



Proxy Form

LMS Compliance Ltd

(Company Registration No: 202225544C)
(Incorporated in the Republic of Singapore)

PROXY FORM – ANNUAL GENERAL MEETING

(Please see notes overleaf before completing this form)

IMPORTANT:

1. The Annual General Meeting (“AGM” or the “Meeting”) is being convened, and will be held, by electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020.
2. Alternative arrangements relating to, among others, attendance, submission of questions in advance of or live at the AGM and/or voting by electronic means live or by proxy at the AGM are set out in the Notice of AGM dated 11 April 2023 which has been uploaded on SGXNet and the Company’s website on the same day as this form.
3. A member will not be able to attend the AGM in person. Members (except a Relevant Intermediary) may cast their votes for each resolution live at the AGM. Members who have pre-registered and are verified to attend the AGM and cast their votes. As an alternative to live voting at the AGM in the foregoing manner, a member (whether individual or corporate) may appoint the Chairman of the AGM (or any person other than the Chairman of the AGM) to act as his/her/its proxy to vote on his/her/its behalf at the AGM. In appointing the Chairman of the AGM as proxy, a member (whether individual or corporate) must give specific instructions as to voting, or abstentions from voting, in the form of proxy, failing which the appointment of the Chairman of the AGM as proxy for that resolution will be treated as invalid. A proxy need not be a member of the Company.
4. By submitting an instrument appointing the Chairman of the AGM (or any person other than the Chairman of the AGM) as proxy, the member accepts and agrees to the personal data privacy terms and the personal information collection statement set out in the Notice of AGM dated 11 April 2023.
5. Please read the notes overleaf which contain instructions on, inter alia, the appointment of the Chairman of the AGM (or any person other than the Chairman of the AGM) as a member’s proxy to vote on his/her/its behalf at the AGM.

This form of proxy has been made available on SGXNet and may be accessed at <https://lmscompliance.com/>. A printed copy of this proxy form will not be despatched to Members.

I/We* _____ (Name) _____ (NRIC/Passport Number/Company
Registration No.* _____) of _____
_____ (Address)

being a Member/Members* of **LMS COMPLIANCE LTD.** (the “Company”), hereby appoint:

Name	Address	NRIC/Passport No.	Email Address	Proportion of Shareholdings	
				No. of Shares	%

*and/or

Name	Address	NRIC/Passport No.	Email Address	Proportion of Shareholdings	
				No. of Shares	%

and/or Chairman of the AGM as my/our* proxy to attend and vote on my/our* behalf, at the AGM of the Company, to be held by way of electronic means on 26 April 2023 at 10.00 a.m. and at any adjournment thereof. I/We* direct the Chairman of the AGM, being my/our* proxy to vote for or against, or abstain from voting the Ordinary Resolutions to be proposed at the AGM as indicated hereunder.

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All resolutions put to the vote of the AGM will be conducted by poll. Please indicate the number of votes as appropriate.

No.	Resolutions relating to:	By way of poll		
		For	Against	Abstain
AS ORDINARY BUSINESS				
1.	To receive and adopt the Audited Financial Statements of the Company for the financial year ended 31 December 2022 (“FY2022”), together with the Directors’ Statement and the Independent Auditors’ Report thereon.			
2.	To re-elect Dr. Ooi Shu Geok, a Director retiring by rotation pursuant to Regulation 100 of the Company’s Constitution.			
3.	To re-elect Datuk Fadilah Binti Baharin, a Director retiring by rotation pursuant to Regulation 104 of the Company’s Constitution.			
4.	To re-elect Dato’ (Dr.) Wee Hoe Soon @ Gooi Hoe Soon, a Director retiring by rotation pursuant to Regulation 104 of the Company’s Constitution.			
5.	To re-elect Mr. Ong Beng Chye, a Director retiring by rotation pursuant to Regulation 104 of the Company’s Constitution.			
6.	To re-elect Ms. Wong Wan Chin, a Director retiring by rotation pursuant to Regulation 104 of the Company’s Constitution.			
7.	To approve the payment of Directors’ fees of RM73,793 for the financial year ended 31 December 2022 (“FY2022”).			
8.	To approve the payment of Directors’ fees of RM237,490 for the financial year ending 31 December 2023 (“FY2023”), to be paid quarterly in arrears.			
9.	To declare and approve the payment of a final tax-exempt (one-tier) dividend of S\$0.0015 per ordinary share in the capital of the Company for FY2022.			
10.	To re-appoint Messrs BDO LLP as the Auditors of the Company and to authorise the Directors to fix their remuneration.			
AS SPECIAL BUSINESS				
11.	Authority to allot and issue shares in the capital of the Company.			
12.	Authority to offer and grant options and to allot and issue shares in the capital of the Company under the LMS Performance Share Plan.			
13.	Authority to offer and grant awards and to allot and issue shares in the capital of the Company under the LMS Employee Share Option Scheme.			

* Please delete accordingly.

** If you wish to exercise all your votes “For” or “Against” or to “Abstain” from voting, please indicate with an “✓” within the box provided. Alternatively, please indicate the number of votes as appropriate. **In the absence of specific directions in respect of a resolution, the appointment of Chairman as your proxy for that resolution will be treated as invalid.**

Dated this _____ day of _____ 2023.

Total number of Shares in:	No. of Shares
(a) CDP Register	
(b) Register of Members	

Signature(s) of member(s) and/or
Common Seal of corporate member

*Delete as appropriate

**IMPORTANT: PLEASE READ NOTES OVERLEAF CAREFULLY BEFORE COMPLETING THIS PROXY FORM
NOTES TO PROXY FORM:**

Proxy Form

1. Please insert the total number of shares in the capital of the Company (“**Shares**”) held by you. If you have Shares entered against your name in the Depository Register (as defined in Section 81SF of the Securities and Futures Act 2001 of Singapore), you should insert that number of Shares. If you have Shares registered in your name in the Register of Members of the Company, you should insert that number of Shares. If you have Shares entered against your name in the Depository Register and Shares registered in your name in the Register of Members, you should insert the aggregate number of Shares entered against your name in the Depository Register and registered in your name in the Register of Members. If no number is inserted, the instrument appointing the Chairman of the Meeting as proxy shall be deemed to relate to all the Shares held by you.
2. Members (whether individual or corporations) who pre-register to observe and/or listen to the AGM proceedings and wish to vote on the resolutions to be tabled for approval at the AGM may:
 - a) (where such Members are individuals) vote live at the AGM by casting their votes for each resolution through real-time remote electronic voting, or (where such Members are individuals or corporations) appoint proxies (other than the Chairman of the Meeting) to vote live at the AGM via real-time remote electronic voting on their behalf; or
 - b) (where such Members are individuals or corporations) appoint the Chairman of the Meeting as their proxy to vote on their behalf at the AGM, in accordance with the instructions set out in the relevant Proxy Forms.
3. Persons who hold shares in the Company through relevant intermediaries may:
 - a) vote live at the AGM via electronic means if they are appointed as proxies by their relevant intermediaries, and should approach their relevant intermediaries if they have any queries regarding their appointment as proxies; or
 - b) appoint the Chairman of the Meeting as proxy, in which case they should approach their relevant intermediaries.

“Relevant Intermediary” has the meaning ascribed to it in Section 181(6) of the Companies Act 1967 of Singapore.

4. A member of the Company (other than a Relevant Intermediary) entitled to attend, speak and vote at the AGM of the Company is entitled to appoint not more than two (2) proxies or Chairman to attend, speak and vote in his/her/its stead at the AGM of the Company. A proxy need not be a member of the Company.

Where a member of the Company (other than a Relevant Intermediary) appoints two (2) proxies, the appointments shall be invalid unless he/she/it specifies the proportion of his/her/its shareholding (expressed as a percentage of the whole) to be represented by each proxy in the instrument appointing the proxies.

A member who is a Relevant Intermediary may appoint more than two (2) proxies to attend, speak and vote at the AGM, but each proxy must be appointed to exercise the rights attached to a different share or shares held by him/her/it (which number and class of shares shall be specified).

Persons holding shares through relevant intermediaries, including Supplementary Retirement Scheme (“**SRS**”) investors, who wish to participate in the AGM via webcast should contact their relevant intermediaries (e.g. their respective SRS Operators) through which they hold such shares as soon as possible in order for the necessary arrangements to be made for their participation in the AGM no later than 10.00 a.m. on 14 April 2023 being seven (7) working days prior to the date of the AGM.

5. The proxy form must be signed by the appointor or his attorney duly authorised in writing. Where the instrument executed by a corporation, it must be executed either under its common seal or signed on its behalf by an attorney or a duly authorised officer of the corporation. Where the instrument is signed on behalf of the appointor by an attorney, the letter or power of attorney (or other authority) or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the instrument of proxy, failing which the instrument may be treated as invalid.
6. The signed instrument appointing the Chairman of the AGM (or any person other than the Chairman of the AGM) as proxy must be submitted to the Company in the following manner:
 - a) submitted by email to main@zicoholdings.com; or
 - b) lodged at the registered office of the Company’s Share Registrar, B.A.C.S. Private Limited, at 77 Robinson Road, #06-03 Robinson 77, Singapore 068896, attention to LMS Compliance AGM;

in either case, by no later than 10:00 a.m. on 23 April 2023 (being not less than seventy-two (72) hours) before the time appointed for holding the AGM, failing which the Company shall be entitled to regard the instrument of proxy as invalid.

7. The Company shall be entitled to reject an instrument of proxy if it is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument of proxy. In the case of a member whose Shares are entered against his/her name in the Depository Register (as defined in Section 81SF of the Securities and Futures Act 2001 of Singapore), the Company may reject any instrument of proxy if such member, being the appointor, is not shown to have Shares entered against his/her name in the Depository Register as at seventy-two (72) hours before the time appointed for holding the AGM, as certified by The Central Depository (Pte) Limited to the Company.

Personal Data Privacy:

By submitting this instrument appointing proxy(ies) and/or representative(s), the Member is deemed to have accepted and agreed to the personal data privacy terms set out in the notice of AGM of the Company dated 11 April 2023.