

**LMS COMPLIANCE LTD.**  
(Company Registration Number: 202225544C)  
(Incorporated in the Republic of Singapore)

**RESULTS OF ANNUAL GENERAL MEETING HELD ON 24 APRIL 2024**

Pursuant to Rule 704(15) of the Singapore Exchange Securities Trading Limited Listing Manual Section B: Rules of Catalist (the “**Catalist Rules**”), the Board of Directors (the “**Board**” or “**Directors**”) of LMS Compliance Ltd. (the “**Company**”, and together with its subsidiaries, the “**Group**”) is pleased to announce that, at the Annual General Meeting (“**AGM**”) of the Company held at Training Room 1-1, 11 Eunos Road 8, Lifelong Learning Institute, Singapore 408601 on Wednesday, 24 April 2024 at 11.00 a.m., all resolutions relating to the matters as set out in the Notice of AGM dated 9 April 2024 and put to vote at the AGM of the Company were duly passed on a poll vote.

**(a) Breakdown of all valid votes cast at the AGM**

The results of the poll on each of the resolutions put to vote at the AGM of the Company are set out below:-

Resolution Number and Details	Total number of shares represented by votes for and against the relevant resolution	For		Against	
		Number of Shares	As a percentage of total number of votes for and against the resolution (%)	Number of Shares	As a percentage of total number of votes for and against the resolution (%)
<b><u>AS ORDINARY BUSINESS</u></b>					
<b>Resolution 1</b> Adoption of the Directors’ Statement and the Audited Financial Statements of the Company and of the Group for the financial year ended 31 December 2023 (“ <b>FY2023</b> ”), together with the Independent Auditor’s Report thereon	72,911,000	72,911,000	100.00	0	0.00
<b>Resolution 2</b> Declaration and approval of the payment of a final tax exempt (one-tier) dividend of S\$0.0035 per ordinary share and a special tax exempt (one-tier) dividend of S\$0.0097 per ordinary share in respect of FY2023	72,911,000	72,911,000	100.00	0	0.00
<b>Resolution 3</b> Re-election of Chong Moi Me as a Director of the Company (“ <b>Director</b> ”) retiring by rotation pursuant to Regulation 100 of the Constitution of the Company	72,911,000	72,911,000	100.00	0	0.00
<b>Resolution 4</b> Re-election of Datuk Fadilah binti Baharin as a Director retiring by rotation pursuant to Regulation 100 of the Constitution of the Company	72,911,000	72,911,000	100.00	0	0.00

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Resolution Number and Details	Total number of shares represented by votes for and against the relevant resolution	For		Against	
		Number of Shares	As a percentage of total number of votes for and against the resolution (%)	Number of Shares	As a percentage of total number of votes for and against the resolution (%)
<b>Resolution 5</b> Re-election of Ong Beng Chye as a Director retiring by rotation pursuant to Regulation 100 of the Constitution of the Company	72,911,000	72,911,000	100.00	0	0.00
<b>Resolution 6</b> Approval and ratification of payment of additional Directors' fees of RM8,368 for FY2023	72,911,000	72,911,000	100.00	0	0.00
<b>Resolution 7</b> Approval of the payment of Directors' fees of up to RM276,000 for the financial year ending 31 December 2024 ("FY2024"), to be paid quarterly in arrears (FY2023: RM237,490)	72,911,000	72,911,000	100.00	0	0.00
<b>Resolution 8</b> Re-appointment of Messrs BDO LLP as the Independent Auditors of the Company to hold office until the next AGM and to authorise the Directors to fix their remuneration	72,911,000	72,911,000	100.00	0	0.00
<b><u>AS SPECIAL BUSINESS</u></b>					
<b>Resolution 9</b> Authority for Directors to allot and issue shares in the capital of the Company	72,911,000	72,911,000	100.00	0	0.00
<b>Resolution 10</b> Authority to offer and grant awards, and to allot and issue shares under the LMS Performance Share Plan	72,911,000	72,911,000	100.00	0	0.00
<b>Resolution 11</b> Authority to offer and grant options, and to allot and issue shares under the LMS Employee Share Option Scheme	72,911,000	72,911,000	100.00	0	0.00

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**(b) Re-election of Directors**

Ms. Chong Moi Me was re-elected as a Director at the AGM pursuant to Regulation 100 of the Company's Constitution. She remains as an Executive Director and the Chief Development Officer of the Company.

Datuk Fadilah Binti Baharin was re-elected as a Director at the AGM pursuant to Regulation 100 of the Company's Constitution. She remains as the Independent Non-Executive Chairman, and a member of the Audit Committee and the Remuneration Committee of the Company. The Board considers Datuk Fadilah Binti Baharin to be independent for the purpose of Rule 704(7) of the Catalist Rules.

Mr. Ong Beng Chye was re-elected as a Director at the AGM pursuant to Regulation 100 of the Company's Constitution. He remains as an Independent Director, Chairman of the Audit Committee and a member of the Nominating Committee and the Remuneration Committee of the Company. The Board considers Mr. Ong Beng Chye to be independent for the purpose of Rule 704(7) of the Catalist Rules.

**(c) Details of parties who are required to abstain from voting on any resolutions.**

No party was required to abstain from voting on any of the resolutions put to vote at the AGM.

**(d) Name of firm and/or person appointed as scrutineer**

Agile 8 Solutions Pte. Ltd. was appointed as the scrutineer for the conduct of the poll at the AGM.

**BY ORDER OF THE BOARD**

**Ooi Shu Geok**

Executive Director and Chief Executive Officer

24 April 2024

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*This announcement has been prepared by the Company and its contents have been reviewed by the Company's sponsor, ZICO Capital Pte. Ltd. ("Sponsor"), in accordance with Rule 226(2)(b) of the Singapore Exchange Securities Trading Limited (the "SGX-ST") Listing Manual Section B: Rules of Catalist.*

*This announcement has not been examined or approved by 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 Mr. Alex Tan, Chief Executive Officer, ZICO Capital Pte. Ltd. at 77 Robinson Road, #06-03 Robinson 77, Singapore 068896, telephone (65) 6636 4201.*

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