

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

**MINUTES OF ANNUAL GENERAL MEETING OF THE COMPANY  
(THE “AGM” or “MEETING”)**

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<b>MODE OF MEETING</b>	:	Via Electronic Means
<b>DATE</b>	:	Wednesday, 26 April 2023
<b>TIME</b>	:	10:00 a.m.
<b>PRESENT</b>	:	<b><u>Directors present at the Meeting – via live webcast</u></b> Datuk Fadilah Binti Baharin ( <i>Independent Non-Executive Chairman</i> ) Dr. Ooi Shu Geok ( <i>Executive Director and Chief Executive Officer</i> ) Ms. Chong Moi Me ( <i>Executive Director and Chief Development Officer</i> ) Dato’ (Dr.) Wee Hoe Soon @ Gooi Hoe Soon ( <i>Independent Non-Executive Director</i> ) Prof. Chong Juin Kuan ( <i>Non-Independent Non-Executive Director</i> ) Mr. Ong Beng Chye ( <i>Independent Non-Executive Director</i> ) Ms. Wong Wan Chin ( <i>Independent Non-Executive Director</i> )  <b>Management of the Company – via live webcast</b>  <b>Company Secretary, Continuing Sponsors, Auditors, Share Registrar and Polling Agent, Scrutineer</b> - as set out in the attendance record maintained by the Company  <b>Shareholders and Proxies</b> - as set out in the attendance record maintained by the Company
<b>CHAIRMAN</b>	:	Datuk Fadilah Binti Baharin ( <i>Independent Non-Executive Chairman</i> )

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#### **CHAIRMAN**

Datuk Fadilah Binti Baharin (“**Datuk Fadilah**” or the “**Chairman**”) duly welcomed all who were present at the Meeting conducted via electronic means.

#### **QUORUM**

As the Share Registrar has verified the identity of the authenticated Shareholders of the Company (“**Shareholders**”) who have registered to attend the Meeting via live webcast or audio only means, and proxies lodged have been checked and found to be in order, the Chairman called the Meeting to order at 10:00 a.m. after ascertaining from the Company Secretary that a quorum was present.

#### **CONDUCT OF THE MEETING**

The Chairman informed that the Meeting was held by way of electronic means, in compliance with COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. Shareholders who have pre-registered in advance participated by watching these proceedings via “live” webcast or listening to these proceedings via “live” audio feed.

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**“LIVE” QUESTIONS AND ANSWERS (“Q&A”) AND “LIVE” VOTING**

The Shareholders were informed that there would be a “live” Q&A session and “live” voting in “real time” at the Meeting. The Chairman informed the Shareholders that they could now submit their questions and cast their votes and voting would close one minute after the conclusion of the Q&A session.

The Chairman then introduced the Directors who were present electronically via live webcast at the meeting.

**NOTICE OF THE MEETING**

The Notice of the Meeting dated 11 April 2023 had been circulated to Shareholders via publication on the SGXNet and the Company’s corporate website, and was taken as read.

**VOTING**

In accordance with the listing rules, the resolutions tabled at the Meeting will be put to vote by way of a poll undertaken in real time via electronic means and Agile 8 Advisory Pte. Ltd. has been appointed as the Company’s Scrutineer (“**Scrutineer**”).

The Chairman informed all present that in her capacity as Chairman of the Meeting, she had been appointed as proxy by various Shareholders and that she would be voting in accordance with their instructions.

The Scrutineer had supervised and verified the counting of the votes of all such valid proxy forms submitted by Shareholders by the submission deadline of 10:00 a.m. on 23 April 2023. The Scrutineer will also verify the votes cast by Shareholders during the Meeting.

Shareholders were informed that “live” polling system was opened for all Shareholders to cast their votes and remained open until all proposed resolutions at the Meeting were properly moved and the conclusion of the “live” Q&A.

**QUESTIONS FROM THE SHAREHOLDERS**

In its Notice of the Meeting dated 11 April 2023, the Company had invited the Shareholders to submit their questions in advance with regards to any of the resolutions tabled at the Meeting. It was noted that no question was received.

The Chairman then proceeded with the business of the Meeting.

**ORDINARY BUSINESS**

**RESOLUTION 1 – ADOPTION OF THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022 (“FY2022”), TOGETHER WITH THE DIRECTORS’ STATEMENT AND THE INDEPENDENT AUDITOR’S REPORT THEREON**

The Meeting proceeded to receive and consider to adopt the Audited Financial Statements of the Company for FY2022 together with the Directors’ Statement and the Independent Auditors’ Report.

The Ordinary Resolution 1 was duly proposed by the Chairman and put to vote.

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**RESOLUTION 2 – RE-ELECTION OF DR. OOI SHU GEOK AS A DIRECTOR**

The Ordinary Resolution 2 was to approve the re-election of Dr. Ooi Shu Geok (“**Dr. Ooi**”) as a Director of the Company pursuant to Regulation 100 of the Company’s Regulation. Dr. Ooi, being eligible, had consented to act in office. He would, upon re-election as a Director of the Company, remain as the Executive Director and the Chief Executive Officer of the Company.

The Ordinary Resolution 2 was duly proposed by the Chairman and put to vote.

**RESOLUTION 3 – RE-ELECTION OF DATUK FADILAH BINTI BAHARIN AS A DIRECTOR**

As the Ordinary Resolution 3 dealt with the Chairman’s re-election as a director, the Chairman handed the conduct of the Meeting to Dr. Ooi.

Dr. Ooi informed that the Ordinary Resolution 3 was to approve the re-election of the Chairman as a Director of the Company pursuant to Regulation 104 of the Company’s Constitution. The Chairman, being eligible, had consented to act in office, and would upon re-election as a Director of the Company, remain as the Independent Non-Executive Chairman, a member of the Audit Committee and the Remuneration Committee of the Company.

The Chairman is considered independent by the Board of Directors of the Company for the purpose of Rule 704(7) of the Catalist Rules.

Dr. Ooi put the motion to vote and handed the conduct of the meeting back to the Chairman.

**RESOLUTION 4 – RE-ELECTION OF DATO’ (DR.) WEE HOE SOON @ GOOI HOE SOON AS A DIRECTOR**

The Ordinary Resolution 4 was to approve the re-election of Dato’ (Dr.) Wee Hoe Soon @ Gooi Hoe Soon (“**Dato’ (Dr.) Gooi**”) as a Director of the Company pursuant to Regulation 104 of the Company’s Constitution. Dato’ (Dr.) Gooi, being eligible, had consented to act in office. He would, upon re-election as a Director of the Company, remain as Independent Non-Executive Director, the Chairman of the Nominating Committee and a member of the Audit Committee of the Company. Dato’ (Dr.) Gooi is considered independent by the Board of Directors of the Company for the purpose of Rule 704(7) of the Catalist Rules.

The Ordinary Resolution 4 was duly proposed by the Chairman and put to vote.

**RESOLUTION 5 – RE-ELECTION OF ONG BENG CHYE AS A DIRECTOR**

The Ordinary Resolution 5 was to approve the re-election of Ong Beng Chye (“**Mr. Ong**”) as a Director of the Company pursuant to Regulation 104 of the Company’s Constitution. Mr. Ong, being eligible, had consented to act in office. He would, upon re-election as a Director of the Company, remain as an Independent Non-Executive Director, the Chairman of the Audit Committee and a member of the Remuneration Committee and the Nominating Committee of the Company. Mr. Ong is considered independent by the Board of Directors of the Company for the purpose of Rule 704(7) of the Catalist Rules.

The Ordinary Resolution 5 was duly proposed by the Chairman and put to vote.

**RESOLUTION 6 – RE-ELECTION OF WONG WAN CHIN AS A DIRECTOR**

The Ordinary Resolution 6 was to approve the re-election of Wong Wan Chin (“**Ms. Wong**”) as a Director of the Company pursuant to Regulation 104 of the Company’s Constitution. Ms. Wong, being eligible, had consented to act in office. She would, upon re-election as a Director of the Company, remain as an Independent Non-Executive Director, the Chairman of the Remuneration Committee and a member of the Nominating Committee of the Company.

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The Ordinary Resolution 6 was duly proposed by the Chairman and put to vote.

**RESOLUTION 7 – APPROVAL OF PAYMENT OF DIRECTORS’ FEES OF RM73,793 FOR FY2022**

The Ordinary Resolution 7 was to approve the payment of Directors’ fees for FY2022.

The Board had recommended the payment of Directors’ fees of RM73,793 for FY2022.

The Ordinary Resolution 7 was duly proposed by the Chairman and put to vote.

**RESOLUTION 8 – APPROVAL OF PAYMENT OF DIRECTORS’ FEES OF RM237,490 FOR THE FINANCIAL YEAR ENDING 31 DECEMBER 2023 (“FY2023”), TO BE PAID QUARTERLY IN ARREARS**

The Ordinary Resolution 8 was to approve the payment of Directors’ fees for FY2023 to be paid quarterly in arrears.

The Board had recommended the payment of Directors’ fees of RM237,490 for FY2023 to be paid quarterly in arrears.

The Ordinary Resolution 8 was duly proposed by the Chairman and put to vote.

**RESOLUTION 9 – APPROVAL OF 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**

The Ordinary Resolution 9 related to the declaration of a final tax-exempt (one-tier) dividend of S\$0.0015 per share for FY2022.

The Ordinary Resolution 9 was duly proposed by the Chairman and put to vote.

**RESOLUTION 10 – RE-APPOINTMENT OF MESSRS BDO LLP AS AUDITORS OF THE COMPANY AND TO AUTHORISE THE DIRECTORS TO FIX THEIR REMUNERATION**

The Ordinary Resolution 10 was to approve the re-appointment of Messrs BDO LLP as auditors of the Company and to authorise the Directors to fix their remuneration. The Meeting was informed that Messrs BDO LLP had expressed their willingness to continue in office.

The Ordinary Resolution 10 was duly proposed by the Chairman and put to vote.

**ANY OTHER ORDINARY BUSINESS**

As there were no further items of ordinary business arising, the Meeting proceeded to deal with the items of special business.

**SPECIAL BUSINESS**

**RESOLUTION 11 – ORDINARY RESOLUTION – AUTHORITY TO ALLOT AND ISSUE SHARES IN THE CAPITAL OF THE COMPANY**

The Shareholders were requested to consider and, if thought fit, to pass, with or without modifications, the Ordinary Resolution 11 as set out in the Notice of the Meeting dated 11 April 2023.

The Ordinary Resolution 11 was duly proposed by the Chairman and put to vote.

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**RESOLUTION 12 – ORDINARY RESOLUTION – AUTHORITY TO OFFER AND GRANT AWARDS AND TO ALLOT AND ISSUE SHARES UNDER THE LMS PERFORMANCE SHARE PLAN**

The Shareholders were requested to consider and, if thought fit, to pass, with or without modifications, the Ordinary Resolution 12 as set out in the Notice of the Meeting dated 11 April 2023.

The Ordinary Resolution 12 was duly proposed by the Chairman and put to vote.

**RESOLUTION 13 – ORDINARY RESOLUTION – AUTHORITY TO OFFER AND GRANT OPTIONS AND TO ALLOT AND ISSUE SHARES UNDER THE LMS EMPLOYEE SHARE OPTION SCHEME**

The Shareholders were requested to consider and, if thought fit, to pass, with or without modifications, the Ordinary Resolution 13 as set out in the Notice of the Meeting dated 11 April 2023.

The Ordinary Resolution 13 was duly proposed by the Chairman and put to vote.

**VOTES AND COUNTING OF VOTES**

As there were no questions received, the Chairman informed the Shareholders that they would be given a total of 1 minute to cast their vote if they had not done so.

The Meeting was then adjourned for the preparation of the results of the poll.

The validity of the proxies submitted by the Shareholders have been reviewed and all valid votes have been counted and verified.

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**RESULTS OF VOTING**

The Chairman proceeded to announce the results of the poll for all the resolutions as follows:

Resolution 1 –

Adoption of 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

Those in favour: 72,971,000 votes (100%)

Those against: 0 votes (0%)

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72,971,000 votes (100%)

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Accordingly, the Chairman declared that Resolution 1 was duly carried unanimously, on a poll vote.

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Resolution 2 –

Re-election of Dr. Ooi Shu Geok as a Director of the Company

Those in favour: 72,971,000 votes (100%)

Those against: 0 votes (0%)

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72,971,000 votes (100%)

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Accordingly, the Chairman declared that Resolution 2 was duly carried unanimously, on a poll vote.

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Resolution 3 –

Re-election of Datuk Fadilah Binti Baharin as a Director of the Company

Those in favour: 72,971,000 votes (100%)

Those against: 0 votes (0%)

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72,971,000 votes (100%)

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Accordingly, the Chairman declared that Resolution 3 was duly carried unanimously, on a poll vote.

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Resolution 4 –

Re-election of Dato’ (Dr.) Wee Hoe Soon @ Gooi Hoe Soon as a Director of the Company

Those in favour: 72,971,000 votes (100%)

Those against: 0 votes (0%)

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72,971,000 votes (100%)

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Accordingly, the Chairman declared that Resolution 4 was duly carried unanimously, on a poll vote.

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Resolution 5 –

Re-election of Mr. Ong Beng Chye as a Director of the Company

Those in favour: 72,971,000 votes (100%)

Those against: 0 votes (0%)

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72,971,000 votes (100%)

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Accordingly, the Chairman declared that Resolution 5 was duly carried unanimously, on a poll vote.

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Resolution 6 –

Re-election of Ms. Wong Wan Chin as a Director of the Company

Those in favour: 72,971,000 votes (100%)

Those against: 0 votes (0%)

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72,971,000 votes (100%)

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Accordingly, the Chairman declared that Resolution 6 was duly carried unanimously, on a poll vote.

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Resolution 7 – Approval of payment of Directors’ fees of RM73,793 for FY2022

Those in favour: 72,971,000 votes (100%)

Those against: 0 votes (0%)

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72,971,000 votes (100%)

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Accordingly, the Chairman declared that Resolution 7 was duly carried unanimously, on a poll vote.

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Resolution 8 –

Approval of payment of Directors’ fees of RM237,490 for the financial year ending 31 December 2023, to be paid quarterly in arrears

Those in favour: 72,971,000 votes (100%)

Those against: 0 votes (0%)

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72,971,000 votes (100%)

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Accordingly, the Chairman declared that Resolution 8 was duly carried unanimously, on a poll vote.

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Resolution 9 –

Approval of payment of a final tax exempt (one-tier) dividend of S\$0.0015 per ordinary share in the capital of the Company for FY2022

Those in favour: 72,971,000 votes (100%)

Those against: 0 votes (0%)

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72,971,000 votes (100%)

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Accordingly, the Chairman declared that Resolution 9 was duly carried unanimously, on a poll vote.

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Resolution 10 –

Re-appointment of Messrs BDO LLP as Auditors of the Company and to authorise the Directors to fix their remuneration

Those in favour: 72,971,000 votes (100%)

Those against: 0 votes (0%)

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72,971,000 votes (100%)

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Accordingly, the Chairman declared that Resolution 10 was duly carried unanimously, on a poll vote.

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Resolution 11 –

Authority to allot and issue shares in the capital of the Company (the “Shares”)

Those in favour: 72,971,000 votes (100%)

Those against: 0 votes (0%)

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72,971,000 votes (100%)

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Accordingly, the Chairman declared that Resolution 11 was duly carried unanimously, on a poll vote.

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Resolution 12 –

Authority to offer and grant awards and to allot and issue Shares under the LMS Performance Share Plan

Those in favour: 72,971,000 votes (100%)

Those against: 0 votes (0%)

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72,971,000 votes (100%)

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Accordingly, the Chairman declared that Resolution 12 was duly carried unanimously, on a poll vote.

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Resolution 13 –

Authority to offer and grant options and to allot and issue Shares under the LMS Employee Share Option Scheme

Those in favour: 72,971,000 votes (100%)

Those against: 0 votes (0%)

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72,971,000 votes (100%)

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Accordingly, the Chairman declared that Resolution 13 was duly carried unanimously, on a poll vote.

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**CONCLUSION OF MEETING**

There being no other business, the Meeting concluded at 10:28 a.m. with a vote of thanks to the Chairman.

The Chairman also informed Shareholders that the Company will publish the announcement on the results of the Meeting on SGXNet and the Company’s corporate website by the evening, as well as the minutes of the Meeting on SGXNet and the Company’s corporate website within one (1) month after the conclusion of the Meeting.

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**CONFIRMED AS A TRUE AND ACCURATE RECORD OF THE PROCEEDINGS**

[SIGNED]

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**DATUK FADILAH BINTI BAHARIN**  
CHAIRMAN OF THE MEETING