

**Notice of Seventh (7th) Annual General Meeting**

**NOTICE IS HEREBY GIVEN THAT** the Seventh (7th) Annual General Meeting ("AGM") of Bioalpha Holdings Berhad ("Bioalpha" or "the Company") will be held at Bliik Mesyuarat Lily 1, Hotel Bangi-Putrajaya, Off Persiaran Bandar, 43650 Bandar Baru Bangi, Selangor on Tuesday, 5 June 2018 at 10.00 a.m. 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 2017 together with the Reports of the Directors and Auditors thereon.
- To approve the payment of Directors' fees and other benefits payable of up to RM1,400,000 to be divided amongst the Directors in such manner as the Directors may determine for the period commencing from 1 January 2018 up to the next AGM of the Company.
- To re-elect the following Directors who are to retire by rotation in accordance with Article 104 of the Company's Articles of Association and being eligible, offer themselves for re-election:
  - Mr Hon Tian Kok @ William
  - Dr Nik Ismail Bin Nik Daud
  - En Mohd Nasir Bin Abdullah
- To re-appoint Messrs. UHY as Auditors of the Company for the ensuing year and to authorise the Directors to determine 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:

**5. ORDINARY RESOLUTION  
AUTHORITY TO ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT, 2016**

**(Ordinary Resolution 6)**

**(Ordinary Resolution 7)**

"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."

**6. SPECIAL RESOLUTION  
PROPOSED ADOPTION OF NEW CONSTITUTION OF THE COMPANY**

"THAT approval be and is hereby given to alter or amend the whole of the existing Constitution of the Company by the replacement thereof with a new Constitution of the Company as set out in the Circular to Shareholders dated 30 April 2018 with immediate effect AND THAT the Directors of the Company be and are hereby authorised to assent to any modification, variation and/or amendment as may be required by the relevant authorities and to do all acts and things and take all such steps as may be considered necessary to give full effect to the foregoing."

- To transact any other business of which due notices shall have been given in accordance with the Companies Act, 2016.

BY ORDER OF THE BOARD

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

Kuala Lumpur  
Date: 30 April 2018

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 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 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., Sunday, 3 June 2018 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 of the Company's Articles of Association and Rule 7.16(2) of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, a Record of Depositors ("ROD") as at 25 May 2018 and only a Depositor whose name appears on such ROD shall be entitled to attend, speak and vote at this meeting or appoint proxy to attend and/or speak and/or vote in his/her behalf.
- Pursuant to Rule 8.31A of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in this Notice of 7th 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 6  
Authority to Allot Shares Pursuant to Sections 75 And 76 of The Companies Act, 2016**

The Ordinary Resolution 6, 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 organize a general meeting.

As at the date of this Notice, no new shares were issued pursuant to the authority granted to the Directors at the 6th Annual General Meeting held on 26 May 2017, the mandate of which will lapse at the conclusion of the 7th Annual General Meeting to be held on 5 June 2018.

**3. Special Business - Special Resolution 1  
Proposed Adoption of New Constitution of The Company**

The Special Resolution 1, if passed, will bring the Company's Constitution in line with the enforcement of Companies Act, 2016 and will enhance administrative efficiency. The proposed new Constitution is set out in the Circular to Shareholders dated 30 April 2018.