



BIOALPHA HOLDINGS BERHAD

[Registration No. 201101021398 (949536-X)]
(Incorporated in Malaysia)

NOTICE OF THE FIFTEENTH (15TH) ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Fifteenth (15th) Annual General Meeting of Bioalpha Holdings Berhad ("Bioalpha" or "the Company") will be held at Lot 4.1, 4th Floor, Menara Lien Hoe, No. 8, Persiaran Tropicana, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor Darul Ehsan on Wednesday, 24 June 2026 at 9.00 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 2025 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 15th AGM until the conclusion of the next AGM of the Company in the year 2027. (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. Dato' Haji Mohd Yazid Bin Haji Mustafa (Ordinary Resolution 2)
ii. Ms. Tan Su Ning (Ordinary Resolution 3)
- To re-elect the following Directors who are retiring in accordance with Clause 114 of the Company's Constitution and being eligible, offered themselves, for re-election:
i. Dr. Tan Keng How (Ordinary Resolution 4)
ii. Ms. Ang Wan Joo (Ordinary Resolution 5)
- To re-appoint Messrs. Jamal, Amin & Partners (AF1067) 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 6)

AS SPECIAL BUSINESS:

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

- AUTHORITY TO ISSUE AND ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT, 2016** (Ordinary Resolution 7)
"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 DR. TAN KENG HOW** (Ordinary Resolution 8)
"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 Dr. Tan Keng How, 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 her 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 Dr. Tan Keng How, as long as Dr. Tan Keng How either singly or collectively through persons connected with his (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."
- PROPOSED GRANTING OF SIS OPTIONS TO MS. ANG WAN JOO** (Ordinary Resolution 9)
"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 Ms. Ang Wan Joo, 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 her 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 Ms. Ang Wan Joo, as long as Ms. Ang Wan Joo either singly or collectively through persons connected with his (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."
- To transact any other business for which due notice shall have been given in accordance with the Act.

BY ORDER OF THE BOARD

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

THIEN LEE MEE (SSM PC No. 201908002254 / LS0010621)

Company Secretaries

Dated: 30 April 2026

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 11 June 2026 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 14th 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 retire 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.

Dato' Haji Mohd Yazid Bin Haji Mustafa and Ms. Tan Su Ning are standing for re-election as Directors of the Company pursuant to Clause 105(1) of the Company's Constitution and being eligible, have offered themselves for re-election.

To determine the eligibility of the Directors to stand for re-election at the 15th AGM, the Nomination Committee ("NC") has considered and recommended Dato' Haji Mohd Yazid Bin Haji Mustafa and Ms. Tan Su Ning for re-election as Directors according to Clause 105(1) of the Company's Constitution.

4. Ordinary Resolutions 4 to 5 – Re-election of Dr. Tan Keng How and Ms. Ang Wan Joo 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.

Dr. Tan Keng How and Ms. Ang Wan Joo were appointed as Executive Directors on 19 June 2025 and 2 September 2025, respectively. The NC has considered and recommended that they retire under Clause 114 of the Company's Constitution due to their appointments. Being eligible, they have offered themselves for re-election.

5. Ordinary Resolution 6 – Re-appointment of retiring auditors, Messrs. Jamal, Amin & Partners ("JAP")

Based on the results of the external auditors' evaluation for the period covered from 13 August 2025 to 31 December 2025, the Audit Committee ("AC") and the Board are satisfied with the quality of service, adequacy of resources provided, communication, independence, objectivity and professionalism demonstrated by the external auditors, JAP, in carrying out their duties. Being satisfied with JAP's performance, the Board recommends their re-appointment for shareholders' approval at the 15th AGM of the Company. JAP have expressed their willingness to continue in office and to hold office as Auditors of the Company for the ensuing year until the conclusion of the next AGM at a fee to be determined by the Board of Directors of the Company.

6. Special Business - Ordinary Resolution 7

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

The proposed Ordinary Resolution 7, 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 14th Annual General Meeting held on 3 June 2025 and which will lapse at the conclusion of the 15th Annual General Meeting.

7. Special Business – Ordinary Resolutions 8 to 9

Proposed Granting of SIS Options to Dr. Tan Keng How and Ms. Ang Wan Joo, the Executive Directors of the Company

Ordinary Resolutions 8 and 9, seek shareholders' approval for the Company to offer and grant SIS Options to the Executive Directors, Dr. Tan Keng How and Ms. Ang Wan Joo, who were appointed on 19 June 2025 and 2 September 2025, respectively, to participate in the SIS in accordance with the AMLR of Bursa Securities.

Dr. Tan Keng How and Ms. Ang Wan Joo are deemed interested in Ordinary Resolutions 8 and 9, respectively, regarding the grant of SIS Options to them. Accordingly, they have abstained and will continue to abstain from deliberation and voting on the resolutions concerning their direct and/or indirect interests in the Company. They will also ensure that persons connected to them abstain from voting on the proposed granting of SIS Options to them, whether in respect of direct or indirect interests in the Company.