

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to the course of action to be taken, you should consult your stockbroker, bank manager, solicitor, accountant or any other professional adviser immediately.

Bursa Malaysia Securities Berhad (“Bursa Securities”) has not perused the contents of this Circular prior to its issuance as it is prescribed as an exempt circular pursuant to Guidance Note 22 of the Ace Market Listing Requirements of Bursa Securities.

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BIOALPHA HOLDINGS BERHAD
(Company No. 949536-X)
(Incorporated in Malaysia)

CIRCULAR TO SHAREHOLDERS

IN RELATION TO

PROPOSED AUTHORITY TO BIOALPHA HOLDINGS BERHAD TO PURCHASE ITS OWN ORDINARY SHARES OF UP TO TEN PERCENT (10%) IN THE ENTIRE ISSUED AND PAID-UP SHARE CAPITAL OF THE COMPANY AT ANY GIVEN POINT IN TIME (“PROPOSED SHARE BUY-BACK”)

AND

NOTICE OF EXTRAORDINARY GENERAL MEETING (“EGM”)

The Notice of Extraordinary General Meeting (“EGM”) to be held at Cempaka Room, Bangi Resort Hotel, Off Persiaran Bandar, 43650 Bandar Baru Bangi, Selangor on Tuesday, 11 June 2019 at 10.30 a.m. or immediately after the conclusion or adjournment (as the case maybe) of the Eighth Annual General Meeting of Bioalpha which will be held at the same venue and on the same day at 9.30 a.m., whichever is later, or at any adjournment thereof, together with the Form of Proxy are enclosed in this Circular.

As a shareholder, you can appoint a proxy or proxies to attend and vote on your behalf. You must complete and deposit the Form of Proxy at the office of our Company’s Share Registrar, Symphony Share Registrars Sdn Bhd at Level 6, Symphony House, Pusat Dagangan Dana 1, Jalan PJU 1A/46, 47301, Petaling Jaya, Selangor Darul Ehsan at least 48 hours before the time set for the EGM or any adjournment thereof. You are not precluded from attending and voting in person at the EGM should you wish to do so subsequent to the lodging of the Form of Proxy.

Last date and time for lodging the Form of Proxy	: Sunday, 9 June 2019 at 10.30 a.m.
Date and time of the 8 th AGM	: Tuesday, 11 June 2019 at 10.30 a.m. or immediately after the conclusion or adjournment (as the case maybe) of the Eighth Annual General Meeting of Bioalpha which will be held at the same venue and on the same day at 9.30 a.m., whichever is later, or at any adjournment thereof

DEFINITIONS

For the purposes of this Statement, except where the context otherwise requires, the following definitions shall apply:

“Act”	: The Companies Act, 2016 and any amendments made thereto from time to time, and includes every statutory modification or any re-enactment thereof for the time being in force
“ACELR”	: ACE Market Listing Requirements of Bursa Securities, including any amendments to the same that may be made from time to time
“Bioalpha” or “the Company”	: Bioalpha Holdings Berhad (949536-X)
“Bioalpha Group” or “the Group”	: Bioalpha and its subsidiaries
“Bioalpha Share(s)”	: Ordinary shares in Bioalpha
“Board”	: The Board of Directors of Bioalpha
“Bursa Securities”	: Bursa Malaysia Securities Berhad
“CDS”	: Central Depository System
“Code”	: Malaysia Code on Take-overs and Mergers 2016 as amended from time to time
“Director”	: Shall have the meaning given in Section 2(1) of the Capital Markets and Services Act 2007 and includes any person who is or was within the preceding six (6) months of the date on which the terms of the transaction were agreed upon, a director or a chief executive of Bioalpha or any other company which is a subsidiary of Bioalpha or a holding of Bioalpha
“EGM”	: Extraordinary General Meeting
“EPS”	: Earnings per Share
“LPD”	: 15 May 2019 being the latest practicable date prior to the printing of this Statement
“NA”	: Net assets attributable to ordinary equity holders of Bioalpha

DEFINITIONS (CONT'D)

- “Purchased Bioalpha Shares” : Shares purchase by Bioalpha pursuant to Section 127 of the Act
- “Proposed Share Buy-Back” : Proposed authority to Bioalpha to purchase its own ordinary shares of up to Ten Percent (10%) in the entire issued and paid-up share capital of the Company at any given point in time
- “RM” and “sen” : Ringgit Malaysia and sen, respectively
- “SC” : Securities Commission Malaysia
- “Shareholders” : Shareholders of Bioalpha
- “Substantial Shareholder(s)” : A person who has interest or interests in one or more voting shares in the Company and the nominal amount of that share, or aggregate of the nominal amount of those shares, is not less than 5% of the aggregate of the nominal amount of all the voting shares in the Company
- “WAMP” : Weighted Average Market Price

Words incorporating the singular shall, where applicable, include the plural and vice versa and words incorporating the masculine gender shall, where applicable, include the feminine and neuter genders and vice versa. Reference to persons shall include a corporation, unless otherwise specified.

Any reference in this Circular to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any reference to a time of a day in this Circular shall be a reference to Malaysian time, unless otherwise specified.

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BIOALPHA HOLDINGS BERHAD

(Company No. 949536-X)

(Incorporated in Malaysia)

Registered Office

Suite 10.02, Level 10,
The Gardens South Tower,
Mid Valley City,
Lingkaran Syed Putra,
59200 Kuala Lumpur

27 May 2019

Board of Directors: -

Tan Sri Dato' Abdul Rahman Bin Mamat - *Independent Non-Executive Chairman*

Mr. Hon Tian Kok @ William - *Managing Director/Chief Executive Officer*

Mr. Ho Tze Hiung - *Executive Director*

Dato' Norhalim Bin Yunus - *Non-Independent Non-Executive Director*

Dato' Rosely Bin Samsuri - *Non-Independent Non-Executive Director*

Tan Sri Dato' Dr. Syed Jalaludin Bin Syed Salim - *Independent Non-Executive Director*

Dr. Nik Ismail Bin Nik Daud - *Independent Non-Executive Director*

Encik Mohd Nasir Bin Abdullah - *Independent Non-Executive Director*

To : The Shareholders of Bioalpha

Dear Sir/Madam,

PROPOSED SHARE BUY-BACK

1. INTRODUCTION

On 24 May 2019, the Board of Directors of Bioalpha announced that the Company proposes to seek your approval to purchase of up to ten per cent (10%) of its own issued and paid-up share capital.

The purpose of this Circular is to provide you with the relevant information of the Proposal Share Buy-Back, to set out your Board's recommendation thereon and to seek your approval for the resolution pertaining to the Proposed Share Buy-Back to be tabled at the forthcoming EGM to be convened. The Notice of EGM together with the Form of Proxy is set out in this Circular.

YOU ARE ADVISED TO READ AND ORDINARY CONSIDER THE CONTENTS OF THIS CIRCULAR CAREFULLY BEFORE VOTING ON THE RESOLUTION PERTAINING TO THE PROPOSED SHARE BUY-BACK AT THE FORTHCOMING EGM.

2. DETAILS OF THE PROPOSAL SHARE BUY-BACK

The Board proposes to seek the approval from the shareholders of the Company to purchase from time to time up to ten per cent (10%) of its own issued and paid-up share capital.

The Proposed Share Buy-Back is subject to compliance with the Act, the Company's Constitution, the Listing Requirements and any prevailing laws, guidelines, orders, rules and regulations issued by the relevant authorities at the time of purchase.

The Proposed Share Buy-Back would be effective immediately upon the passing of the ordinary resolution relating to the Proposed Share Buy-Back at the forthcoming EGM and shall be valid until:

- (a) the conclusion of the next AGM of the Company following at which time the authority will lapse unless by ordinary resolution passed at the meeting, the authority is renewed, either unconditionally or subject to terms and conditions;
- (b) the expiration of the period within which the next AGM of the Company is required by law to be held; or
- (c) revoked or varied by an ordinary resolution passed by the shareholders of the Company in the general meeting,

whichever occurs first but shall not prejudice the completion of purchase(s) by the Company of its own Shares before the aforesaid expiry date and, in any event, in accordance with the Listing Requirements and any applicable laws, rules, regulations, order, guidelines and requirements issued by any relevant authorities.

2.1 Quantum

The maximum aggregate number of Shares, which may be purchased by the Company, shall not exceed ten per cent (10%) of the issued and paid-up ordinary share capital of the Company at any point in time.

As at LPD, the total number of ordinary shares issued by Bioalpha is 860,209,032 Bioalpha Shares. Assuming no further Bioalpha Shares are issued, the maximum number of Bioalpha Shares which may be purchased and/or held the Company will not more than 86,020,903 Bioalpha Shares.

The actual number of Shares to be purchased by the Company pursuant to the Proposed Share Buy-Back, will depend on, inter alia, market conditions and sentiments of Bursa Securities as well as the retained profits, share premium and financial resources available to the Company at the time of the purchase(s).

2.2 Funding

The Proposed Share Buy-Back will be funded through internally generated funds and/or external bank borrowing. The maximum amount of funds to be allocated for the Proposed Share Buy-Back shall not exceed the aggregate of retained profits of the Company based on the latest audited financial statement and/or the latest management accounts of the Company (where applicable) available. As at LPD, based on the latest available audited financial statements for the financial year ended 31 December 2018, the Company recorded an accumulated loss of RM6,163,464.

The amount of funds to be utilised for the Proposed Share Buy-Back will only be determined later depending on the number of Shares to be purchased, the availability of funds at the point of purchase and other relevant cost factors.

2.3 Treatment of Purchased Shares

Pursuant to Section 127 of the Act, the Directors may deal with the Purchased Shares in the following manner:

- i) to cancel all or part of the Purchased Shares;
- ii) to retain the Shares so purchased as treasury shares which may be distributed as share dividends to the shareholders of Bioalpha and/or be resold on Bursa Securities in accordance with the relevant rules of Bursa Securities and/or be cancelled subsequently; or
- iii) A combination of (i) and (ii) above.

If such Purchased Shares are held as treasury shares, the rights attaching to them in relation to voting, dividends and participation in any other distribution or otherwise would be suspended and the treasury shares would not be taken into account in calculating the number or percentage of shares or of a class of shares in the Company for any purposes including the determination of substantial shareholdings, take-overs, notices, the requisitioning of meetings, the quorum for meetings and the result of a vote on resolution(s) at meetings.

As at the date of this Statement, the Board has yet to make any decision with regard to the treatment of the Shares to be so purchased and will take into consideration the effects of such treatment on the Group in arriving at its decision. An immediate announcement will be made to Bursa Securities upon each purchase, cancellation and/or resale of Shares pursuant to the Proposed Share Buy-Back.

2.4 Purchase/Resale Price

Pursuant to the Listing Requirements, the Company may only purchase its own Shares at a price which is not more than fifteen percent (15%) above the weighted average market price ("WAMP") for Bioalpha Shares for the five (5) Market Days immediately before the date of any purchase(s).

In the case of resale or transfer of treasury shares, the Company may only resell the treasury shares on Bursa Securities or transfer treasury shares pursuant to Section 127(7) of the Act, at:

- a) a price which is not less than the weighted average share price of Bioalpha Shares for the five (5) Market Days immediately preceding the date of the purchase; and
- b) a discounted price of not more than five (5%) to the weighted average share price of Bioalpha Shares for the five (5) Market Days immediately prior to the resale provided that:
 - (i) the resale or transfer takes place no earlier than thirty (30) days from the date of purchase; and
 - (ii) the resale or transfer price is not less than the cost of purchase of the shares being resold or transferred.

2.5 Implications Relating to the Code

As it is not intended for the Proposed Share Buy-Back to trigger the obligation to undertake a mandatory offer under the Code by any of the Company's substantial shareholders and/or persons acting in concert with them, the Board will ensure that such number of Shares are purchased, retained as treasury shares, cancelled or distributed such that the Proposed Share Buy-Back would not result in the triggering of any mandatory offer obligation on the part of the Company's substantial shareholders and/or persons acting in concert with them. In this connection, the Board is mindful of the requirements when making any purchase of the Bioalpha Shares pursuant to the Proposed Share Buy-Back.

2.6 Public Shareholding Spread

As at LPD, the public shareholding spread of the Company was 57.14%. The Company will not undertake any share buy-back if that will result in breach of Rule 8.02(1) of the ACELR which required the Company to maintain a shareholding spread of at least 25% of its total listed shares. The Board is mindful of the shareholding spread requirement and will continue to be mindful of the requirement when making of any purchase of Bioalpha Shares by the Company.

2.7 Purchase made in the Previous Twelve (12) Months

Given that this is the first time Bioalpha is seeking authority from its shareholders for the Proposed Share Buy-Back, Bioalpha has not purchased any of its own Shares, retained its Shares as treasury shares or resale its treasury shares or cancelled its shares in the preceding twelve (12) months.

2.8 Potential Advantages and Disadvantages of the Proposed Share Buy-Back

The potential advantages of the Proposed Share Buy-Back are as follows:

- (a) The Proposed Share Buy-Back would enable the Company to utilise its financial resources more efficiently especially where there is no immediate use and it may strengthen the consolidated EPS of the Group.
- (b) The Proposed Share Buy-Back will also provide the Company with opportunities for potential gains if the Purchased Bioalpha Shares which are retained as Treasury Shares are resold at prices higher than their cost of purchase.
- (c) In any event, the Treasury Shares may also be distributed as share dividends to the shareholders as a reward.
- (d) The Proposed Share Buy-Back may also stabilise the supply and demand of Bioalpha Shares traded on Bursa Securities and reduce the volatility of the share prices. The stability of Bioalpha Shares price is important to maintain investors' confidence and may also assist in facilitating future fund raising via the equity market.

The potential disadvantages of the Proposed Share Buy-Back are as follows:

- a) The Proposed Share Buy-Back if implemented is expected to temporarily reduce the immediate financial resources of Bioalpha Group.
- b) The Proposed Share Buy-Back may also result in the Group foregoing better investment opportunities which may emerge in the future and/or any income that may be derived from other alternative uses of such funds such as deposit in interest bearing instruments.
- c) The Proposed Share Buy-Back may also reduce the amount of resources available for distribution to the shareholders of the Company in the form of dividends as funds are utilised to purchase its own Shares.

Nevertheless, the Proposed Share Buy-Back is not expected to have any potential material disadvantages to the Company and its shareholders, as it will be implemented only after careful consideration of the financial resources of the Group and its resultant impact. The Board is mindful of the interest of the Company and the shareholders and will be prudent with respect to the above exercise.

3. RATIONALE FOR THE PROPOSED SHARE BUY-BACK

The Proposed Share Buy-Back will enable the Company to utilise its surplus financial resources which is not immediately required for other uses to purchase its Shares from the market. It may stabilize the supply and demand of its Shares traded on Bursa Securities, thereby supporting its fundamental value.

Depending on the funding cost for the purchase of the Bioalpha Shares, the Share Buy-Back may strengthen the EPS of Bioalpha and if so, it is expected to have a positive impact on the market price of the Shares, further benefiting the shareholders of Bioalpha.

The purchased of Bioalpha Shares may be held as treasury shares and resold on Bursa Securities at a higher price with the intention of realising a potential gain in the reserves. The treasury shares may also be distributed to the shareholders as share dividends.

4. EFFECTS OF THE PROPOSED SHARE BUY-BACK

The effects of the Proposed Share Buy-Back on share capital, NA, working capital, earnings and shareholdings of Directors and Substantial Shareholders of the Company are set out below:

4.1 Share Capital

The effect of the Proposed Share Buy-Back on the share capital will depend on whether the Bioalpha Shares purchased are cancelled or retained as treasury shares.

In the event that the maximum number of shares authorized under the Proposed Share Buy-Back are purchased and retained as treasury shares, there would be no effect on the share capital of Bioalpha. However, the rights attached to the treasury shares as to voting, dividends and participation in other distribution or otherwise would be suspended.

The Proposed Share Buy-Back will reduce the issued and paid-up capital if the Bioalpha Shares so purchased are cancelled. The effect of the maximum number of shares to be bought back as permitted under the Proposed Share Buy-Back based on the issued and paid-up share capital as at LPD assuming the Bioalpha Shares are cancelled, is illustrated below:

Minimum Scenario: Assuming none of the outstanding Warrants and Outstanding Share Issuance Scheme ("SIS") Options are exercised into new Shares.

Maximum Scenario: Assuming all the outstanding Warrants and Outstanding SIS Options are exercised into new Shares.

	Minimum Scenario	Maximum Scenario
Total number of issued shares as at LPD	860,209,032	860,209,032
New Shares issued pursuant to conversion of Warrants	-	133,332,785
New Shares issued pursuant to the exercise of Outstanding SIS Options	-	10,700,000
Enlarged Number of Issued Shares	860,209,032	1,004,241,817
Shares purchased amounting to 10% of the total number of issued Shares and cancelled pursuant to the Proposed Share Buy-Back	(86,020,903)	(100,424,182)
Resultant Share Capital	774,188,129	903,817,635

The effects of the Proposed Share Buy-Back on the issued and paid-up share capital of the Company will however, depend on whether the Purchased Shares are cancelled or retained as treasury shares. The above illustration assumes that the Purchased Shares are cancelled. There will be no impact on the issued and paid-up share capital of the Company if the Purchased Shares are retained as treasury shares, resold or distributed as share dividends to shareholders.

4.2 NA

The effects of the Proposed Share Buy-Back on the NA of the Group will depend on the purchase price and number of purchased Shares, the effective funding cost to Bioalpha to finance the purchased Shares or any loss in interest income to Bioalpha.

The Proposed Share Buy-Back will reduce the consolidated NA per share at the time of purchase if the purchase price exceeds the consolidated NA per share and conversely will increase the consolidated NA per share at the time of purchase if the purchase price is less than the consolidated NA per share.

Should the Purchased Shares be resold, the consolidated NA will increase if the Company realizes a capital gain from the resale, and vice-versa. However, the quantum of the increase in NA will depend on the selling prices of the Purchased Shares and the number of Purchased Shares resold.

4.3 Working Capital, Cash Flow and Gearing

The share purchased will result in an outflow of cash and thereby reduce working capital of the Group, the quantum of which is dependent on the purchase prices and number of the Purchased Shares as well as the funding cost, if any. However, the working capital and cash flow of the Company will increase upon reselling of the Purchased Shares which are retained as treasury shares. Again, the quantum of the increase in working capital and cash flow will depend on the actual selling price of treasury shares and the number of treasury shares resold.

4.4 Dividends

Barring unforeseen circumstances, the Proposed Share Buy-Back is not expected to have any impact on the policy of the Board in recommending dividends, if any to shareholders of Bioalpha. However, any future dividend to be declared and paid will depend on, amongst others, the actual results of the Bioalpha Group, its cash reserves, capital commitment and future funding requirements.

The Board may have the option to distribute future dividends in the form of treasury shares purchased pursuant to the Proposed Share Buy-Back.

4.5. Directors' and Substantial Shareholders' Shareholdings

The table below illustrates the direct and indirect interests of the Directors and Substantial Shareholder of Bioalpha as at LPD assuming that the Proposed Share Buy-Back is implemented in full and all the shares so purchased are cancelled under the following scenarios:-

Minimum Scenario: Assuming none of the 133,332,785 outstanding Warrants 2017/2022 ("Outstanding Warrants") and 10,700,000 Outstanding Share Issuance Scheme ("SIS") Options under Share Issuance Scheme ("Outstanding Options") are exercised into new Shares.

Maximum Scenario: Assuming all the outstanding Warrants and Outstanding Options are exercised into new Shares.

4.5.1 Minimum Scenario (a) Directors of Bioalpha

No.	Director	As at the LPD ^(a)				After the Proposed Share Buy-Back ^(b)			
		Direct		Indirect		Direct		Indirect	
		No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%
1.	Tan Sri Abd Rahman Bin Mamat	500,000	0.06	-	-	500,000	0.06	-	-
2.	Hon Tian Kok @ William	122,580,000	14.25	16,300,000*	1.89*	122,580,000	15.83	16,300,000*	2.11*
3.	Ho Tze Hiung	-	-	-	-	-	-	-	-
4.	Dato' Norhalim Bin Yunus	-	-	-	-	-	-	-	-
5.	Dato' Rosely Bin Samsuri	507,999	0.06	-	-	507,999	0.07	-	-
6.	Tan Sri Dato' Dr. Syed Jalaludin Bin Syed Salim	300,000	0.03	-	-	300,000	0.04	-	-
7.	Dr. Nik Ismail Bin Nik Daud	500,000	0.06	-	-	500,000	0.06	-	-
8.	Mohd Nasir Bin Abdullah	-	-	-	-	-	-	-	-

Notes:

* Deemed interested through WH Capital Sdn. Bhd. by virtue of Section 8 of the Act.

(b) Substantial Shareholders of Bioalpha

No.	Substantial Shareholders	As at the LPD ^(a)				After the Proposed Renewal of Share Buy-Back Authority ^(b)			
		Direct		Indirect		Direct		Indirect	
		No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%
1.	Hon Tian Kok @ William	122,580,000	14.25	16,300,000*	1.89*	122,580,000	15.83	16,300,000*	2.11*
2.	Perbadanan Nasional Berhad	120,855,104	14.05	-	-	120,855,104	15.61	-	-
3.	Malaysian Technology Development Corporation Sdn Bhd	107,203,892	12.46	-	-	107,203,892	13.85	-	-

Notes:

* Deemed interested through WH Capital Sdn. Bhd. by virtue of Section 8 of the Act.

4.5.2 Maximum Scenario

(a) Directors of Bioalpha

		Numbers of Shares held as at LPD				(I) Assuming full exercise of outstanding Warrants and Outstanding Options				(II) After (I) and the Proposed Renewal of Share Buy-Back Mandate			
		Direct	%	Indirect	%	Direct	%	Indirect	%	Direct	%	Indirect	%
1.	Tan Sri Abd Rahman Bin Mamat	500,000	0.06	-	-	500,000	0.05	-	-	500,000	0.06	-	-
2.	Hon Tian Kok @ William	122,580,000	14.25	16,300,000	1.89	133,821,988	13.33	16,300,000	1.62	133,821,988	14.81	16,300,000	1.80
3.	Ho Tze Hiung	-	-	-	-	1,000,000	0.10	-	-	1,000,000	0.11	-	-
4.	Dato' Norhalim Bin Yunus	-	-	-	-	500,000	0.05	-	-	500,000	0.06	-	-
5.	Dato' Rosely Bin Samsuri	507,999	0.06	-	-	509,332	0.05	-	-	509,332	0.06	-	-
6.	Tan Sri Dato' Dr. Syed Jalaludin Bin Syed Salim	300,000	0.03	-	-	300,000	0.03	-	-	300,000	0.03	-	-
7.	Mohd Nasir Bin Abdullah	-	-	-	-	400,000	0.04	-	-	400,000	0.04	-	-
8.	Dr. Nik Ismail Bin Nik Daud	500,000	0.06	-	-	500,000	0.05	-	-	500,000	0.06	-	-

(b) Substantial Shareholders of Bioalpha

		Numbers of Shares held as at LPD				(I) Assuming full exercise of outstanding Warrants and Outstanding Options				(II) After (I) and the Proposed Renewal of Share Buy-Back Mandate			
		Direct	%	Indirect	%	Direct	%	Indirect	%	Direct	%	Indirect	%
1.	Hon Tian Kok @ William	122,580,000	14.25	16,300,000	1.89	133,821,988	13.33	16,300,000	1.62	133,821,988	14.81	16,300,000	1.80
2.	Perbadanan Nasional Berhad	120,855,104	14.05	-	-	127,105,605	12.66	-	-	127,105,605	14.06	-	-
3.	Malaysian Technology Development Corporation Sdn Bhd	107,203,892	12.46	-	-	107,203,892	10.68	-	-	107,203,892	11.86	-	-

5. APPROVAL REQUIRED

The Proposal Share Buy-Back is subject to the approval of our shareholders at the forthcoming EGM.

6. INTEREST OF DIRECTORS, MAJOR AND/OR SUBSTANTIAL SHAREHOLDERS AND PERSON CONNECTED TO THEM

Save for the proportionate increase in percentage of shareholdings and/or voting rights of shareholders of the Company as a result of the Proposed Share Buy-Back, none of the Directors and Substantial Shareholders of the Company and/or persons connected with them have any interests, direct or indirect, in the proposed purchase of shares or resale of treasury shares, if any in the future.

7. HISTORICAL SHARE PRICES

The monthly highest and lowest prices of Bioalpha Shares traded on Bursa Securities for the past twelve (12) months from May 2018 to April 2019 are as follows:

	Highest RM	Lowest RM
2018		
May	0.240	0.210
June	0.235	0.215
July	0.260	0.225
August	0.275	0.245
September	0.270	0.250
October	0.26	0.235
November	0.255	0.225
December	0.235	0.195
2019		
January	0.225	0.195
February	0.215	0.195
March	0.215	0.195
April	0.220	0.205

The last transacted price of Bioalpha Shares on 15 May 2019, being the LPD, was RM0.210.

(Source : shareinvestor.com)

8. DIRECTORS' RECOMMENDATION

The Board, after having considered all aspects of the Proposed Share Buy-Back, is of the opinion that the Proposed Share Buy-Back is in the best interest of the Company and its shareholders.

Accordingly, your Board, recommends that you vote in favour of the ordinary resolution pertaining to the Proposed Share Buy-Back to be tabled at the forthcoming EGM.

9. EGM

The EGM of the Company, the notice of which is enclosed with this Circular, will be held Cempaka Room, Bangi Resort Hotel, Off Persiaran Bandar, 43650 Bandar Baru Bangi, Selangor on Tuesday, 11 June 2019 at 10.30 a.m. or immediately after the conclusion or adjournment (as the case maybe) of the Eighth Annual General Meeting of Bioalpha which will be held at the same venue and on the same day at 9.30 a.m., whichever is later, or at any adjournment thereof or the purpose of considering and if thought fit, approving, with or without modifications, the resolution on the Proposed Share Buy-Back.

If you are unable to attend and vote in person at the EGM, you are requested to complete, sign and return the Form of Proxy in accordance with the instructions printed thereon as soon as possible and in any event, to reach the office of our Company's Share Registrar, Boardroom Share Registrars Sdn Bhd (Formerly Known as Symphony Share Registrar Sdn Bhd) at Level 6, Symphony House, Pusat Dagangan Dana 1, Jalan PJU 1A/46, 47301, Petaling Jaya, Selangor Darul Ehsan, Malaysia not less than 48 hours before the time fixed for holding the EGM or any adjournment thereof. The lodging of the Form of Proxy does not preclude you from attending and voting in person at the EGM should you subsequently.

10. FURTHER INFORMATION

Shareholders are advised to refer to Appendix for further information.

Yours faithfully,
For and on behalf of the Board of
BIOALPHA HOLDINGS BERHAD

HON TIAN KOK @ WILLIAM
Managing Director / Chief Executive Officer

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APPENDIX I – FURTHER INFORMATION

1. DIRECTORS' RESPONSIBILITY STATEMENT

This Statement has been seen and approved by the Directors of Bioalpha who individually and collectively accept full responsibility for the accuracy of the information contained in this Statement and confirm that after making all reasonable enquiries and to the best of their knowledge and belief, there are no other facts the omission of which would make any statement herein misleading or incorrect.

2. MATERIAL CONTRACTS

There is no material contract, not being contract entered into in the ordinary course of business, which has been entered into by our Group within the past two (2) years immediately preceding the date of this Statement.

3. MATERIAL LITIGATION

The Board has confirmed that as at the LPD, neither Bioalpha nor its subsidiaries is engaged in any material litigation, claims or arbitration either as plaintiff or defendant and the Board has no knowledge of any proceeding pending or threatened against Bioalpha Group or of any facts likely to give rise to any proceeding which may materially and adversely affect the financial position or business of the Bioalpha Group.

4. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection by the shareholders of Bioalpha at the Registered Office of Bioalpha at Suite 10.02, Level 10, The Gardens South Tower, Mid Valley City, Lingkaran Syed Putra, 59200 Kuala Lumpur during normal office hours between Monday and Friday (except public holidays) from the date of this Circular up to and including the date of the EGM:

- (i) The Constitution of Bioalpha;
- (ii) The audited financial statements of Bioalpha Group for the past two (2) financial years ended 31 December 2017 and 2018 respectively; and
- (iii) The unaudited consolidated financial results of Bioalpha for the quarter ended 31 December 2018.



BIOALPHA HOLDINGS BERHAD

(Company No. 949536-X)

(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Extraordinary General Meeting of Bioalpha Holdings Berhad (“Bioalpha” or “the Company”) will be held at Cempaka Room, Bangi Resort Hotel, Off Persiaran Bandar, 43650 Bandar Baru Bangi, Selangor on Tuesday, 11 June 2019 at 10.30 a.m. or immediately after the conclusion or adjournment (as the case maybe) of the Eighth Annual General Meeting of Bioalpha which will be held at the same venue and on the same day at 9.30 a.m., whichever is later, or at any adjournment thereof, for the purpose of considering and if thought fit, passing with or without modifications the following resolution:-

ORDINARY RESOLUTION

PROPOSED AUTHORITY TO BIOALPHA HOLDINGS BERHAD TO PURCHASE ITS OWN ORDINARY SHARES OF UP TO TEN PERCENT (10%) IN THE ENTIRE ISSUED AND PAID-UP SHARE CAPITAL OF THE COMPANY AT ANY GIVEN POINT IN TIME (“PROPOSED SHARE BUY-BACK”)

“**THAT** subject to the Companies Act, 2016 (“Act”), provisions of the Company’s Constitution, ACE Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”) and all other applicable laws, guidelines, rules and regulations, the Company be and is hereby authorised, to the fullest extent permitted by law, to purchase such amount of ordinary shares in the Company as may be determined by the Directors of the Company from time to time through Bursa Securities upon such terms and conditions as the Directors may deem fit and expedient in the best interest of the Company provided that:-

- (a) the aggregate number of Shares in the Company which may be purchased and/or held by the Company shall not exceed ten percent (10%) of the issued and paid-up share capital of the Company at any point in time;
- (b) the maximum funds to be allocated by the Company for the purpose of purchasing the Shares shall not exceed the aggregate of retained profits of the Company from time to time; and
- (c) the authority conferred by this resolution will commence after passing of this ordinary resolution and will continue to be in force until:
 - (i) the conclusion of the next Annual General Meeting (“AGM”) of the Company following the general meeting at which the ordinary resolution is passed at which time the authority will lapse unless by ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions;
 - (ii) the expiry of the period within which the next AGM of the Company is required by law to be held; or
 - (iii) revoked or varied by ordinary resolution passed by the shareholders of the Company in a general meeting,

whichever occurs first; and

(d) upon completion of the purchase(s) of the Shares by the Company, the Directors of the Company be and are hereby authorized to cancel all the Shares so purchased, retain the Shares so purchased as treasury shares for distribution as dividends to the shareholders of the Company and/or resale through Bursa Securities in accordance with the relevant rules of Bursa Securities, or to retain part of the Shares so purchased as treasury shares and cancel the remainder in any other manner as prescribed by the Act, rules, regulations and orders made pursuant to the Act and the requirements of Bursa Securities and any other relevant authorities for the time being in force;

AND THAT the Directors of the Company be and are hereby authorized to sign and execute all documents, and do all acts and things as may be required for or in connection with and to give effect to, and to implement the Proposed Share Buy-Back with full power to do all such acts as they may consider necessary or expedient so as to give full effect to the same with further power to assent to any condition, modification, variation and/or amendment as may be required or imposed by the relevant authorities.”

By order of the Board,

Tan Tong Lang (MAICSA 7045482)

Thien Lee Mee (LS0009760)

Company Secretaries

Kuala Lumpur

27 May 2019

Notes:

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 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.*
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 the Company’s Share Registrar, Boardroom Share Registrars Sdn Bhd (Formerly known as Symphony Share Registrars Sdn Bhd) of 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 fixed for holding the meeting or any adjournment thereof.*
6. *Only the members whose names appear on the Record of Depositors as at 5 June 2019 shall be entitled to attend and vote at this meeting or appoint proxy(ies) to attend and vote on their behalf.*
7. *Pursuant to Rule 8.31A (1) of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, the resolution set out in this Notice of EGM will be put to vote by way of poll.*



BIOALPHA HOLDINGS BERHAD
(Company No. 949536-X)
(Incorporated in Malaysia)

PROXY FORM

I/We, _____ NRIC No./Passport No./Company No. _____

(Full name in capital letters)

of _____
(Full address)

being a member(s) of **BIOALPHA HOLDINGS BERHAD** (Company No. 949536-X) hereby appoint _____ *(Full name in capital letters)*(Proxy 1) NRIC No./Passport No. _____ of

_____ and/or*
 _____ *(Full name in capital letters)*(Proxy 2) NRIC No./Passport No. _____
 of _____
(Full address)

Or failing him/her, the Chairman of the Meeting as *my/our proxy to vote for *me/us and on *my/our behalf at the Extraordinary General Meeting of the Company to be held at Cempaka Room, Bangi Resort Hotel, Off Persiaran Bandar, 43650 Bandar Baru Bangi, Selangor on Tuesday, 11 June 2019 at 10.30 a.m. or immediately after the conclusion or adjournment (as the case maybe) of the Eighth Annual General Meeting of Bioalpha which will be held at the same venue and on the same day at 9.30 a.m., whichever is later, or at any adjournment thereof, for/against* the resolution(s) to be proposed thereat.

The proxy is to vote in the manner indicated below, with an "X" in the appropriate spaces. If no specific direction as to voting is given, the proxy will vote or abstain from voting at his/her discretion.

No.	Agenda	Resolution	FOR	AGAINST
1.	Proposed Share Buy-Back	Ordinary Resolution		

Signed on this _____ day of _____ 2019.

Number of shares held:-	
CDS account no.:-	

 Signature of Shareholder or
 Common Seal

* *Strike out whichever is not desired.*

Notes:

<p>The proportions of my/our holdings to be represented by my/our proxies are as follows:-</p> <p>First Proxy No. of Shares:</p> <p>Percentage :%</p> <p>Second Proxy No. of Shares:</p> <p>Percentage :%</p>

- 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 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 the Company's Share Registrar, Boardroom Share Registrars Sdn Bhd (Formerly known as Symphony Share Registrars Sdn Bhd) of 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 fixed for holding the meeting or any adjournment thereof.
- Only the members whose names appear on the Record of Depositors as at 5 June 2019 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, the resolution set out in this Notice of EGM will be put to vote by way of poll.

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The Share Registrar:
BIOALPHA HOLDINGS BERHAD (Company No. 949536-X)
c/o BOARDROOM SHARE REGISTRARS SDN BHD
(formerly known as SYMPHONY SHARE REGISTRARS SDN BHD) (Company No. 378993-D)
Level 6, Symphony House
Pusat Dagangan Dana 1
Jalan PJU 1A/46
47301 Petaling Jaya
Selangor Darul Ehsan

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