

BIOALPHA HOLDINGS BERHAD

(Company No.: 949536-X)
(Incorporated in Malaysia under the Companies Act, 1965)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of Bioalpha Holdings Berhad ("Bioalpha" or "Company") will be held at Hotel Bangi-Putrajaya, Off Persiaran Bandar, 43650 Bandar Baru Bangi, Selangor, Malaysia on Friday, 19 August 2016, at 10.00 a.m. or at any adjournment thereof, for the purpose of considering and if thought fit, passing the following ordinary resolutions with or without modifications:

ORDINARY RESOLUTION 1

PROPOSED BONUS ISSUE OF UP TO 166,666,666 NEW ORDINARY SHARES OF RM0.05 EACH IN BIOALPHA ("BIOALPHA SHARES" OR "SHARES") ("BONUS SHARES") ON THE BASIS OF ONE (1) BONUS SHARE FOR EVERY THREE (3) EXISTING BIOALPHA SHARES HELD AT AN ENTITLEMENT DATE TO BE DETERMINED LATER ("ENTITLEMENT DATE") ("PROPOSED BONUS ISSUE")

"THAT approval be and is hereby given to the Board of Directors of the Company ("Board") to issue up to 166,666,666 Bonus Shares on the basis of one (1) Bonus Share for every three (3) existing Bioalpha Shares held by the shareholders of the Company at the Entitlement Date ("Entitled Shareholders");

AND THAT the Board be and is hereby authorised to capitalise a total sum of up to RM8,333,333 from the Company's share premium account and/or retained earnings for the purpose of the Proposed Bonus Issue;

AND THAT such Bonus Shares shall, upon allotment and issuance, rank *pari passu* in all respects with the then existing Bioalpha Shares, save and except that the Bonus Shares shall not be entitled to any dividends, rights, allotments and/or any other distributions that may be declared, made or paid, the entitlement date of which is prior to the date of allotment of the Bonus Shares;

AND THAT the Board be and is hereby authorised to do all acts and things as they may consider necessary or expedient in the best interest of the Company with full powers to assent to any condition, modification, variation and/or amendments as may be required, or imposed by the relevant authorities, and to take all steps and to enter into all such agreement, arrangement, undertaking, indemnities, transfer, assignment and guarantee with any party or persons and to carry out any other matters as may be required to implement, finalise and give full effect to the Proposed Bonus Issue."

ORDINARY RESOLUTION 2

PROPOSED SHARE ISSUANCE SCHEME OF UP TO THIRTY PERCENT (30%) OF THE ISSUED AND PAID-UP SHARE CAPITAL (EXCLUDING ANY TREASURY SHARES) AT ANY ONE TIME DURING THE DURATION OF THE SCHEME OF THE ELIGIBLE DIRECTORS AND EMPLOYEES OF BIOALPHA GROUP OF COMPANIES ("BIOALPHA GROUP" OR "GROUP") (EXCLUDING DORMANT SUBSIDIARIES AND NON-MALAYSIAN SUBSIDIARIES) ("PROPOSED SIS")

"THAT subject to the provisions under the Companies Act, 1965 ("Act") and the approvals of the relevant authorities being obtained for the Proposed SIS, approval be and is hereby given for the Company to:-

- establish and administer the Proposed SIS which involves the granting of options to all eligible employees of the Bioalpha Group including Directors of the Bioalpha Group (excluding Bioalpha's subsidiaries which are dormant) who meet the criteria of eligibility for participation of the Proposed SIS ("Eligible Persons") as set out in the By-laws, a draft of which is set out in Appendix 1 of the Circular to Shareholders dated 22 July 2016 ("By-laws");
- allot and issue such number of new Bioalpha Shares to the Eligible Persons from time to time as may be required in connection with the implementation of the Proposed SIS while this approval is in force provided that the aggregate number of Bioalpha Shares to be allotted and issued shall not exceed thirty per centum (30%) of the issued and paid-up share capital of the Company (excluding any treasury shares) at any one time throughout the duration of the Proposed SIS;
- make necessary applications, and to do all things necessary at the appropriate time or times, to Bursa Malaysia Securities Berhad ("Bursa Securities") for the listing of and quotation for the new Bioalpha Shares which may from time to time be allotted and issued pursuant to the Proposed SIS. Such new Bioalpha Shares will, upon allotment, issuance and full payment, rank *pari passu* in all respects with the then existing Bioalpha Shares, save and except that the new Bioalpha Shares will not be entitled to any dividends, rights, allotments and/or any other distributions that may be declared, made or paid, the entitlement date of which is prior to the date of allotment of such new Bioalpha Shares;
- modify and/or amend the Proposed SIS from time to time provided that such modifications and/or amendments are effected in accordance with the By-laws relating to modifications and/or amendments and to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the Proposed SIS; and
- extend the duration of the Proposed SIS for a maximum period of an additional five (5) years (the duration of the Proposed SIS would then be for a total period of ten (10) years from the effective date of the Proposed SIS), if the Board of Directors of the Company ("Board") deems fit;

AND THAT the Directors of the Company be and are hereby authorised to give effect to the Proposed SIS with full power to modify and/or amend the By-laws from time to time as may be required or deemed necessary in accordance with the provisions of the By-laws relating to amendments and/or modifications and to assent to any condition, variation, modification and/or amendment as may be necessary or expedient and/or imposed by and/or agreed with the relevant authorities."

ORDINARY RESOLUTION 3

PROPOSED GRANTING OF OPTIONS TO TAN SRI ABD RAHMAN BIN MAMAT

"THAT, subject to the passing of Ordinary Resolution 2 above, the Board be and is hereby authorised, at any time and from time to time during the existence of the Proposed SIS, to offer and grant Tan Sri Abd Rahman Bin Mamat, being the Independent Non-Executive Chairman of the Company, options to subscribe for new Bioalpha Shares and if such options are accepted and exercised, to allot and issue such number of new Bioalpha Shares as may be required to be issued to him under the Proposed 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 Tan Sri Abd Rahman Bin Mamat, as long as Tan Sri Abd Rahman Bin Mamat either singly or collectively through persons connected with him (as defined in the Listing Requirements of Bursa Securities), holds twenty percent (20%) or more of the issued and paid-up share capital (excluding any 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."

ORDINARY RESOLUTION 4

PROPOSED GRANTING OF OPTIONS TO HON TIAN KOK @ WILLIAM

"THAT, subject to the passing of Ordinary Resolution 2 above, the Board be and is hereby authorised, at any time and from time to time during the existence of the Proposed SIS, to offer and grant to Hon Tian Kok @ William, being the Managing Director/ Chief Executive Officer of the Company, options to subscribe for new Bioalpha Shares and if such options are accepted and exercised, to allot and issue such number of new Bioalpha Shares as may be required to be issued to him under the Proposed 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 Hon Tian Kok @ William, as long as Hon Tian Kok @ William either singly or collectively through persons connected with him (as defined in the Listing Requirements of Bursa Securities), holds twenty percent (20%) or more of the issued and paid-up share capital (excluding any 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."

ORDINARY RESOLUTION 5

PROPOSED GRANTING OF OPTIONS TO DATO' SRI HJ. SYED ZAINAL ABIDIN B SYED MOHAMED TAHIR

"THAT, subject to the passing of Ordinary Resolution 2 above, the Board be and is hereby authorised, at any time and from time to time during the existence of the Proposed SIS, to offer and grant to Dato' Sri Hj. Syed Zainal Abidin B Syed Mohamed Tahir, being the Executive Director of the Company, options to subscribe for new Bioalpha Shares and if such options are accepted and exercised, to allot and issue such number of new Bioalpha Shares as may be required to be issued to him under the Proposed 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 Dato' Sri Hj. Syed Zainal Abidin B Syed Mohamed Tahir, as long as Dato' Sri Hj. Syed Zainal Abidin B Syed Mohamed Tahir either singly or collectively through persons connected with him (as defined in the Listing Requirements of Bursa Securities), holds twenty percent (20%) or more of the issued and paid-up share capital (excluding any 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."

ORDINARY RESOLUTION 6

PROPOSED GRANTING OF OPTIONS TO HO TZE HIUNG

"THAT, subject to the passing of Ordinary Resolution 2 above, the Board be and is hereby authorised, at any time and from time to time during the existence of the Proposed SIS, to offer and grant to Ho Tze Hiung, being the Executive Director of the Company, options to subscribe for new Bioalpha Shares and if such options are accepted and exercised, to allot and issue such number of new Bioalpha Shares as may be required to be issued to him under the Proposed 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 Ho Tze Hiung, as long as Ho Tze Hiung either singly or collectively through persons connected with him (as defined in the Listing Requirements of Bursa Securities), holds twenty percent (20%) or more of the issued and paid-up share capital (excluding any 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."

ORDINARY RESOLUTION 7

PROPOSED GRANTING OF OPTIONS TO DATO' NORHALIM BIN YUNUS

"THAT, subject to the passing of Ordinary Resolution 2 above, the Board be and is hereby authorised, at any time and from time to time during the existence of the Proposed SIS, to offer and grant to Dato' Norhalim Bin Yunus, being the Non-Independent Non-Executive Director of the Company, options to subscribe for new Bioalpha Shares and if such options are accepted and exercised, to allot and issue such number of new Bioalpha Shares as may be required to be issued to him under the Proposed 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 Dato' Norhalim Bin Yunus, as long as Dato' Norhalim Bin Yunus either singly or collectively through persons connected with him (as defined in the Listing Requirements of Bursa Securities), holds twenty percent (20%) or more of the issued and paid-up share capital (excluding any 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."

ORDINARY RESOLUTION 8

PROPOSED GRANTING OF OPTIONS TO DATO' ROSELY BIN SAMSURI

"THAT, subject to the passing of Ordinary Resolution 2 above, the Board be and is hereby authorised, at any time and from time to time during the existence of the Proposed SIS, to offer and grant to Dato' Rosely Bin Samsuri, being the Non-Independent Non-Executive Director of the Company, options to subscribe for new Bioalpha Shares and if such options are accepted and exercised, to allot and issue such number of new Bioalpha Shares as may be required to be issued to him under the Proposed 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 Dato' Rosely Bin Samsuri, as long as Dato' Rosely Bin Samsuri either singly or collectively through persons connected with him (as defined in the Listing Requirements of Bursa Securities), holds twenty percent (20%) or more of the issued and paid-up share capital (excluding any 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."

ORDINARY RESOLUTION 9

PROPOSED GRANTING OF OPTIONS TO TAN SRI DATO' DR. SYED JALALUDIN BIN SYED SALIM

"THAT, subject to the passing of Ordinary Resolution 2 above, the Board be and is hereby authorised, at any time and from time to time during the existence of the Proposed SIS, to offer and grant to Tan Sri Dato' Dr. Syed Jalaludin Bin Syed Salim, being the Independent Non-Executive Director of the Company, options to subscribe for new Bioalpha Shares and if such options are accepted and exercised, to allot and issue such number of new Bioalpha Shares as may be required to be issued to him under the Proposed 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 Tan Sri Dato' Dr. Syed Jalaludin Bin Syed Salim, as long as Tan Sri Dato' Dr. Syed Jalaludin Bin Syed Salim either singly or collectively through persons connected with him (as defined in the Listing Requirements of Bursa Securities), holds twenty percent (20%) or more of the issued and paid-up share capital (excluding any 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."

ORDINARY RESOLUTION 10

PROPOSED GRANTING OF OPTIONS TO DR. NIK ISMAIL BIN NIK DAUD

"THAT, subject to the passing of Ordinary Resolution 2 above, the Board be and is hereby authorised, at any time and from time to time during the existence of the Proposed SIS, to offer and grant to Dr. Nik Ismail Bin Nik Daud, being the Independent Non-Executive Director of the Company, options to subscribe for new Bioalpha Shares and if such options are accepted and exercised, to allot and issue such number of new Bioalpha Shares as may be required to be issued to him under the Proposed 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 Dr. Nik Ismail Bin Nik Daud, as long as Dr. Nik Ismail Bin Nik Daud either singly or collectively through persons connected with him (as defined in the Listing Requirements of Bursa Securities), holds twenty percent (20%) or more of the issued and paid-up share capital (excluding any 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."

ORDINARY RESOLUTION 11

PROPOSED GRANTING OF OPTIONS TO MOHD NASIR BIN ABDULLAH

"THAT, subject to the passing of Ordinary Resolution 2 above, the Board be and is hereby authorised, at any time and from time to time during the existence of the Proposed SIS, to offer and grant to Mohd Nasir Bin Abdullah, being the Independent Non-Executive Director of the Company, options to subscribe for new Bioalpha Shares and if such options are accepted and exercised, to allot and issue such number of new Bioalpha Shares as may be required to be issued to him under the Proposed 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 Mohd Nasir Bin Abdullah, as long as Mohd Nasir Bin Abdullah either singly or collectively through persons connected with him (as defined in the Listing Requirements of Bursa Securities), holds twenty percent (20%) or more of the issued and paid-up share capital (excluding any 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."

ORDINARY RESOLUTION 12

PROPOSED INCREASE IN THE AUTHORISED SHARE CAPITAL OF BIOALPHA FROM RM25,000,000 COMPRISING 500,000,000 BIOALPHA SHARES TO RM100,000,000 COMPRISING 2,000,000,000 BIOALPHA SHARES ("PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL")

"THAT subject to the passing of Special Resolution 1, the authorised share capital of the Company be and is hereby increased from RM25,000,000.00 divided into 500,000,000 Bioalpha Shares to RM100,000,000.00 divided into 2,000,000,000 Bioalpha Shares by the creation of 1,500,000,000 new Bioalpha Shares AND THAT in consequence thereof the Memorandum and Articles of Association of the Company and any other relevant documents be and is hereby altered accordingly."

SPECIAL RESOLUTION 1

PROPOSED AMENDMENT TO THE MEMORANDUM OF ASSOCIATION ("MOA") OF BIOALPHA TO FACILITATE THE PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL ("PROPOSED MOA AMENDMENT")

"THAT subject to the passing of the Ordinary Resolution 12, the MOA of the Company shall be amended as follows:"

Existing	Proposed MOA Amendment
Clause 6 of the Memorandum of Association	New Clause 6 of the Memorandum of Association
The capital of the company is RM25,000,000.00 divided into 500,000,000 ordinary shares of RM0.05 each.	The capital of the company is RM100,000,000.00 divided into 2,000,000,000 ordinary shares of RM0.05 each.

BY ORDER OF THE BOARD

Tan Tong Lang (MAICSA 7045482)
Chong Voon Wah (MAICSA 7055003)
Company Secretaries

Kuala Lumpur
Date: 22 July 2016

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 the said securities account.
- 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.
- 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 appointor 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 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 Darul Ehsan at least forty-eight (48) hours before the time set for holding the meeting, i.e. on or before 10.00 a.m., Wednesday, 17 August 2016 or at any adjournment thereof.
- 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 65(2), 65(3) & 65(4) of the Company's Articles of Association to issue a General Meeting Record of Depositors as at 11 August 2016. Only depositor whose name appears on the Record of Depositors as at 11 August 2016 shall be entitled to attend this meeting or appoint proxies to attend and/or vote on his/her behalf.