

**LMS COMPLIANCE LTD.**  
(Company Registration No. 202225544C)  
(Incorporated in the Republic of Singapore)

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**PROPOSED ACQUISITION OF 75% OF THE ISSUED AND PAID-UP ORDINARY SHARES IN THE CAPITAL OF ANCHOR TECHNOLOGY HOLDINGS CO., LIMITED FOR AN AGGREGATE CONSIDERATION OF US\$4,511,867 PAYABLE IN CASH AND NEW SHARES IN LMS COMPLIANCE LTD. (WITH THE ISSUE PRICE PER CONSIDERATION SHARE REPRESENTING A PREMIUM OF 15% OVER THE SIX-MONTH VWAP PER SHARE TRADED ON THE SGX-ST PRIOR TO COMPLETION DATE)**

**- COMPLETION OF THE PROPOSED ACQUISITION**

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**1. INTRODUCTION**

- 1.1. The board of directors (the **"Board"**) of LMS Compliance Ltd. (the **"Company"**) refers to the Company's announcements dated 27 January 2025 and 2 May 2025 (collectively, the **"Announcements"**) in relation to the Proposed Acquisition.
- 1.2. Unless otherwise defined, all capitalised terms used herein shall bear the same meaning as ascribed to them in the Announcements.

**2. COMPLETION OF THE PROPOSED ACQUISITION**

- 2.1. The Board is pleased to announce that Completion of the Proposed Acquisition has taken place on 11 July 2025 (**"Completion Date"**) in accordance with the terms and conditions of the SPA.
- 2.2. Pursuant to the Completion,
- (a) the Purchaser has acquired from the Vendor 21,556,460 Sale Shares, representing 75% of the total issued and paid-up share capital of ACC HK. Accordingly, ACC HK has become a 75%-owned indirect subsidiary of the Company;
  - (b) the first tranche of the Purchase Consideration (**"First Tranche"**) has been satisfied on the Completion Date by way of:
    - (i) a cash payment of US\$816,373 (equivalent to approximately S\$1,082,756, based on the Agreed Exchange Rate); and
    - (ii) an issuance of 9,456,340 Consideration Shares at an issue price of S\$0.42 per Consideration Share representing a premium of 15% to the six-month volume weighted average price per Share traded on the SGX-ST for the six-month period immediately prior to the Completion Date, being approximately S\$0.36637. The aggregate value of the Consideration Shares has been agreed upon between the parties to the SPA at US\$2,994,544 (equivalent to approximately S\$3,971,663, based on the Agreed Exchange Rate).
- 2.3. The aggregate value of the First Tranche represents approximately 84.5% of the Purchase Consideration.
- 2.4. The aforementioned Consideration Shares represents approximately 8.3% of the enlarged issued and paid-up share capital of the Company. Following the allotment and issuance of the

Consideration Shares, the total number of issued and paid-up share capital of the Company has increased from 104,921,999 Shares to 114,378,339. The Company does not have any treasury shares or subsidiary holdings.

- 2.5. The Consideration Shares ranks *pari passu* in all respects with the existing Shares.
- 2.6. As announced on 27 January 2025, each of the Vendor and the Warrantors has provided an irrevocable undertaking to the Purchaser that for a period of three (3) years commencing from Completion Date, the Vendor will not, and the Warrantors shall procure that the Vendor will not, directly or indirectly, sell, contract to sell, offer, realise, transfer, assign, pledge, grant any option or right to purchase, grant any security over, encumber or otherwise dispose of, any part of the Consideration Shares.
- 2.7. The Consideration Shares are expected to be listed and quoted on the Catalist Board of the SGX-ST and the trading of the Consideration Shares is expected to commence with effect from 9.00 a.m. on 16 July 2025. The listing and quotation of the Consideration Shares is not to be taken as an indication of the merits of the Consideration Shares, the Proposed Acquisition, the Company, its subsidiaries and their securities.

### 3. FURTHER ANNOUNCEMENTS

The Company will make further announcements in due course to update its shareholders of the satisfaction of the remaining tranches of the Purchase Consideration in accordance with the terms and conditions of the SPA.

### 4. CAUTIONARY STATEMENT

Shareholders and potential investors of the Company are advised to exercise caution when dealing or trading in the shares of the Company and are also advised to read this announcement and any further announcements by the Company carefully. Persons who are in doubt as to the action they should take should consult their stockbrokers, bank managers, solicitors or other professional advisers.

#### By Order of the Board

**Ooi Shu Geok**  
**Executive Director and Chief Executive Officer**  
**11 July 2025**

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*This announcement has been reviewed by the Company's sponsor, ZICO Capital Pte. Ltd. (the "Sponsor").*

*This announcement has not been examined or approved by the Singapore Exchange Securities Trading Limited (the "SGX-ST") and the SGX-ST assumes no responsibility for the contents of this announcement, including the correctness of any of the statements or opinions made or reports contained in this announcement.*

*The contact person for the Sponsor is Ms Leong Huey Miin, ZICO Capital Pte. Ltd. at 77 Robinson Road, #06-03 Robinson 77, Singapore 068896, telephone (65) 6636 4201.*

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