorum is present after half an hour of the time appointed for the said meeting, the meeting shall be adjourned to the same day and time the following week and at the same place where for the purpose of the adjourned meeting, any five (5) Directors shall form a quorum.

9. To transact any other business of the Company for which due notice shall have been given.

BY ORDER OF THE BOARD

TAN TONG LANG (MAICSA 7045482)
CHONG YOON WAH (MAICSA 7055003)
Company Secretaries

Kuala Lumpur
Date: 29 May 2015

NOTES:-

- A. This Agenda item is meant for discussion only as Section 169 (1) of the Companies Act, 1965 and the Company's Articles of Association provide that the audited financial statements are to be laid in the general meeting. Hence, it is not put forward for voting.
1. 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 the said securities account.
2. Where a member of the Company is an exempt authorised nominees 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.
3. 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.
4. 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.
5. The instrument appointing a proxy must be deposited at Symphony Share Registrars Sdn Bhd, Share Registrar office of the Company at Level 6, Symphony House, Pusat Dagangan Dana 1, Jalan PJU 1A/46, 47301 Petaling Jaya, Selangor at least forty-eight (48) hours before the time set for holding the meeting, i.e. on or before 10.00 a.m., Sunday, 21 June 2015 or at any adjournment thereof.
6. For the purpose of determining a member who shall entitle to attend this meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd in accordance with Article 61(2) of the Company's Articles of Association to issue a General Meeting Record of Depositors as at 15 June 2015. Only depositor whose name appears on the Record of Depositors as at 15 June 2015 shall be entitled to attend this meeting or appoint proxies to attend and/or vote on his/her behalf.

Explanatory Notes to Ordinary and Special Business:-

Ordinary Resolution 7: Authority To Issue Shares Pursuant To Section 132D of the Companies Act, 1965

The Ordinary Resolution 7, if passed, is a renewal of general mandate to empower the Directors to issue and allot shares in the Company up to an amount not exceeding 10% of the issued and paid-up 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 conclusion of the next Annual General Meeting of the Company.

This renewal of general mandate will provide flexibility to the Company for any possible fund raising activities, including but not limited to placing of shares of shares in the Company, 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, no new shares in the Company were issued pursuant to the General Mandate granted to the Directors at the Third (3rd) Annual General Meeting held on 30 June 2014 and which will lapse at the conclusion of the Fourth (4th) Annual General Meeting.

Special Resolution 1: Proposed Amendments to the Articles of Association of the Company

The Special Resolution 1, if passed, will enable the quorum of necessary for the transaction of the business of the Directors be changed to shall be five (5) instead of two (2).

STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING

The Directors who are standing for re-election at the Fourth (4th) Annual General Meeting of the Company are:-

Hon Tian Kok @ William	Article 104	Ordinary Resolution 2
Ho Tze Hiung	Article 104	Ordinary Resolution 3
Dr. Nik Ismail Bin Nik Daud	Article 104	Ordinary Resolution 4
Mohd Nasir bin Abdullah	Article 110	Ordinary Resolution 5
Tan Sri Dato' Dr. Syed Jalaludin Bin Syed Salim	Article 110 and Section 129(6) of the Companies Act, 1965	Ordinary Resolution 6

The profile of the above Directors are set out on pages 12 to 16 of the Annual Report 2014. The details of the interest of the above Directors in the securities of the Company or its related corporations are disclosed in the Directors Report on page 113 of the aforesaid Annual Report. The details of the Directors' attendance for Board Meetings and Committee Meetings are disclosed in the Corporate Governance Statement on page 34 of the Annual Report 2014.