

ADDENDUM DATED 10 APRIL 2026

THIS ADDENDUM IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. PLEASE READ IT CAREFULLY. IF YOU ARE IN ANY DOUBT ABOUT THE CONTENTS OF THIS ADDENDUM OR AS TO THE COURSE OF ACTION YOU SHOULD TAKE, YOU SHOULD CONSULT YOUR STOCKBROKER, BANK MANAGER, ACCOUNTANT, SOLICITOR, TAX ADVISER OR OTHER PROFESSIONAL ADVISER IMMEDIATELY.

Unless otherwise defined, capitalised terms appearing on the cover of this Addendum bear the same meanings ascribed to them in the section entitled "Definitions" of this Addendum.

If you have sold or transferred all your ordinary shares in the capital of the Company held through the CDP, you need not forward the Notice of Annual General Meeting, the accompanying Proxy Form and Request Form to the purchaser or transferee as arrangements will be made by CDP for a separate Notice of Annual General Meeting, the accompanying Proxy Form and Request Form to be sent to the purchaser or transferee. If you have sold or transferred all of your ordinary shares in the capital of the Company represented by physical share certificate(s) which are not deposited with CDP, you should immediately forward the Notice of Annual General Meeting, the accompanying Proxy Form and Request Form to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for onward notification to the purchaser or transferee. You should also inform the purchaser or transferee, or the bank, stockbroker or other agent through whom the sale or transfer was effected for onward notification to the purchaser or transferee, that this Addendum, together with the Annual Report, the Notice of Annual General Meeting, the accompanying Proxy Form and Request Form, may be accessed on the SGXNET at <https://www.sgx.com/securities/company-announcements> and the Company's website at <https://lmscompliance.com/investor.html>.

This Addendum has been reviewed by the Company's sponsor, RHT Capital Pte. Ltd. (the "**Sponsor**"). It 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 Addendum, including the correctness of any of the statements or opinions made or reports contained in this Addendum.

The contact person for the Sponsor is Mr. Mah How Soon at 36 Robinson Road, #10-06 City House, Singapore 068877, Email: sponsor@rhtgoc.com.

This Addendum, together with the Annual Report, the Notice of Annual General Meeting, the accompanying Proxy Form and Request Form, has been made available to the shareholders of LMS Compliance Ltd. (the "**Company**") on the SGXNET at <https://www.sgx.com/securities/company-announcements> and the Company's website at <https://lmscompliance.com/investor.html>.

A printed copy of this Addendum will NOT be despatched to the Shareholders. Only the printed copies of the Notice of Annual General Meeting, the accompanying Proxy Form and Request Form will be despatched to the Shareholders.



LMS COMPLIANCE LTD.

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

ADDENDUM TO ANNUAL REPORT

IN RELATION TO

- (1) THE PROPOSED PARTICIPATION BY OOI WAN KOON AND CHONG TZE KEAN, EACH AN ASSOCIATE OF A CONTROLLING SHAREHOLDER, IN THE LMS PSP; AND**
- (2) THE PROPOSED GRANT OF AWARDS TO OOI WAN KOON AND CHONG TZE KEAN, EACH AN ASSOCIATE OF A CONTROLLING SHAREHOLDER, UNDER THE LMS PSP.**

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DEFINITIONS

In this Addendum, the following definitions apply throughout except where the context otherwise requires:

- "Act" or "Companies Act"** : The Companies Act 1967 of Singapore, as amended, modified or supplemented from time to time
- "Addendum"** : This addendum to the Annual Report
- "Annual General Meeting"** : The annual general meeting of the Company to be held on 27 April 2026 at 11:00 a.m.
- "Annual Report"** : The annual report of the Company for FY2025
- "Associates"** : (a) in relation to any Director, chief executive officer, Substantial Shareholder or Controlling Shareholder (being an individual) means:
- (i) his immediate family;
 - (ii) the trustees of any trust of which he or his immediate family is a beneficiary or, in the case of a discretionary trust, is a discretionary object; and
 - (iii) any company in which he and his immediate family together (directly or indirectly) have an interest of 30% or more;
- (b) in relation to a Substantial Shareholder or a Controlling Shareholder (being a company) means any other company which is its subsidiary or holding company or is a subsidiary of such holding company or one in the equity of which it and/or such other company or companies taken together (directly or indirectly) have an interest of 30% or more
- "Award"** : An award of Shares granted pursuant to the LMS PSP
- "Board" or "Board of Directors"** : The Board of Directors of the Company
- "Catalist Rules"** : The SGX-ST Listing Manual Section B: Rules of Catalist, as amended or modified from time to time
- "CDP"** : The Central Depository (Pte) Limited
- "Company"** : LMS Compliance Ltd.
- "Constitution"** : The constitution of the Company, as amended or modified from time to time
- "Controlling Shareholder"** : A person who:
- (a) holds directly or indirectly 15% or more of the total voting rights in the Company. The SGX-ST may determine that a person who satisfies this paragraph is not a Controlling Shareholder; or
 - (b) in fact exercises control over the Company
- "Directors"** : The directors of the Company for the time being
- "FY"** : The financial year of the Company ended, or as the case may be, ending 31 December

DEFINITIONS

"Group"	:	The Company and its subsidiaries as at the date of this Addendum
"Independent Shareholders"	:	Shareholders, other than those who are eligible to participate in the LMS PSP
"Latest Practicable Date"	:	The latest practicable date prior to the issue of this Addendum, being 1 April 2026
"LMS PSP"	:	The performance share plan of the Company which was approved by Shareholders on 15 November 2022, the details of which are set out in "Appendix F – Rules of the LMS Performance Share Plan" to the offer document dated 22 November 2022 issued by the Company in connection with its listing on Catalist
"Non-Executive Director"	:	A Director who does not perform executive functions
"Notice of Annual General Meeting"	:	The notice of the Annual General Meeting
"Participant"	:	An employee of the Group or a Non-Executive Director who has been granted an Award
"Proposed Grant"	:	The proposed grant of Awards to Ms. Ooi Wan Koon and Mr. Chong Tze Kean, each an Associate of a Controlling Shareholder, under the LMS PSP as defined in Section 1.1 of this Addendum
"Proposed Participation"	:	The proposed participation by Ms. Ooi Wan Koon and Mr. Chong Tze Kean, each an Associate of a Controlling Shareholder, in the LMS PSP as defined in Section 1.1 of this Addendum
"Proposed Resolutions"	:	The ordinary resolutions in respect of the Proposed Participation and the Proposed Grant as defined in Section 1.1 of this Addendum
"Proxy Form"	:	The instrument appointing a proxy(ies) accompanying the Notice of Annual General Meeting
"Remuneration Committee"	:	The remuneration committee of the Company, being the committee who administers the LMS PSP
"Request Form"	:	The request form for Shareholders to request for a printed copy of this Addendum, together with the Annual Report
"Rules of the LMS PSP"	:	The rules of the LMS PSP, as may be amended, modified or supplemented from time to time
"SFRS(I)"	:	The Singapore Financial Reporting Standards (International)
"SGX-ST" or "Exchange"	:	Singapore Exchange Securities Trading Limited
"Shareholders"	:	Registered holders for the time being of Shares, except that where the registered holder is the CDP, the term "Shareholders" shall, in relation to such Shares, and where the context admits, mean the Depositors whose securities accounts (but not including a securities sub-account) maintained with CDP are credited with Shares
"Shares"	:	Ordinary shares in the share capital of the Company
"SRS"	:	Supplementary Retirement Scheme

DEFINITIONS

- "SRS investor"** : Investors who have purchased Shares under the SRS and which Shares are held on their behalf by SRS Operators
- "SRS Operators"** : Approved agent banks under the SRS
- "Substantial Shareholder"** : A person who has an interest or interests in one or more voting shares in the Company and the total votes attached to that share, or those shares, is not less than 5% of the total votes attached to all the voting shares in the Company

Currencies Units and Others

- "S\$", "\$" and "cents"** : Singapore dollars and cents, respectively
- "%"** : Per centum or percentage

The terms "**Depositor**" and "**Depository Register**" shall have the meanings ascribed to them respectively in Section 81SF of the Securities and Futures Act 2001 of Singapore, as amended from time to time. The term "**subsidiary**," "**subsidiary holdings**," "**holding company**" and "**associated company**" shall have the meanings ascribed to them in the Catalist Rules and/or Section 5 of the Act, as the case may be.

Words importing the singular shall, where applicable, include the plural and *vice versa*, and words importing the masculine gender shall, where applicable, include the feminine and the neuter genders and *vice versa*. Words importing persons shall include corporations.

Any reference in this Addendum to any enactment is a reference to that enactment as for the time being, amended or re-enacted. Any word defined under the Act or the Catalist Rules or any modification thereof and used in this Addendum shall, where applicable, have the same meaning assigned to it under the Act or the Catalist Rules or such modification thereof, as the case may be, unless otherwise provided.

Any reference to a time of day or date in this Addendum shall be a reference to Singapore time or date unless otherwise stated.

Any discrepancy with the tables in this Addendum between the listed amounts and the totals thereof is due to rounding. Accordingly, figures shown as totals in certain tables may not be an arithmetic aggregation of the figures that precede them.

LETTER TO SHAREHOLDERS

LMS COMPLIANCE LTD.

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

Directors:

Mr. Ong Beng Chye (*Independent Non-Executive Chairman*)
Dr. Ooi Shu Geok (*Executive Director and Chief Executive Officer*)
Ms. Chong Moi Me (*Executive Director and Chief Development Officer*)
Dr. Chong Juin Kuan (*Non-Independent Non-Executive Director*)

Registered Office:

380 Jalan Besar
#07-10 ARC 380
Singapore 209000

Date: **10 April 2026**

To: **Shareholders of LMS Compliance Ltd.**

Dear Shareholders,

1. INTRODUCTION

1.1 Annual General Meeting

The Company is convening the Annual General Meeting to be held at Function Room, LR Floor, 380 Jalan Besar, ARC 380, Singapore 209000 on 27 April 2026, 11:00 a.m. to seek Shareholders' approval for, amongst others, the following ordinary resolutions set out below:

- (a) Ordinary Resolution 9 – the proposed participation by Ms. Ooi Wan Koon, an Associate of Dr. Ooi Shu Geok, a Controlling Shareholder, in the LMS PSP;
- (b) Ordinary Resolution 10 – the proposed participation by Mr. Chong Tze Kean, an Associate of Ms. Chong Moi Me, a Controlling Shareholder, in the LMS PSP;

(the proposed participation by Ms. Ooi Wan Koon and Mr. Chong Tze Kean in the LMS PSP are collectively referred to as the "**Proposed Participation**").

- (c) Ordinary Resolution 11 – the proposed grant of Awards to Ms. Ooi Wan Koon, an Associate of Dr. Ooi Shu Geok, a Controlling Shareholder, under the LMS PSP; and
- (d) Ordinary Resolution 12 – the proposed grant of Awards to Mr. Chong Tze Kean, an Associate of Ms. Chong Moi Me, a Controlling Shareholder, under the LMS PSP,

(the proposed grant of Awards to Ms. Ooi Wan Koon and Mr. Chong Tze Kean under the LMS PSP are collectively referred to as the "**Proposed Grant**").

The Proposed Participation and the Proposed Grant are set out as ordinary resolutions (collectively, the "**Proposed Resolutions**") in the Notice of Annual General Meeting.

LETTER TO SHAREHOLDERS

1.2 Addendum to Shareholders

The purpose of this Addendum is to provide Shareholders with information relating to and to seek Shareholders' approval for the above-mentioned Proposed Participation and the Proposed Grant. Shareholders' approval will be sought at the Annual General Meeting, notice of which is set out on pages 124 to 133 of the Annual Report.

This Addendum has been prepared solely for the purposes set out herein and may not be relied upon by any persons (other than Shareholders) or for any other purposes.

The SGX-ST takes no responsibility for the contents of this Addendum, including the accuracy, completeness or correctness of any of the information, statements or opinions made or reports contained in this Addendum.

1.3 Inter-Conditionality of the Proposed Resolutions

Shareholders should note the following:

- (a) Ordinary Resolution 11, which relates to the Proposed Grant to Ms. Ooi Wan Koon, is conditional upon the passing of Ordinary Resolution 9, which relates to the Proposed Participation by Ms. Ooi Wan Koon but not upon any of the other Proposed Resolutions. This means that if Ordinary Resolution 9 is not approved, Ordinary Resolution 11 will not be passed. For the avoidance of doubt, Ordinary Resolution 9 is not conditional upon the passing of Ordinary Resolution 11; and
- (b) Ordinary Resolution 12, which relates to the Proposed Grant to Mr. Chong Tze Kean, is conditional upon the passing of Ordinary Resolution 10, which relates to the Proposed Participation by Mr. Chong Tze Kean but not upon any of the other Proposed Resolutions. This means that if Ordinary Resolution 10 is not approved, Ordinary Resolution 12 will not be passed. For the avoidance of doubt, Ordinary Resolution 10 is not conditional upon the passing of Ordinary Resolution 12.

The Proposed Grant in respect of each of Ms. Ooi Wan Koon and Mr. Chong Tze Kean cannot be undertaken by the Company until Shareholders' approval has been obtained in respect of the Ordinary Resolutions relating to the Proposed Participation of Ms. Ooi Wan Koon and Mr. Chong Tze Kean respectively. Consequently, Ordinary Resolutions 11 and 12 are conditional upon the passing of Ordinary Resolutions 9 and 10 respectively.

For the avoidance of doubt, the passing of each of Ordinary Resolutions 9 and 10 is independent from the passing of the other Proposed Resolutions.

2. THE PROPOSED PARTICIPATION OF ASSOCIATES OF CONTROLLING SHAREHOLDERS

2.1 Introduction

In conjunction with the listing of the Company on Catalist, the Company adopted the LMS PSP which

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took effect from the listing of the Company. The LMS PSP provides Participants with an opportunity to participate in the equity of the Company and to motivate them towards better performance through increased dedication and loyalty. The LMS PSP forms an integral and important component of the Group's compensation plan and is designed primarily to reward and retain employees whose services are vital to the growth and performance of the Group.

Under the Catalist Rules and the rules of the LMS PSP, Controlling Shareholders and their Associates are eligible to participate in the LMS PSP if their participation and the terms of each grant of Award and the actual number of Shares comprised in the Award have been approved by the Independent Shareholders at a general meeting in separate resolutions for each such person.

The proposed participation by Ms. Ooi Wan Koon and Mr. Chong Tze Kean, each an Associate of a Controlling Shareholder, in the LMS PSP shall be subject to Independent Shareholders' approval by separate resolutions pursuant to Rule 852 of the Catalist Rules at the Annual General Meeting.

2.2 Rationale for Participation by Associates of Controlling Shareholders

The Company acknowledges that the services and contributions of employees who are Associates of the Controlling Shareholders are important to the development and success of the Group. The extension of the LMS PSP to employees who are Associates of the Controlling Shareholders allows the Group to have a fair and equitable system to reward employees who have actively contributed to the progress and success of the Group. The participation of Associates of the Controlling Shareholders in the LMS PSP will serve both as a reward to them for their dedicated services to the Group and a motivation for them to take a long-term view of the Group.

Although Participants who are Associates of the Controlling Shareholders may already have shareholding interests in the Company, the extension of the LMS PSP to include them ensures that they are equally entitled, with the other employees of the Group, who are not Controlling Shareholders or Associates of the Controlling Shareholders, to take part and benefit from this system of remuneration. Accordingly, persons who would otherwise be eligible should not be excluded from participating in the LMS PSP solely by reason of their shareholding interests in the Company and/or being an Associate of the Controlling Shareholders.

(a) Rationale and Justification for Participation by Ooi Wan Koon

Ms. Ooi Wan Koon is the Chief People Officer of the Group and is the sister of Dr. Ooi Shu Geok, who is the Executive Director and Chief Executive Officer of the Company and is also deemed to be a Controlling Shareholder by virtue of his shareholding in both Louis May Pte. Ltd., the Controlling Shareholder of the Company, and Fitcorp Value Pte. Ltd., a Substantial Shareholder of the Company. Ms. Ooi Wan Koon is responsible for developing and implementing human resource strategies of the Group. As the Chief People Officer, she has been instrumental in driving the growth of the Group and provides valuable leadership, management skills and strategic direction to the Group. The Directors (other than Dr. Ooi Shu Geok and Ms. Chong Moi Me) believe that the contribution of Ms. Ooi Wan Koon will be critical to the growth of the Group. For these reasons, the Directors (other than Dr. Ooi Shu Geok and Ms. Chong Moi Me) consider her experience in and contribution towards the growth of the

LETTER TO SHAREHOLDERS

Company to be invaluable. As at the Latest Practicable Date, Ms. Ooi Wan Koon has an aggregate shareholding interest of 0.2% in the Company, comprising direct interest in 230,400 Shares.

The extension of the LMS PSP to Ms. Ooi Wan Koon is consistent with the Company's objective to motivate its employees to achieve and maintain a high level of performance and contribution, which is vital to the success of the Company.

Due to the above reasons, the Directors (other than Dr. Ooi Shu Geok and Ms. Chong Moi Me) believe that although Ms. Ooi Wan Koon is an Associate of a Controlling Shareholder, she deserves and should be allowed to participate in the LMS PSP and her participation will ensure that she is equally entitled, with the other employees who are not Controlling Shareholders or their Associates, to take part in and benefit from this system of remuneration, thereby enhancing her long-term commitment to the Company.

(b) Rationale and Justification for Participation by Chong Tze Kean

Mr. Chong Tze Kean is the Senior Compliance Advisory Manager of MY CO2 (PG) Sdn. Bhd., an indirect wholly-owned subsidiary of the Company. He is the brother of Ms. Chong Moi Me, who is the Executive Director and Chief Development Officer of the Company and is also deemed to be a Controlling Shareholder by virtue of her shareholding in both Louis May Pte. Ltd., the Controlling Shareholder of the Company, and Fitcorp Value Pte. Ltd., a Substantial Shareholder of the Company. Mr. Chong Tze Kean is responsible for driving brand growth and progressively building MY CO2 (PG) Sdn. Bhd.'s market presence in Penang. As the Senior Compliance Advisory Manager, he has been instrumental in driving the growth of the Group and provides valuable leadership, management skills and operational expertise to the Group. The Directors (other than Dr. Ooi Shu Geok and Ms. Chong Moi Me) believe that the contribution of Mr. Chong Tze Kean will be critical to the growth of the Group. For these reasons, the Directors (other than Dr. Ooi Shu Geok and Ms. Chong Moi Me) consider his experience in and contribution towards the growth of the Company to be invaluable. As at the Latest Practicable Date, Mr. Chong Tze Kean has an aggregate shareholding interest of 0.001% in the Company, comprising direct interest in 1,440 Shares.

The extension of the LMS PSP to Mr. Chong Tze Kean is consistent with the Company's objective to motivate its employees to achieve and maintain a high level of performance and contribution, which is vital to the success of the Company.

Due to the above reasons, the Directors (other than Dr. Ooi Shu Geok and Ms. Chong Moi Me) believe that although Mr. Chong Tze Kean is an Associate of a Controlling Shareholder, he deserves and should be allowed to participate in the LMS PSP and his participation will ensure that he is equally entitled, with the other employees who are not Controlling Shareholders or their Associates, to take part in and benefit from this system of remuneration, thereby enhancing his long-term commitment to the Group.

LETTER TO SHAREHOLDERS

3. THE GRANT OF AWARDS TO ASSOCIATES OF CONTROLLING SHAREHOLDERS

3.1 Rationale and Justification

The Directors (other than Dr. Ooi Shu Geok and Ms. Chong Moi Me) are of the view that the proposed grant of Awards to Ms. Ooi Wan Koon and Mr. Chong Tze Kean, each an Associate of a Controlling Shareholder, under the LMS PSP is fair given their respective contributions to the Group, and is consistent with the objectives of the LMS PSP, which includes motivating Participants to achieve key financial and operational goals of the Group and encourage greater dedication and loyalty to the Group. The Directors (other than Dr. Ooi Shu Geok and Ms. Chong Moi Me) also recognise that it is crucial to retain key employees whose contributions are important to the long-term growth and prosperity of the Group and whose skills are commensurate with the Company's ambition to become a world-class company.

The Directors (other than Dr. Ooi Shu Geok and Ms. Chong Moi Me) are of the view that the granting of Awards to Ms. Ooi Wan Koon and Mr. Chong Tze Kean will motivate them to continue to achieve good performance and create greater Shareholders' value in order to realise the benefits of the Awards in due course.

In arriving at the value of the Awards and number of Shares proposed to be granted to Ms. Ooi Wan Koon and Mr. Chong Tze Kean, the Remuneration Committee took into consideration, amongst others, their respective scopes of responsibilities, their respective performance and contributions to the Group and the Group's financial performance. Accordingly, the Remuneration Committee believes that the proposed grant of Awards to Ms. Ooi Wan Koon and Mr. Chong Tze Kean under the LMS PSP is fair and not excessive.

3.2 Terms of Awards to be Granted

The terms of the proposed grant of Awards to Ms. Ooi Wan Koon and Mr. Chong Tze Kean under the LMS PSP are as follows:

(a) Ms. Ooi Wan Koon

Proposed date of grant of the Award	Within three (3) months from the date of the Annual General Meeting
Number of Shares which are the subject of the Award	15,480
Performance Condition of the Award	Nil
Vesting period of the Award	The Shares which are the subject of the Award shall be vested equally over four (4) years on a quarterly basis (i.e., 6.25% each quarter)
Retention Period	Nil

LETTER TO SHAREHOLDERS

(b) Mr. Chong Tze Kean

Proposed date of grant of the Award	Within three (3) months from the date of the Annual General Meeting
Number of Shares which are the subject of the Award	1,352
Performance Condition of the Award	Nil
Vesting period of the Award	The Shares which are the subject of the Award shall be vested equally over four (4) years on a quarterly basis (i.e., 6.25% each quarter)
Retention Period	Nil

For avoidance of doubt, the Shares which are allotted and issued or transferred to each of Ms. Ooi Wan Koon and Mr. Chong Tze Kean pursuant to the vesting of an Award are not subject to any Retention Period preventing such Shares from being transferred, charged, assigned, pledged or otherwise disposed of, in whole or in part, by Ms. Ooi Wan Koon and Mr. Chong Tze Kean respectively.

The proposed grant of Awards to each of Ms. Ooi Wan Koon and Mr. Chong Tze Kean under the LMS PSP shall be subject to Independent Shareholders' approval by separate resolutions pursuant to Rule 852 of the Catalist Rules at the Annual General Meeting.

3.3 Rules of the LMS PSP and Catalist Rules

(a) Limitations on the size of the LMS PSP

Under the rules of the LMS PSP:

- (i) the aggregate number of Shares which may be issued or transferred pursuant to Awards granted under the LMS PSP on any date, when aggregated with the aggregate number of Shares over which options or awards are granted under any other share option schemes or share schemes of the Company, shall not exceed 15.0% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) on the day preceding that date;
- (ii) the aggregate number of Shares which may be issued or transferred pursuant to Awards under the LMS PSP to Participants who are Controlling Shareholders and their Associates shall not exceed 25.0% of the Shares available under the LMS PSP; and
- (iii) the number of Shares which may be issued or transferred pursuant to Awards under the LMS PSP to each Participant shall not exceed 10.0% of the Shares available under the LMS PSP.

LETTER TO SHAREHOLDERS

As at the Latest Practicable Date:

- (1) there are no Shares over which options or awards have been granted under any share option scheme or share scheme of the Company;
 - (2) the Company has not granted any Awards under the LMS PSP or issued or transferred any Shares pursuant to the vesting of any Award granted under the LMS PSP;
 - (3) the aggregate number of Shares which may be issued or transferred pursuant to Awards granted under the LMS PSP is up to 20,588,100 Shares, representing 15.0% of the total number of issued Shares (excluding treasury shares and subsidiary holdings);
 - (4) the aggregate number of Shares which may be issued or transferred pursuant to Awards granted under the LMS PSP to Participants who are Controlling Shareholders and their Associates, is up to 5,147,025 Shares, representing 25.0% of the Shares available under the LMS PSP;
 - (5) the aggregate number of Shares which may be issued or transferred pursuant to Awards granted under the LMS PSP to each Participant is up to 2,058,810 Shares, representing 10.0% of the Shares available under the LMS PSP;
 - (6) the aggregate number of Shares to be allotted and issued or transferred pursuant to the vesting of the Awards proposed to be granted to Ms. Ooi Wan Koon and Mr. Chong Tze Kean is up to 16,832 Shares, representing approximately 0.08% of the Shares available under the LMS PSP;
 - (7) the aggregate number of Shares to be issued or transferred pursuant to the vesting of the Awards proposed to be granted to Ms. Ooi Wan Koon is up to 15,480 Shares, representing approximately 0.08% of the Shares available under the LMS PSP; and
 - (8) the aggregate number of Shares to be issued or transferred pursuant to the vesting of the Awards proposed to be granted to Mr. Chong Tze Kean is up to 1,352 Shares, representing approximately 0.01% of the Shares available under the LMS PSP.
- (b) Announcement relating to the Awards to Ms. Ooi Wan Koon and Mr. Chong Tze Kean

Pursuant to Rule 704(32) of the Catalist Rules, the Company will make an announcement in relation to each grant of Awards to Ms. Ooi Wan Koon and Mr. Chong Tze Kean, if approved by Independent Shareholders, on the date of grant of the Award and provide details, including (i) the date of grant; (ii) the number of Shares comprised in the Award granted; (iii) the market price of Shares on the date of grant; (iv) the number of Shares granted to each Director and Controlling Shareholder (and each of their Associates); and (v) vesting period of the Awards.

LETTER TO SHAREHOLDERS

(c) Rights of Shares

The new Shares to be allotted and issued or existing Shares procured by the Company for transfer (as the case may be) pursuant to the vesting of Awards under the LMS PSP shall:

- (i) be subject to all the provisions of the Constitution of the Company (including provisions relating to voting, transfer of Shares and liquidation of the Company); and
- (ii) rank in full for all entitlements, including dividends or other distributions declared or recommended in respect of the then existing Shares, the record date for which is on or after the relevant vesting date of the Award, and shall in all other respects rank *pari passu* with other existing Shares then in issue.

“**Record date**” means the date fixed by the Company for the purposes of determining entitlements to dividends or other distributions to or rights of holders of Shares.

(d) Adjustment Events

If a variation in the issued ordinary share capital of the Company (whether by way of a capitalisation of profits or reserves or rights issue, capital reduction, sub-division of Shares, consolidation of Shares, capital distribution or otherwise) shall take place, then:

- (i) the class and/or number of Shares which are the subject of an Award to the extent not yet vested;
- (ii) the class and/or number of Shares in respect of which future Awards may be granted under the LMS PSP; and/or
- (iii) the maximum number of Shares which may be issued pursuant to Awards granted under the LMS PSP,

shall be adjusted in such manner as the Remuneration Committee may determine to be appropriate, provided that any adjustment must be made in such a way that a Participant will not receive a benefit that a Shareholder does not receive.

Any adjustment (except in relation to a bonus issue) must be confirmed in writing by the auditors of the Company (acting only as experts and not as arbitrators) to be, in their opinion, fair and reasonable.

3.4 Potential Cost of Awards

The LMS PSP is considered a share-based payment that falls under the scope of SFRS(I) 2 *Share-based Payment* where Participants will receive Shares and the Awards would be accounted for as equity-settled share-based transactions, as described in the following paragraphs.

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The fair value of employee services received in exchange for the grant of the Awards would be recognised as a charge to the income statement over the period between the grant date and the vesting date of an Award. The fair value per share of the Awards granted will be determined using a generally accepted valuation methodology for pricing financial instruments. The significant inputs into the valuation methodology will include, among others, the share price as at the date of grant of the Award, the risk-free interest rate, the vesting period, the volatility of the share and the dividend yield. The total amount of the charge over the vesting period is determined by reference to the fair value of each Award granted at the grant date and the number of Shares vested at the vesting date, with a corresponding credit to the reserve account. Before the end of the vesting period, at each accounting year end, the estimate of the number of Awards that are expected to vest by the vesting date is revised, and the impact of the revised estimate is recognised in the income statement with a corresponding adjustment to the reserve account. After the vesting date, no adjustment to the charge to the income statement is made.

The amount charged to the income statement also depends on whether or not the performance target attached to an Award is measured by reference to the market price of the Shares. This is known as a market condition. If the performance target is a market condition, the probability of the performance target being met is taken into account in estimating the fair value of the Award granted at the grant date, and no adjustments to the amounts charged to the income statement are made whether or not the market condition is met. However, if the performance target is not a market condition and the Awards vest as a result of meeting such performance target, the fair value per share of the Awards granted at the grant date is used to compute the amount to be charged to the income statement at each accounting date, based on an assessment by the management at such accounting date of whether the non-market conditions have been met to enable the Awards to vest. Thus, where the vesting conditions do not include a market condition, there would be no cumulative charge to the profit or loss if the Awards do not ultimately vest.

In the event that the Participants receive cash, the Company shall measure the fair value of the liability at the grant date. Until the liability is settled, the Company shall re-measure the fair value of the liability at each accounting date and at the date of settlement, with changes in the fair value recognised in the income statement.

4. DIRECTORS' AND SUBSTANTIAL SHAREHOLDERS' INTEREST

The interests of the Directors and Substantial Shareholders in the Shares of the Company as at the Latest Practicable Date, as recorded in the Company's Register of Directors' Shareholdings and Register of Substantial Shareholders respectively are as follows:

Name of Director / Substantial Shareholder	<u>Direct Interests</u>		<u>Deemed Interests</u>		<u>Total Interests</u>	
	No. of Shares ⁽¹⁾	%	No. of Shares ⁽¹⁾	%	No. of Shares ⁽¹⁾	%
Directors						
Mr. Ong Beng Chye	–	–	–	–	–	–

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Name of Director / Substantial Shareholder	<u>Direct Interests</u>		<u>Deemed Interests</u>		<u>Total Interests</u>	
	No. of Shares ⁽¹⁾	%	No. of Shares ⁽¹⁾	%	No. of Shares ⁽¹⁾	%
Shareholder						
Dr. Ooi Shu Geok ⁽²⁾	–	–	106,176,430	77.36	106,176,430	77.36
Ms. Chong Moi Me ⁽²⁾	–	–	106,176,430	77.36	106,176,430	77.36
Dr. Chong Juin Kuan	–	–	–	–	–	–
Substantial Shareholders						
Louis May Pte. Ltd.	96,495,752	70.31	–	–	96,495,752	70.31
Fitcorp Value Pte. Ltd.	9,680,678	7.05	–	–	9,680,678	7.05
Splendor Certification Inc	11,347,608	8.27	–	–	11,347,608	8.27
Deng Yubiao ⁽³⁾	–	–	11,347,608	8.27	11,347,608	8.27

Notes:

- (1) The percentage of shares held was calculated based on the share capital of the Company of 137,254,006 Shares as at the Latest Practicable Date. The Company does not have any treasury shares.
- (2) Dr. Ooi Shu Geok and Ms. Chong Moi Me are deemed interested in the aggregate 106,176,430 Shares held by Louis May Pte. Ltd. and Fitcorp Value Pte. Ltd..
- (3) Deng Yubiao is deemed interested in the 11,347,608 Shares held by Splendor Certification Inc by virtue of Section 7 of the Companies Act.

Save as disclosed in this Addendum, none of the Directors or the Substantial Shareholders or their Associates has any interest, direct or indirect, in the Proposed Participation and/or the Proposed Grant.

5. ABSTENTION FROM VOTING

5.1 Requirements under the Catalist Rules

Pursuant to Rule 858 of the Catalist Rules, Shareholders who are eligible to participate in the LMS PSP must abstain from voting on any resolution relating to the LMS PSP (other than a resolution relating to the participation of, or grant of options to, directors and employees of the issuer's parent company and its subsidiaries).

Pursuant to Rule 852 of the Catalist Rules, participation in the LMS PSP by Controlling Shareholders and their Associates must be approved by Independent Shareholders.

5.2 The Proposed Participation and The Proposed Grant

Shareholders (including Directors, directors and employees of the Group) who are eligible to participate in the LMS PSP shall abstain from voting on the ordinary resolutions relating to the Proposed Participation and Proposed Grant, and shall not accept appointments as proxies unless specific instructions as to voting are given.

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Ms. Ooi Wan Koon and Mr. Chong Tze Kean, and their respective associates, shall abstain from voting in respect of their holdings of Shares, if any, at the Annual General Meeting in respect of the Ordinary Resolutions 9 and 10 (relating to the Proposed Participation by each of them) and Ordinary Resolutions 11 and 12 (relating to the Proposed Grant to each of them) as set out in the Notice of Annual General Meeting and shall not accept appointments as proxies for voting at the Annual General Meeting in respect of the aforesaid Ordinary Resolutions, unless specific instructions have been given in the proxy instrument on how the Shareholders wish for their votes to be casted for the aforesaid Ordinary Resolutions.

For avoidance of doubt, Louis May Pte. Ltd. and Fitcorp Value Pte. Ltd., both being an Associate of Dr. Ooi Shu Geok and Ms. Chong Moi Me, shall also abstain from voting in respect of its holdings of Shares at the Annual General Meeting in respect of the Ordinary Resolutions 9 and 10 (relating to the Proposed Participation) and Ordinary Resolutions 11 and 12 (relating to the Proposed Grant) as set out in the Notice of Annual General Meeting and shall not accept appointment as proxy for voting at the Annual General Meeting in respect of the aforesaid Ordinary Resolutions, unless specific instructions have been given in the proxy instrument on how the Shareholders wish for their votes to be casted for the aforesaid Ordinary Resolutions.

The Company will disregard any votes cast by the aforementioned persons who are required to abstain from voting, and by any persons who are required to abstain by the Catalist Rules or pursuant to a court order where such court order is served on the Company.

6. DIRECTORS' RECOMMENDATION

The Directors are all eligible to participate in, and are therefore interested in, the LMS PSP. Accordingly, the Directors have abstained from making any recommendations to Shareholders in respect of the Ordinary Resolutions 9 and 10 (relating to the Proposed Participation) and Ordinary Resolutions 11 and 12 (relating to the Proposed Grant) as set out in the Notice of Annual General Meeting.

Each Director shall also decline to accept nominations to act as proxies, representatives or otherwise for voting in respect of the Ordinary Resolutions 9 and 10 (relating to the Proposed Participation) and Ordinary Resolutions 11 and 12 (relating to the Proposed Grant) at the Annual General Meeting unless specific instruction has been given in the Proxy Form as to the manner in which votes are to be cast in respect of the Proposed Resolutions.

7. ANNUAL GENERAL MEETING

The Annual General meeting, notice of which is set out on pages 124 to 133 of the Annual Report, will be held at Function Room, LR Floor, 380 Jalan Besar, ARC 380, Singapore 209000 on 27 April 2026, 11:00 a.m. for the purpose of, amongst others, considering and, if thought fit, passing with or without modification, the Proposed Resolutions set out therein.

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8. ACTION TO BE TAKEN BY SHAREHOLDERS

8.1 Addendum, Notice of Annual General Meeting, Proxy Form and Request Form

Printed copies of the Notice of Annual General Meeting, the accompanying Proxy Form and Request Form will be despatched to Shareholders by post. Shareholders who wish to receive a printed copy of the Addendum, together with the Annual Report, are required to complete the Request Form and return it to the Company by 15 April 2026. The Annual General Meeting will be held as a **physical-only meeting**, and Shareholders of the Company are invited to **attend in person**. **There will be no option for Shareholders to participate virtually.**

This Addendum, together with the Annual Report, the Notice of Annual General Meeting, the accompanying Proxy Form and Request Form, has been made available at the Company's website at <https://lmscompliance.com/investor.html> and is also available on the SGXNET at <https://www.sgx.com/securities/company-announcements>. Shareholders and investors are advised to check the Company's website and/or the SGXNET regularly for updates. An internet browser and PDF reader are required to view these documents on SGXNET or the Company's website.

8.2 Submission of Questions

Shareholders may submit questions relating to the Proposed Resolutions to be tabled at the Annual General Meeting, in advance of the Annual General Meeting:

- (a) if submitted by post, to be deposited with the Company's Share Registrar, B.A.C.S. Private Limited, at 77 Robinson Road #06-03 Robinson 77, Singapore 068896; or
- (b) if submitted by way of electronic means, to be submitted via email, to connect@gem-comm.com,

by 11:00 a.m. on 19 April 2026.

For verification purposes, Shareholders and investors submitting questions are required to state:

- (i) their full name as it appears on his/her/its CDP/SRS/physical scrip records;
- (ii) their identification/registration number/passport number;
- (iii) contact number;
- (iv) email address;
- (v) number of Shares held; and
- (vi) the manner in which his/her/its shares in the Company are held (e.g. via CDP, SRS and/or physical scrip),

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failing which the Company shall be entitled to regard the submission as invalid and not respond to the question(s) submitted.

The Company will endeavour to address all substantial and relevant questions (determined by the Company at its sole discretion) relating to the Proposed Resolutions to be tabled at the Annual General Meeting and received from Shareholders **on or before 11:00 a.m. on 19 April 2026**, by publishing its responses to such questions on the Company's website at <https://lmscompliance.com/investor.html> and on SGXNET at <https://www.sgx.com/securities/company-announcements> by **22 April 2026**, which is at least forty-eight (48) hours before the deadline of the Proxy Form. Where there are substantially similar questions, the Company will consolidate such questions and consequently not all questions may be individually addressed. The Company will also address any subsequent clarification sought, or follow-up questions, prior to, or at, the Annual General Meeting in respect of substantial and relevant matters.

8.3 Voting

8.3.1 General

Shareholders (whether individual or corporate) who wish to vote on the Proposed Resolutions to be tabled for approval at the Annual General Meeting may:

- (a) (where such Shareholders are individuals) attend and vote at the Annual General Meeting; or
- (b) (where such Shareholders are individuals or corporates) appoint a proxy/proxies to vote on their behalf at the Annual General Meeting in accordance with the instructions as set out in the relevant Proxy Forms.

A proxy need not be a Shareholder of the Company.

8.3.2 Submission of Proxy Forms

Shareholders who are unable to attend the Annual General Meeting and who wish to appoint a proxy or proxies to attend, speak and vote at the Annual General Meeting on their behalf should complete, sign and return the Proxy Form. The duly executed Proxy Form, together with the letter or power of attorney or other authority under which it is signed or duly certified copy thereof (if applicable), must be submitted to the Company in either one of the following manners:

- (a) if submitted by post, to be deposited with the Company's Share Registrar, B.A.C.S. Private Limited, at 77 Robinson Road #06-03 Robinson 77, Singapore 068896; or
- (b) if submitted by way of electronic means, to be submitted via email to the Company's Share Registrar, B.A.C.S. Private Limited, at main@zicoholdings.com,

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in either case, by 24 April 2026, 11:00 a.m., not less than seventy-two (72) hours before the time appointed for the holding of the Annual General Meeting and/or any adjournment thereof and in default the instrument of proxy shall not be treated as valid.

A Shareholder who wishes to submit the Proxy Form must complete and sign the Proxy Form, before submitting it by post to the address provided above, or by scanning and submitting it by way of electronic means via email to the email address provided above. The Shareholder (whether individual or corporate) appointing his/her/its proxy(ies) should give specific instructions as to his/her/its manner of voting, or abstentions from voting, in respect of the Proposed Resolutions in the Proxy Form. If no specific instruction as to voting are given, or in the event of any other matter arising at the Annual General Meeting and at any adjournment thereof, the proxy(ies) will vote or abstain from voting at his/her/their discretion. The completion and return of a Proxy Form by a Shareholder does not preclude him from attending and voting in person at the Annual General Meeting should he subsequently decide to do so, although the appointment of the proxy shall be deemed to be revoked by such attendance. The proxy must bring along his/her NRIC/passport so as to enable the Company to verify his/her identity.

In appointing the Chairman of the Annual General Meeting as proxy, a Shareholder must give specific instructions as to voting, or abstentions from voting, in the Proxy Form, failing which the appointment of the Chairman of the Annual General Meeting as proxy will be treated as invalid. **Shareholders are strongly encouraged to submit the completed and signed Proxy Forms by way of electronic means via email. Any incomplete Proxy Form will be rejected by the Company.**

8.3.3 SRS investors

SRS investors:

- (a) may attend and vote at the Annual General Meeting if they are appointed as proxies by their respective SRS Operators, and should contact their respective SRS Operators if they have any queries regarding their appointment as proxies; or
- (b) may appoint the Chairman of the Annual General Meeting as proxy, in which case they should approach their respective SRS Operators to submit their votes **at least seven (7) working days before the date of the Annual General Meeting (i.e., by 15 April 2026)** in order to allow sufficient time for their respective SRS Operators to in turn submit the Proxy Form to vote on their behalf.

8.4 Depositor

A Depositor shall not be regarded as a Shareholder entitled to attend the Annual General Meeting and to speak and vote or appoint proxies (other than the Chairman of the Annual General Meeting) or the Chairman of the Annual General Meeting to vote on such Depositor's behalf at the Annual General Meeting unless such Depositor is shown to have Shares entered against such Depositor's name in the Depository Register, as certified by CDP, seventy-two (72) hours before the time appointed for holding the Annual General Meeting.

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9. LEGAL ADVISERS

The Company has appointed Chancery Law Corporation as the legal adviser to the Company as to the Catalist Rules and Singapore law in relation to the preparation of this Addendum, the Proposed Participation and the Proposed Grant.

10. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Addendum and confirm after making all reasonable enquiries, that to the best of their knowledge and belief, this Addendum constitutes full and true disclosure of all material facts about the Proposed Participation, the Proposed Grant, the Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this Addendum misleading. Where information in the Addendum has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in the Addendum in its proper form and context.

11. DOCUMENTS FOR INSPECTION

Copies of the following documents are available for inspection during normal business hours at the registered office of the Company at 380 Jalan Besar, #07-10 ARC 380, Singapore 209000, for a period of three (3) months from the date of this Addendum:

- (a) the constitution of the Company;
- (b) the annual report of the Company for FY2025; and
- (c) the Rules of the LMS PSP.

Any Shareholder who wishes to inspect any of the foregoing documents should contact the Company at the email address shirley.tan@stcorporate.com at least three (3) working days in advance to make a prior appointment to attend at the registered office of the Company to inspect the documents. Shareholders will need to identify themselves by stating his/her/its full name as it appears on his/her/its CDP/SRS/physical scrip share records, contact number and NRIC/Passport/UEN number and state the manner in which he/she/it holds his/her/its Shares in the Company (e.g. via CDP or SRS and/or physical scrip).

Yours faithfully,

For and on behalf of the Board
LMS Compliance Ltd.

Ooi Shu Geok
Executive Director and Chief Executive Officer