



LUMINOR
FINANCIAL
THE FUTURE GLOWS

SCALING WITH PURPOSE

ANNUAL REPORT 2025

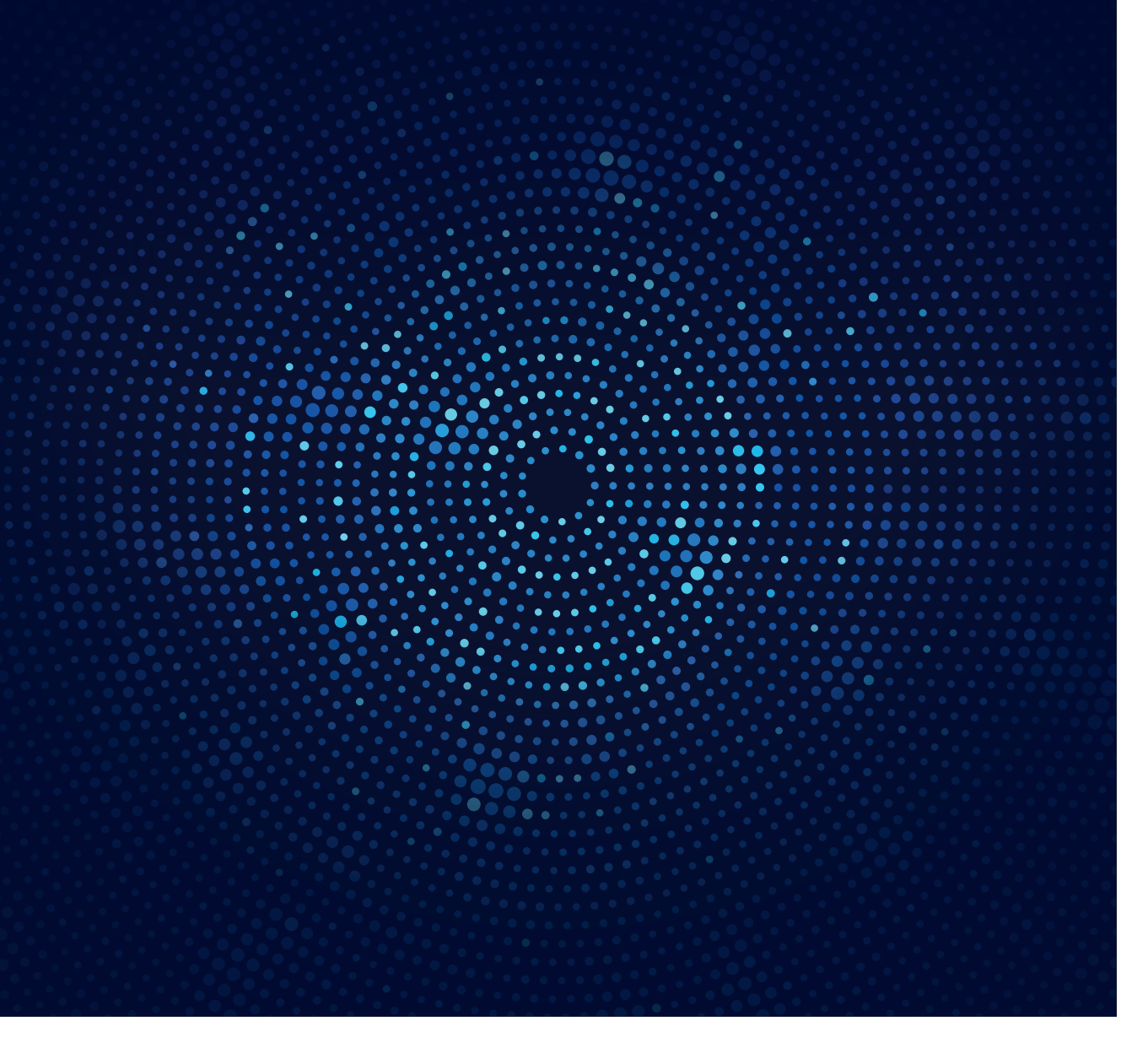


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Sponsor Statement

This Annual Report has been reviewed by the Company's sponsor, UOB Kay Hian Private Limited (the "Sponsor"). This Annual Report 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 Annual Report, including the correctness of any of the statements or opinions made or reports contained in this Annual Report. The contact person for the Sponsor is Mr Lance Tan, Senior Vice President, at 83 Clemenceau Avenue, #10-01 UE Square, Singapore 239920, telephone (65) 6590 6881.

CORPORATE PROFILE

Luminor Financial Holdings Limited is a **non-bank financial institution** committed to providing **financing solutions to SMEs regionally**.

Luminor Financial Holdings Limited (together with its subsidiaries, the “**Group**”) is headquartered in Singapore. Formerly known as Starland Holdings Limited, the Group has been listed on the Catalist Board of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) since 27 April 2012.

The Group has two core businesses:

- **Financial Solutions**
- **Property Development**

Our Presence

China

Property Development



Malaysia

Financial Solutions



Singapore

Financial Solutions



OUR BUSINESSES

1. FINANCIAL SOLUTIONS



INVOICE FINANCING

A healthy cashflow is critical to sustainability and growth of every business. Our factoring solution lets businesses monetise its receivables and receive cash upfront (versus a typical collection period of three (3) months), allowing them to maintain a smaller ongoing cash balance and leave more liquidity available for investment in the business' growth.



SUPPLY CHAIN FINANCING

Corporates consistently need to manage working capital against their cash conversion cycle. We offer trade finance solutions through accounts receivable purchase with credit protection. This allows clients to free up valuable cash stuck in the supply chain by offering clients a line of credit while mitigating buyer credit risks.



CORPORATE ADVISORY

We provide comprehensive financial advice and execution expertise, encompassing mergers, acquisitions, divestitures, capital raising, project finance, privatisations and Public Private Partnership services to corporates.



SECURED LENDING

Secured lending allows business owners to unlock the value of their residential or commercial properties/assets, channeling the additional cash flow to their business.



SECURITIES CROWDFUNDING

Through our Quanta Transaction Platform, we help e-commerce businesses strengthen their cashflow by converting future sales into immediate working capital through our flagship ScaleUp co-investment product. By unlocking up to 90% of inventory and marketing costs upfront without traditional credit checks, sellers gain the liquidity they need to scale while maintaining full ownership. As repayments are made progressively from actual sales, businesses can operate with a smaller ongoing cash balance, reinvest more confidently in growth, and stay competitive in fast-moving online marketplaces.

OUR BUSINESSES

2. PROPERTY DEVELOPMENT

The Group first started out as a Singaporean-owned and managed property developer for quality integrated residential commercial properties in the People's Republic of China ("PRC") and Singapore. We have successfully completed three (3) projects and sold off our last piece of land bank. Following our restructuring in 2021, we will sell off our remaining residential, commercial and parking spaces to turn inventory into cash and focus on the financial solutions business. Our completed projects are as follows:

SINGAPORE GARDEN



PERCENTAGE INTEREST	100%
LOCATION	8 Wubao Road, Fuling District, Chongqing
EXISTING USE	Residential and Commercial
TARGET MARKET	Mid to High End
LAND TENURE	Leasehold
SITE AREA (SQ M)	32,616
TOTAL GFA (SQ M)	105,350
STAGE OF COMPLETION	Completed
DATE OF COMPLETION	August 2015

UNIVERSITY TOWN



PERCENTAGE INTEREST	100%
LOCATION	89 Julong Avenue, Lidu, Fuling District, Chongqing
EXISTING USE	Residential and Commercial
TARGET MARKET	Mass
LAND TENURE	Leasehold
SITE AREA (SQ M)	19,330
TOTAL GFA (SQ M)	43,284
STAGE OF COMPLETION	Completed
DATE OF COMPLETION	April 2011

JALAN NIPAH



PERCENTAGE INTEREST	100%
LOCATION	Jalan Nipah, Singapore
EXISTING USE	Residential
TARGET MARKET	High-end
LAND TENURE	Freehold
SITE AREA (SQ M)	700
TOTAL GFA (SQ M)	803
STAGE OF COMPLETION	Completed
DATE OF COMPLETION	June 2018

OUR BRANDS

We offer our services through various entities and licences held in Malaysia and Singapore.

MALAYSIA



Approved by Ministry of Finance (Malaysia) as one of ~30 financial institutions with access to e-Perolehan, Malaysia's e-procurement platform

Member of the Malaysian Factors Association and Federation of Malaysian Manufacturers
One of the 14 financial institutions approved for Perintis Telekom Malaysia's vendor financing programme

One of the featured financing companies on Malaysia Petroleum Resources Corporation (an agency under the Ministry of Economy) on its i-OGSE platform



Capital Markets Service Licence issued by Securities Commission Malaysia

Member of the Association of Corporate Finance Advisers



Moneylending Licence issued by Ministry of Local Government Development Malaysia

Member of the Association of Hire Purchase Companies Malaysia

SINGAPORE



Approved factoring company on Vendors@Gov Singapore

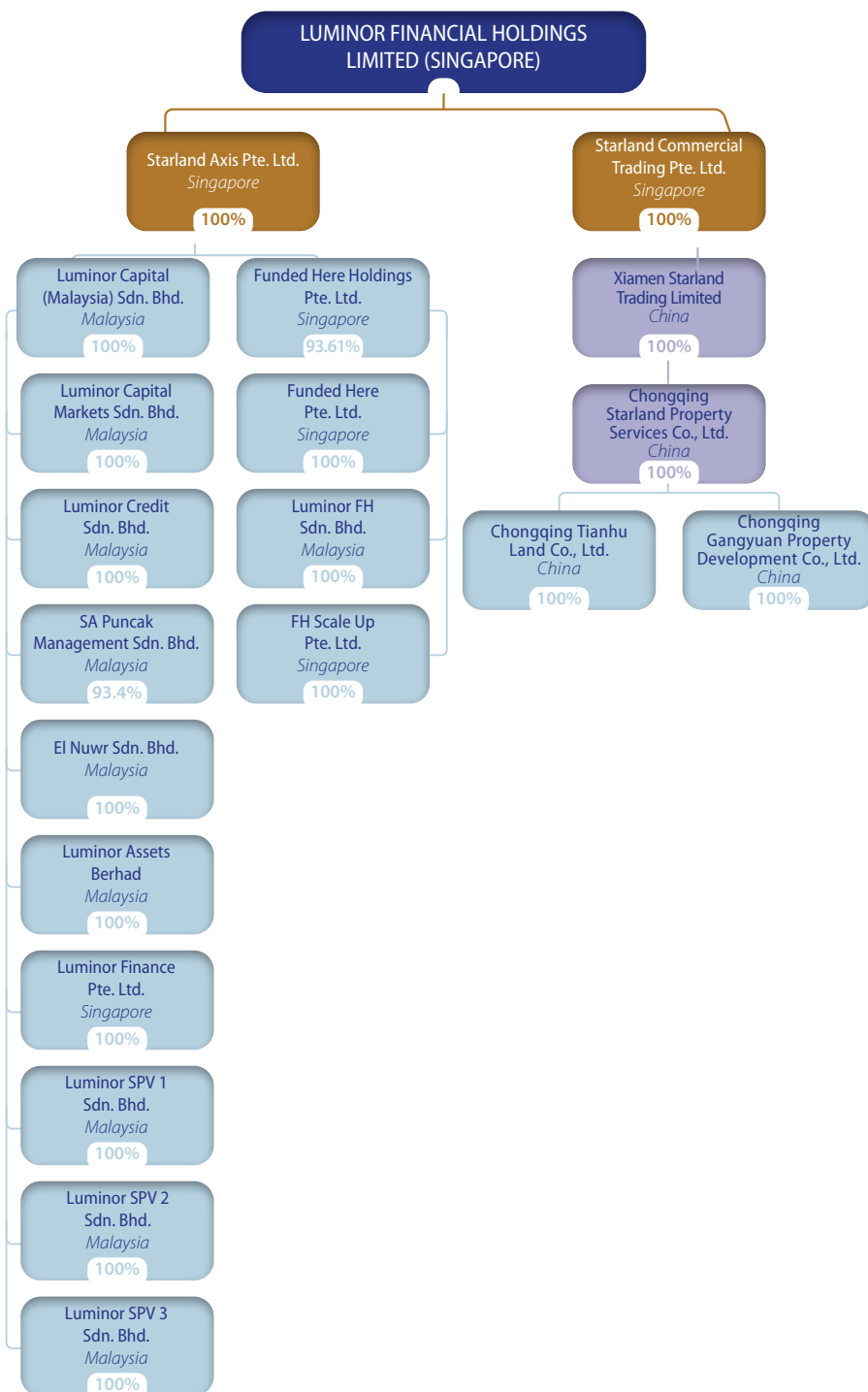
Member of the Singapore Indian Chamber of Commerce and Industry



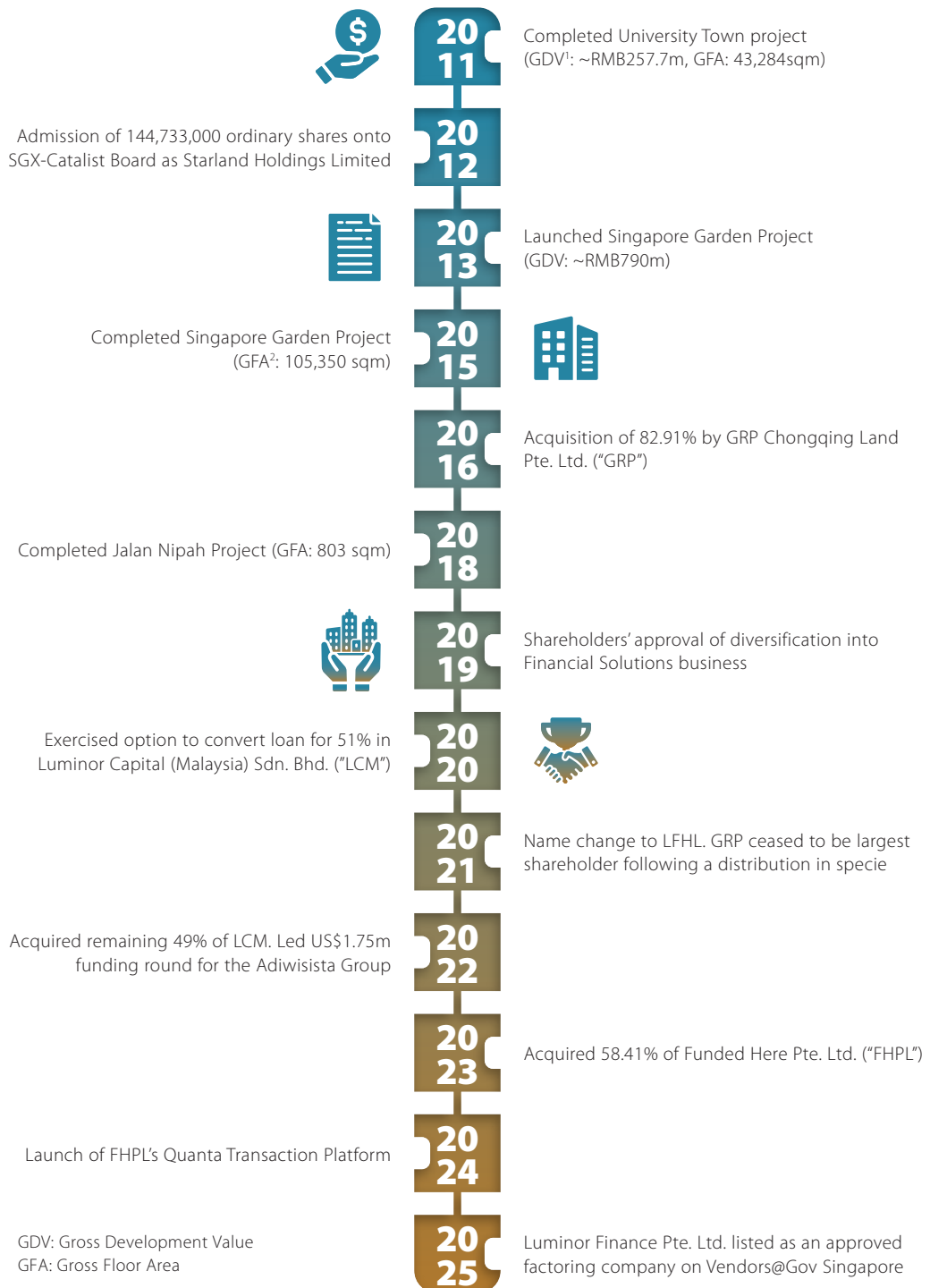
Capital Markets Service Licence issued by the Monetary Authority of Singapore

CORPORATE STRUCTURE

As at 1 April 2026



OUR MILESTONES



¹ GDV: Gross Development Value

² GFA: Gross Floor Area

CHAIRMAN'S STATEMENT



DEAR SHAREHOLDERS,

On behalf of the Board of Directors of Luminor Financial Holdings Limited (the “**Company**” and together with its subsidiaries, the “**Group**”), I am pleased to present to you the Annual Report of the Group for the financial year ended 31 December 2025 (“**FY2025**”).

Continued growth of Luminor Malaysia

Our core operating business, Luminor Capital (Malaysia) Sdn Bhd (“**Luminor Malaysia**”), based in Malaysia, continues to be the driving force of the Group’s performance. Luminor Malaysia saw continued steady growth in FY2025 – I am pleased to announce that Luminor Malaysia has achieved its third year of profitability since we acquired it in 2020.

Driven by an increase in new clients and repeat business, revenue for the financial solutions business (currently driven predominantly by Luminor Malaysia) grew 15.3% from MYR42.6 million in FY2024 to MYR49.1 million in FY2025. The financial solutions business (excluding Funded Here) contributed MYR13.0 million (net of expenses) in FY2025.

The strong performance underscores not only top-line growth but also our strengthened capital efficiency. While our Redeemable Preference Shares (“**RPS**”) Programme was the key catalyst for growth in FY2024, our momentum in FY2025 was achieved even as we prudently balanced capital needs. Despite only raising MYR11.3 million and repaying MYR24.4 million of RPS during the year, Luminor Malaysia delivered higher revenue and improved profitability – a clear testament to disciplined execution and financial robustness.

First full year of Funded Here

FY2025 was the first full operating year for Funded Here’s Quanta Transaction Platform (“**QTP**”). Revenue from Funded Here rose significantly from MYR13,000 in FY2024 to MYR393,000 in FY2025, albeit with net loss increasing from MYR6.0 million to MYR11.3 million reflecting the planned scaling of operational capabilities in preparation for long-term growth.

With the introduction of Funded Here’s flagship ScaleUp product in the second half of FY2025, we enter FY2026 with a sharper growth agenda. Our focus will be on expanding adoption, deepening market presence, and positioning Funded Here as a meaningful future contributor to the Group.

Strengthening our balance sheet

To ensure that we have the optimal capital structure to support our ambitions, we announced a non-renounceable Rights Issue in December 2025, which has been approved by shareholders at the Extraordinary General Meeting held on 27 March 2026.

A key component of this exercise is the set-off of up to S\$8.0 million loan owing to our controlling shareholder, Mr Kwan Chee Seng, against his subscription consideration. This corporate action is strategically beneficial to the Group – it will immediately strengthen our balance sheet, improve our debt-equity ratio, reduce our net gearing, preserve cashflows and provide us with the financial flexibility needed to grow our core business. We invite our shareholders to participate in the upcoming Rights Issue as we position the Group for continued, sustainable growth.

Looking forward

Overall, the Group saw a 12.8% growth in revenue from MYR44.0 million in FY2024 to MYR49.6 million in FY2025. Net loss in FY2025 narrowed to MYR8.9 million as compared to MYR11.4 million in FY2024. These results reflect disciplined cost management and the growing contribution of our core financial solutions business.

While 2026 is expected to remain challenging amid global uncertainties and geopolitical tensions, we remain cautiously optimistic. With a strengthened balance sheet, a focused strategy, and expanding product capabilities, we believe FY2026 will be another year of meaningful progress for the Group.

On behalf of the Board of Directors of Luminor Financial Holdings Limited, I extend our heartfelt thanks to our business associates and shareholders for their continued confidence and support. To the management team and all our staff, we are grateful for your commitment and dedication throughout the year and for the years ahead.

For and on behalf of the Board of Directors

MR. AW ENG HAI

Non-Executive Independent Chairman

DIRECTOR'S STATEMENT



DEAR SHAREHOLDERS,

Our company was founded on a simple but profound observation: financing remains the lifeblood of every business, in every industry, in every economic cycle. Yet its availability – particularly for Small Medium Enterprises (“SMEs”) – remains scarce, uneven and often elusive. This structural gap has always been the problem we set out to solve, and it is this very gap that continues to propel our success today.

Luminor Malaysia: A business that will only keep growing

FY2025 marks another solid year for our core financial solutions business. Luminor Malaysia has not only delivered its third consecutive year of profitability, but has also entrenched itself as the foundation of our Group's growth. What we have achieved in Malaysia in such a short time is no accident – it is the result of discipline, data, and a deep understanding of the SMEs we serve.

We are far from done. Luminor Malaysia remains the Group's strongest engine of expansion. Our focus is straightforward: deepen our presence, strengthen credit quality, and serve the growing SME base that continues to rely on us for timely financing.

Expansion into Singapore: A strategic milestone

Buoyed by our success in Malaysia, we have now taken a major step into our home market of Singapore. Our subsidiary, Luminor Finance Pte. Ltd., is now officially listed as one of the approved factoring companies on Vendors@Gov, Singapore's secured one-stop portal for Government vendors to submit electronic invoices. This allows us to participate directly in serving government vendors and strengthens our entry into the Singapore SME lending landscape. It represents the beginning of a deliberate replication of the Malaysian playbook – one we know works, one we know scales, and one we are now ready to deploy.

Fueling our growth: Launch of the 2026 SPV 1 RPS Programme

To support this next phase of expansion, we launched our 2026 SPV 1 RPS Programme in January 2026. Capital remains the engine that powers our business, and we remain pragmatic in our capital-raising approach and will raise funds progressively to match demand and maintain balance-sheet strength.

Funded Here: A long-term investment with strategic intent

FY2025 was also a transformative year for Funded Here. Our investment has been substantial by design: we expanded our workforce from 11 to 30 employees, strengthened our marketing and partnership activities, and incurred essential one-off setup, legal, and structural costs to build the Special-Purpose Vehicles supporting our new product suite.

These investments are intentional for scale. While they impact our consolidated bottom line in the short term, they are calculated and aligned with our long-term objectives. Funded Here is still in its build-out phase, and our expenditures reflect the infrastructure required to support future growth.

Funded Here exists because we identified a different gap – one emerging from Asia's explosive digital commerce boom. The Funded Here Group is building the financial and data rails that power this new economy. E-merchants today do not just need inventory financing; they need capital mapped precisely to marketing, fulfilment, and working capital cycles that move at digital speed.

Funded Here's flagship ScaleUp product does exactly this: short-term, non-dilutive, non-debt capital, secured and controlled end-to-end through our Quanta Transaction Platform. Our QTP allows us to virtually eliminate default risk by securing the fund flows across the supply chain – enabling investors to participate directly in the same transactions alongside e-merchants. It is a transparent, data-driven ecosystem built for scale. We firmly believe Funded Here will become a meaningful engine of growth for the Group in the years ahead.

Our Path Forward

We entered FY2025 with the ambition to *lead the pack*, and we leave it with clearer foundations and greater conviction. In FY2026, our focus will be on *scaling with purpose* – expanding our business thoughtfully, strengthening our presence in both Malaysia and Singapore, and driving Funded Here toward commercial scale. With disciplined execution and a stronger platform, we are confident in our ability to deliver sustainable growth.

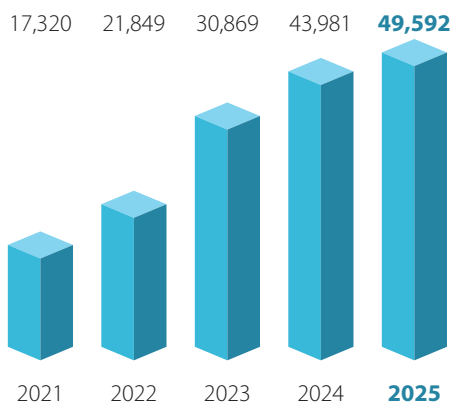
Thank you for your continued belief in Luminor Financial. I would like to extend my deep appreciation to all our shareholders, the Board, our colleagues, and customers for their trust and support as we scale with purpose in the year ahead.

For and on behalf of the Board

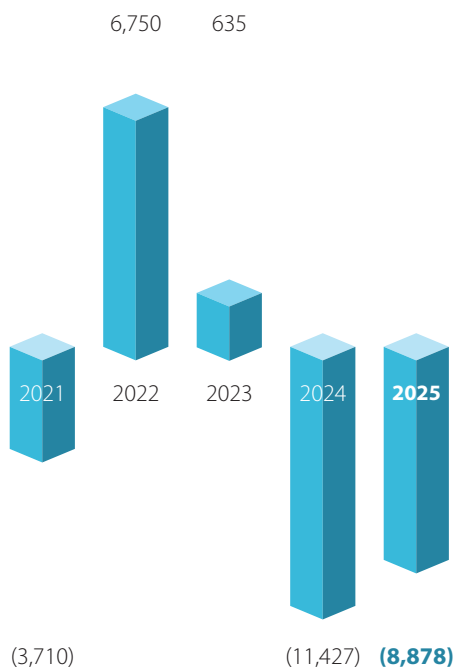
KWAN YU WEN
Executive Director

FINANCIAL HIGHLIGHTS

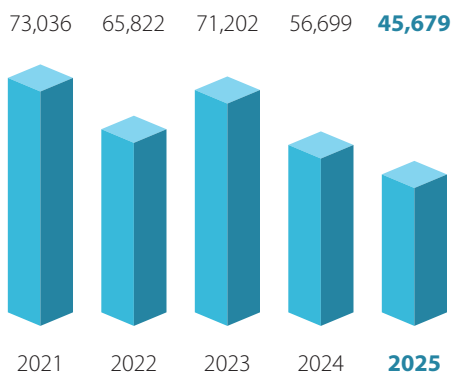
REVENUE (MYR'000)



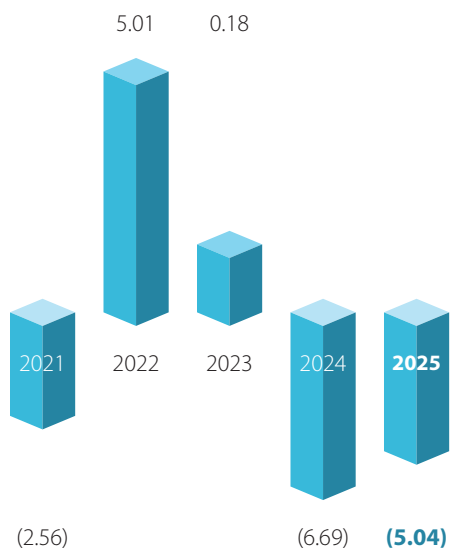
NET PROFIT/(LOSS) AFTER TAX (MYR'000)



SHAREHOLDERS' EQUITY (MYR'000)



EARNINGS/(LOSS) PER SHARE (MYR CENTS)



OPERATING AND FINANCIAL REVIEW

REVENUE AND SEGMENT INFORMATION

Our revenue is largely derived from the fees from loans and invoice factoring services provided in Malaysia as well as from the sale of properties and rental income from leasing of our properties in the PRC. Overall revenue for FY2025 was MYR49.6 million compared to MYR44.0 million for FY2024. Revenue from the financial solutions business increased by 15.3% from MYR42.6 million in FY2024 to MYR49.1 million in FY2025, reflecting the continued strong growth of the financial solutions business. Revenue from the property business decreased by 64.3% from MYR1.4 million in FY2024 to MYR0.5 million in FY2025. The decrease in revenue for the property business is due to a decline in income from sale of properties. The Group has reached the tail end of its projects with only 6 residential units, 23 commercial units and 12 carpark spaces left for the Singapore Garden project and 2 commercial units left for the University Town project as at 31 December 2025. A breakdown of the revenue can be seen from the table below:

	FY2025		FY2024	
	MYR'000	% of Total Revenue	MYR'000	% of Total Revenue
Interest income and fees from loans and invoice factoring	49,078	98.9	42,580	96.8
Sales of properties	174	0.4	1,080	2.5
Rental income	340	0.7	321	0.7
Total Revenue	49,592	100	43,981	100

The segment gross contribution is disclosed in the table below:

	Property		Financial Solutions	
	FY2025	FY2024	FY2025	FY2024
Revenue (MYR'000)	514	1,401	49,078	42,580
Segment gross contribution (MYR'000)	(38)	554	46,128	38,205
Gross contribution margin	NA	39.5%	94.0%	89.7%

The financial solutions business has increased its gross contribution margin in line with the continuous growth of the business.

The property business saw a decrease in gross profit margin in FY2025 is due to the absence of residential unit sales in FY2025 (FY2024: 2 units), as residential units generally command higher values than car park spaces. Also, the Group completed a bundled disposal of the remaining University town project car park spaces as part of overall settlement with the property management company for the University Town project.

OPERATING AND FINANCIAL REVIEW

EXPENSES

Expenses include cost of sales, depreciation and amortisation, commission expense, interest expense, impairment losses, operating expenses, professional fees and staff costs.

The key expenses that have significant movements are as follows:

- 1. Amortisation**
Amortisation of intangible assets increased from MYR1.6 million in FY2024 to MYR3.0 million in FY2025. This is due to the commencement of amortisation of the Group's technology platform in June 2024. As such, amortisation was recorded for 7 months in FY2024 compared to 12 months in FY2025.
- 2. Interest expense**
Interest expense increased from MYR12.9 million in FY2024 to MYR16.5 million in FY2025 due to an increase in borrowings to fund the increase in factoring business.
- 3. Impairment losses on trade and other receivables – net**
Impairment losses on trade and other receivables decreased from MYR11.1 million in FY2024 to MYR8.4 million in FY2025 in line with the lower value of loans disbursed in FY2025.
- 4. Operating expenses**
The Group's operating expenses comprise sales and marketing costs, advertisement and promotional expenses, documentation charges for property transfers, office rental, director fees and other general office operating expenses. Operating expenses increased from MYR4.9 million in FY2024 to MYR6.6 million in FY2025, mainly due to increases in other expenses such as rental, licence fees (arising from the new licensing contracts entered into by FHPL for the platform), and other miscellaneous office expenses.
- 5. Professional fees**
Professional fees increased from MYR4.3 million in FY2024 to MYR5.3 million in FY2025, mainly attributable to higher consultancy and legal fees incurred for engaging consultants to assist in the establishment of corporate structures for FHPL, as well as the review of legal contracts relating to member agreements, master factoring agreements and other related agreements for FHPL's business. In addition, there was an increase in legal fees incurred by LCM, primarily due to legal proceedings undertaken to recover loans extended to customers during FY2025.
- 6. Staff Costs**
Staff costs comprise mainly staff salary and wages and other staff relating costs such as bonuses, CPF, unutilised staff costs, levies, insurances, recruitment costs and training. Staff costs increased from MYR12.6 million in FY2024 to MYR15.4 million in FY2025 due to an increase in headcount from 68 in FY2024 to 86 in FY2025.

OPERATING AND FINANCIAL REVIEW

OTHER INCOME

1. Fair Value Gain/Loss on Investment

There was no movement in the fair value on investment in FY2025 as compared to a fair value loss on investment of MYR2.9 million in FY2024, which was recognised following the decrease in the valuation of the investment in Adiwisista as provided by the professional valuer in FY2024.

2. Interest Income

Interest income comprises interest income from fixed deposits, current accounts with banks, sub-leasing as well as from the investment in convertible and exchangeable note. The increase in interest income from MYR1.0 million in FY2024 to MYR2.1 million in FY2025 was largely due to interest from pledged deposits.

3. Other Income

Other income includes management fee from associate, rental income and other miscellaneous income. There was a decrease of MYR0.5 million in other income in FY2025 compared to FY2024 due to a one-off bargain purchase on step acquisition of a subsidiary recognised in FY2024.

LOSS FOR THE FINANCIAL YEAR

As a result of the above, the Group recorded a net loss of MYR8.9 million for FY2025 as compared to a net loss of MYR11.4 million for FY2024.



BOARD OF DIRECTORS



MR AW ENG HAI
Non-Executive Independent Chairman

MR AW ENG HAI is our **Non-Executive Independent Chairman** and was appointed to the Board of our Company on 21 June 2024 as the Chairman of the Board. Mr Aw is a public accountant and currently the executive director of SinCo Advisory Services Pte. Ltd., which he is a founder of. Before that, Mr Aw was the partner at the helm of Recovery & Reorganisation and Forensic Investigation Services practice of Foo Kon Tan LLP. An approved liquidator, he has more than 20 years of experience and has helped numerous clients successfully restructure their businesses and helped creditors trace and recover assets from companies in liquidation across various sectors such as retail, financial institutions, real estate and manufacturing. Prior to joining the commercial sector, he was an investigator in the Commercial Affairs Department (CAD) where he was involved in complex commercial fraud investigations and investigations into the collapse of various companies, one of which was a major financial institution.

Mr Aw is a practicing member of the Institute of Singapore Chartered Accountants (ISCA), a Fellow of the Association of Chartered Certified Accountants (ACCA), a Fellow of Insolvency Practitioners Association of Singapore (IPAS), a member of INSOL International and a member of Singapore Institute of Directors (SID).



MS BOEY SOUK-TANN
Independent Director

Ms Boey Souk-Tann is our **Independent Director** and was appointed to the Board of our Company on 28 June 2025. Ms Boey is presently a director at LegalWorks Law Corporation, specialising in banking, corporate and real estate matters. Called to the Singapore Bar in 1993, Ms Boey has more than 20 years of experience as both in-house and private legal practitioner. Prior to joining the private sector, Ms Boey was a legal officer with the Ministry of National Development and a State Counsel with the Attorney-General Chambers.

Ms Boey graduated from the National University of Singapore with a Bachelor of Laws (Honours) (LLB) and is a practising member of the Law Society of Singapore.

BOARD OF DIRECTORS



MR LIM SEE YONG
Independent Director

Mr Lim See Yong is our **Independent Director** and was appointed to the Board of our Company on 1 July 2019. He was the Managing Director of Xin Sheng International Pte Ltd from 2006 to 2018. Mr Lim was also the Independent Director of WPG Resources Limited from 2007 to 2019. Mr Lim graduated from the National University of Singapore with a Bachelor of Business Administration (Major in Finance).



MISS KWAN YU WEN
Executive Director

Miss Kwan Yu Wen is our **Executive Director** and was appointed to the Board of our Company on 21 December 2020. She was the Assistant Director, Operations and Business Development of Luminor Capital Pte Ltd from January 2017 to February 2019. Miss Kwan graduated from the Singapore Management University with a Bachelor of Science (Economics) degree in 2015. Miss Kwan is the daughter of Mr Kwan Chee Seng, Non-Executive Director of our Company.



MR KWAN CHEE SENG
Non-Executive Director

Mr Kwan Chee Seng is our **Non-Executive Director** and was appointed to the Board of our Company on 18 February 2016. He is also the Non-Independent Non-Executive Director of GRP Limited. Mr Kwan has extensive experience in management and investment, particularly in the area of Mergers and Acquisitions ("**M&A**"). Besides being the Chairman of Van der Horst Holdings Pte Ltd, his investment holding company, Mr Kwan has been a substantial shareholder of ASX-listed company, Variscan Mines Limited since 2008. In 2009, Mr Kwan began his fund management business with Luminor Capital Pte Ltd, a manager of private equity funds, as a founding director. Thus, he brings to the Board an unique set of skills with a M&A angle.

KEY MANAGEMENT PERSONNEL

MISS IVANNA LOH YOOK MUN

Chief Executive Officer, Luminor Capital (Malaysia) Sdn. Bhd.

MISS IVANNA LOH YOOK MUN was appointed as **Chief Executive Officer** of Luminor Capital (Malaysia) Sdn. Bhd. ("**LCMSB**") in 2022 and is one of the founders of LCMSB. Miss Loh has over 10 years of experience in the accounting and finance space where she was exposed to audit and several subsegments in the corporate finance industry dealing with equity capital markets. Throughout Miss Loh's career, she has undertaken various corporate exercises involving public listed companies including issuances of new securities, mandatory take-over offer, initial public offerings (IPO), reverse take-overs (RTOs), independent equity valuation and etc. Miss Loh has a Bachelor of Degree (Hons) in Applied Accounting and is a Fellow Member of the Association of Chartered Certified Accountants (FCCA). Prior to joining LCMSB, Ivanna formerly oversaw and was responsible for client coverage, deal analysis and execution for debt and equity capital market related deals at Well-Cept Equity Partners Sdn Bhd.

MR RICHARD LIM AIK TEONG

Chief Operating Officer, Luminor Capital (Malaysia) Sdn. Bhd.

MR RICHARD LIM AIK TEONG was appointed as **Chief Operating Officer** of LCMSB in 2019 and is one of the founders of LCMSB. With over 15 years of experience in the investment banking field, Mr Lim is experienced in the origination and execution of both debt and equity instruments. Mr Lim commenced his career at KAF Investment Bank Berhad where he served for 8 years and left as an Associate Director in the Corporate Finance department. During his tenure, he was also attached to the Debt Capital Markets and Investment Banking departments. Throughout his career, he has executed various fund raising and corporate exercises including issuance of Islamic private debt securities (sukuks), M&As, restructurings, fund raising and general corporate advisory services. Mr Lim graduated from the University of Technology Sydney, Australia in Finance and IT. Mr Lim was a Director for Project Finance in Well-Cept Equity Partners Sdn Bhd for almost 4 years and was responsible for overall deal structuring and setting top level strategic direction.

KEY MANAGEMENT PERSONNEL

MR KENNETH PANG CHEE CHONG

Chief Executive Officer, Funded Here Pte. Ltd.

MR KENNETH PANG CHEE CHONG was appointed as the **Chief Executive Officer** of Funded Here Pte. Ltd. in 2023. Mr Pang possesses extensive expertise in corporate banking and wealth management acquired over two decades from financial institutions such as Citibank, Tat Lee Bank, and the Royal Bank of Canada. Mr Pang graduated with a Bachelor of Business Administration from the National University of Singapore and obtained a Master of Finance from RMIT Australia. Mr Pang's depth of experience and global perspective make him a valuable asset in driving innovation and growth within the fintech industry.

MS TOH WEI SHIENG

Group Financial Controller

MS TOH WEI SHIENG was appointed as the **Financial Controller** of the Company on 21 June 2022. She is responsible for the finance, accounting, taxation and compliance matters relating to the Group's operations. Before her current appointment, she was the Group Finance Manager of a leading Energy as a Service (EaaS) provider. Ms Toh has held various finance positions in multi-national corporations, Australian-listed companies, and international accounting firms. Collectively, Ms Toh has approximately 20 years of experience in the field of accountancy.

Ms Toh graduated from the University of Sydney with a Bachelor of Commerce in 2002 and a Master of Commerce in 2003. She is a Chartered Accountant of the Institute of Chartered Accountants in Australia and a Certified Public Accountant with CPA Australia.

MR LUO DENG XIAO

Deputy General Manager, Property

MR LUO DENG XIAO is our **Deputy General Manager** and joined our Company in August 2008. Prior to that, from April 1992 to July 2008, he was a superintendent in Fuling Iron Alloy Plant (涪陵铁合金厂) in charge of operations, administrative matters, human resources and finance matters, where he held the position of head of technical department. He was also a planning executive in Sichuan Automobile Factory (四川汽车制造厂) from July 1983 to March 1992, where he was in charge of its production plans and supervised the production departments. Mr Luo graduated with a Diploma in Economic Management from the Party School of the Central Committee of the Communist Party of China (中共中央党校) in June 2000.

CSR AND EMPLOYEE ENGAGEMENT

CORPORATE SOCIAL RESPONSIBILITY AND EMPLOYEE ENGAGEMENT IN FY2025



CORPORATE SOCIAL RESPONSIBILITY ACTIVITIES

Over the course of 10 nationwide events held across Indonesia in collaboration with TikTok Shop and Tokopedia, the Funded Here team conducted educational sessions aimed at improving financial literacy among e-commerce sellers. As part of our CSR initiative, these sessions empowered participants with practical financial management skills and actionable tools, enabling strong business resilience and supporting the long-term sustainable growth of their businesses.

CUSTOMER ENGAGEMENT

We hosted our annual Hari Raya Open House in Malaysia, bringing together colleagues, clients, suppliers and various stakeholders in celebration of the festive season.

The gathering featured traditional delicacies, festive decorations and opportunities for meaningful interaction, reflecting the spirit of Hari Raya through gratitude, unity and togetherness while strengthening relationships within the Luminor community.



CSR AND EMPLOYEE ENGAGEMENT



Team-Building and Festive Celebrations

We organise team-building activities and celebrate various festive occasions throughout the year, including Malaysia Day, Christmas and New Year gatherings. These initiatives provide opportunities for employees to connect beyond the workplace, strengthen teamwork and appreciate the diverse cultural traditions within the organisation, fostering a more inclusive and vibrant working environment.



REPORT ON CORPORATE GOVERNANCE

DISCLOSURE TABLE FOR ANNUAL REPORT IN COMPLIANCE WITH THE CODE OF CORPORATE GOVERNANCE 2018 AND CATALIST RULES

The Board of Directors (the “**Board**”) of Luminor Financial Holdings Limited (the “**Company**”) and together with its subsidiaries, the “**Group**”) is committed to achieve the highest standards of corporate governance and places importance on continuous improvement of its corporate governance processes and systems to ensure greater transparency, accountability and maximisation of long-term shareholder value.

This corporate governance report, set out in tabular form, outlines the Company’s corporate governance structures and practices that were in place during the financial year ended 31 December 2025 (“**FY2025**”), with specific reference made to the principles and provisions of the Code of Corporate Governance 2018 (the “**Code**”).

Pursuant to Rule 710 of Listing Manual Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) (“**Catalist Rules**”), the Board confirms that the Company and the Group, have complied with the principles as set out in the Code for the FY2025. The Board also confirms that where there are deviations from the provisions of the Code, explanations for the deviations and how the Group’s practices are consistent with the intent of the relevant principle are provided in the sections below.

I. BOARD MATTERS																
Principle 1: The Company is headed by an effective Board which is collectively responsible and works with Management for the long-term success of the Company.																
1.1	Principal Duties of the Board	<p>As at the date of this Annual Report, the Board has five (5) members and comprises the following individuals:</p> <table border="1"> <thead> <tr> <th colspan="2">Table 1.1 – Composition of the Board</th> </tr> <tr> <th>Name of Director</th> <th>Designation</th> </tr> </thead> <tbody> <tr> <td>Mr Aw Eng Hai</td> <td>Non-Executive Independent Chairman</td> </tr> <tr> <td>Miss Kwan Yu Wen</td> <td>Executive Director</td> </tr> <tr> <td>Mr Kwan Chee Seng</td> <td>Non-Executive Director</td> </tr> <tr> <td>Ms Boey Souk-Tann</td> <td>Independent Director</td> </tr> <tr> <td>Mr Lim See Yong</td> <td>Independent Director</td> </tr> </tbody> </table> <p>The Board does not have alternate directors.</p> <p>The Board oversees the business affairs of the Group and sets the overall corporate strategy and direction. The Board is collectively responsible for the long-term success of the Group. Management plays an important role in providing the Board with complete, adequate and timely information to assist the Directors in the fulfilment of their responsibilities.</p> <p>In addition to its statutory duties, the Board’s principle functions are to:</p> <ul style="list-style-type: none"> review and advise on overall strategic plans, key operational initiatives, monitor performance of management of the Company; 	Table 1.1 – Composition of the Board		Name of Director	Designation	Mr Aw Eng Hai	Non-Executive Independent Chairman	Miss Kwan Yu Wen	Executive Director	Mr Kwan Chee Seng	Non-Executive Director	Ms Boey Souk-Tann	Independent Director	Mr Lim See Yong	Independent Director
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REPORT ON CORPORATE GOVERNANCE

		<ul style="list-style-type: none"> assume responsibility for overall corporate governance of the Group and to ensure that the Group's strategies are in the interests of the Group; establish a framework for risks to be assessed and managed; determine the Group's values and standards (including ethical standards) and ensure that its obligations to its various stakeholders are understood and met; maintain a culture of integrity by reviewing and monitoring internal controls and procedures for financial reporting and compliance; and consider sustainability issues as part of the Group's overall strategy.
	Independent Judgement	All Directors exercise due diligence and independent judgement in dealing with the business affairs of the Group and are obliged to act in good faith and to make objective decisions in the interest of the Group.
	Conflict of interest	Each Director is expected, in the course of carrying out his duties, to act in good faith to provide insights and objectively make decisions in the interest of the Company. Any Director facing a conflict of interests will recuse himself from discussions and decisions involving the issue of conflict. This policy also applies to all committees of the Board (collectively the " Committees ", individually a " Committee ").
1.2	Directors' Orientation and Training	<p>The Board believes that board induction, regular training and continuous development programmes are essential to equip all directors (including executive, non-executive and independent directors) with the appropriate skills and knowledge to understand the Company's business and its operating environment and to perform their roles as directors on the Board and Committees effectively. Directors are encouraged to attend courses or seminars at the Company's expense to acquire or maintain relevant skill sets and knowledge.</p> <p>Upon appointment of a new Director, a formal letter of appointment setting out his/her duties and obligations is provided to every new Director, so the new Director understands his responsibilities and the Board's expectations.</p> <p>The Company ensures that incoming new Directors are provided with a comprehensive and tailored induction program to get them familiarised with the Group's businesses, organisation structure, corporate strategies and policies and corporate governance practices upon their appointment and to facilitate the effective discharge of their duties. Accounting matters, risk-related issues, regulatory compliance updates, legal and other industry-specific topics are included in the induction programme. The new Director is introduced to various department heads and visit the Group's various operational facilities to enable the new Director to gain a better understanding of the businesses and operations of the Company.</p>

REPORT ON CORPORATE GOVERNANCE

		<p>In FY2025, Ms Boey Souk-Tann was appointed as an Independent Director of the Board. Ms Boey has prior experience as Independent Director of Singapore listed companies and has completed the mandatory training prescribed by SGX-ST.</p> <p>New Directors who do not have prior experience as a Director of a public listed company in Singapore will have to undergo training programmes as stipulated in the Catalist Rules.</p> <p>Trainings and/or seminars attended by the Directors during FY2025 are listed below:</p> <table border="1" data-bbox="566 624 1210 1592"> <thead> <tr> <th data-bbox="566 624 834 661">Name of Directors</th> <th data-bbox="834 624 1210 661">Title of Trainings/Seminars</th> </tr> </thead> <tbody> <tr> <td data-bbox="566 661 834 1592">Mr Aw Eng Hai</td> <td data-bbox="834 661 1210 1592"> <ul style="list-style-type: none"> - IT General Controls - Annual Ethics Training - New/Revised FRS: Practical Applications - Private Trustees in Bankruptcy Dialogue 2025 - Accounting Insights - Financial Reporting Surveillance Programme Training (including ISCA FSRC) - Inspection/Quality Control – Sharing of Findings and Remedial Efforts - PDPA Awareness - ACM001: Introduction to the Application of ISSB Standards concurrently with GRI Standards - CTP1 – Navigating D&O Insurance: Essential Protection for Directors and Executives - SID Directors Conference 2025 - CSA2025 Cybersecurity Awareness Training - Transfer Pricing - IVAS-IVSC Business Valuation Conference 2025 - SFIA x ISCA: Report on materiality assessment of sustainability matter - Singapore Insolvency Conference 2025 - Dialogue Session with the Insolvency Office - ISCA Conference 2025 </td> </tr> </tbody> </table>	Name of Directors	Title of Trainings/Seminars	Mr Aw Eng Hai	<ul style="list-style-type: none"> - IT General Controls - Annual Ethics Training - New/Revised FRS: Practical Applications - Private Trustees in Bankruptcy Dialogue 2025 - Accounting Insights - Financial Reporting Surveillance Programme Training (including ISCA FSRC) - Inspection/Quality Control – Sharing of Findings and Remedial Efforts - PDPA Awareness - ACM001: Introduction to the Application of ISSB Standards concurrently with GRI Standards - CTP1 – Navigating D&O Insurance: Essential Protection for Directors and Executives - SID Directors Conference 2025 - CSA2025 Cybersecurity Awareness Training - Transfer Pricing - IVAS-IVSC Business Valuation Conference 2025 - SFIA x ISCA: Report on materiality assessment of sustainability matter - Singapore Insolvency Conference 2025 - Dialogue Session with the Insolvency Office - ISCA Conference 2025
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REPORT ON CORPORATE GOVERNANCE

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1.3	Board Approval	<p data-bbox="563 741 1210 765">Matters that require the Board's approval include the following:</p> <ul style="list-style-type: none"> • strategic direction of the Group; • business practices and risk management of the Group; • annual budgets, major funding proposals, investment and divestment of proposals; • the Group's internal control, financial performance, compliance practices and resources allocation; • material acquisitions and disposal of assets; • convening of shareholders' meetings; • corporate or financial restructuring; • share issuance, dividends and other returns to shareholders; and • interested person transaction. 		

REPORT ON CORPORATE GOVERNANCE

1.4	Delegation by the Board	<p>Board committees, namely the Audit Committee (the “AC”), the Nominating Committee (the “NC”), the Remuneration Committee (the “RC”), the Risk Management Committee (the “RMC”) (collectively, “Board Committees”) have been constituted to assist the Board in the discharge of its responsibilities. The duties, authorities and responsibilities of each committee are set out in their respective terms of reference.</p> <p>As at the date of this Annual Report, the compositions of the Board Committees are as follows:</p> <table border="1" data-bbox="563 580 1207 931"> <thead> <tr> <th colspan="5" data-bbox="563 580 1207 617">Table 1.4 – The compositions of the Board Committees</th> </tr> <tr> <th data-bbox="563 617 687 654"></th> <th data-bbox="687 617 817 654">AC</th> <th data-bbox="817 617 948 654">NC</th> <th data-bbox="948 617 1078 654">RC</th> <th data-bbox="1078 617 1207 654">RMC</th> </tr> </thead> <tbody> <tr> <td data-bbox="563 654 687 728">Chairman</td> <td data-bbox="687 654 817 728">Aw Eng Hai</td> <td data-bbox="817 654 948 728">Boey Souk-Tann</td> <td data-bbox="948 654 1078 728">Boey Souk-Tann</td> <td data-bbox="1078 654 1207 728">Lim See Yong</td> </tr> <tr> <td data-bbox="563 728 687 802">Member</td> <td data-bbox="687 728 817 802">Boey Souk-Tann</td> <td data-bbox="817 728 948 802">Aw Eng Hai</td> <td data-bbox="948 728 1078 802">Aw Eng Hai</td> <td data-bbox="1078 728 1207 802">Aw Eng Hai</td> </tr> <tr> <td data-bbox="563 802 687 875">Member</td> <td data-bbox="687 802 817 875">Lim See Yong</td> <td data-bbox="817 802 948 875">Lim See Yong</td> <td data-bbox="948 802 1078 875">Lim See Yong</td> <td data-bbox="1078 802 1207 875">Boey Souk-Tann</td> </tr> <tr> <td data-bbox="563 875 687 931">Member</td> <td data-bbox="687 875 817 931">–</td> <td data-bbox="817 875 948 931">Kwan Chee Seng</td> <td data-bbox="948 875 1078 931">–</td> <td data-bbox="1078 875 1207 931">–</td> </tr> </tbody> </table>	Table 1.4 – The compositions of the Board Committees						AC	NC	RC	RMC	Chairman	Aw Eng Hai	Boey Souk-Tann	Boey Souk-Tann	Lim See Yong	Member	Boey Souk-Tann	Aw Eng Hai	Aw Eng Hai	Aw Eng Hai	Member	Lim See Yong	Lim See Yong	Lim See Yong	Boey Souk-Tann	Member	–	Kwan Chee Seng	–	–
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1.5	Board Meetings and Attendance	<p>Board and Board Committees meetings are scheduled in advance in consultation with the Directors. The Board meets at least twice yearly and additional meetings for particular matters are convened as and when they are deemed necessary. In FY2025, the number of Board and Board Committees meetings held and the attendance of each Board member is shown below:</p> <p>Table 1.5 – Board and Board Committees Meeting in FY2025</p> <table border="1"> <thead> <tr> <th></th> <th>Board</th> <th>AC</th> <th>NC</th> <th>RC</th> <th>RMC</th> </tr> </thead> <tbody> <tr> <td>Number of Meetings held</td> <td>4</td> <td>3</td> <td>2</td> <td>1</td> <td>1</td> </tr> <tr> <td>Name of Director</td> <td colspan="5">No. of Meetings Attended</td> </tr> <tr> <td>Aw Eng Hai</td> <td>4</td> <td>3</td> <td>2</td> <td>1</td> <td>1</td> </tr> <tr> <td>Kwan Yu Wen</td> <td>4</td> <td>3*</td> <td>2*</td> <td>1*</td> <td>1*</td> </tr> <tr> <td>Kwan Chee Seng</td> <td>4</td> <td>3*</td> <td>2</td> <td>1*</td> <td>1*</td> </tr> <tr> <td>Tan Chade Phang**</td> <td>1</td> <td>1</td> <td>1</td> <td>1</td> <td>1</td> </tr> <tr> <td>Lim See Yong</td> <td>4</td> <td>3</td> <td>2</td> <td>1</td> <td>1</td> </tr> <tr> <td>Boey Souk-Tann***</td> <td>2</td> <td>2</td> <td>0</td> <td>0</td> <td>0</td> </tr> </tbody> </table> <p>* Attendance by invitation ** Mr Tan Chade Phang retired and ceased as Independent Director of the Board upon the conclusion of the FY2024 AGM on 28 April 2025 *** Ms Boey Souk-Tann was appointed as Independent Director of the Board on 28 June 2025</p> <p>Before each Board meeting, the Executive Director sets the agenda in consultation with the Chairman, to ensure that there is sufficient time and information to address all agenda items.</p> <p>The Chairman promotes open and frank discussion by all Directors at every Board meeting. Where exigencies prevent a Director from attending a Board or Board Committees meeting in person, that Director can participate by telephone or video-conference.</p> <p>Notwithstanding some of the Directors having multiple board representations, the Board is satisfied that each Director is able to and has been adequately carrying out his/her duties as a Director of the Company. The NC has also taken into consideration the other principal commitments of the Directors in deciding if the Directors are able to and have adequately carried out their duties and there is a maximum limit of five (5) directorships that a Director can hold in publicly listed companies.</p>		Board	AC	NC	RC	RMC	Number of Meetings held	4	3	2	1	1	Name of Director	No. of Meetings Attended					Aw Eng Hai	4	3	2	1	1	Kwan Yu Wen	4	3*	2*	1*	1*	Kwan Chee Seng	4	3*	2	1*	1*	Tan Chade Phang**	1	1	1	1	1	Lim See Yong	4	3	2	1	1	Boey Souk-Tann***	2	2	0	0	0
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1.6	Access to Information	<p>The Company recognises that the flow of relevant, complete and accurate information on a timely basis is critical for the Board to discharge its duties effectively. The management provides the Board with half-yearly management accounts, as well as relevant background or explanatory information relating to the matters that would be discussed at the Board meetings, prior to the scheduled meetings. All Directors are also furnished with updates on the financial position and any material developments of the Group as and when necessary.</p> <p>Table 1.6 – Types of information provided by key management personnel to Directors</p> <table border="1"> <thead> <tr> <th>S/N</th> <th>Information</th> <th>Frequency</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>Board papers (with background or explanatory information relating to the matters brought before the Board, where necessary)</td> <td>At least biannually and as and when relevant</td> </tr> <tr> <td>2.</td> <td>Updates to the Group's operations and the markets in which the Group operates in</td> <td>As and when relevant</td> </tr> <tr> <td>3.</td> <td>Budgets and/or forecasts (with variance analysis), management accounts (with financial ratios analysis), and External Auditors' ("EA") report(s)</td> <td>Half-yearly</td> </tr> <tr> <td>4.</td> <td>Reports on on-going or planned corporate actions</td> <td>As and when relevant</td> </tr> <tr> <td>5.</td> <td>Enterprise risk framework and internal auditors' ("IA") report(s)</td> <td>Yearly</td> </tr> <tr> <td>6.</td> <td>Shareholding statistics</td> <td>Yearly</td> </tr> </tbody> </table> <p>Key management personnel will also provide any additional material or information that is requested by Directors or that is necessary to enable the Board to make a balanced and informed assessment of the Group's performance, position and prospects.</p>	S/N	Information	Frequency	1.	Board papers (with background or explanatory information relating to the matters brought before the Board, where necessary)	At least biannually and as and when relevant	2.	Updates to the Group's operations and the markets in which the Group operates in	As and when relevant	3.	Budgets and/or forecasts (with variance analysis), management accounts (with financial ratios analysis), and External Auditors' ("EA") report(s)	Half-yearly	4.	Reports on on-going or planned corporate actions	As and when relevant	5.	Enterprise risk framework and internal auditors' ("IA") report(s)	Yearly	6.	Shareholding statistics	Yearly
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1.7	Access to Management and Company Secretary	<p>The Board, particularly the Independent Directors who are Non-Executive Directors, are kept well informed of the Group's business and are knowledgeable about the industry the Group operates in. To ensure that the Independent Directors are well supported by accurate, complete and timely information, they have unrestricted access to management, and have sufficient time and resources to discharge their functions effectively.</p> <p>The Board has separate and independent access to the Company Secretary and the management at all times through emails, telephone and face-to-face meetings. Any additional materials or information requested by the Directors to make informed decisions is promptly furnished.</p> <p>The role of the Company Secretary is as follows:</p> <ul style="list-style-type: none"> • assist the Chairman and the Chairman of each Board Committee in the development of the agenda for the various Board and Board Committees' meetings; • administers and attends all Board and Board Committees' meetings and prepares minutes of meetings; • ensuring that Board procedures are observed and that applicable rules are complied with; and • advising the Board in implementing and strengthening corporate governance practices and processes, with a view to enhance long-term shareholder value, as well as assisting the Chairman in ensuring good information flows within the Board and its Board Committees. <p>The appointment and the removal of the Company Secretary are subject to the approval of the Board.</p>
	Independent Professional Advice	<p>Where the Directors, whether individually or collectively, require independent professional advice in furtherance of their duties, the Company Secretary may assist in appointing a professional advisor to render the advice and keep the Board informed of such advice. The cost of obtaining such professional advice will be borne by the Company.</p>

REPORT ON CORPORATE GOVERNANCE

II. BOARD COMPOSITION AND GUIDANCE		
Principle 2: The Board has an appropriate level of independence and diversity of thought and background in its composition to enable it to make decisions in the best interests of the Company.		
2.1 2.2	Board Independence	<p>The NC is responsible for determining the independence of all the directors. The Independent Directors, Mr Aw Eng Hai, Ms Boey Souk-Tann and Mr Lim See Yong had confirmed their independence during the Company's NC meeting held on 23 February 2026.</p> <p>In FY2025, the Board consisted of 5 Directors, of whom 3 are independent (as ascertained by the NC), which complies with the Code's provisions whereby Independent Directors are to make up majority of the Board.</p> <p>The Board believes there is a strong element of independence in the Board as the Independent Directors constitute majority of the Board, and that no individual or small group of individuals dominates the Board's decision-making process. The Board exercises independent judgement on corporate affairs and provides management with a diverse, professional and objective perspective on issues.</p> <p>The independence of each Director is assessed and reviewed annually by the NC, taking into account guidelines of the Code and provisions in the Catalist Rules for assessing the independence element. An "independent" director is one who is independent in conduct, character and judgement, and has no relationship with the Company, its related corporations, its substantial shareholders or its officers that could interfere, or be reasonably perceived to interfere, with the exercise of the Director's independent business judgment in the best interests of the Company.</p>
2.3	Proportion of Non-Executive Directors	As at the date of this Annual Report, the majority of the Board are independent Non-Executive Directors.

REPORT ON CORPORATE GOVERNANCE

2.4	Board Composition	The profile of the Directors is set out in the “Board of Directors” section of this Annual Report. Please refer to Provision 1.4 in the table above for the composition of board committees.
	Board Diversity	<p>The Company has in place a formal Board Diversity Policy. The Board understands and embraces the benefits of having diversity and views Board diversity as important to achieving the Company's business objectives. Differences in background, skills, experience, knowledge, gender and other relevant qualities will be taken into consideration in determining the composition of the Board. The Board Diversity Policy provides that, in reviewing the Board composition, the NC will take into account factors such as gender, experience, skills, business experiences, knowledge, and diversity of perspectives. The NC will also evaluate the effectiveness of the Board Diversity Policy and review it periodically to ensure that it remains relevant and effective. The policy demonstrates the Company's commitment to diversity and inclusion in its decision-making processes and corporate governance. In particular, the Company had appointed two female directors to the Board, being Miss Kwan Yu Wen and Ms Boey Souk-Tann, in line with the principles of the Board's Diversity Policy.</p> <p>The Company has established targets to achieve diversity. These targets include achieving 20% female representation and 60% independence on the Board, and consistently enhancing the Board's skillset. In the long term, the Company strives to increase the female representation on the Board up to 25% and two-third independence on the Board by 2030. In FY2025, the Company is pleased to report that it has successfully met both the short term and long term targets set, with 40% female representation and 60% independence on the Board.</p> <p>As at the date of this Annual Report, the Company is of the view that the current size of the Board is suitable for the scale of the Group's operations, with a majority comprising Independent Directors.</p> <p>The NC is responsible for examining the size and composition of the Board and Board Committees. Taking into account the nature and scope of the Group's business and the number of Board Committees, in concurrence with the NC, the Board believes that the current size and composition provide sufficient diversity without interfering with efficient decision making.</p> <p>The Board's primary consideration in identifying Director nominees is to have an appropriate mix of members with core competencies such as accounting or finance, business or management experience, industry knowledge, strategic planning experience, customer-based experience or knowledge.</p>

REPORT ON CORPORATE GOVERNANCE

		<p>The current Board composition provides a diversity of skills, experience and knowledge to the Company as follows:</p> <table border="1"> <thead> <tr> <th colspan="3">Table 2.4 – Balance and Diversity of the Board</th> </tr> <tr> <th></th> <th>Number of Directors</th> <th>Proportion of Board (%)</th> </tr> </thead> <tbody> <tr> <td colspan="3">Core Competencies</td> </tr> <tr> <td>Accounting or finance</td> <td>3</td> <td>60</td> </tr> <tr> <td>Business management</td> <td>5</td> <td>100</td> </tr> <tr> <td>Legal or corporate governance</td> <td>5</td> <td>100</td> </tr> <tr> <td>Relevant industry knowledge or experience</td> <td>2</td> <td>40</td> </tr> <tr> <td>Strategic planning experience</td> <td>5</td> <td>100</td> </tr> <tr> <td>Customer based experience or knowledge</td> <td>5</td> <td>100</td> </tr> <tr> <td colspan="3">Gender</td> </tr> <tr> <td>Male</td> <td>3</td> <td>60</td> </tr> <tr> <td>Female</td> <td>2</td> <td>40</td> </tr> </tbody> </table> <p>The NC will consider the results of these exercises in its recommendation for the appointment of new Directors and/or the re-appointment of incumbent Directors. This ensures that collectively, the Board has an appropriate level of diversity of thought and background in its composition to enable it to make decisions in the best interests of the Company.</p>	Table 2.4 – Balance and Diversity of the Board				Number of Directors	Proportion of Board (%)	Core Competencies			Accounting or finance	3	60	Business management	5	100	Legal or corporate governance	5	100	Relevant industry knowledge or experience	2	40	Strategic planning experience	5	100	Customer based experience or knowledge	5	100	Gender			Male	3	60	Female	2	40
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2.5	Meeting of Independent Directors without Management	<p>Led by the Non-Executive Independent Chairman of the Board, the non-executive Independent Directors discuss and/or meet at least twice a year without the presence of the management to discuss matters such as the Group's financial performance, corporate governance initiatives, board processes, succession planning as well as leadership development and the remuneration of the Executive Director, and chairman of such meeting provides feedback to the Board and/or Chairman as appropriate.</p> <p>The Independent Directors have met twice without the presence of management in FY2025.</p>																																				

REPORT ON CORPORATE GOVERNANCE

III. CHAIRMAN AND CHIEF EXECUTIVE OFFICER

Principle 3: There is a clear division of responsibilities between the leadership of the Board and Management, and no one individual has unfettered powers of decision-making.

3.1	Separation of the Role of Chairman and the Chief Executive Officer ("CEO")	<p>In compliance with the Code's provisions on the clear division of responsibilities between the leadership of the Board and the executives responsible for managing the Company's business, in FY2025, Mr Aw Eng Hai was the Non-Executive Independent Chairman while Miss Kwan Yu Wen was the Executive Director of the Company.</p> <p>Mr Aw Eng Hai is not related to the Executive Director or the management.</p> <p>The roles of the Chairman and the Executive Director are deliberately kept distinct through a clear division of responsibilities to ensure effective oversight, appropriate balance of power, increased accountability and greater capacity of the Board for independent decision making.</p>
3.2	Division of responsibilities between the Chairman and the CEO	<p>The Non-Executive Independent Chairman of the Company bears the responsibility for the effective conduct and has the overall responsibility for the leadership of the Board. His key roles include:</p> <ul style="list-style-type: none"> • leading the Board to ensure its effectiveness on all aspects of its roles and setting its agenda; • ensuring effective communication with shareholders; • encouraging constructive relations between the Board and the management; • facilitating the effective contribution of the non-executive Directors; • promoting high standards of corporate governance; and • promoting a culture of openness and debate on the Board. <p>Miss Kwan Yu Wen, the Executive Director, focuses on managing the business and operations of the Company. In particular, she drives the financial performance and spearheads the strategic development of the Company and executes the strategic plans set out by the Board. She also ensures that the Board is kept updated and informed of the Company's business and operations.</p>
3.3	Lead Independent Director	No Lead Independent Director is required to be appointed as the roles of the Chairman and CEO are separate and the Chairman is independent.

REPORT ON CORPORATE GOVERNANCE

IV. BOARD MEMBERSHIP		
Principle 4: The Board has a formal and transparent process for the appointment and re-appointment of Directors, taking into account the need for progressive renewal of the Board.		
4.1 4.2	NC Composition and Role	<p>As at the date of this Annual Report, the NC comprises four (4) Directors, the majority of whom, including the Chairman of the NC, are independent.</p> <p>Please refer to Provision 1.4 table above on the names of the members and the composition of the NC. The NC holds at least one (1) meeting in each financial year.</p> <p>The NC is guided by key terms of reference as follows:</p> <ol style="list-style-type: none"> (1) To make recommendations to the Board on relevant matters relating to: <ol style="list-style-type: none"> (a) review of board succession plans for Directors; (b) development of a process for evaluation of the performance of the Board, the Board Committees and individual Director; (c) review of training and professional development programmes for the Board; (d) review and approve any new employment of related persons and proposed terms of their employment; (e) decide whether or not a Director is able to and has been adequately carrying out his duties as a Director; and (f) Board appointment and re-nominations of existing Directors for re-election in accordance with the Constitution (including alternate Directors, if applicable) after having considered important issues, as part of the process for the selection, appointment and re-appointment of Directors, as to composition and progressive renewal of the Board and each Director's competencies, commitment, contribution and performance (e.g. attendance, preparedness, participation, candour) including, if applicable, as an Independent Director. All Directors submit themselves for re-nomination and re-appointment at regular intervals and at least once every three (3) years. (2) To determine annually the independence of a Director; (3) To regularly review the Board's structure, size and composition and make recommendations to the Board with regards to any adjustments that are deemed necessary;

REPORT ON CORPORATE GOVERNANCE

		<p>(4) In respect of a Director who has multiple Board representations on various companies, if any, to review and decide whether or not such Director is able to and has been adequately carrying out his duties as a Director, having regard to the competing time commitments that are faced by the Director when serving on multiple Boards and discharging his duties towards other principal commitments;</p> <p>(5) To recommend to the Board internal guidelines to address the competing time commitments faced by Directors who serve on multiple Boards;</p> <p>(6) To review and conclude that the person would similarly qualify as an Independent Director before his appointment as an alternate Director to an Independent Director;</p> <p>(7) To assess:</p> <p>(a) the effectiveness of the Board as a whole and its Board Committees; and</p> <p>(b) the contribution by each Individual Director to the effectiveness of the Board; and</p> <p>(8) To decide how the Board's performance is to be evaluated and propose objective performance criteria, subject to the approval by the Board, which address how the Board has enhanced long term shareholders' value.</p>
4.1 4.3	Board Renewal & Succession Planning	The responsibilities of the NC are, among other things, to make recommendations to the Board on all Board appointments, re-appointments and oversee the Board and succession and leadership development plans to key management personnel (" KMP "). Succession planning is a crucial element to the Group's corporate governance process. The NC will seek to refresh the Board membership progressively and in an orderly manner, to avoid losing institutional memory.

REPORT ON CORPORATE GOVERNANCE

4.3	Process for Selection and Appointment of New Directors	<p>The NC establishes and reviews the key criteria for the selection of Board members and makes recommendations to the Board on the appointment, re-appointment and retirement of directors.</p> <table border="1" data-bbox="563 408 1204 1535"> <thead> <tr> <th colspan="3" data-bbox="563 408 1204 473">Table 4.1(a) – Process for the Selection and Appointment of New Directors</th> </tr> </thead> <tbody> <tr> <td data-bbox="563 478 611 643">1.</td> <td data-bbox="616 478 765 643">Determination of selection criteria</td> <td data-bbox="769 478 1204 643">The NC, in consultation with the Board, would identify the current needs of the Board in terms of expertise and skills that are required in the context of the strengths and weaknesses of the existing Board to complement and strengthen the Board.</td> </tr> <tr> <td data-bbox="563 648 611 870">2.</td> <td data-bbox="616 648 765 870">Search for suitable candidates</td> <td data-bbox="769 648 1204 870">When there is a need to appoint a new director, whether due to retirement of a director, growth or increase in complexity of the Company's businesses, the NC and each director will try to source for suitable candidates based on their networks and contacts. External consultants may also be engaged to identify potential candidates if necessary.</td> </tr> <tr> <td data-bbox="563 875 611 1443">3.</td> <td data-bbox="616 875 765 1443">Assessment of shortlisted candidates</td> <td data-bbox="769 875 1204 1443">The NC would first assess and interview proposed candidates after taking into consideration the qualification and experience of each candidate, his/her ability to increase the effectiveness of the Board and to add value to the Group's business in line with its strategic objectives. Diversity of experience and appropriate skills which are considered in the selection process include leadership, banking and finance industry experience, management expertise and knowledge in accounting, internal controls, compliance and risk management. In addition, the NC takes into consideration the current Board size and its mix, the additional skills and experience that will enhance the competencies and effectiveness of the Board. The Board Diversity Policy provides that the NC shall endeavour to ensure female candidates are included for consideration when identifying candidates to be appointed as new directors.</td> </tr> <tr> <td data-bbox="563 1448 611 1535">4.</td> <td data-bbox="616 1448 765 1535">Appointment of Director</td> <td data-bbox="769 1448 1204 1535">Following the rigorous selection process, the NC would recommend the selected candidate to the Board for consideration and approval.</td> </tr> </tbody> </table> <p>The Board is also advised by the Company's sponsor, UOB Kay Hian Private Limited, on appointment of Directors as required under Rule 226(2)(d) of the Catalist Rules.</p> <p>The induction and orientation process for new directors is set out under Provision 1.2.</p>	Table 4.1(a) – Process for the Selection and Appointment of New Directors			1.	Determination of selection criteria	The NC, in consultation with the Board, would identify the current needs of the Board in terms of expertise and skills that are required in the context of the strengths and weaknesses of the existing Board to complement and strengthen the Board.	2.	Search for suitable candidates	When there is a need to appoint a new director, whether due to retirement of a director, growth or increase in complexity of the Company's businesses, the NC and each director will try to source for suitable candidates based on their networks and contacts. External consultants may also be engaged to identify potential candidates if necessary.	3.	Assessment of shortlisted candidates	The NC would first assess and interview proposed candidates after taking into consideration the qualification and experience of each candidate, his/her ability to increase the effectiveness of the Board and to add value to the Group's business in line with its strategic objectives. Diversity of experience and appropriate skills which are considered in the selection process include leadership, banking and finance industry experience, management expertise and knowledge in accounting, internal controls, compliance and risk management. In addition, the NC takes into consideration the current Board size and its mix, the additional skills and experience that will enhance the competencies and effectiveness of the Board. The Board Diversity Policy provides that the NC shall endeavour to ensure female candidates are included for consideration when identifying candidates to be appointed as new directors.	4.	Appointment of Director	Following the rigorous selection process, the NC would recommend the selected candidate to the Board for consideration and approval.
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REPORT ON CORPORATE GOVERNANCE

4.3	Process for Re-appointment of Directors	<p>All Directors submit themselves for re-nomination and re-appointment at regular intervals of at least once every three (3) years. Article 89 of the Company's Constitution provides that one-third of the Directors (or, if their number is not a multiple of three, the number nearest to but not lesser than one-third) shall retire from office by rotation and be eligible for re-election at the Company's AGM.</p> <table border="1" data-bbox="563 500 1208 1073"> <thead> <tr> <th colspan="3" data-bbox="563 500 1208 537">Table 4.1(b) – Process for Re-electing Incumbent Directors</th> </tr> <tr> <th data-bbox="563 543 642 580">S/No</th> <th data-bbox="642 543 834 580">Information</th> <th data-bbox="834 543 1208 580">Frequency</th> </tr> </thead> <tbody> <tr> <td data-bbox="563 585 642 883">1.</td> <td data-bbox="642 585 834 883">Assessment of Director</td> <td data-bbox="834 585 1208 883"> <ul style="list-style-type: none"> • The NC would assess performance of the Director in accordance with the performance criteria set by the Board, which included, inter-alia, commitment of time, knowledge and abilities, teamwork and overall effectiveness; and • Individual assessment of each Director is undertaken annually. </td> </tr> <tr> <td data-bbox="563 888 642 1073">2.</td> <td data-bbox="642 888 834 1073">Re-appointment of Director</td> <td data-bbox="834 888 1208 1073"> <ul style="list-style-type: none"> • Subject to the NC's satisfactory assessment, the NC would recommend the proposed re-appointment of the Director to the Board for its consideration and approval. </td> </tr> </tbody> </table> <p>In addition, Article 88 of the Company's Constitution stipulates that a Director newly appointed by the Board during the financial year must retire and submit himself/herself for re-appointment at the next AGM following his/her appointment. Thereafter, he/she is subject to be re-appointed at least once every three (3) years at the Company's AGM.</p> <p>Prior to each AGM, the Company Secretary informs the NC which Directors are required to retire at that AGM. The NC will then review the composition of the Board and decide whether to recommend to the Board the re-election of these Directors after taking into account various factors such as their attendance, participation, contribution, expertise and competing time commitments.</p> <p>At the forthcoming AGM of the Company, Mr Kwan Chee Seng and Miss Kwan Yu Wen, as well as Ms Boey Souk-Tann (collectively, the "Retiring Directors") will retire and submit themselves for re-election pursuant to Article 89 and Article 88 of the Company's Constitution respectively. The Retiring Directors have offered themselves for re-election. The Board has accepted the recommendation of the NC.</p>	Table 4.1(b) – Process for Re-electing Incumbent Directors			S/No	Information	Frequency	1.	Assessment of Director	<ul style="list-style-type: none"> • The NC would assess performance of the Director in accordance with the performance criteria set by the Board, which included, inter-alia, commitment of time, knowledge and abilities, teamwork and overall effectiveness; and • Individual assessment of each Director is undertaken annually. 	2.	Re-appointment of Director	<ul style="list-style-type: none"> • Subject to the NC's satisfactory assessment, the NC would recommend the proposed re-appointment of the Director to the Board for its consideration and approval.
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REPORT ON CORPORATE GOVERNANCE

		<p>In making the recommendations, the NC had considered the Directors' overall contribution and performance.</p> <p>Mr Kwan Chee Seng will, upon re-election as a Director, remain as a Non-Executive Director of the Company and a member of the NC. Miss Kwan Yu Wen will, upon re-election as a Director, remain as an Executive Director of the Company. Ms Boey Souk-Tann will, upon re-election as a Director, remain as an Independent Director, the Chairman of NC and RC and a member of the AC and RMC of the Company.</p> <p>The shareholdings of the individual Directors of the Company are set out in the "Directors' Statement" section in the "Financial Statements" of this Annual Report. None of the Directors hold shares in the subsidiaries of the Company. Other information such as the experience and the professional qualifications of the Directors are set out in the "Board of Directors" section of this Annual Report.</p> <p>Information relating to the Directors who are seeking re-appointment at the forthcoming AGM to be held on 27 April 2026 are set out in the "Disclosure of Information on Directors Seeking Re-Election" section of this Annual Report.</p>
4.4	Continuous Review of Directors' Independence	<p>The NC is charged with determining the independence of the Directors as set out under Provision 2.1 above.</p> <p>The Board, after taking into consideration the views of the NC, is of the view that Mr Aw Eng Hai, Ms Boey Souk-Tann and Mr Lim See Yong are independent and that, no individual or small group of individual dominates the Board's decision-making process.</p> <p>During FY2025, the Company did not have any alternate Directors.</p>

REPORT ON CORPORATE GOVERNANCE

4.5	Directors' Time Commitment	<p>The NC ensures that new Directors are aware of their duties and obligations.</p> <p>The Directors must ensure that they are able to give sufficient time and attention to the affairs of the Company. As part of the review process, the NC decides on the commitment level of the director and whether he/she has been able to adequately carry out the responsibilities required of him/her as a director. The NC has also adopted several measures that seek to address the competing time commitments that may be faced when a director holds multiple board appointments.</p> <p>The NC has reviewed the time spent and attention given by each of the Directors to the Company's affairs, and is satisfied that all Directors have discharged their duties adequately for FY2025.</p> <p>The NC has fixed a maximum limit of (five) 5 on the number of directorships a Director can hold in publicly listed companies.</p> <p>The considerations in assessing the capacity of Directors include the following:</p> <ul style="list-style-type: none"> • Expected and/or competing time commitments of Directors; • Attendance at meetings; • Geographical location of Directors; • Size and composition of the Board; and • Nature and scope of the Group's operations and size.
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REPORT ON CORPORATE GOVERNANCE

		<p>The key information of the Directors of the Company, including their appointment dates and directorships held in the past three (3) years, are set out as below:</p> <table border="1"> <thead> <tr> <th rowspan="2">Name of Director</th> <th rowspan="2">Designation</th> <th rowspan="2">Date of initial appointment</th> <th rowspan="2">Date of last re-election/ re-appointment</th> <th colspan="2">Directorship in other listed companies</th> </tr> <tr> <th>Current</th> <th>Past 3 Years</th> </tr> </thead> <tbody> <tr> <td>Aw Eng Hai</td> <td>Non-Executive Independent Chairman</td> <td>21 June 2024</td> <td>28 April 2025</td> <td>(1) GDS Global Limited (2) Tritech Group Limited</td> <td>(1) TOTM Technologies Limited</td> </tr> <tr> <td>Kwan Yu Wen</td> <td>Executive Director</td> <td>21 December 2020</td> <td>25 April 2024</td> <td>Nil</td> <td>GRP Limited</td> </tr> <tr> <td>Kwan Chee Seng</td> <td>Non-Executive Director</td> <td>18 February 2016</td> <td>25 April 2024</td> <td>GRP Limited</td> <td>Nil</td> </tr> <tr> <td>Boey Souk-Tann</td> <td>Independent Director</td> <td>28 June 2025</td> <td>NA</td> <td>Nil</td> <td>V2Y Corporation Ltd</td> </tr> <tr> <td>Lim See Yong</td> <td>Independent Director</td> <td>1 July 2019</td> <td>28 April 2025</td> <td>Nil</td> <td>Nil</td> </tr> </tbody> </table>	Name of Director	Designation	Date of initial appointment	Date of last re-election/ re-appointment	Directorship in other listed companies		Current	Past 3 Years	Aw Eng Hai	Non-Executive Independent Chairman	21 June 2024	28 April 2025	(1) GDS Global Limited (2) Tritech Group Limited	(1) TOTM Technologies Limited	Kwan Yu Wen	Executive Director	21 December 2020	25 April 2024	Nil	GRP Limited	Kwan Chee Seng	Non-Executive Director	18 February 2016	25 April 2024	GRP Limited	Nil	Boey Souk-Tann	Independent Director	28 June 2025	NA	Nil	V2Y Corporation Ltd	Lim See Yong	Independent Director	1 July 2019	28 April 2025	Nil	Nil
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V. BOARD PERFORMANCE

Principle 5: The Board undertakes a formal annual assessment of its effectiveness as a whole, and that of each of its board committees and individual Directors.

5.1 5.2	<p>Board Evaluation Process</p> <p>Chairman Evaluation</p> <p>Individual Director Evaluation</p>	<p>The NC implements annual assessment for the evaluation of the effectiveness of the Board as a whole and its Board Committees and for assessing the contribution by the Chairman and each individual Director.</p> <p>During the financial year, all Directors are requested to complete a Board Evaluation Questionnaire designed to seek their view on the various aspects of the Board performance so as to assess the overall effectiveness of the Board. To ensure confidentiality, the completed evaluation forms are submitted to the Company Secretary for collation. The consolidated responses are presented to the NC for review before submitting to the Board for discussion and determining areas for improvement and enhancement of the Board effectiveness. Following the review in FY2025, the Board is of the view that the Board has met its performance objectives and the Board and its Board Committees operate effectively and each Director is contributing to the overall effectiveness of the Board.</p> <p>The Board has not engaged any external consultant to assess the performance of the Board, and its Board Committees and each individual Director. Where relevant and when the need arises, the NC will consider such an engagement.</p>
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REPORT ON CORPORATE GOVERNANCE

	Board Evaluation Criteria	<p>Table 5 sets out the performance criteria, as recommended by the NC and approved by the Board, to be relied upon to evaluate the effectiveness of the Board as a whole and its Board Committees, and for assessing the contribution by each Director to the effectiveness of the Board:</p> <table border="1" data-bbox="563 473 1204 1130"> <thead> <tr> <th colspan="3" data-bbox="563 473 1204 513">Table 5: Board Performance Criteria</th> </tr> <tr> <th data-bbox="563 513 724 583">Performance Criteria</th> <th data-bbox="724 513 968 583">Board and Board Committees</th> <th data-bbox="968 513 1204 583">Individual Directors</th> </tr> </thead> <tbody> <tr> <td data-bbox="563 583 724 1005">Qualitative</td> <td data-bbox="724 583 968 1005"> a. Size and composition b. Information to the Board c. Board procedures d. Strategic planning and accountability e. Attendance record at meetings </td> <td data-bbox="968 583 1204 1005"> 1. Commitment of time 2. Knowledge and abilities 3. Teamwork 4. Independence 5. Overall effectiveness </td> </tr> <tr> <td data-bbox="563 1005 724 1130">Quantitative</td> <td data-bbox="724 1005 968 1130"> a. Financial reporting b. Performance measurements </td> <td data-bbox="968 1005 1204 1130"> 1. Attendance at Board and Board Committee meetings </td> </tr> </tbody> </table>	Table 5: Board Performance Criteria			Performance Criteria	Board and Board Committees	Individual Directors	Qualitative	a. Size and composition b. Information to the Board c. Board procedures d. Strategic planning and accountability e. Attendance record at meetings	1. Commitment of time 2. Knowledge and abilities 3. Teamwork 4. Independence 5. Overall effectiveness	Quantitative	a. Financial reporting b. Performance measurements	1. Attendance at Board and Board Committee meetings
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VI. REMUNERATION MATTERS														
Principle 6: The Board has a formal and transparent procedure for developing policies on Director and executive remuneration, and for fixing the remuneration packages of individual directors and key management personnel. No Director is involved in deciding his/her own remuneration.														
6.1 6.2 6.3 6.4	RC Composition and Role	<p>As at the date of this Annual Report, the RC comprises three (3) Directors, all of whom including the Chairman of the RC, are independent.</p> <p>Please refer to Provision 1.4 table above on the names of the members and the composition of RC.</p> <p>The RC is guided by key terms of reference as follows:</p> <p>(a) to review and recommend to the Board a general framework of remuneration for the Board and key management personnel, as well as specific remuneration packages for each Director and key management personnel of the Company;</p>												

REPORT ON CORPORATE GOVERNANCE

	<p>(b) to review annually the remuneration of the key management personnel and Director including the terms of renewal for their service agreements;</p> <p>(c) to consider, review and approve and/or to vary (if necessary) the entire remuneration package, including but not limited to Directors' fees, salaries, allowances, bonuses, options, share-based incentives and awards, and benefits in kind;</p> <p>(d) to review the Company's obligations arising in the event of termination of the Executive Director and key management personnel's contracts of service and to ensure that such contracts of service contain fair and reasonable termination clauses which are not overly generous. The RC should aim to be fair and avoid rewarding poor performance;</p> <p>(e) to review and ensure that the level and structure of remuneration should be aligned with the long-term interest and risk policies of the Company, and should be appropriate and commercially competitive to attract, retain and motivate (i) the Directors to provide good stewardship of the Company; and (ii) key management personnel to successfully manage the Company;</p> <p>(f) to review and consider whether Executive Director and key management personnel should be eligible for benefits under long-term incentive schemes. The costs and benefits of long-term incentive schemes should be carefully evaluated. In normal circumstances, offers of shares or grants of options or other forms of deferred remuneration should vest over a period of time. The use of vesting schedules, whereby only a portion of the benefits can be exercised each year, is also strongly encouraged. Executive Director and key management personnel should be encouraged to hold their shares beyond the vesting period, subject to the need to finance any cost of acquiring the shares and associated tax liability;</p> <p>(g) the RC's recommendations should be submitted for endorsement by the entire Board; and</p> <p>(h) to oversee the administration of any performance share plans (as may be implemented by the Company from time to time) upon the terms of reference as defined in the said plan.</p> <p>The Board has not engaged any external remuneration consultant to advice on remuneration matters.</p>
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REPORT ON CORPORATE GOVERNANCE

VII. LEVEL AND MIX OF REMUNERATION

Principle 7: The level and structure of remuneration of the Board and key management personnel are appropriate and proportionate to the sustained performance and value creation of the Company, taking into account the strategic objectives of the Company.

7.1 7.3	Remuneration of Executive Directors and KMPs	<p>In determining the level of remuneration, the RC shall ensure that performance-related remuneration system was implemented to ensure that the interests of the shareholders are aligned with the Board and management in order to promote the long-term success of the Company.</p> <p>The Company has a staff remuneration policy which comprises a fixed component and a variable component. The fixed and variable components are in the form of base salary and variable bonus that is linked to the performance of the Company and individual.</p> <p>Having reviewed and considered the variable components of the Executive Director and the key management personnel, which are moderate, the RC is of the view that there is no requirement to institute contractual provisions to allow the Company to reclaim incentive components of their remuneration paid in prior years in exceptional circumstances of misstatement of financial results, or of misconduct resulting in financial loss.</p> <p>In addition, the Executive Director owes a fiduciary duty to the Company. The Company should be able to avail itself to remedies against the Executive Director in the event of such breach of fiduciary duties.</p>
7.2	Remuneration of Non-Executive Directors	<p>For Non-Executive Directors, their remuneration comprises mainly director's fees. When reviewing the structure and level of directors' fees, the RC takes into consideration the directors' respective roles and responsibilities in the Board and Board Committees. Each of the directors receives a base director's fee. The Board Chairman receives an additional fee to reflect his expanded responsibilities. Directors who serve on the various Board Committees also receive additional fees in respect of each Board Committee that they serve on, with the chairman of the Board Committees receiving a higher fee in respect of their responsibilities and services as chairman of the respective committees.</p> <p>The Board concurred with the RC that the proposed Non-Executive Directors' fees are appropriate and that the Non-Executive Directors receive directors' fees in accordance with their level of contributions, taking into account factors such as effort and time spent for serving on the Board and Board Committees, as well as the responsibilities and obligations of the Directors. The Company recognises the need to pay competitive fees to attract, motivate and retain Directors without being excessive to the extent that their independence might be compromised.</p> <p>Non-Executive Directors' fees are recommended by the Board for approval by the shareholders at the AGM of the Company.</p>

REPORT ON CORPORATE GOVERNANCE

VIII. DISCLOSURE ON REMUNERATION

Principle 8: The Company is transparent on its remuneration policies, level and mix of remuneration, the procedure for setting remuneration, and the relationships between remuneration, performance and value creation.

8.1 8.2 8.3	Remuneration Criteria	<p>The Company's remuneration policy comprises a fixed component and a variable component. The fixed and variable components are in the form of a base salary and variable bonus that is linked to the performance of the Company and individual.</p> <p>The remuneration received by the Executive Director and key management personnel takes into consideration his/her individual performance and contribution towards the overall performance of the Group for FY2025. Their remuneration is made up of fixed and variable compensations. The fixed compensation consists of base salary and variable bonus that is linked to the performance of the Company and individual.</p> <p>The following performance conditions were chosen for the Group to remain competitive and to motivate the Executive Director and key management personnel to work in alignment with the goals of all stakeholders:</p> <table border="1" data-bbox="563 938 1204 1493"> <thead> <tr> <th colspan="3" data-bbox="563 938 1204 981">Table 8.1 – Performance Conditions for Remuneration</th> </tr> <tr> <th data-bbox="563 981 746 1105">Performance Conditions</th> <th data-bbox="746 981 975 1105">Short-term Incentives (such as performance bonus)</th> <th data-bbox="975 981 1204 1105">Long-term Incentives (such as performance share plans)</th> </tr> </thead> <tbody> <tr> <td data-bbox="563 1105 746 1369">Qualitative</td> <td data-bbox="746 1105 975 1369"> <ol style="list-style-type: none"> 1. Leadership 2. People development 3. Commitment 4. Teamwork </td> <td data-bbox="975 1105 1204 1369"> <ol style="list-style-type: none"> 1. Leadership 2. People development 3. Commitment 4. Teamwork </td> </tr> <tr> <td data-bbox="563 1369 746 1493">Quantitative</td> <td data-bbox="746 1369 975 1493"> <ol style="list-style-type: none"> 1. Relative financial performance of the Group to its industry peers. </td> <td data-bbox="975 1369 1204 1493"> <ol style="list-style-type: none"> 1. Relative financial performance of the Group to its industry peers. </td> </tr> </tbody> </table> <p>The RC has reviewed and is satisfied that the performance conditions were met in FY2025.</p>	Table 8.1 – Performance Conditions for Remuneration			Performance Conditions	Short-term Incentives (such as performance bonus)	Long-term Incentives (such as performance share plans)	Qualitative	<ol style="list-style-type: none"> 1. Leadership 2. People development 3. Commitment 4. Teamwork 	<ol style="list-style-type: none"> 1. Leadership 2. People development 3. Commitment 4. Teamwork 	Quantitative	<ol style="list-style-type: none"> 1. Relative financial performance of the Group to its industry peers. 	<ol style="list-style-type: none"> 1. Relative financial performance of the Group to its industry peers.
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REPORT ON CORPORATE GOVERNANCE

Remuneration of Directors	The breakdown for the remuneration of the Directors for FY2025 is as follows:																																																						
	<p>Table 8.3 (a) – Directors’ Remuneration</p> <table border="1"> <thead> <tr> <th>Name</th> <th>Salary⁽¹⁾ %</th> <th>Bonus %</th> <th>Benefits- in-kind %</th> <th>Directors’ Fees %</th> <th>Share Options %</th> <th>Total (SGD)</th> </tr> </thead> <tbody> <tr> <td>Kwan Yu Wen</td> <td>89</td> <td>7</td> <td>–</td> <td>–</td> <td>4</td> <td>319,144</td> </tr> <tr> <td>Aw Eng Hai</td> <td>–</td> <td>–</td> <td>–</td> <td>100</td> <td>–</td> <td>41,740</td> </tr> <tr> <td>Tan Chade Phang⁽²⁾</td> <td>–</td> <td>–</td> <td>–</td> <td>100</td> <td>–</td> <td>13,494</td> </tr> <tr> <td>Lim See Yong</td> <td>–</td> <td>–</td> <td>–</td> <td>100</td> <td>–</td> <td>36,520</td> </tr> <tr> <td>Boey Souk-Tann⁽³⁾</td> <td>–</td> <td>–</td> <td>–</td> <td>100</td> <td>–</td> <td>21,613</td> </tr> <tr> <td>Kwan Chee Seng</td> <td>–</td> <td>58</td> <td>–</td> <td>–</td> <td>42</td> <td>51,942</td> </tr> </tbody> </table>							Name	Salary ⁽¹⁾ %	Bonus %	Benefits- in-kind %	Directors’ Fees %	Share Options %	Total (SGD)	Kwan Yu Wen	89	7	–	–	4	319,144	Aw Eng Hai	–	–	–	100	–	41,740	Tan Chade Phang ⁽²⁾	–	–	–	100	–	13,494	Lim See Yong	–	–	–	100	–	36,520	Boey Souk-Tann ⁽³⁾	–	–	–	100	–	21,613	Kwan Chee Seng	–	58	–	–	42
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	<p>Notes:</p> <p>(1) The salary amounts shown are inclusive of Central Provident Fund and other statutory contributions.</p> <p>(2) Mr Tan Chade Phang stepped down as Independent Director of the Company on 28 April 2025.</p> <p>(3) Ms Boey Souk-Tann was appointed as Independent Director of the Company on 28 June 2025.</p>																																																						

REPORT ON CORPORATE GOVERNANCE

Remuneration of key management personnel	<p>The breakdown for the remuneration of the Company's key executive officers (who are not Directors or the CEO) for FY2025 is as follows:</p> <table border="1" data-bbox="563 380 1204 833"> <thead> <tr> <th colspan="6">Table 8.3 (b) – Remuneration of Key Management Personnel</th> </tr> <tr> <th>Name</th> <th>Salary⁽¹⁾ %</th> <th>Bonus %</th> <th>Benefits- in-kind %</th> <th>Share Options %</th> <th>Total %</th> </tr> </thead> <tbody> <tr> <td colspan="6">Between S\$100,000 to S\$250,000</td> </tr> <tr> <td>Loh Yook Mun, Ivanna</td> <td>82</td> <td>18</td> <td>-</td> <td>-</td> <td>100</td> </tr> <tr> <td>Lim Aik Teong, Richard</td> <td>82</td> <td>18</td> <td>-</td> <td>-</td> <td>100</td> </tr> <tr> <td>Toh Wei Shieng</td> <td>88</td> <td>12</td> <td>-</td> <td>-</td> <td>100</td> </tr> <tr> <td>Pang Chee Chong, Kenneth</td> <td>81</td> <td>-</td> <td>-</td> <td>19</td> <td>100</td> </tr> <tr> <td colspan="6">Below S\$100,000</td> </tr> <tr> <td>Luo Deng Xiao</td> <td>100</td> <td>-</td> <td>-</td> <td>-</td> <td>100</td> </tr> </tbody> </table> <p>Note:</p> <p>(1) The salary amounts are inclusive of Central Provident Fund and other statutory contributions.</p> <p>The Company has five (5) key management personnel as at 31 December 2025. There were no termination, retirement and post-employment benefits granted to the five (5) key management personnel in FY2025.</p> <p>For competitive reasons and in view of confidentiality of remuneration matters, the Board is of the opinion that it is in the best interest of the Group not to disclose the exact remuneration of the key management personnel in the Annual Report for FY2025. The total remuneration paid to the five (5) key management personnel for FY2025 was S\$773,284.</p>	Table 8.3 (b) – Remuneration of Key Management Personnel						Name	Salary ⁽¹⁾ %	Bonus %	Benefits- in-kind %	Share Options %	Total %	Between S\$100,000 to S\$250,000						Loh Yook Mun, Ivanna	82	18	-	-	100	Lim Aik Teong, Richard	82	18	-	-	100	Toh Wei Shieng	88	12	-	-	100	Pang Chee Chong, Kenneth	81	-	-	19	100	Below S\$100,000						Luo Deng Xiao	100	-	-	-	100
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Remuneration of immediate family members of CEO, Directors or substantial shareholder (remuneration amount exceeded S\$100,000 in FY2025)	<p>There was no employee of the Group who was an immediate family member of a Director, the CEO or a substantial shareholder of the Company, and whose remuneration exceeded S\$100,000 in FY2025.</p>																																																						
Please provide details of the employee share scheme(s).	<p>Funded Here Pte. Ltd. ("FHPL"), an indirect 93.61%-owned subsidiary of the Group, has granted share options to eligible persons under the FHPL Employee Share Option Plan approved by the shareholders of the Company on 28 April 2025.</p> <p>Please refer to the "Directors' Statement" section in the "Financial Statements" of this Annual Report for more information.</p>																																																						

REPORT ON CORPORATE GOVERNANCE

IX. ACCOUNTABILITY AND AUDIT

Risk Management and Internal Controls

Principle 9: The Board is responsible for the governance of risk and ensures that Management maintains a sound system of risk management and internal controls, to safeguard the interests of the Company and its shareholders.

9.1	Risks management and internal controls	<p>The Board is responsible for the governance of risk and sets the tone and direction for the Group in the way risks are managed in the Group's businesses. The Board has ultimate responsibility for approving the strategy of the Group in a manner which addresses stakeholders' expectations and does not expose the Group to an unacceptable level of operational, financial and compliance risks. The Board approves the key management policies and ensures a sound system of risk management and internal controls. In addition, the Board sets and instils the right risk-focused culture throughout the Group for effective risk management.</p> <p>As at the date of this Annual Report, the RMC comprises three (3) Directors, all of whom including the Chairman of the RMC, are independent. Please refer to Provision 1.4 table above on the names of the members and the composition of the RMC.</p> <p>The RMC reviewed and assessed the adequacy and effectiveness of the Group's internal controls that address the Group's financial, operational, compliance and information technology risks, with the assistance of the internal and external auditors and the management.</p> <p>Management highlights and discusses (if any) salient risk management matters to the Board on a half-yearly basis. The Company's risk management framework and internal control system covers financial, operational, compliance and information technology risks and internal controls. Internal audit is outsourced to a third-party professional firm.</p>
9.2	Assurance from the CEO, Chief Financial Officer ("CFO") and KMPs	<p>The Board has received assurance from the Executive Director and Financial Controller ("FC") that the financial records have been properly maintained and the financial statements for FY2025 give a true and fair view of the Company's operations and finances and the Company's risk management and internal control systems are adequate and effective.</p> <p>In addition, based on the work performed by the Internal Auditor ("IA") and External Auditor ("EA"), the AC and the Board are of the opinion that the Group's internal controls and risk management systems, addressing financial, operational, compliance, and information technology risks, were adequate and effective for FY2025.</p>

REPORT ON CORPORATE GOVERNANCE

X. Audit Committee		
Principle 10: The Board has an Audit Committee ("AC") which discharges its duties objectively.		
10.1 10.2 10.3	AC Composition and Role	<p>As at the date of this Annual Report, the AC comprises three (3) Non-Executive Directors, all of whom including the Chairman of the AC are independent. Please refer to Provision 1.4 table above on the names of the members and the composition of the AC.</p> <p>The Chairman of the AC, Mr Aw Eng Hai, is a public accountant with over 20 years of experience. The other two (2) members of the AC also have extensive and practical expertise in accounting, financial management, corporate finance and law. The Board is of the view that the AC members have recent and relevant accounting or related financial management expertise or experience and are appropriately qualified to discharge their responsibilities, including the principal responsibilities of the AC.</p> <p>In addition, the AC are continuously briefed and updated by the EA on the changes or amendments to the accounting standards which have a direct impact on the financial statements.</p> <p>None of the members of the AC (i) is a former partner or Director of the Company's existing auditing firm or auditing corporation within the previous two (2) years and/or (ii) holds any financial interest in the auditing firm or auditing corporation.</p> <p>The duties and roles of the AC are guided by the following key terms of reference:</p> <ul style="list-style-type: none"> (a) to review the financial statements and results announcement before submission to the Board for approval, focusing in particular, on changes in accounting policies and practices, major risks areas, significant adjustments resulting from the audit, the going concern statement, compliance with accounting standards as well as compliance with the Catalist Rules and any other statutory/regulatory requirements; (b) to review with the EA their audit plan including the nature and scope of the audit, their evaluation of the system of internal controls, their audit report, their management letter and the management's response; (c) to review annually the scope and results of the audit and its cost effectiveness as well as the independence and objectivity of the EA. Where the EA also provide non-audit services to the Company, to review the nature and extent of such services in order to balance the maintenance of objectivity and value for money, and to ensure that the independence of the EA would not be affected;

REPORT ON CORPORATE GOVERNANCE

		<p>(d) to make recommendation to the Board on the proposals to the shareholders on the appointment or re-appointment of the EA and matters relating to resignation or removal of the EA, and approving the remuneration and terms of engagement of the EA;</p> <p>(e) to review with the IA their internal audit plan and their evaluation of the adequacy of the internal control and accounting system before submission of the results of such review to the Board for approval and its assessment in relation to the adequacy of internal controls prior to the incorporation of such results in the Annual Report;</p> <p>(f) to review the internal control and procedures and ensure co-ordination between the management and each of the EA and IA, reviewing the assistance given by the management to the auditors, and discuss problems and concerns, if any, arising from the interim and/or final audits, and any matters which the IA and EA may wish to discuss in the absence of management where necessary;</p> <p>(g) to review and discuss with any professional, including the Company's sponsor, the EA and IA on any suspected fraud or irregularity, or suspected infringement of any relevant laws, rules or regulations, which has or is likely to have a material impact on the Group's operating results or financial position with management's response;</p> <p>(h) to review and approve transactions falling within the scope of Chapter 9 and Chapter 10 of the Catalist Rules;</p> <p>(i) to review and ratify any interested person transactions falling within the scope of Chapter 9 of the Catalist Rules as may be amended from time to time and such other rules and regulations under the Catalist Rules that may be applicable in relation to such matters from time to time;</p> <p>(j) to review potential conflicts of interest (if any) and to set out a framework to resolve or mitigate any potential conflicts of interests;</p> <p>(k) to conduct periodic review of hedging policies (if any) undertaken by the Group;</p> <p>(l) to review the Group's compliance with such functions and duties as may be required under the relevant statutes and regulations or the Catalist Rules, including such amendments made thereto from time to time;</p> <p>(m) to undertake such other reviews and projects as may be requested by the Board and report to the Board its findings from time to time on matters arising and requiring the attention of the AC;</p>
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REPORT ON CORPORATE GOVERNANCE

		<p>(n) to review at least annually the Group's key financial risk areas, with a view to provide an independent oversight on the Group's financial reporting, the outcome of such review to be disclosed in the Annual Report of the Company or, where the findings are material, to announce such material findings immediately via SGXNET;</p> <p>(o) to review and sight at least annually all resignation and authorisation letters of the legal representatives of the Company's subsidiaries in People's Republic of China which have been signed in advance and such letters shall be held in custody by the Company Secretaries;</p> <p>(p) to ensure effective co-ordination where more than one (1) audit firm is involved;</p> <p>(q) to investigate any matter within its terms of reference, with full access to and co-operation by the management and full discretion to invite any Director or executive officer to attend its meetings, and reasonable resources to enable it to discharge its functions properly;</p> <p>(r) to commission an annual internal controls audit until such time as the AC is satisfied that the Group's internal controls are robust and effective enough to mitigate the Group's internal control weaknesses (if any), and prior to the decommissioning of such annual internal controls audit, the Board is required to report to the SGX-ST and the Company's sponsor on how the key internal control weaknesses have been rectified, and the basis for the AC's decision to decommission the annual internal controls audit;</p> <p>(s) to review the adequacy and effectiveness of the internal audit function and to ensure that it is adequately resourced and has appropriate standing within the Company. The internal audit function should be staffed with persons with the relevant qualifications and experience. The IA should carry out its function according to the standards set by nationally or internationally recognised professional bodies including the Standards for the Professional Practice of Internal Auditing set by the Institute of Internal Auditors. The IA's primary line of reporting should be to the Chairman of the AC although he would also report administratively to the Executive Director;</p> <p>(t) to approve the hiring, removal, evaluation and compensation of the head of the internal audit function, or the accounting/auditing firm or corporation to which the internal audit function is outsourced. The IA should have unfettered access to all the Company's documents, records, properties and personnel, including access to the AC;</p>
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REPORT ON CORPORATE GOVERNANCE

		<ul style="list-style-type: none"> (u) to review and report to the Board at least annually the adequacy and effectiveness of the Group's material internal controls with the FC (or its equivalent rank), the IA and EA, including financial, operation, compliance and information technology controls via reviews carried out by the IA; (v) to review the whistleblowing policy and procedures by which employees of the Group may, in confidence, report to the Chairman of the AC, possible improprieties in matters of financial reporting or other matters and ensure that there are arrangements in place for independent investigation and follow-up actions thereto; (w) to ensure that if different auditors are appointed for its subsidiaries or significant associated companies, such appointment would not compromise the standard and effectiveness of the audit of the Company; (x) to review the policy and arrangement by which staff of the Company and any other persons may, in confidence, raise concerns about possible improprieties in matters of financial reporting or other matters. The AC's objective should be to ensure that arrangements are in place for such concerns to be raised and independently investigated, and for appropriate follow-up action to be taken; (y) to undertake such other reviews and projects as may be requested by the Board and report to the Board its findings from time to time on matters arising and requiring the attention of the AC; (z) to undertake such other functions and duties as may be required by statute or the Catalist Rules, and by such amendments made thereto from time to time; (aa) to review with the EA the impact of any new or proposed changes in accounting policies or regulatory requirements on the financial statements of the Group; (bb) to assess whether the person to be appointed FC (or its equivalent rank) does have the competence, character and integrity expected of a FC (or its equivalent rank) of a listed issuer; (cc) to review the co-operation given by the management to the EA; (dd) to meet with the EA and IA without the presence of the management at least once a year; (ee) to review the performance of Executive Director/FC on an annual basis to ensure satisfactory performance;
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REPORT ON CORPORATE GOVERNANCE

		<p>(ff) to review filings with the SGX-ST or other regulatory bodies which contain the Group's financial statements and ensure proper disclosure; and</p> <p>(gg) to commission and review the findings of internal investigations into matters where there is any suspected fraud or irregularity, or failure of internal controls or infringement of any Singapore law, rules or regulations which have or is likely to have a material impact on the Group's operating results and/or financial position.</p> <p>The AC will also commission and review the findings of internal investigations into matters where there is any suspected fraud or irregularity or failure of internal controls or infringement of any Singapore law, rules or regulations which have or is likely to have a material impact on the Group's operating results and/or financial position. In the event that a member of the AC is interested in any matter being considered by the AC, he will abstain from reviewing and deliberating on that particular transaction or voting on that particular resolution.</p>
10.1 10.4	Financial Reporting Matters	<p>The Board is accountable to shareholders and ensures that all material information is fully disclosed in a timely manner to shareholders in compliance with statutory and regulatory requirements. The Board strives to provide its shareholders a balanced and understandable assessment of the Group's performance, position and prospects.</p> <p>The Board takes steps to ensure compliance with legislative and regulatory requirements, including requirements under the Catalyst Rules, where appropriate. The Independent Directors in consultation with management will request for management's consideration for the establishment of written policies for any particular matter that is deemed to be essential to form part of management control.</p> <p>Management provides appropriately detailed management accounts of the Group's performance on a half-yearly basis to the Board to enable the Board to make a balanced and informed assessment of the Group's performance, position and prospects. As and when circumstances arise, the Board can request management to provide any necessary explanation and/or information on the management accounts of the Group.</p> <p><u>AC comments on the auditor's report</u></p> <p>The AC met with the EA to discuss the audit findings as well as their audit.</p> <p>The management has made significant judgements relating to significant estimates in the financial statements. These also required the making of assumptions regarding uncertain future events including those relating to the estimation of the net realisable value of properties held for sale and estimated credit losses. The financial reporting matters that required significant judgements and estimates are fully described in Note 3 to the accompanying financial statements.</p>

REPORT ON CORPORATE GOVERNANCE

		<p>The AC also considered the key audit matters (“KAMs”) reported by the EA. The KAM relates to impairment assessment of trade receivables and factoring receivables from the Group’s financial solutions business and impairment assessment of intangible assets of Funded Here Pte. Ltd.’s Cash Generating Unit.</p> <p>The AC and the EA discussed these KAMs, their reason for justifying them as KAMs and the approach they took in their audit of these account balances. The AC also concurs with the basis and conclusions included in the Independent Auditor’s report with respect to these KAMs.</p>															
	Internal Controls & Regulatory Compliance	<p>The AC evaluates the findings of the EA and IA on the Group’s internal controls annually.</p> <p>Although the Board acknowledges that it is responsible for the overall internal control framework, it also recognises that no cost-effective internal control system will preclude all errors and irregularities. A system is designed to manage rather than eliminate the risk of failure to achieve business objectives, and can provide only reasonable and not absolute assurance against material misstatement or loss.</p> <p>Based on the internal control established, and maintained by the Group, work performed by the IA and EA, assurance from the Executive Director and FC, as well as reviews performed by management and the various Board Committees, the AC and the Board are of the opinion that the Group’s internal controls and risk management systems, addressing financial, operational, compliance, and information technology risks, were adequate and effective for FY2025.</p>															
	External Audit	<p>The AC notes that there were non-audit services provided by the EA and its affiliates for FY2025.</p> <table border="1" data-bbox="563 1101 1210 1330"> <thead> <tr> <th colspan="3">Table 10 – Fee Paid/Payable to the EA and its affiliates for FY2025</th> </tr> <tr> <th></th> <th>S\$</th> <th>% of total</th> </tr> </thead> <tbody> <tr> <td>Audit Fees</td> <td>199,993</td> <td>90</td> </tr> <tr> <td>Non-audit fees</td> <td>21,426</td> <td>10</td> </tr> <tr> <td>Total</td> <td>221,419</td> <td>100</td> </tr> </tbody> </table> <p>The AC reviews the independence of the EA annually. The AC has reviewed the non-audit services provided by the EA and is satisfied that the nature and extent of such services would not prejudice the independence of the EA. The EA has also provided confirmation on their independency.</p> <p>The Company has complied with Rules 712 and 715 of the Catalist Rules in relation to its EA.</p> <p>The EA, Baker Tilly TFW LLP, has expressed their intention to not seek re-appointment as external auditors of the Company at the forthcoming AGM. The Board, in consultation with the AC, has recommended CLA Global TS Public Accounting Corporation as the incoming auditor, subject to shareholders’ approval at the upcoming FY2025 AGM.</p>	Table 10 – Fee Paid/Payable to the EA and its affiliates for FY2025				S\$	% of total	Audit Fees	199,993	90	Non-audit fees	21,426	10	Total	221,419	100
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REPORT ON CORPORATE GOVERNANCE

	Internal Audit	<p>The Board recognises the importance of maintaining a system of internal controls to safeguard the shareholders' investments and the Company' assets. The Company has outsourced its internal audit functions of the Group to Yang Lee & Associates ("YLA") to perform the review and test of controls of its processes.</p> <p>YLA reports directly to the AC and responsible for assessing the reliability, adequacy and effectiveness of the system of internal controls in place to protect the fund and assets of the Group to ensure control procedures are complied with, assessing the operations of the business processes under review are conducted efficiently and effectively and identifying and recommending improvements to internal control procedures, where required. The AC is responsible for the hiring, removal, evaluation and compensation of the accounting or auditing firm or corporation which the internal audit function of the Company is outsourced to.</p> <p>The AC would review and approve the internal audit plan on an annual basis and ensures that the internal audit function is adequately resourced and has appropriate standing within the Group given its involvement in certain AC meetings and its unfettered access to all the Group's documents, records, properties and personnel, including direct access to the AC.</p> <p>The AC has reviewed the internal audit reports and its evaluation of the system of internal controls, their audit findings and the management's response to those findings for FY2025. The AC is satisfied that the internal audit functions have been adequately carried out.</p>
	Whistleblowing Policy	<p>The Company has in place a whistleblowing policy and arrangements by which staff may, in confidence, raise concerns about possible corporate improprieties in matters of financial reporting or other matters. To ensure independent investigation of such matters and for appropriate follow-up action, all whistleblowing reports are to be sent to the AC Chairman via email at whistleblow@luminorfinancialholdings.com.</p> <p>Details of the whistleblowing policy and arrangements are given to all staff for their easy reference. New staff are briefed on the policy during the orientation programme.</p> <p>The AC is responsible for oversight and monitoring of whistleblowing and the AC reviews all whistleblowing complaints, if any, at its meetings to ensure independent thorough investigation and appropriate follow-up actions are taken. The Company will treat all information received as confidential and will protect the identity of all whistleblowers from reprisal. It is also committed to ensuring that whistleblowers will be treated fairly, and protected against detrimental or unfair treatment for whistleblowing in good faith.</p> <p>During FY2025, there was no incident of concern reported to the AC.</p>
10.5	Meeting Auditors without the Management	The AC has met with the IA and the EA in the absence of management twice during FY2025.

REPORT ON CORPORATE GOVERNANCE

XI. SHAREHOLDER RIGHTS AND CONDUCT OF GENERAL MEETINGS

Principle 11: The Company treats all shareholders fairly and equitably in order to enable them to exercise shareholders' rights and have the opportunity to communicate their views on matters affecting the Company. The Company gives shareholders a balanced and understandable assessment of its performance, position and prospects.

<p>11.1 11.2 11.3</p>	<p>Conduct of General Meetings</p>	<p>The Company strongly encourages and supports shareholder attendance and participation at its general meetings. The Company publishes the notice of the general meeting on SGXNET and on the Company's website at https://www.luminorfinancialholdings.com (the "Corporate Website") at least fourteen (14) days ahead of the general meeting to provide ample time for shareholders to receive and review the notice. Shareholders are also informed of the general meeting through notice published in newspaper as well as through the notice of the general meeting despatched to them.</p> <p>All the directors and senior management attend general meetings of shareholders to address queries and concerns about the Company. The Company's external auditors are also invited to attend the general meeting to assist the directors to address shareholders' queries that are related to the conduct of the audit and the preparation and content of the auditors' reports. All directors, including the Chairman of the Board and Executive Director attended the last general meeting and extraordinary general meeting held in 2025.</p> <p>The Constitution allows for absentia voting (including but not limited to voting by mail, electronic email or facsimile). However, the Board does not implement absentia voting until issues on security and integrity are satisfactorily resolved.</p> <p>At general meetings, separate resolutions are set out on distinct issues for approval by shareholders. Where the resolutions are "bundled", the company explains the reasons and material implications in the notice of meeting. All resolutions at the Company's general meetings will be voted on by way of poll, and their detailed results will be announced via SGXNET after the conclusion of the general meeting. The Company Secretary is present to brief the attendees on the rules governing the general meetings, including voting procedures, upon request by the shareholder. The proceeding of the general meetings is properly recorded, including all comments or queries from shareholders relating to the agenda of the meeting and responses from the Board and management.</p> <p>The Company addresses the substantial and relevant questions from the shareholders (if any) before the general meeting by electronic means via publication on the Company's website and the SGXNET.</p> <p>The Company is committed to maintaining high standards of corporate disclosure and transparency.</p>
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REPORT ON CORPORATE GOVERNANCE

11.4	Shareholders' Participation	<p>The Company supports active shareholder participation at general meetings. Annual Reports are issued to all shareholders at least fourteen (14) days before the scheduled general meeting date. All shareholders are encouraged to attend the general meetings to ensure high level of accountability and to stay informed of the Group's strategies and visions.</p> <p>For greater transparency, the Company conducts the voting of all the resolutions tabled at the general meeting by poll. Shareholders are briefed on the voting process and vote tabulation procedures prior to the meeting. Independent scrutineers are appointed to count and validate the votes at the general meeting. Votes cast for and against each resolution and the respective percentages on each resolution are announced and displayed. The results of the general meeting are also released via SGXNET on the same day.</p> <p>If shareholders are unable to attend the meetings, the Constitution of the Company allows for shareholders to appoint not more than two (2) proxies to attend, speak and vote at general meetings in their absence, and shareholders who are relevant intermediaries to appoint more than two (2) proxies to attend, speak and vote at general meetings. In order to have a valid registration of proxy, the proxy forms must be sent in advance to the place(s) as specified in the notice of the general meetings at least forty-eight (48) hours before the time set for the general meetings.</p>
11.5	Minutes of General Meetings	<p>All minutes of general meetings will be published on the Company's website and SGXNET within one (1) month from the general meetings. In FY2025, all minutes of general meetings were made available by electronic means via publication on the Company's website and SGXNET.</p>
11.6	Dividend Policy	<p>The Company does not have a formal dividend policy. The form, frequency and amount of future dividends on the shares will depend on the Company's level of cash and retained earnings, actual and projected financial performance, projected levels of capital expenditure and other investment plans and restrictions on payment of dividends imposed by financial arrangements (if any).</p> <p>The Company is not recommending any dividend for FY2025. The Company will preserve its cash balances for continued expansion in the financial solutions business.</p>

REPORT ON CORPORATE GOVERNANCE

XII. ENGAGEMENT WITH SHAREHOLDERS

Principle 12: The Company communicates regularly with its shareholders and facilitates the participation of shareholders during general meetings and other dialogues to allow shareholders to communicate their views on various matters affecting the Company.

12.1 12.2 12.3	Disclosure of information on timely basis	The Company has in place an Investor Relations Policy which sets out the mechanism through which shareholders may contact the Company with questions and through which the Company may respond to such questions. The Company is committed to maintaining high standards of disclosure and corporate transparency. The Company provides consistent, relevant and timely information regarding the Group's performance with the fundamental aim of assisting our shareholders and investors in their investment decision-making.
	Investor Relations Practices	<p>Shareholders, the investment community, media and analysts are kept informed of the Group's performance, progress and prospects and major developments of the Company on a timely basis through various means of communication as follows:</p> <ol style="list-style-type: none"> 1. Announcements including periodic announcements of financial results, price sensitive information, significant transactions or other announcements or press release through SGXNET; 2. Annual Reports and notices of general meetings issued to all shareholders; 3. Company's general meetings; 4. Corporate website of the Company; and 5. Presentations to the investment community and analysts. <p>The Company's investor relations function is led by the Executive Director, who has the strategic management responsibility to integrate finance, accounting, corporate communication to enable effective communication between the Company and all shareholders, stakeholders, analysts and media.</p> <p>Apart from the SGXNET announcements and its Annual Report, the Company updates shareholders on its corporate developments through its corporate website. Shareholders may also direct queries to investor@luminorfinancialholdings.com.</p>

REPORT ON CORPORATE GOVERNANCE

XIII. MANAGING STAKEHOLDERS RELATIONSHIPS		
Engagement with Stakeholders		
Principle 13: The Board adopts an inclusive approach by considering and balancing the needs and interests of material stakeholders, as part of its overall responsibility to ensure that the best interests of the Company are served.		
13.1 13.2	Stakeholders' Engagement	<p>The stakeholders have been identified as those who are impacted by the Group's business and operations and those who are similarly able to impact the Company's business and operations. Six stakeholders' groups have been identified through an assessment of their significance to the business operations. They are namely, suppliers, customers, employees, community, investors and regulators.</p> <p>The Company has undertaken a process to determine the environmental, social and governance (ESG) issues which are important to these stakeholders. These issues form the materiality matrix upon which targets, performance and progress are reviewed and endorsed by the Board annually.</p> <p>Having identified the stakeholders and the material issues, the Company has mapped out the key areas of focus in relation to the management of the respective stakeholder relationships.</p> <p>Please refer to the Sustainability Report for further details.</p>
13.3	Corporate Website	<p>All material information on the performance and development of the Company is disclosed in a timely, accurate and comprehensive manner through SGXNET and the Company's website. The Company does not practice selective disclosure of material information. All materials on the periodic financial results are available on the Company's website www.luminorfinancialholdings.com. The corporate website, which is updated regularly contains various information on the Company which serves as an important resource for investors and all stakeholders.</p>

REPORT ON CORPORATE GOVERNANCE

XIV. COMPLIANCE WITH APPLICABLE CATALIST RULES		
Catalist Rule	Rule Description	Company's Compliance or Explanation
711A and 711B	Sustainability Reporting	Our annual sustainability report is prepared with reference to the Global Reporting Initiative Standards, International Sustainability Standards Board as well as recommendations of the Task Force on Climate-related Financial Disclosures. Please refer to the Sustainability Report for further details and information.
712, 715 or 716	Appointment of Auditors	The Company confirms its compliance to the Rules 712 and 715 of the Catalist Rules in the appointment of its auditors.
1204(8)	Material Contracts	<p>The Company entered into a S\$8,000,000 shareholder loan agreement on 2 March 2022 with Mr Kwan Chee Seng ("Mr Kwan"), the Controlling Shareholder and Non-Executive Director of the Company. The loan is interest-bearing at 6.5% per annum, with interest payable on a quarterly basis within fifteen (15) working days at the end of each quarter. The loan facility shall have an initial term of twelve (12) months from the date of the drawdown or longer period as may be requested by the Company. The loan agreement was further extended from 5 January 2026 to 5 July 2026. The loan is unsecured with full recourse against the Company and its successors. For more information, please refer to the announcements made on 2 March 2022, 1 March 2025 and 27 February 2026. The Company has entered into a conditional loan repayment deed with Mr Kwan on 24 December 2025. The Company intends to repay the loan by way of set-off against the aggregate subscription consideration payable by Mr Kwan pursuant to the rights issue approved by shareholders on 27 March 2026. For more information, please refer to the announcements made on 24 December 2025, 12 March 2026 and 27 March 2026.</p> <p>The Company had on 30 August 2022 entered into a S\$3,000,000 loan agreement with Van der Horst Holdings Pte Ltd, an associate of Mr Kwan. The loan is interest-bearing at 6.5% per annum with interest payable on a quarterly basis within fifteen (15) working days at the end of each quarter. The loan facility shall have an initial term of six (6) months, from the date of the drawdown or longer period as may be requested by the Company. The loan facility has been extended for a further twelve (12) months until 28 February 2027. The loan is unsecured with full recourse against the Company and its successors. For more information, please refer to the announcements made on 30 August 2022, 1 March 2025 and 27 February 2026.</p> <p>The Company had on 28 February 2025 entered into a S\$1,500,000 loan agreement with Van Der Horst Holdings Pte Ltd, an associate of Mr Kwan. The loan is interest-bearing at 7.5% per annum with interest payable on a quarterly basis within fifteen (15) working days at the end of each quarter. The loan facility shall have an initial term of two (2) years, from the date of the drawdown or longer period as may be requested by the Company. The loan is unsecured with full recourse against the Company and its successors. For more information, please refer to the announcement made on 1 March 2025.</p>

REPORT ON CORPORATE GOVERNANCE

		Save for the above, there are no other material contracts entered into by the Company or any Director or Controlling Shareholder of the Company, either still subsisting at the end of FY2025 or if not then subsisting, entered into since the end of the previous financial year.
1204(10)	Confirmation of adequacy of internal controls	Based on the internal control established, and maintained by the Group, work performed by the IA and EA, assurance from the Executive Director and Financial Controller as well as reviews performed by management and the various Board Committees, the AC and the Board are of the opinion that the Group's internal controls and risk management systems, addressing financial, operational, compliance, and information technology risks, were adequate and effective for FY2025.
1204(10C)	AC's comment on Internal Audit Function	<p>The Company internal audit function is outsourced to Yang Lee & Associates ("YLA"). YLA is a professional service firm that specialises in the provision of Internal Audit, Enterprise Risk Management and Sustainability Reporting advisory services. The firm was set up in the year 2005 and currently maintains a diverse outsourced internal audit portfolio of SGX-ST listed companies in distribution, manufacturing, services, food & beverage, retail and property development industries. YLA is a corporate member of the Institute of Internal Auditors Singapore and is staffed with professionals with sufficient expertise in corporate governance, risk management, internal controls and other relevant disciplines.</p> <p>The IA engagement team comprises two (2) Directors, a Manager and supported by two Associates. Each of the two Directors has more than thirty (30) years of relevant experience whilst the Manager has more than fifteen (15) years of relevant experience. The Engagement Director and Manager are both certified as Certified Internal Auditor by the Institute of Internal Auditors. IA is guided by the International Standards for the Professional Practice of Internal Auditing set by the Institute of Internal Auditors in carrying out the internal audit review.</p> <p>The IA reports directly to the AC and the AC approves its appointment, evaluation, termination and remuneration. The IA has full access to the Company's documents, records, properties and personnel, including the AC, and have appropriate standing within the Company.</p> <p>The AC reviews and approves the internal audit scope and plan to ensure that there is sufficient coverage of the Group's activities. It also oversees the implementation of the internal audit plan and ensures that management provides the necessary co-operation to enable the IA to perform its function. The IA completed one (1) review during FY2025 in accordance with the risk-aligned internal audit plan approved by the AC. The AC approved the internal audit report and the management has adopted key recommendations of the IA as set out in the internal audit report.</p> <p>The AC has reviewed and is satisfied that the internal audit function is independent, adequately resourced and effective.</p>

REPORT ON CORPORATE GOVERNANCE

1204(17)	Interested Persons Transaction ("IPT")	<p>The AC is satisfied that the review procedures for IPTs and the reviews to be made periodically by the AC in relation thereto are adequate to ensure that the IPTs will be transacted on normal commercial terms and will not be prejudicial to the interests of the Company and its minority shareholders.</p> <p>The disclosable IPTs entered into during FY2025 are as follows:</p> <table border="1" data-bbox="563 528 1204 1594"> <thead> <tr> <th data-bbox="563 528 793 802">Name of interested person</th> <th data-bbox="797 528 1005 802">Aggregate value of all interested person transactions during the financial year under review (excluding transactions less than \$100,000 and transactions conducted under shareholders' mandate pursuant to Rule 920)</th> <th data-bbox="1009 528 1204 802">Aggregated value of all interested person transactions conducted under shareholders' mandate pursuant to Rule 920 (excluding transactions less than \$100,000)</th> </tr> </thead> <tbody> <tr> <td data-bbox="563 807 793 1012"> <u>Kwan Chee Seng</u> ("Mr Kwan")⁽¹⁾ a) Interest expense on shareholder loan granted by Mr Kwan to the Company as extended to 5 January 2026. </td> <td data-bbox="797 807 1005 1012" style="text-align: center;">S\$520,000</td> <td data-bbox="1009 807 1204 1012" style="text-align: center;">-</td> </tr> <tr> <td data-bbox="563 1018 793 1332"> <u>Van der Horst Holdings Pte Ltd ("VDH")</u>⁽²⁾ a) Interest expense on shareholder loan granted by VDH to the Company as extended to 28 February 2026 b) Interest payable on 2025 loan (assuming the aggregate principal amount of \$1,500,000 is fully drawn down) </td> <td data-bbox="797 1018 1005 1332" style="text-align: center;">S\$195,000 S\$225,000</td> <td data-bbox="1009 1018 1204 1332" style="text-align: center;">-</td> </tr> <tr> <td data-bbox="563 1337 793 1559"> <u>Mr Kwan and Kwan Yu Wen</u>⁽¹⁾⁽³⁾ Office sharing agreement with Luminor Capital Pte Ltd ("LCPL") in relation to the premises, based on LCPL's share of rent of S\$8,960.90 for 36 months </td> <td data-bbox="797 1337 1005 1559" style="text-align: center;">S\$322,592.40</td> <td data-bbox="1009 1337 1204 1559" style="text-align: center;">-</td> </tr> <tr> <td data-bbox="563 1565 793 1594">Total</td> <td data-bbox="797 1565 1005 1594" style="text-align: center;">S\$1,262,592.40</td> <td data-bbox="1009 1565 1204 1594" style="text-align: center;">-</td> </tr> </tbody> </table>	Name of interested person	Aggregate value of all interested person transactions during the financial year under review (excluding transactions less than \$100,000 and transactions conducted under shareholders' mandate pursuant to Rule 920)	Aggregated value of all interested person transactions conducted under shareholders' mandate pursuant to Rule 920 (excluding transactions less than \$100,000)	<u>Kwan Chee Seng</u> ("Mr Kwan") ⁽¹⁾ a) Interest expense on shareholder loan granted by Mr Kwan to the Company as extended to 5 January 2026.	S\$520,000	-	<u>Van der Horst Holdings Pte Ltd ("VDH")</u> ⁽²⁾ a) Interest expense on shareholder loan granted by VDH to the Company as extended to 28 February 2026 b) Interest payable on 2025 loan (assuming the aggregate principal amount of \$1,500,000 is fully drawn down)	S\$195,000 S\$225,000	-	<u>Mr Kwan and Kwan Yu Wen</u> ⁽¹⁾⁽³⁾ Office sharing agreement with Luminor Capital Pte Ltd ("LCPL") in relation to the premises, based on LCPL's share of rent of S\$8,960.90 for 36 months	S\$322,592.40	-	Total	S\$1,262,592.40	-
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Total	S\$1,262,592.40	-															

REPORT ON CORPORATE GOVERNANCE

		<p>Notes:</p> <p>(1) Mr Kwan is the Controlling Shareholder and Non-Executive Director of the Company.</p> <p>(2) VDH is an associate of Mr Kwan as Mr Kwan holds 99.99% of the total number of issued shares in VDH as at the date of this annual report.</p> <p>(3) Mr Kwan holds 30% shareholding interest in LCPL. Miss Kwan Yu Wen is the Executive Director of the Company and holds 20% shareholding interest in LCPL.</p> <p>The Group does not have a general mandate for IPT. Save as disclosed above, there were no other discloseable IPTs in the financial year under review.</p>
1204(19)	Dealing in Securities	In line with Rule 1204(19) of the Catalist Rules on dealing in securities, the Company has in place a policy prohibiting share dealings by the Company, Directors and employees of the Group during the period commencing one (1) month before the announcement of the Company's half-year and full-year financial statements, as the case may be, and ending on the date of announcement of the relevant results. In addition, the Company, Directors and employees of the Group are discouraged from dealing in the Company's shares on short-term considerations. They are also reminded to observe the insider trading laws at all times even when dealing in securities within permitted trading period.
1204(21)	Non-sponsor fees	No non-sponsor fees were paid to the Company's sponsor, UOB Kay Hian Private Limited for FY2025.
1204(22)	Use of Proceeds	There were no outstanding proceeds arising from any offerings pursuant to Chapter 8 of the Catalist Rules.

SUSTAINABILITY REPORT

BOARD STATEMENT

Luminor Financial Holdings Limited (the “**Company**” or “**LFHL**”, and together with its subsidiaries, the “**Group**”) is pleased to present our Sustainability Report for the financial year ended 31 December 2025 (“**FY2025**”). The Group considers environmental, social and governance (“**ESG**”) issues to be of increasing importance and one of the priorities of the Group’s business strategies.

Our defined material matters have been grouped under three pillars: *Creating Stakeholder Value*, *Upholding our Company Values* and *Protecting our Environment*. Categorising the material factors as such allows us to better integrate our sustainability endeavours within the Group’s everyday operations.

Our Sustainability Committee continues to support the Board in overseeing the management and monitoring of these factors. In this report, we continue to present the progress of our sustainability efforts and the next phase of our journey towards achieving sustainable growth and creating sustainable value for our stakeholders.

ABOUT THIS REPORT

Description	Notes and Reference
Reporting period	1 January 2025 to 31 December 2025
Reporting cycle	Annual
Reporting framework and source of reference	This report is prepared with reference to the Global Reporting Initiative (“ GRI ”) Standards. The GRI Standards were adopted by the Group as it is the most established and widely used international sustainability reporting standard. The disclosure principles and performance metrics provided by GRI are useful for the Group to communicate the progress and impact of our ESG efforts with our stakeholders. The climate related disclosures are guided by the International Sustainability Standards Board, which forms an integral part of the IFRS Sustainability Disclosure Standards as well as the Task Force on Climate-related Financial Disclosures (“ TCFD ”) recommendations by the Financial Stability Board. The report covers all primary components as stipulated in Rule 711B of the Listing Manual Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited (“ Catalist Rules ”) and some of the recommended SGX Core ESG Metrics.
Report boundary	Unless otherwise stated, the information provided in this Report focuses on the sustainability performance of the Company and our subsidiaries in FY2025.
Internal review	We have established internal controls and verification mechanisms to ensure the accuracy and reliability of the narratives and data disclosed within this report. Pursuant to Rule 711B (3) of the Catalist Rules, the Group has subjected the sustainability reporting process to internal review.
External assurance	We have not sought external assurance for FY2025, but may consider doing so in the future.

OUR APPROACH AND STRATEGY

Sustainability Commitment

We recognise that sustainability is a key consideration in strategy formulation for the Company and aim to cover a comprehensive range of sustainability disclosures. We are confident that our commitment to sustainability will create both short and long-term value through growth and return on capital, both of which we believe will undoubtedly aid us in achieving our objectives of:

- (i) enhancing our shareholder’s returns;
- (ii) rewarding our employees; and
- (iii) ultimately contributing to the business continuity of the Group.

SUSTAINABILITY REPORT

SUSTAINABILITY GOVERNANCE STRUCTURE

The Group has a dedicated governance framework in place to drive, govern and manage the sustainability function to ensure that core material issues are incorporated into our corporate agenda. This structure drives our priorities to protect long-term interests and create value for our stakeholders.

The Board of Directors has the ultimate responsibility for the Group's sustainability strategy and maintains oversight of the Group's sustainability direction. The Sustainability Committee, chaired by the Group's Executive Director, reports to the Board on the Group's sustainability projects and initiatives. The Sustainability Committee comprises the Group's Executive Director, the Group's Financial Controller, the Chief Executive Officer and the Chief Operating Officer of the Luminor Capital (Malaysia) Sdn. Bhd. as well as the Chief Executive Officer of Funded Here Pte. Ltd.. The Sustainability Committee is supported by all staff and representatives from each operating entity in Singapore, Malaysia and China in the execution, reporting and implementation of our sustainability initiatives.



Board of Directors

Monitors, reviews, and considers the relevance and adequacy of the Group's practices in addressing sustainability concerns and managing risk, as well as approves general policies and strategies.



Sustainability Committee

Monitors and reviews sustainability performance, identify and evaluate material topics and impact on climate-related risk and opportunities, stakeholder concerns, sets targets to motivate progress, integrate information to update policies and procedures to address operational gaps in the organisation.



All Staff

Implementation of systems and practices throughout the organisation to achieve goals for the identified material topics, collate and monitor information to assess materiality and potential risks and opportunities.

SUSTAINABILITY FRAMEWORK

The three pillars for our sustainability framework are

01

Creating Stakeholder Value

The first pillar focuses not only on the creation of financial and economic value for our stakeholders but also non-financial value such as giving back to the community.

02

Upholding our Company Values

The second pillar's focus is on our Group's corporate values upheld in our conduct of our business to both internal and external stakeholders.

03

Protecting our Environment

The last pillar recognises our role as a responsible global corporate citizen to mitigate environmental risk and our aim to be an agent of change.

SUSTAINABILITY REPORT

STAKEHOLDER ENGAGEMENT

GRI 2-29

In order to ensure that our business interests are aligned with those of our stakeholders, we regularly communicate with them through various channels. This helps us understand and address their concerns, while improving our own services and product standards and business operations for long-term growth and sustainability.

Our stakeholders have been identified as those who are impacted by our business and operations and those who similarly are able to impact our business and operations. Our key stakeholders comprise our investors, customers, employees, community and regulators.

Stakeholders	How did we engage?	What are the key topics raised/feedback received?	How did we respond?
Investors	<ul style="list-style-type: none"> Addressed all substantive and relevant questions raised by shareholders Annual reports Half-year financial results SGX Announcements 	<ul style="list-style-type: none"> Stable and sustainable growth Strong corporate governance and transparency Timely disclosures 	<ul style="list-style-type: none"> Continued growth of the business Robust corporate and risk governance Timely disclosure and reporting
Customers	<i>Financial Solutions Business</i>		
	<ul style="list-style-type: none"> Regular engagements via relationship managers and subject matter specialists, where appropriate Active interaction and prompt follow-up to queries/ feedback received via email and social media platforms such as Facebook and on our corporate websites 	<ul style="list-style-type: none"> Working capital solutions to support cashflow gaps Competitive products and services Data privacy and security Prompt service and resolutions of feedback 	<ul style="list-style-type: none"> Expanded product offerings Active listening and professional and ethical standards in business conduct Strong data security Good customer service and prompt resolution of feedback and complaints
	<i>Property Business</i>		
	<ul style="list-style-type: none"> Engagement with potential customers through sales hotline, email and phone communication Regular engagements with tenants through face-to-face meetings and/or calls 	<ul style="list-style-type: none"> Timely delivery of product Prompt service and resolutions of feedback 	<ul style="list-style-type: none"> Prompt handover of units upon completion of necessary documentation Good customer service and prompt resolution of feedback and complaints

SUSTAINABILITY REPORT

Stakeholders	How did we engage?	What are the key topics raised/feedback received?	How did we respond?
Employees	<ul style="list-style-type: none"> One-to-one sessions, virtually or face-to-face Feedback in the course of work and appraisals Conducted Group-wide survey on sustainability matters Focus on work-life balance Regular festive celebrations and team-building activities 	<ul style="list-style-type: none"> Job security Company performance Enhanced safety protocols at the workplace 	<ul style="list-style-type: none"> Regular dialogue sessions with staffs Training and development programmes Equal opportunities and reward based on meritocracy Whistleblowing policy
Community	<ul style="list-style-type: none"> Community engagement programmes 	<ul style="list-style-type: none"> Good corporate citizen Positive contribution to the environment 	<ul style="list-style-type: none"> Giving back to the society through our corporate social responsibility activities and donations Effort to reduce environmental footprints
Regulators	<ul style="list-style-type: none"> Dialogues, updates and consultations with regulators where necessary Supportive of industry-wide initiatives 	<ul style="list-style-type: none"> Adherence to laws and regulations Support to foster a sound and progressive financial industry Controls to mitigate technology risks and financial crimes 	<ul style="list-style-type: none"> Strong compliance culture and framework Supportive of industry-wide initiatives, where applicable Robust processes, policies and controls to address technology risks, financial crimes, including money laundering and financing of terrorism

MATERIALITY ASSESSMENT

Material ESG matters have the most impact on our ability to create long-term value. We assess materiality through the following steps:

IDENTIFY

matters that have an impact on the execution of our business strategy.

PRIORITISE

critical areas that affect our business and stakeholders most significantly.

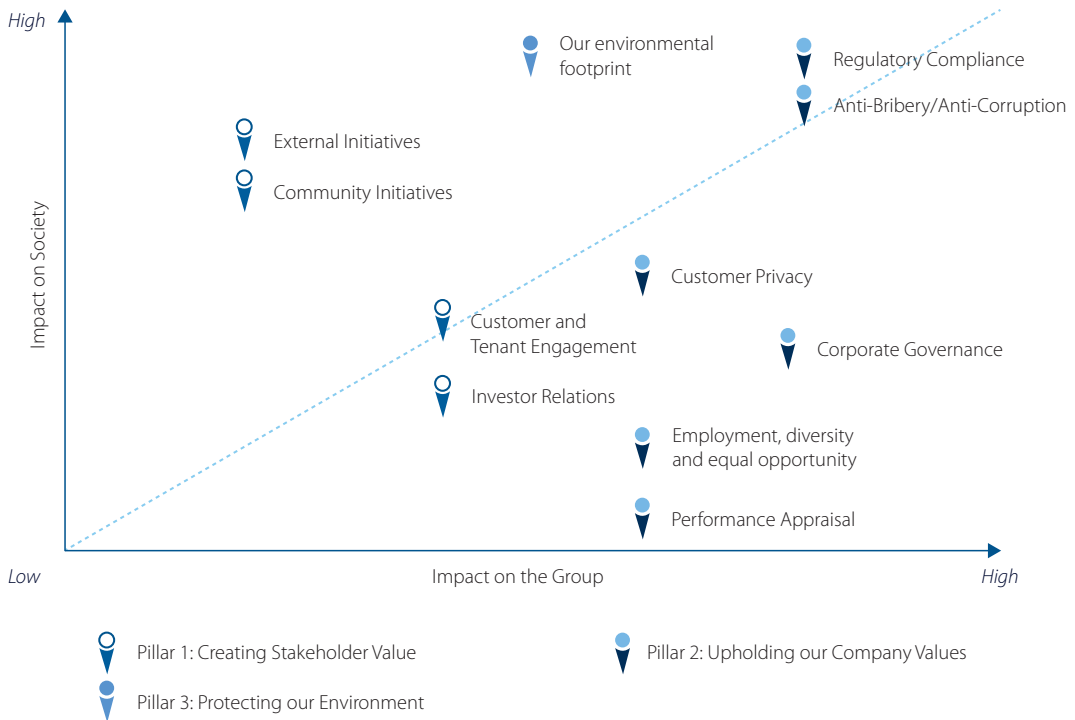
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the validated critical factors within our business operational factors.

In FY2025, we reviewed the findings of our last formal materiality assessment in FY2024. We also considered the insights that the Sustainability Committee gained from their regular engagement with various stakeholders via regular dialogue and feedback sessions to establish the direction for our sustainability reporting. It was concluded that the key findings of the materiality assessment in FY2024 are still relevant to our business and stakeholders.

SUSTAINABILITY REPORT

The key findings of our materiality assessment in FY2025 are set out in the diagram below:



PILLAR 1: CREATING STAKEHOLDER VALUE

CUSTOMER AND TENANT ENGAGEMENT

For the property business, the Deputy General Manager and his team ("**Fuling management team**") are in constant engagement with the tenants and residents of the Group's Singapore Garden development. The Company handed over the service and management of the Singapore Garden project to the Fuling's residential committee, a grassroots mass autonomous organisation for self-management and self-service for residents in PRC ("**Residents' Committee**"), and have also signed a service and management contract with a third-party company to manage the car parks of the Singapore Garden project since FY2018. In FY2025, the Fuling management team, the Residents' Committee, the outsourced third-party company, the tenants and the residents continue to hold regular meetings so as to resolve issues and enhance the environment of Singapore Garden.

The Fuling management team and the Residents' Committee of the Singapore Garden project are committed to providing assurance to the residents of the Singapore Garden to create and maintain a pleasant living environment.

For the financial solutions business, we hold regular face-to-face meetings with customers to perform on-going monitoring of their financial position, repayment ability as well as to understand the challenges faced by them, if any. Where customers run into repayment difficulties, we restructure products to meet the cashflow requirements of customers so that they can continue to run their operations and service the loans. Customers with a healthy repayment ability will contribute to our sustainability.

SUSTAINABILITY REPORT

Performance in FY2025

- We held at least one customer engagement event in FY2025
- We reached out to customers when repayment obligations were not met

All the targets set for FY2025 have been met.

Targets

Short Term	Medium Term	Long Term	Description
✓	✓	✓	Hold at least one customer engagement event each year
✓	✓	✓	Reach out to customers when repayment obligations are met

INVESTOR RELATIONS

We have always been committed to communicating our financial performance, business strategies and other relevant corporate information. We understand the importance of doing so promptly, transparently and accurately to our stakeholders and the wider investment community.

Key components of our Investor Relations best practices include:

Financial Reporting	General Meeting	Investor Relations Website and Contact
<ul style="list-style-type: none"> • Results announcements • All results and material announcements publicly accessible on SGXNET 	<ul style="list-style-type: none"> • Posting of detailed minutes of the general meetings on the Group's website and SGXNET within one month of the meeting • Several channels (website or email) are open to shareholders who wish to raise queries, provide input and feedback 	<ul style="list-style-type: none"> • Updated real-time with SGX announcements, financial results, annual report and financial presentations, corporate governance report, investors' questions and answers (Q&A) and minutes of the general meetings • Dedicated investor relations email address to ensure timely responses to queries, suggestions/clarifications

Performance in FY2025

- All results and material announcements are publicly accessible on SGXNET
- Detailed minutes of general meetings were posted within one (1) month of the meeting
- We have multiple channels (website, email) open to shareholders who wish to raise queries, provide input and feedback
- We maintain a publicly available investor relations email address

All the targets set for FY2025 have been met.

SUSTAINABILITY REPORT

Targets

Short Term	Medium Term	Long Term	Description
✓	✓	✓	All results and material announcements are publicly accessible on SGXNET
✓	✓	✓	Posting of detailed minutes of general meetings within one (1) month of the meeting
✓	✓	✓	Maintain multiple channels (website, email) open to shareholders who wish to raise queries, provide input and feedback
✓	✓	✓	Maintain a publicly available investor relations email address

ECONOMIC PERFORMANCE

GRI 201-1

In FY2025, the Group generated total income of MYR51.85 million, representing a 21.3% year-on-year increase from MYR42.75 million in FY2024, driven primarily by growth in our financial solutions business.

During the year, we distributed more than the total economic value generated, reflecting the continued cost of financing, staff expansion, and business development investments. Of our total income, 29.7% was distributed to employees through staff remuneration and related benefits, while 9.8% was paid to governments in the countries where we operate in the form of taxes. Payments to providers of capital accounted for 31.8% of total income, and 29.6% was attributable to operating costs – including depreciation, amortisation, commissions, and other operating expenses. These distributions collectively amounted to approximately 100.9% of total income, consistent with the Group's net loss of MYR8.88 million in FY2025.

As total distributions exceeded value generated, the Group recorded a negative economic value retained, aligned with our FY2025 financial performance. This outcome reflects strategic reinvestment into the business, including credit expansion, financing costs, and continued strengthening of operational capabilities. More details of our economic performance can be found in the Audited Financial Statements.

	MYR'000
Total income	51,850
Operating Costs (excluding depreciation, amortisation, impairment losses and foreign exchange gains)	15,368
Employee Wages and benefits	15,414
Payments to providers of capital (e.g. banks, redeemable preference shares holders)	16,476
Payments to government (taxes)	5,065
Economic value retained	(8,878)

SUSTAINABILITY REPORT

EXTERNAL INITIATIVES

GRI 2-28

To stay on top of issues relevant to our industry, we actively participated in industry dialogues and we maintain memberships with organisations including the Malaysian Factors Association, Singapore Business Federation, Federation of Malaysian Manufacturers, Association of Corporate Finance Advisers, Association of Purchase Companies Malaysia and Singapore Indian Chamber of Commerce and Industry.

COMMUNITY INITIATIVES

We have always been committed to sustainable business strategies which create value for all stakeholders and the communities we operate in. As such, giving back to society in any way possible is part of the Company's culture and constant endeavour.

Please refer to CSR and Employee Engagement for more information.

Performance in FY2025

- We held at least one community initiative in FY2025

Target set for FY2025 has been met.

Targets

Short Term	Medium Term	Long Term	Description
✓	✓	✓	Hold at least one community initiative each year

PILLAR 2: UPHOLDING OUR COMPANY VALUES

CORPORATE GOVERNANCE

The Group recognises that Corporate Governance has both actual and potential, short- and long-term impacts on the Company, which could lead to financial and reputational losses. Compliance with Catalist Rules, and other regulatory authorities therefore remains critical. Please refer to Corporate Governance Report for more information.

Internal and External Audits

Internal and external audits are also conducted annually to track effectiveness of actions related to Corporate Governance. Any critical concerns raised during these audits would be communicated to the Audit Committee and Board, and any follow-up actions would be taken up by the management. Actual or potential findings from the audit also allow the opportunity for the Group to review its corporate governance policy and processes. Follow-up reviews will also be performed by auditors to ensure that management action plan items highlighted in previous audit reports have been implemented.

Performance in FY2025

- We publish corporate governance report in line with the Code on an annual basis

Target set for FY2025 has been met.

SUSTAINABILITY REPORT

Targets

Short Term	Medium Term	Long Term	Description
✓	✓	✓	Publish corporate governance report in line with the Code on an annual basis

ANTI-CORRUPTION/ANTI-BRIBERY

GRI 205-3

The Group has zero tolerance towards all forms of corruption, bribery and extortion. Our stakeholders are encouraged to report and raise in good faith their concerns about possible improprieties to our Audit Committee Chairman at the dedicated whistleblowing email. All reports will be addressed in accordance with our Whistleblowing Policy and be kept in strict confidence.

Whistleblowing Policy

The Group is committed to maintaining a high standard of integrity in its business conduct and has adopted a whistleblowing policy (the "**Whistleblowing Policy**") to

- provide a trusted avenue for employees, vendors, customers and other stakeholders to report serious wrongdoing or concerns, particularly in relation to fraud, controls or ethics, without fear of reprisal when whistleblowing in good faith;
- ensure that robust arrangements are in place to facilitate independent investigation of the reported concern and for the appropriate follow up actions to be taken; and
- help develop a culture of openness, accountability and integrity.

Please refer to Corporate Governance Report for more information.

The Whistleblowing Policy is circulated to all employees annually. Any report made is treated with the strictest confidence and every effort will be made to maintain confidentiality. Retaliation against anyone who, in good faith, seeks advice, raises a concern of misconduct, or cooperates in an investigation is strictly prohibited.

Performance in FY2025

- No instances of corruption and no incidents in which employees were dismissed or disciplined for corruption.
- No contracts with business partners were terminated/not renewed due to violations related to corruption.
- No legal cases regarding corruption brought against the Group or its employees during FY2025.
- No instances of whistleblowing received

All the targets set for FY2025 have been met.

SUSTAINABILITY REPORT

Targets

Short Term	Medium Term	Long Term	Description
✓	✓	✓	Maintain zero instances of corruption and incidents in which employees were dismissed or disciplined for corruption.
✓	✓	✓	Maintain zero termination or non-renewal of contracts with business partners due to violations related to corruption.
✓	✓	✓	Maintain zero legal cases regarding corruption brought against the Group or its employees.
✓	✓	✓	Maintain zero instances of whistleblowing reports received.

CUSTOMER PRIVACY

GRI 418-1

The Group respects the privacy of all our clients, customers and business contacts and we are committed to safeguard all personal information that have been provided to us. We understand that proper management of information helps to safekeep our stakeholders' personal data and protect our reputation as a trustworthy organisation.

At LFHL, we adhere to our Personal Data Protection Policy which is aligned with Singapore Personal Data Protection Act 2012 ("**PDPA**"). In Malaysia and China, where we have operating entities, we adhere to the Personal Data Protection Act 2010 and the Personal Information Protection Law.

Performance in FY2025

- No substantiated complaints received concerning breaches of customer privacy

Target set for FY2025 has been met.

Targets

Short Term	Medium Term	Long Term	Description
✓	✓	✓	Maintain zero substantiated complaints received concerning breaches of customer privacy.

REGULATORY COMPLIANCE

GRI 2-27

The Management recognises that a material breach of any law or regulation could have significant impact and result in irreversible reputational damage or lead to other costly liabilities.

At the corporate level, we also ensure that we are in compliance with the Catalyst Rules, Securities and Futures Act and Singapore Companies Act.

SUSTAINABILITY REPORT

For the property business, the Group has put in place policies and procedures to ensure compliance with the relevant laws and regulations. This includes those relating to the Real Estate Management Bureau of Fuling, Chongqing (重庆市涪陵区房地产业管理局) in the PRC.

For the financial solutions business, the Group is compliance with the Companies Act, Capital Markets and Services Act and Moneylenders Act in Malaysia⁽¹⁾ as well as the Companies Act and Securities and Futures Act in Singapore.

(1) A Malaysia High Court decision relating to a legacy pre-factoring structure is currently under appeal and therefore remains subject to judicial determination. In parallel, the Consumer Credit Act, which came into force on 1 March 2026, has introduced a new regulatory framework for credit-related activities in Malaysia. The Group has reviewed its pre-factoring arrangements in light of this development and believes such arrangements are capable of being conducted within the framework of the new legislation, although the Act has yet to be judicially tested. The Group continues to monitor legal and regulatory developments closely, with oversight at Board and management levels.

Performance in FY2025

- No instances of non-compliance with laws and regulations in FY2025
- Complied with the principles as set out in the Code of Corporate Governance 2018

All the targets set for FY2025 have been met.

Targets

Short Term	Medium Term	Long Term	Description
✓	✓	✓	Maintain zero instances of non-compliance with laws and regulations.
✓	✓	✓	Comply with the principles as set out in the Code of Corporate Governance 2018.

EMPLOYMENT, DIVERSITY AND EQUAL OPPORTUNITY

GRI 401-1, GRI 405-1

At LFHL, we embrace diversity and *Pillar 1: Equal Opportunity* to enable us to attract the best people and build the best teams. This is material to us as ensuring equal opportunities for all employees and diversity in the workforce provides the right working environment for trust and respect among our staff, and fosters greater teamwork, creativity and innovation.

Recruitment

We are guided by our Group's human resources policies and adhere to market best practices where we operate. There is strictly no discrimination in the career advancement and recruitment practices. We hire people on the basis of merit (e.g. skills, experience, ability to perform the job), regardless of nationality, age, religion, marital status and physical disability etc. We promote healthy competition and a performance-driven environment where employees are rewarded based on merit, competence and experience. We also believe in the benefits of re-employing older workers to retain and tap their wealth of experience.

Representation

Women comprise more than half of our workforce and 44% of our management who drive our businesses across the Group.

SUSTAINABILITY REPORT

The Company has in place a formal Board Diversity Policy. The Board understands and embraces the benefits of having diversity and views Board diversity as important to achieving the Company's business objectives. The Company has established targets to achieve diversity, including achieving 20% female representation on the Board. The Board is pleased to report that it has achieved this target for the last ten years, including FY2025.

In the medium to long term, the Company strives to increase the female representation on the Board up to 25% by 2030. In addition, to promote equal opportunity in line with our Board Diversity Policy, we ensure that we will have at least one female candidate for consideration when identifying potential candidates for the Board.

Performance in FY2025

The Board is pleased to report that in FY2025, we have achieved our long-term goal ahead of 2030, with 40% female representation on the Board, following the appointment of Ms Boey Souk-Tann.

All the targets set for FY2025 have been met.

Targets

Short Term	Medium Term	Long Term	Description
✓	✓		20% female representation on the Board
✓	✓	✓	Have at least one female candidate for consideration when identifying potential candidates for the Board
	✓	✓	25% female representation on the Board by 2030

Discrimination

In FY2025, there were no incidents of discrimination.

Targets

Short Term	Medium Term	Long Term	Description
✓	✓	✓	Maintain no incidents of discrimination.

Employee Welfare and Team-Bonding

Employee welfare and team-bonding activities are essential for a Company's success. A Company's employees are its biggest asset, and it is crucial to ensure their well-being to maintain a productive and efficient workforce. We believe that it is important to improve workplace culture and build strong relationships between team members. In FY2025, we organised various health and wellness initiatives, as well as team-bonding activities – some of which were employee-initiated – which were open for all employees to attend subject to their preference. This allowed employees from different teams a chance to interact with one another.

Please refer to CSR and Employee Engagement for more information.

SUSTAINABILITY REPORT

Performance in FY2025

- Recorded no incident of non-compliance with the relevant labour laws and regulations related to fair employment practices
- Recorded no incident of discrimination
- Monitored and reviewed the recruitment procedure and system to ensure fair and non-discrimination in recruitment

All the targets set for FY2025 have been met.

Targets

Short Term	Medium Term	Long Term	Description
✓	✓	✓	Maintain zero incident of non-compliance with the relevant labour laws and regulations related to fair employment practices
✓	✓	✓	Monitor and review the recruitment procedure and system to ensure fair and non-discrimination in recruitment

The demographics of our employees for our operations in Singapore, Malaysia and China are as follows:

Employees by gender for FY2025

Gender/Position	Management	Executive	Non-Executive	Total
Male	5	5	26	36
Female	4	8	38	50
Total	9	13	64	86

Employees by gender

Gender/No. of Employees	FY2024	FY2025
Male	27	36
Female	41	50
Total	68	86

SUSTAINABILITY REPORT

Employees by age group for FY2025

Age Group/No. of Employees	Management	Executive	Non-Executive	Total
Under 30 years old	0	3	32	35
Between 30-50 years old	6	8	28	42
Over 50 years old	3	2	4	9
Total	9	13	64	86

Employees by age group

Age Group/No. of Employees	FY2024	FY2025
Under 30 years old	22	35
Between 30-50 years old	37	42
Over 50 years old	9	9
Total	68	86

New employees and employee turnover for FY2025

Gender	New Hires	Resigned	Employee Turnover*
Male	43%	38%	14%
Female	57%	62%	23%
Average Turnover			1.30%

* Employee turnover was computed based on the number of employees who left during FY2025 over the average number of employees as at 31 December 2024 and 31 December 2025.

Employee turnover

Gender	FY2024	FY2025
Male	11%	14%
Female	20%	23%
Average Turnover	1.55%	1.30%

Board Diversity

Gender	FY2024	FY2025
Male	80%	60%
Female	20%	40%

SUSTAINABILITY REPORT

PERFORMANCE APPRAISAL

GRI 404-3

At LFHL, our Human Resource department has a system in place to carry out performance appraisal for every individual employee for their roles and responsibilities annually.

The employee performance appraisal comprises mainly quantifiable evaluation criteria. We also actively collect performance information on every employee through inputs from direct supervisors, as well as periodical employee communication sessions.

Employee Conduct

We have a corporate Code of Business Conduct and Ethics Policy in place, which establishes acceptable standards of behaviour and outlines the Group's values for all employees. The key objective is to promote responsible workplace behaviour and maintain a strong ethical climate among all employees. Employee conduct is taken into account for each's employee's performance appraisal.

Performance in FY2025

- Conducted annual appraisals for all employees in FY2025

Target set for FY2025 has been met.

Targets

Short Term	Medium Term	Long Term	Description
✓	✓	✓	Maintain 100% appraisal rate for all employees

PILLAR 3: PROTECTING OUR ENVIRONMENT

Our Environmental Footprint

GRI 302-1, GRI 302-3, GRI 305-1, GRI 305-2, GRI 305-4

Climate change presents a financial risk to businesses. As such, there is a deep need to understand and manage key climate risks and opportunities. We have begun adopting TCFD recommendations to enhance our disclosures in FY2022 and beyond. Although the TCFD formally concluded its work in 2023, its recommendations continue to serve as the foundation for global climate-related disclosure standards. The climate-related disclosures in this Sustainability Report therefore remain aligned with the TCFD framework. Maintaining TCFD alignment ensures continuity and comparability with prior reporting years while the Group progressively transitions to the ISSB-aligned requirements in accordance with the SGX phased implementation timeline. The Group assesses the environmental risks and opportunities through the short, medium and long-term time scales defined below:



SHORT-TERM

0-1 years



MEDIUM-TERM

1-5 years












LONG-TERM

5-30 years

SUSTAINABILITY REPORT

The key climate-related risks (physical and transition) relevant to our business are presented in the table below:

Risk Type	Climate-Related Risks		Rating	Potential Financial Impact
Physical	Acute	Increased severity of extreme weather events such as floods.		<ul style="list-style-type: none"> Reduced revenue due to physical disruptions Impairment of loans as changes negatively impact customers' business
	Chronic	Changes in precipitation patterns and extreme variability in weather patterns		<ul style="list-style-type: none"> Increased insurance premiums
Transition	Policy and Legal	Increased pricing of GHG emissions		<ul style="list-style-type: none"> Impairment of loans as changes negatively impact customers' business
		Enhanced emissions-reporting obligations		<ul style="list-style-type: none"> Increase in compliance costs to meet mandatory climate-related disclosure requirements
	Technology	Higher research and development costs/ Costs incurred in implementing new technologies		<ul style="list-style-type: none"> Higher costs would adversely impact customers' cash flows and in turn their repayment ability
	Market	Increased cost of raw materials		<ul style="list-style-type: none"> Higher costs would adversely impact customers' cash flows and in turn their repayment ability
	Reputational	Changes in customer sentiment and demand		<ul style="list-style-type: none"> Challenges in retaining and attracting talents Reduced access to capital needed to expand lending business

Opportunities	Examples	Rating	Potential Financial Impact
Products	New products and services e.g. sustainable financing		Increase in revenue
Business	Increase in business volume e.g. transition financing		Increase in revenue

SUSTAINABILITY REPORT

Scenario Analysis

With reference to the Network for Greening the Financial System and the Monetary Authority of Singapore's Industry Wide Stress-Test 2022⁽¹⁾, we conducted our scenario analysis on climate risk, based on the TCFD framework.

(1) Our climate scenario analysis continues to reference the MAS 2022 Industry-Wide Stress Test, which remains aligned with the Network for Greening the Financial System framework and suitable for TCFD-based disclosure. While MAS introduced further climate scenario work in its 2024/2025 report, these updates do not change the requirements for listed issuers' climate reporting. Retaining the reference to MAS 2022 report ensures consistency across reporting years as we prepare to transition to ISSB-aligned disclosures in line with SGX phased implementation timeline.

We considered three (3) sets of climate scenarios: Orderly (Net Zero 2050), Disorderly (Delayed Transition) and Hot House World (Current Policies).

Quadrant	Scenario	Description	Mean Global Warming in 2050	Physical Risk	Transition Risk
Orderly	Net Zero 2050	Climate policies are introduced early and become gradually more stringent	1.6°C	Limited	Moderate
Disorderly	Delayed Transition	Policies delayed or divergent across countries and sectors	1.8°C	Limited	Moderate
Hot House World	Current Policies	Only currently implemented policies are preserved, leading to high physical risks.	2.9°C	High	High

Sustainable community practices

For the property business, the Fuling management team has provided sustainable community practices to the Singapore Garden project in the PRC and the team continues to ensure that renovation waste materials are properly disposed of in designated areas.

We have taken the initiative to stop serving plastic bottle drinks since September 2019. This is in support of green movement so as to reduce the use of plastics.

Minimising paper usage – going digital

We have also ceased the mailing of printed hard copy annual reports to all shareholders. Shareholders may request for the hard copies or obtain soft copies of our annual reports from SGXNet and our Company's website.

In 2021, we started a new e-filing system in the Singapore office by utilising Microsoft Teams and OneDrive, minimising the printing of documents. In 2022, we expanded this to the Malaysian office.

SUSTAINABILITY REPORT

Energy conservation

We regularly remind our staff to reduce power consumption by shutting down their desktop computers and laptops and switching off the office lights before leaving the office premises. We will encourage our staff to adopt eco-friendly practices in their everyday activities, as well as look into other energy efficient practices.

The figures below highlight our group-wide energy consumption, intensity and GHG emissions figures. For FY2025, our energy consumption stood at 39,932.67 kWh and our combined Scope 1 and Scope 2 GHG emissions stood at 32.82 tonnes of CO₂e.

Energy and Emissions

To track our emissions and measure our baseline emissions, we started reporting our Scope 1 and Scope 2 GHG emissions in FY2022. We do so by monitoring and measuring our environmental footprint from our energy consumption.

Scope 1 emissions are greenhouse gas (“GHG”) emissions that arise from sources owned or directly controlled by an organisation. As the Group’s property business segment has no ongoing projects, there is no significant fuel activity within the Group to contribute to Scope 1 emissions save for two (2) company cars.

Scope 2 emissions are GHG emissions that a company causes indirectly through the consumption of acquired energy. In the scope of reporting, this relates to purchased electricity and is expressed in terms of kWh. A location-based method is adopted, which reflects the GHG emissions of the grids on which energy consumption occurs. For entities in Singapore, the emission factor for electricity generation was obtained from the Energy Market Authority (EMA) for 2024. For entities in Malaysia and China, the emission factors were obtained from MyEnergyStats Malaysia for 2022 (Peninsular Malaysia only since our offices are located there) and Ministry of Ecology and Environment of the People’s Republic of China (MEE) for 2024 respectively. GHG emissions is expressed in tonnes of carbon dioxide equivalent (tCO₂e).

Energy consumed from non-renewable sources

Energy Source/Consumption (in kWh)	FY2024	FY2025
Group-wide electrical consumption	33,037.83	39,932.67
Electrical consumption/employee	485.85	464.33

SUSTAINABILITY REPORT

Water Consumption

All our offices group-wide do not have plumbing facilities.

Direct (Scope 1) and Energy Indirect (Scope 2) GHG Emissions

Energy Source/Consumption (in tCO ₂ e)	FY2024	FY2025
Direct (Scope 1)	3.42	5.45
Indirect (Scope 2)	21.21	27.37
Total	24.63	32.82
GHG emission intensity (tCO ₂ e per employee)	0.362	0.382
GHG emission intensity (tCO ₂ e per MYR million of revenue)	0.560	0.662

Performance in FY2025

- Recorded an increase in energy consumption from 33,037.83 kWh in FY2024 to 39,932.67 kWh of electricity in FY2025 but a decrease in energy consumption per employee from 485.85 kWh/employee to 464.33 kWh/employee
- Recorded higher GHG emissions at 32.82 tCO₂e in FY2025 as compared to 24.63 tCO₂e in FY2024
- Recorded higher GHG emission intensity at 0.662 tCO₂e per MYR million in FY2025 as compared to 0.560 tCO₂e per MYR million
- Recorded higher GHG emission intensity at 0.382 tCO₂e per employee in FY2025 as compared to 0.362 tCO₂e per employee
- We have identified material Scope 3 categories that may apply across the Group's operations

The targets set for FY2025 were all met save for the GHG emission intensity per employee and GHG emission intensity per MYR million of revenue. This was due to the expansion of office space in Malaysia in FY2025. The Group had also identified material Scope 3 categories that may apply the Group's operations in FY2025 and will commence tracking them in FY2026.

Targets

Short Term	Medium Term	Long Term	Description
✓	✓	✓	Lower or at least maintain GHG emission intensity
✓	✓	✓	Commence tracking of material Scope 3 categories

SUSTAINABILITY REPORT

SGX Core ESG Metrics

The Group has reported the information cited in some of the recommended SGX Core ESG Metrics for FY2025.

Topic	Framework Alignment	Metric	Value as at 31 Dec 2025
ENVIRONMENTAL			
Greenhouse Gas Emissions ("GHG")	GRI 305-1, TCFD	Absolute emissions by Scope 1 GHG emissions	5.45 tCO ₂ e
	GRI 305-2, TCFD	Absolute emissions by Scope 2 GHG emissions	27.37 tCO ₂ e
	GRI 305-4, TCFD	Emission intensity by Scope 2 GHG emissions	Scope 1 & 2 GHG emission per employee in tCO ₂ e: 0.382 Scope 1 & 2 GHG emission per MYR million of revenue: 0.662
Energy Consumption	GRI 302-1, TCFD	Total energy consumption	39,932.67 kWh
	GRI 302-3, TCFD	Energy consumption intensity	Energy consumption per employee: 464.33 kWh
SOCIAL			
Gender Diversity	GRI 405-1	Current employees by gender	Male: 42% Female: 58%
	GRI 401-1	New hires and turnover by gender	New hires Male: 43% Female: 57% Turnover Male: 14% Female: 23%
Age-Based Diversity	GRI 405-1	Current employees by age group	Under 30 years old: 41% 30-50 years old: 49% Above 50 years old: 10%
	GRI 401-1	Total turnover	1.30%
Employment	Commonly reported metric	Total number of employees	86
GOVERNANCE			
Board Composition	GRI 102-22	Board independence	60%
	GRI 102-22	Women on the board	40%
Management Diversity	GRI 102-22, GRI 405-1	Women in the management team	44%

SUSTAINABILITY REPORT

Topic	Framework Alignment	Metric	Value as at 31 Dec 2025
Ethical Behaviour	GRI 205-3	Anti-corruption disclosures	Zero incident of corruption
Alignment with Frameworks	Rules 711A and 711B of the Catalist Rules, Practice Note 7F	Alignment frameworks and practices	With reference to GRI standards and in accordance with TCFD
Assurance	Rules 711A and 711B of the Catalist Rules, Practice Note 7F	Internal/External/None	Internal

GRI CONTENT INDEX

General Standard Disclosures

Statement of use

The Group has reported the information cited in this GRI content index for the period 1 January 2025 to 31 December 2025 with reference to the GRI Standards.

GRI 1 used

GRI 1: Foundation 2021

GRI Standard	Disclosure	Reference and reasons for omission, if applicable	
GRI 2: General Disclosures 2021	2-1	Organisational details	<ul style="list-style-type: none"> Corporate Profile Corporate Information
	2-2	Entities included in the organisation's sustainability reporting	Reporting Boundary. All entities in the organisation's financial reporting are included in its sustainability reporting
	2-3	Reporting period, frequency and contact points	About This Report Contact Point: investor@luminorfinancialholdings.com
	2-4	Restatements of information	Not Applicable
	2-5	External assurance	The Group has not sought external assurance for this report
	2-6	Activities, value chain and other business relationships	Corporate Profile
	2-7	Employees	Employment, Diversity and Equal Opportunity
	2-8	Workers who are not employees	All employees of the Group are permanent employees

SUSTAINABILITY REPORT

GRI Standard	Disclosure	Reference and reasons for omission, if applicable
2-9	Governance structure and composition	Corporate Governance Report
2-10	Nomination and selection of the highest governance body	
2-11	Chair of the highest governance body	
2-12	Role of the highest governance body in overseeing the management of impacts	<ul style="list-style-type: none"> • Sustainability Governance Structure • Corporate Governance Report
2-13	Delegation of responsibility for managing impacts	
2-14	Role of the highest governance body in sustainability reporting	
2-15	Conflicts of Interest	Corporate Governance Report
2-17	Collective knowledge of the highest governance body	Corporate Governance Report
2-19	Remuneration policies	Corporate Governance Report
2-20	Process to determine remuneration	
2-22	Statement on sustainable development strategy	Board Statement
2-23	Policy commitments	Board Statement
2-24	Mechanisms for seeking advice and raising concerns	<ul style="list-style-type: none"> • Stakeholder Engagement • Investor Relations
2-27	Compliance with laws and regulations	Regulatory Compliance
2-28	Membership associations	External Initiatives Member of <ul style="list-style-type: none"> • Singapore Business Federation • Malaysian Factors' Association • Federation of Malaysian Manufacturers • Association of Corporate Finance Advisers • Association of Purchase Companies Malaysia • Singapore Indian Chamber of Commerce and Industry
2-29	Approach to stakeholder engagement	Stakeholder Engagement

SUSTAINABILITY REPORT

GRI Standard	Disclosure	Reference and reasons for omission, if applicable	
GRI 3: Material Topics 2021	3-1	Process to determine material topics	Materiality Assessment
	3-2	List of material topics	Materiality Assessment
	3-3	Management of material topics	Materiality Assessment
GRI 205: Anti-Corruption 206	205-3	Confirmed incidents of corruption and actions taken	Anti-Corruption/Anti-Bribery
GRI 302: Energy 2016	302-1	Energy consumption within the organisation	Energy and Emissions
GRI 305: Emissions 2016	305-1	Energy direct (Scope 1) GHG emissions	
	305-2	Energy indirect (Scope 2) GHG emissions	
GRI 401: Employment 2016	401-1	New employee hires and employee turnover	Employment, Diversity and Equal Opportunity
GRI 404: Training and Education 2016	404-3	Percentage of employees receiving regular performance and career development reviews	Employment, Diversity and Equal Opportunity
GRI 405: Diversity and Equal Opportunity 2016	405-1	Diversity of governance bodies and employees	Employment, Diversity and Equal Opportunity
GRI 418: Customer Privacy 2016	418-1	Substantiated complaints concerning breaches of customer privacy and losses of customer data	Customer Privacy
NON-MATERIAL ISSUES			
Community Non-GRI	Key activities undertaken for the community, including employee volunteerism		Community Initiatives

SUSTAINABILITY REPORT

TCFD Content Index

	Recommended Disclosures	Reference
Governance	a. Describe the board's oversight of climate-related risks and opportunities.	Sustainability Governance Structure
	b. Describe management's role in assessing and managing climate-related risks and opportunities.	
Strategy	a. Describe the climate-related risks and opportunities the organisation has identified over the short, medium, and long term.	Our Environmental Footprint
	b. Describe the impact of climate-related risks and opportunities on the organisation's businesses, strategy, and financial planning.	
	c. Describe the resilience of the organisation's strategy, taking into consideration different climate-related scenarios, including a 2°C or lower scenario.	Scenario Analysis
Risk Management	a. Describe the organisation's processes for identifying and assessing climate-related risks.	The Group identifies and assess climate-related risks using the frameworks stated in Our Environmental Footprint.
	b. Describe the organisation's processes for managing climate-related risks.	Presently, identified climate-related risks are outlined to the Board on an ad-hoc basis. Going forward, the Group plans to integrate climate-related risks into its Enterprise Risk Management Framework.
	c. Describe how processes for identifying, assessing, and managing climate-related risks are integrated into the organisation's overall risk management.	
Metrics and Targets	a. Disclose the metrics used by the organisation to assess climate-related risks and opportunities in line with its strategy and risk management process.	Energy and Emissions
	b. Disclose Scope 1, Scope 2 and, if appropriate, Scope 3 greenhouse gas (GHG) emissions and the related risks.	
	c. Describe the targets used by the organisation to manage climate-related risks and opportunities and performance against targets.	

DIRECTORS' STATEMENT

The directors are pleased to present their statement to the members together with the audited consolidated financial statements of Luminor Financial Holdings Limited (the "**Company**") and its subsidiaries (collectively, the "**Group**") and the balance sheet and statement of changes in equity of the Company for the financial year ended 31 December 2025.

In the opinion of the directors,

- (i) the consolidated financial statements of the Group and the balance sheet and statement of changes in equity of the Company as set out on pages 95 to 175 are drawn up so as to give a true and fair view of the financial position of the Group and of the Company as at 31 December 2025 and the financial performance, changes in equity and cash flows of the Group and changes in equity of the Company for the financial year then ended 31 December 2025 in accordance with the provisions of the Companies Act 1967 and Singapore Financial Reporting Standards (International) ("**SFRS(I)**"); and
- (ii) at the date of this statement there are reasonable grounds to believe that the Company will be able to pay its debts as and when they fall due.

Directors

The directors of the Company in office at the date of this statement are:

Aw Eng Hai
Kwan Chee Seng
Boey Souk-Tann
Lim See Yong
Kwan Yu Wen

Arrangements to enable directors to acquire shares and debentures

Neither at the end of nor at any time during the financial year was the Company a party to any arrangement whose objects are, or one of whose objects is, to enable the directors of the Company to acquire benefits by means of the acquisition of shares in or debentures of the Company or any other body corporate, other than the share options as disclosed in this statement.

Directors' interests in shares and debentures

The directors of the Company holding office at the end of the financial year had no interests in the shares and debentures of the Company and related corporations as recorded in the Register of Directors' Shareholdings kept by the Company under Section 164 of the Companies Act 1967 except as follows:

Name of directors	Direct interest			Deemed interest		
	At the beginning of financial year	At the end of financial year	21 January 2026	At the beginning of financial year	At the end of financial year	21 January 2026
<u>The Company</u> (Ordinary shares)						
Kwan Chee Seng ⁽¹⁾	46,401,339	46,401,339	46,401,339	3,629,097	3,610,097	3,383,300
Lim See Yong ⁽²⁾	2,820,036	2,820,036	2,820,036	65	65	65

DIRECTORS' STATEMENT

Directors' interests in shares and debentures (Continued)

- (1) Mr Kwan Chee Seng ("**Mr Kwan**") is deemed under Section 4 of the Securities and Futures Act 2001 ("**SFA**") to have an interest in the 3,383,300 shares held by his spouse, Madam Fong Peg Hong.
- (2) Mr Lim See Yong is deemed to be interested in the ordinary shares of the Company held by his spouse, Ms Sheng Qing.

The director, Kwan Chee Seng, by virtue of Section 7 of the Companies Act is deemed to have an interest in the shares held by the Company in its wholly-owned subsidiary corporations.

Kwan Chee Seng, by virtue of his interest of not less than 20% of the issued share capital of the Company is deemed to have an interest in the shares held by the Company in the following subsidiary corporations that are not wholly-owned by the Group.

Name of director	Direct interest		Deemed interest	
	At the beginning of financial year	At the end of financial year	At the beginning of financial year	At the end of financial year
<u>Subsidiary corporations</u>				
Funded Here Holdings Pte. Ltd.				
Kwan Chee Seng				
– Ordinary shares	–	–	–	49,977,498
Luminor FH Sdn. Bhd.				
Kwan Chee Seng				
– Ordinary shares	–	–	–	1
Funded Here Pte. Ltd.				
Kwan Chee Seng				
– Ordinary shares	–	–	48,554,927	53,720,137
FH Scale Up Pte. Ltd.				
Kwan Chee Seng				
– Ordinary shares	–	–	–	1
SA Puncak Management Sdn. Bhd.				
Kwan Chee Seng				
– Ordinary shares	–	–	4,520,000	4,670,000

DIRECTORS' STATEMENT

Share options

Funded Here Employee Share Option Plan

The Funded Here Employee Share Option Plan (the "**Plan**") for key management personnel and employees of its subsidiary corporation, Funded Here Pte. Ltd. ("**FHPL**") was approved by the directors of its subsidiary corporation on 28 April 2025.

The Plan provides a means to recruit, retain and give recognition to employees who have contributed to the success and development of FHPL.

The Plan is administered by the Committee which comprises the following individuals: Pang Chee Chong, Kwan Yu Wen, Kwan Chee Seng, Siaw Ten Ten and Toh Wei Shieng. A member of the Committee who is also a participant of the Plan must not be involved in its deliberation or decision in respect of options to be granted to or held by him. The exercise price for each ordinary share in respect of which an option is exercisable shall be determined by the Committee at its sole discretion.

Options are exercisable at Singapore Dollar ("**S\$**") 0.092 per share. The vesting of the options is conditional on the key management personnel or employee of FHPL completing another one to three years of service to FHPL. Once they have vested, the options are exercisable until 29 April 2030. The options granted may be exercised in whole or in part on the payment of the exercise price. In the event of an option being exercised in part only, the balance of the option not thereby exercised shall continue to be exercisable in accordance with the Plan until such time as it shall lapse.

The lapsing of option is provided for upon the occurrence of certain events, which include:

- (a) upon the participant ceasing to be in the employment of its subsidiary corporation for any reason whatsoever; or
- (b) upon the bankruptcy of the participant or the happening of any other event which results in his being deprived of the legal or beneficial ownership of such options; or
- (c) in the event of misconduct on the part of the participant as determined by the Committee in its sole discretion.

DIRECTORS' STATEMENT

Share options (Continued)

Funded Here Employee Share Option Plan (Continued)

Share options outstanding at the end of the financial year, details of the options granted under the scheme on the unissued shares of FHPL are as follows:

Number of options to subscribe for ordinary shares of the FHPL

Date of grant of option	Exercise price per share	Options outstanding at 1.1.2025	Options granted	Cancelled/ lapsed	Options outstanding at 31.12.2025	Exercisable period
29 April 2025	S\$0.092	–	3,605,565	–	3,605,565	30 April 2026 to 29 April 2030
29 April 2025	S\$0.092	–	405,357	–	405,357	30 April 2027 to 29 April 2030
29 April 2025	S\$0.092	–	2,181,478	–	2,181,478	30 April 2028 to 29 April 2030
		–	6,192,400	–	6,192,400	

Except as disclosed, there were no options to take up unissued shares of the Company or its subsidiary corporations under options granted by the Company or its subsidiary corporations as at the end of the financial year.

There were no options granted to the directors, controlling shareholders of the Company or their associates (as defined in the Listing Manual – Section B: Rules of Catalyst (“Catalist Rules”) of Singapore Exchange Securities Trading Limited) as at the end of the financial year under the Plan, except as follows:

Name of participant	Options granted during financial year under review	Aggregate options granted since commencement of scheme to end of financial year under review	Aggregate options exercised since commencement of scheme to end of financial year under review	Aggregate options outstanding as at end of financial year under review
Kwan Chee Seng	1,066,736 ⁽¹⁾	1,066,736	–	1,066,736
Kwan Yu Wen	666,710 ⁽¹⁾	666,710	–	666,710

Save for Mr Pang Chee Chong, no director or employee of the Company or any of its subsidiaries has received 5% or more of the total number of options available under the Plan.

Name of participant	Options granted during financial year under review	Aggregate options granted since commencement of scheme to end of financial year under review	Aggregate options exercised since commencement of scheme to end of financial year under review	Aggregate options outstanding as at end of financial year under review
Pang Chee Chong	2,842,851 ⁽²⁾	2,842,851	–	2,842,851

DIRECTORS' STATEMENT

Share options (Continued)

Funded Here Employee Share Option Plan (Continued)

- (1) Options can be exercised one (1) year after 29 April 2025, the date of the grant.
- (2) 1,066,736 Options can be exercised one (1) year after 29 April 2025, the date of the grant. 1,776,115 Options can be exercised three (3) years after 29 April 2025, the date of the grant.

Options exercised

During the financial year, there were no shares of the Company or any corporation in the Group issued by virtue of the exercise of an option to take up unissued shares.

Unissued shares under option

Except as disclosed, there were no unissued shares of the Company or its subsidiary corporations under options granted by the Company or its subsidiary corporations as at the end of the financial year.

Audit committee

The members of the Audit Committee ("**AC**") at the end of the financial year were as follows:

- Aw Eng Hai (AC Chairman)
- Boey Souk-Tann (Member)
- Lim See Yong (Member)

The AC carried out its functions in accordance with section 201B (5) of the Companies Act 1967, including the following:

- Reviewed the audit plans of the internal and independent auditors of the Group and the Company, and reviewed the internal auditor's evaluation of the adequacy of the Company's system of internal accounting controls and the assistance given by the Group and the Company's management to the internal and independent auditors.
- Reviewed the interim and annual financial statements and the Independent Auditor's report on the annual financial statements of the Group and the Company before their submission to the Board of Directors.
- Reviewed effectiveness of the Group's and the Company's material internal controls, including financial, operational and compliance controls and risk management via reviews carried out by the internal auditor.
- Met with the independent auditor, other committees, and management in separate executive sessions to discuss any matters that these groups believe should be discussed privately with the AC.

DIRECTORS' STATEMENT

Audit committee (Continued)

The AC carried out its functions in accordance with section 201B (5) of the Companies Act 1967, including the following: (Continued)

- Reviewed legal and regulatory matters that may have a material impact on the financial statements, related compliance policies and programmes and any reports received from regulators.
- Reviewed the cost effectiveness and the independence and objectivity of the independent auditor.
- Reviewed the nature and extent of non-audit services provided by the independent auditor.
- Recommended to the Board of Directors the independent auditor to be nominated, approved the compensation of the independent auditor, and reviewed the scope and results of the audit.
- Reported actions and minutes of the AC to the Board of Directors with such recommendations as the AC considered appropriate.
- Reviewed interested person transactions in accordance with the requirements of the Singapore Exchange Securities Trading Limited's Listing Manual.

The AC is satisfied with the independence and objectivity of the independent auditor.

Further details regarding the AC are disclosed in the Report on Corporate Governance.

On behalf of the Board of Directors:

Aw Eng Hai
Director

Kwan Yu Wen
Director

Singapore

1 April 2026

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF LUMINOR FINANCIAL HOLDINGS LIMITED

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of Luminor Financial Holdings Limited (the "**Company**") and its subsidiaries (the "**Group**") as set out on pages 95 to 175 which comprise the balance sheets of the Group and of the Company as at 31 December 2025, and the consolidated statement of comprehensive income, consolidated statement of changes in equity and consolidated cash flow statement of the Group and the statement of changes in equity of the Company for the financial year then ended, and notes to the financial statements, including material accounting policies information.

In our opinion, the accompanying consolidated financial statements of the Group, the balance sheet and the statement of changes in equity of the Company are properly drawn up in accordance with the provisions of the Companies Act 1967 (the "**Act**") and Singapore Financial Reporting Standards (International) ("**SFRS(I)**") so as to give a true and fair view of the consolidated financial position of the Group and the financial position of the Company as at 31 December 2025 and of the consolidated financial performance, consolidated changes in equity and consolidated cash flows of the Group and changes in equity of the Company for the financial year ended on that date.

Basis for Opinion

We conducted our audit in accordance with Singapore Standards on Auditing ("**SSAs**"). Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Group in accordance with the Accounting and Corporate Regulatory Authority ("**ACRA**") *Code of Professional Conduct and Ethics for Public Accountants and Accounting Entities* ("**ACRA Code**"), as applicable to audits of financial statements of public interest entities, together with the ethical requirements that are relevant to our audit of the financial statements of public interest entities in Singapore. We have also fulfilled our other ethical responsibilities in accordance with these requirements and the ACRA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Impairment assessment of trade receivables and factoring receivables from the Group's financial solutions business

As disclosed in Note 6 to the financial statements, the carrying amounts of the Group's trade and factoring receivables from the Group's financial solutions business amounted to MYR41,395,000 and MYR125,985,000 (2024: MYR7,527,000 and MYR143,819,000) respectively as at 31 December 2025, after recognising cumulative expected credit loss ("**ECL**") allowance of MYR54,000 and MYR29,492,000 (2024: MYR54,000 and MYR21,403,000) respectively as at 31 December 2025. During the financial year, an ECL allowance of MYR8,430,000 (2024: MYR10,109,000) was recognised in the consolidated statement of comprehensive income.

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF LUMINOR FINANCIAL HOLDINGS LIMITED

Report on the Audit of the Financial Statements (Continued)

Key Audit Matters (Continued)

Impairment assessment of trade receivables and factoring receivables from the Group's financial solutions business (Continued)

The measurement of allowance for ECL of trade and factoring receivables is considered a key audit matter because the carrying amounts of trade and factoring receivables are material to the consolidated financial statements and the assessment of ECL requires significant management's judgement. The determination of ECL allowance is highly dependent on the Group's estimation of the likelihood of default by the debtor and the estimated future cash flows that the Group would expect to receive. As disclosed in Note 3.2 and Note 4(b)(iii), in determining the ECL, management considers both quantitative and qualitative information that is reasonable and supportable, including the creditworthiness of each individual debtor and their recent financial conditions and ability to repay.

Our procedures to address the key audit matter:

Our audit procedures include understanding of the management's processes and key controls relating to the credit evaluation of each debtor, ongoing monitoring of the credit risk of the debtor and action plans taken by management when the trade and factoring receivables are past due more than credit terms granted or default in payments.

We evaluated the reasonableness of management's judgement in identifying debtors with risk of default by considering both quantitative and qualitative information that is reasonable and supportable, including key data sources and assumptions used by management. We tested management's process for estimating ECL allowance, including the review of customer-specific data used in the estimation and evaluating the reasonableness of management's determination of ECL allowance.

Our audit procedures also include reviewing and testing the accuracy of the debtor ageing analysis, corroborating representation and explanations from management to assess the recoverability of outstanding debts, where applicable.

In addition, we also considered the adequacy of the disclosures made in the financial statements.

Impairment assessment of intangible assets of Funded Here Pte. Ltd.'s Cash Generating Unit ("CGU")

As disclosed in Note 12 to the financial statements, the carrying amount of the Group's intangible assets comprise mainly goodwill and crowdfunding platform attributable to a CGU under Funded Here Pte. Ltd ("FHPL"), amounting to MYR1,338,000 and MYR4,334,000 (2024: MYR1,387,000 and MYR7,377,000) respectively. Goodwill and crowdfunding platform are tested for impairment at least annually, and whenever there is an indication of impairment.

Management determines the recoverable amount using a fair value less costs of disposal ("FVLCD") model. The impairment assessment of CGU is considered a key audit matter because it involved significant level of management judgements and estimation in the selection of appropriate valuation methodology and assumptions used, including forecasted revenue growth rates, average earnings multiplier and discount rate applied in determining the FVLCD. These estimates are inherently subject to estimation uncertainties.

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF LUMINOR FINANCIAL HOLDINGS LIMITED

Report on the Audit of the Financial Statements (Continued)

Key Audit Matters (Continued)

Impairment assessment of intangible assets of Funded Here Pte. Ltd.'s Cash Generating Unit ("CGU") (Continued)

Our procedures to address the key audit matter:

Our audit procedures include evaluating management's identification of the CGU and basis for changes in components within the CGU, as well as obtaining an understanding of the management's impairment assessment process with respect to the goodwill and crowdfunding platform.

We obtained the Group's FVLCD calculation for the CGU, evaluated the reasonableness of the key assumptions and estimations applied in the FVLCD calculation including the forecasted revenue growth rate, average earnings multiplier and discount rate. We also engaged our internal valuation expert to assess the appropriateness of the valuation methodology and reasonableness of the average earnings multiplier and discount rate used.

We performed sensitivity analysis to assess the impact on the recoverable amount of CGU to reasonably possible changes made to the key assumptions. We also assessed the adequacy and appropriateness of disclosures in respect of the impairment assessment.

Other Information

Management is responsible for the other information. The other information comprises the information included in the Annual Report 2025 but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Directors for the Financial Statements

Management is responsible for the preparation of financial statements that give a true and fair view in accordance with the provisions of the Act and SFRS(I), and for devising and maintaining a system of internal accounting controls sufficient to provide a reasonable assurance that assets are safeguarded against loss from unauthorised use or disposition; and transactions are properly authorised and that they are recorded as necessary to permit the preparation of true and fair financial statements and to maintain accountability of assets.

In preparing the financial statements, management is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The directors' responsibilities include overseeing the Group's financial reporting process.

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF LUMINOR FINANCIAL HOLDINGS LIMITED

Report on the Audit of the Financial Statements (Continued)

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SSAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SSAs, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Plan and perform the Group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units within the Group as a basis for forming an opinion on the Group financial statements. We are responsible for the direction, supervision and review of the audit work performed for purposes of Group audit. We remain solely responsible for our audit opinion.

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF LUMINOR FINANCIAL HOLDINGS LIMITED

Report on the Audit of the Financial Statements (Continued)

Auditor's Responsibilities for the Audit of the Financial Statements (Continued)

We communicate with the directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the directors with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

From the matters communicated with the directors, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

In our opinion, the accounting and other records required by the Act to be kept by the Company and by those subsidiary corporations incorporated in Singapore of which we are the auditors have been properly kept in accordance with the provisions of the Act.

The engagement partner on the audit resulting in this Independent Auditor's report is Lee Chee Sum Gilbert.

Baker Tilly TFW LLP
Public Accountants and
Chartered Accountants
Singapore

1 April 2026

BALANCE SHEETS

As at 31 December 2025

Note	Group		Company		
	2025 MYR'000	2024 MYR'000	2025 MYR'000	2024 MYR'000	
ASSETS					
Current assets					
Trade and other receivables	6	172,599	153,426	116,170	117,324
Cash and bank balances	7	88,055	98,738	1,495	3,196
Financial assets at fair value through profit or loss	8	4,666	4,687	–	–
Properties held for sale	9	12,480	13,737	–	–
Net investment in sub-leases	11	242	256	242	256
Income tax receivables		2,297	299	–	–
Total current assets		280,339	271,143	117,907	120,776
Non-current assets					
Property, plant and equipment	10	4,643	3,103	2,918	2,043
Net investment in sub-leases	11	1,177	653	1,177	653
Goodwill	12(a)	1,938	1,987	–	–
Intangible assets	12(b)	4,335	7,380	–	–
Investment in subsidiaries	13	–	–	12,906	12,660
Deferred tax assets	14	65	397	–	–
Total non-current assets		12,158	13,520	17,001	15,356
Total assets		292,497	284,663	134,908	136,132
LIABILITIES AND EQUITY					
Current liabilities					
Lease liabilities	11	1,105	1,165	727	769
Trade and other payables	15(a)	93,649	71,333	78,506	75,029
Redeemable preference shares	15(b)	80,119	92,947	–	–
Financial guarantee	15(b)	–	–	1,423	1,843
Contract liabilities	15(c)	1,726	1,591	–	–
Bank borrowings	16	43,080	34,027	26,445	29,141
Income tax payables		21,309	21,994	–	–
Total current liabilities		240,988	223,057	107,101	106,782
Non-current liabilities					
Lease liabilities	11	4,363	1,957	3,532	1,957
Financial guarantee	15(b)	–	–	47	2,322
Deferred tax liabilities	14	1,144	2,627	–	–
Provision for restoration		323	323	–	–
Total non-current liabilities		5,830	4,907	3,579	4,279
Total liabilities		246,818	227,964	110,680	111,061

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

BALANCE SHEETS

As at 31 December 2025

	Note	Group		Company	
		2025 MYR'000	2024 MYR'000	2025 MYR'000	2024 MYR'000
Equity					
Share capital	17	20,629	20,629	20,629	20,629
Other reserves	18	14,774	16,446	3,819	4,680
Retained earnings/ (accumulated losses)		9,401	17,848	(220)	(238)
Equity attributable to owners of the Company, total		44,804	54,923	24,228	25,071
Non-controlling interests		875	1,776	–	–
Total equity		45,679	56,699	24,228	25,071
Total liabilities and equity		292,497	284,663	134,908	136,132

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the financial year ended 31 December 2025

	Note	Group	
		2025 MYR'000	2024 MYR'000
Revenue	19	49,592	43,981
Other income/(losses)			
Fair value loss on financial assets at fair value through profit or loss	8(b)	–	(2,891)
Interest income	20	2,104	1,003
Other income	21	154	655
Total Income		51,850	42,748
Expenses			
Cost of sales		(551)	(848)
Depreciation of property, plant and equipment	10	(1,350)	(1,728)
Amortisation of intangible assets	12(b)	(2,979)	(1,588)
Commission expense		(2,928)	(2,820)
Foreign exchange gain		4,354	3,480
Interest expense	22	(16,476)	(12,887)
Impairment losses on trade and other receivables – net		(8,430)	(11,051)
Operating expenses		(6,607)	(4,903)
Professional fees		(5,282)	(4,256)
Staff costs		(15,414)	(12,618)
Loss before share of results of associate and income tax		(3,813)	(6,471)
Share of results of associate, net of tax		–	22
Loss before tax	23	(3,813)	(6,449)
Income tax expense	24	(5,065)	(4,978)
Loss for the financial year		(8,878)	(11,427)
Other comprehensive loss, net of tax:			
<i>Item that may be reclassified subsequently to profit or loss</i>			
Foreign currency translation		(2,311)	(2,965)
<i>Item that will not be reclassified subsequently to profit or loss</i>			
Foreign currency translation		(2)	(53)
Total comprehensive loss for the financial year		(11,191)	(14,445)
Loss attributable to:			
Owners of the Company		(8,447)	(11,207)
Non-controlling interests		(431)	(220)
		(8,878)	(11,427)
Total comprehensive loss attributable to:			
Owners of the Company		(10,758)	(14,172)
Non-controlling interests		(433)	(273)
		(11,191)	(14,445)
Loss per share (MYR cents)			
– Basic	25	(5.04)	(6.69)
– Diluted	25	(5.04)	(6.69)

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

STATEMENTS OF CHANGES IN EQUITY

For the financial year ended 31 December 2025

	Attributable to owners										Total MYR'000
	Share capital MYR'000	Capital reserve MYR'000	Merger reserve MYR'000	Statutory reserve MYR'000	Other reserve MYR'000	Translation reserve MYR'000	Retained earnings MYR'000	Company MYR'000	Non-controlling interests MYR'000		
Group											
At 1 January 2024	20,629	25,890	313	5,313	(21,143)	9,160	29,055	69,217	1,985	71,202	
Loss for the financial year	-	-	-	-	-	-	(11,207)	(11,207)	(220)	(11,427)	
Other comprehensive loss	-	-	-	-	-	-	-	-	-	-	
Foreign currency translation	-	-	-	-	-	(2,965)	-	(2,965)	(53)	(3,018)	
Total comprehensive loss for the financial year	-	-	-	-	-	(2,965)	(11,207)	(14,172)	(273)	(14,445)	
Transactions with owners	-	-	-	-	-	-	-	-	-	-	
Subscription of ordinary shares issued by a subsidiary [Note 13(a)]	-	-	-	-	-	-	-	-	62	62	
Acquisition of non-controlling interests without change in control [Note 13(c)]	-	-	-	-	242	-	-	242	(362)	(120)	
Changes in equity interest in a subsidiary without loss of control [Note 13(a)]	-	-	-	-	(364)	-	-	(364)	364	-	
	-	-	-	-	(122)	-	-	(122)	64	(58)	
At 31 December 2024	20,629	25,890	313	5,313	(21,265)	6,195	17,848	54,923	1,776	56,699	

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

STATEMENTS OF CHANGES IN EQUITY

For the financial year ended 31 December 2025

	Attributable to owners										Total MYR'000
	Share capital MYR'000	Capital reserve MYR'000	Merger reserve MYR'000	Statutory reserve MYR'000	Other reserve MYR'000	Translation reserve MYR'000	Retained earnings MYR'000	Company MYR'000	Non- controlling interests MYR'000		
Group											
At 1 January 2025	20,629	25,890	313	5,313	(21,265)	6,195	17,848	54,923	1,776	56,699	
Loss for the financial year	-	-	-	-	-	-	(8,447)	(8,447)	(431)	(8,878)	
Other comprehensive loss	-	-	-	-	-	-	-	-	-	-	
Foreign currency translation	-	-	-	-	-	(2,311)	-	(2,311)	(2)	(2,313)	
Total comprehensive loss for the financial year	-	-	-	-	-	(2,311)	(8,447)	(10,758)	(433)	(11,191)	
Transactions with owners											
Acquisition of non-controlling interests without change in control [Note 13(c)]	-	-	-	-	237	-	-	237	(487)	(250)	
Changes in equity interest in a subsidiary without loss of control [Note 13(a)]	-	-	-	-	110	-	-	110	19	129	
Share-based payment transactions [Note 18]	-	-	-	-	292	-	-	292	-	292	
	-	-	-	-	639	-	-	639	(468)	171	
At 31 December 2025	20,629	25,890	313	5,313	(20,626)	3,884	9,401	44,804	875	45,679	

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

STATEMENTS OF CHANGES IN EQUITY

For the financial year ended 31 December 2025

Company	Share capital MYR'000	Merger reserve MYR'000	Translation reserve MYR'000	Retained earnings/ (accumulated losses) MYR'000	Total MYR'000
2024					
At 1 January 2024	20,629	313	6,254	2,250	29,446
Loss for the financial year	–	–	–	(2,488)	(2,488)
<u>Other comprehensive loss</u>					
Foreign currency translation	–	–	(1,887)	–	(1,887)
Total comprehensive loss for the financial year	–	–	(1,887)	(2,488)	(4,375)
At 31 December 2024	20,629	313	4,367	(238)	25,071
2025					
At 1 January 2025	20,629	313	4,367	(238)	25,071
Profit for the financial year	–	–	–	18	18
<u>Other comprehensive loss</u>					
Foreign currency translation	–	–	(861)	–	(861)
Total comprehensive (loss)/ income for the financial year	–	–	(861)	18	(843)
At 31 December 2025	20,629	313	3,506	(220)	24,228

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

CONSOLIDATED CASH FLOW STATEMENT

For the financial year ended 31 December 2025

	Note	Group	
		2025 MYR'000	2024 MYR'000
Operating activities			
Loss before tax		(3,813)	(6,449)
Adjustments for:			
Bargain purchase on step acquisition of a subsidiary	13(d)	–	(557)
Fair value loss on remeasurement of investment in associate		–	57
Depreciation of property, plant and equipment	10	1,350	1,728
Amortisation of intangible assets	12(b)	2,979	1,588
Interest income	20	(2,104)	(1,003)
Interest expense on others	22	16,287	12,709
Interest expense on lease liabilities	11	189	178
Impairment losses on trade and other receivables – net	23	8,430	11,051
Write off of property, plant and equipment	23	–	1
Share of results of associate		–	(22)
Share-based payment transactions	18	292	–
Fair value loss on financial assets at fair value through profit or loss	8(b)	–	2,891
Unrealised foreign exchange gain		(731)	(1,035)
Operating cash flows before changes in working capital		22,879	21,137
Decrease in properties held for sale		537	811
Increase in trade and other receivables		(27,921)	(68,527)
Increase in trade and other payables		6,697	51
Increase in contract liabilities		137	579
Currency translation adjustment		(3,871)	(3,079)
Cash used in operations		(1,542)	(49,028)
Interest received		2,104	1,003
Interest paid on other liabilities		(11,448)	(7,402)
Interest paid on lease liabilities		(189)	(178)
Interest paid on bank borrowings		(2,237)	(1,930)
Income tax paid		(7,636)	(4,903)
Net cash used in operating activities		(20,948)	(62,438)
Investing activities			
Purchase of intangible assets	12(b)	(91)	(4,265)
Purchase of property, plant and equipment	10	(185)	(195)
Lease payment received		242	256
Extension fee received		42	–
Step acquisition of a subsidiary, net of cash acquired	13(d)	–	1,309
Net cash generated from/(used in) investing activities		8	(2,895)

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

CONSOLIDATED CASH FLOW STATEMENT

For the financial year ended 31 December 2025

	Note	Group	
		2025 MYR'000	2024 MYR'000
Financing activities			
Acquisition of non-controlling interests	13(c)	(250)	(120)
Advances from former non-controlling interests	15	1,589	944
Increased in fixed deposit restricted in use (pledged)	7	(1,071)	(8,595)
Loan from a related party	15	4,901	–
Proceeds from co-funders	15	48,024	–
Proceeds from redeemable preference shares	15	11,300	86,000
Proceeds from non-controlling interests for subscription of ordinary shares issued by a subsidiary	13(a)	129	62
Referral fees paid for issuance of redeemable preference shares	15	(2,326)	(2,540)
Repayment of lease liabilities	11	(1,124)	(1,253)
Repayment to co-funders	15	(34,969)	–
Repayment to former non-controlling interests	15	–	(1,191)
Repayment of redeemable preference shares	15	(24,400)	–
Drawdown of bank borrowings	15	8,744	4,381
Net cash generated from financing activities		10,547	77,688
Net (decrease)/increase in cash and cash equivalents		(10,393)	12,355
Effect of foreign exchange rate changes		(2,736)	(1,370)
Cash and cash equivalents at beginning of the financial year		58,500	47,515
Cash and cash equivalents at end of the financial year	7	45,371	58,500

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

1. CORPORATE INFORMATION

Luminor Financial Holdings Limited (the “**Company**”) is a limited liability company incorporated and domiciled in the Republic of Singapore with its registered office at 9 Raffles Place #29-01 Republic Plaza Singapore 048619. On 27 April 2012, the Company was listed on Catalyst, the sponsor-supervised board of the Singapore Exchange Securities Trading Limited.

The principal activity of the Company is that of an investment holding company.

The principal activities of the subsidiaries are disclosed in Note 13.

2. MATERIAL ACCOUNTING POLICIES

2.1 Basis of preparation

The financial statements have been prepared in accordance with the provisions of the Companies Act 1967 and Singapore Financial Reporting Standards (International) (“**SFRS(I)**”). The financial statements have been prepared under the historical cost convention except as disclosed in the accounting policies below.

The preparation of financial statements in conformity with SFRS(I) requires the use of estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the financial year. Although these estimates are based on management’s best knowledge of current events and actions and historical experiences and various other factors that are believed to be reasonable under the circumstances, actual results may ultimately differ from those estimates.

Presentation currency

The financial statements are presented in Malaysian Ringgit (“**MYR**”) and all values are rounded to nearest thousand (“**MYR’000**”) except when otherwise indicated.

Use of estimates and judgements

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

The areas involving a higher degree of judgement in applying accounting policies, or areas where assumptions and estimates have a significant risk of resulting in material adjustment within the next financial year are disclosed in Note 3.

The carrying amounts of cash and cash equivalents, trade and other current receivables and payables and interest-bearing bank borrowings (other than lease liabilities) approximate their respective fair values due to the relatively short-term maturity of these financial instruments.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

2. MATERIAL ACCOUNTING POLICIES (CONTINUED)

2.2 New and revised standards that are adopted

In the current financial year, the Group has adopted all the new and revised SFRS(I) and SFRS(I) Interpretations ("**SFRS(I) INT**") that are relevant to its operations and effective for the current financial year. Changes to the Group's accounting policies have been made as required, in accordance with the transitional provisions in the respective SFRS(I) and SFRS(I) INT.

The adoption of these new/revised SFRS(I) and SFRS(I) INT did not have any material effect on the financial results or position of the Group and the Company.

2.3 New and revised standards not yet effective

New standards, amendments to standards and interpretations that have been issued at the reporting date but are not yet effective for the financial year ended 31 December 2025 have not been applied in preparing these financial statements. None of these are expected to have a significant effect on the financial statements of the Group and the Company except as disclosed below:

SFRS(I) 18 Presentation and Disclosure in Financial Statements

SFRS(I) 18 will replace SFRS(I)1-1 *Presentation of Financial Statements* for annual reporting period beginning on or after 1 January 2027, with earlier application permitted. It requires retrospective application with specific transition provisions.

The new standard introduces the following key requirements:

- Entities are required to classify all income and expenses into five categories in the statement of profit or loss, namely operating, investing, financing, discontinued operations and income tax categories. Entities are also required to present subtotals and totals for "operating profit", "profit or loss before financing and income taxes", and "profit or loss" in the statement of profit or loss;
- Enhanced guidance on aggregating and disaggregating information in financial statements; and
- Management-defined performance measures ("**MPMs**") are disclosed in a single note within the financial statements. This note includes details on how the measure is calculated, the relevance of the information provided to users, and a reconciliation to the most comparable subtotal specified by the SFRS(I).

In addition, all entities are required to use the operating profit subtotal as the starting point for the statement of cash flows when presenting operating cash flows under the indirect method.

The Group is in the process of assessing the impact of the new standard on the primary financial statements and notes to the financial statements.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

2. MATERIAL ACCOUNTING POLICIES (CONTINUED)

2.3 New and revised standards not yet effective (Continued)

SFRS(I) 18 Presentation and Disclosure in Financial Statements (Continued)

Although the adoption of SFRS(I) 18 will not affect the Group's net profit, the reclassification of income and expenses into new categories on the consolidated statement of comprehensive income will affect how operating profit is calculated and presented. Based on the Group's initial assessment, the following items may affect operating profit:

- Gains or losses from financial assets measured at fair value through profit or loss will now appear under the investing category in the consolidated statement of comprehensive income.
- Interest income and interest expense will be classified under the investing and financing categories, respectively.
- Foreign exchange differences will be classified according to the category of the related income or expense that gave rise to these differences.

The Group is currently in the process of determining whether it has a specified main business activity. If such an activity exists, any associated income and expenses will be presented under the operating category, even if they would otherwise be included within investing or financing categories.

2.4 Basis of consolidation and business combinations

(a) Basis of consolidation

The consolidated financial statements comprise the financial statements of the Company and its subsidiaries as at the balance sheet date. The financial statements of the subsidiaries used in the preparation of the consolidated financial statements are prepared for the same reporting date as the Company. Consistent accounting policies are applied to like transactions and events in similar circumstances.

Non-controlling interests are that part of the net results of operations and of net assets of a subsidiary attributable to the interests which are not owned directly or indirectly by the equity holders of the Company. They are shown separately in the consolidated statement of comprehensive income, consolidated statement of changes in equity and consolidated balance sheet. Total comprehensive income is attributed to the non-controlling interests based on their respective interests in a subsidiary, even if this results in the non-controlling interests having a deficit balance.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

2. MATERIAL ACCOUNTING POLICIES (CONTINUED)

2.4 Basis of consolidation and business combinations (Continued)

(b) *Business combinations and goodwill*

Business combinations are accounted for using the acquisition method. Identifiable assets acquired and liabilities assumed in a business combination are measured initially at their fair values at the acquisition date. Acquisition-related costs are recognised as expenses as incurred.

Non-controlling interest in the acquiree, that are present ownership interests and entitle their holders to a proportionate share of net assets of the acquiree are recognised on the acquisition date at either fair value, or the non-controlling interest's proportionate share of the acquiree's identifiable net assets.

Any excess of the sum of the fair value of the consideration transferred in the business combination, the amount of non-controlling interest in the acquiree (if any), and the fair value of the Group's previously held equity interest in the acquiree (if any), over the net fair value of the acquiree's identifiable assets and liabilities is recorded as goodwill.

Goodwill is initially measured at cost. Following initial recognition, goodwill is measured at cost less any accumulated impairment losses.

For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to the Group's cash-generating units that are expected to benefit from the synergies of the combination. The cash-generating units to which goodwill have been allocated is tested for impairment annually and whenever there is an indication that the cash-generating unit may be impaired. Impairment is determined for goodwill by assessing the recoverable amount of each cash-generating unit (or group of cash-generating units) to which the goodwill relates.

2.5 Intangible assets

Crowdfunding platform

Cost directly attributable to the development of platform are capitalised as intangible assets to the extent that it is expected that such assets will generate future economic benefits and the costs can be measured reliably. Crowdfunding platform is stated at cost less accumulated amortisation and accumulated impairment loss. These costs are amortised using the straight-line method over their estimated useful lives of 3 years.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

2. MATERIAL ACCOUNTING POLICIES (CONTINUED)

2.5 Intangible assets (Continued)

Platform under development

Cost directly attributable to the development of platform are capitalised as intangible assets to the extent that it is expected that such assets will generate future economic benefits and the costs can be measured reliably. Deferred development costs are amortised from the point at which the asset is ready for use over their estimated useful lives of 3 years.

Intangible assets not ready for the intended use on the date of Balance Sheets are disclosed as "Platform under development" in Note 12(b).

Acquired computer software licences

Acquired computer software licences are capitalised on the basis of the costs incurred to acquire and bring to use the specific software. Direct expenditure, which enhances or extends the performance of computer software beyond its original specifications and which can be reliably measured, is recognised as a capital improvement and added to the original cost of the software. Costs associated with maintaining computer software are recognised as an expense as incurred.

Acquired computer software licences are stated at cost less accumulated amortisation and accumulated impairment losses. These costs are amortised using the straight-line method over their estimated useful lives of 3 years.

2.6 Leases

The Group assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

When a Group entity is the lessor

Where the Group acts as a lessor, it determines at lease inception whether each lease is a finance lease or operating lease. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

When a Group is the intermediate lessor

Rental income from operating leases is recognised on a straight-line basis over the terms of the relevant leases. Initial direct costs incurred in negotiating and arranging operating leases are added to the carrying amount of the leased assets and recognised as an expense in profit or loss on the same basis as the lease income.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

2. MATERIAL ACCOUNTING POLICIES (CONTINUED)

2.6 Leases (Continued)

When a Group is the intermediate lessor (Continued)

Amounts due from lessees under finance leases are recognised as receivables at the amount of the Group's net investment in the leases. Each lease payment received is applied against the gross investment in the finance lease receivable to reduce both the principal and the unearned finance income. The finance income is recognised in profit or loss on a basis that reflects a constant periodic rate of return on the net investment in the finance lease receivable.

Initial direct cost incurred by the Group in negotiating and arranging finance leases are added to finance lease receivables and reduce the amount of income recognised over the lease term.

When a contract includes both lease and non-lease components, the Group applies SFRS(I) 15 *Revenue from Contracts with Customers* to allocate the consideration under the contract to each component.

When a Group entity is the lessee

The Group applies a single recognition and measurement approach for all contracts that are, or contain, a lease, except for short-term leases (i.e. for leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option) and leases of low-value assets.

Lease liabilities

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted by using the rate implicit in the lease. If this rate cannot be readily determined, the Group uses its incremental borrowing rate.

Lease payments included in the measurement of the lease liability comprise fixed lease payments and the exercise price of a purchase option reasonably certain to be exercised by the Group.

The lease liability is presented as a separate line in the balance sheets.

The lease liability is subsequently measured by increasing the carrying amount to reflect interest on the lease liability using the effective interest method, and reducing the carrying amount to reflect the lease payments made.

The Group remeasures the lease liability (and makes a corresponding adjustment to the related right-of-use asset) whenever there is a modification.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

2. MATERIAL ACCOUNTING POLICIES (CONTINUED)

2.6 Leases (Continued)

When a Group entity is the lessee (Continued)

Right-of-use assets

The Group recognises right-of-use assets at the commencement date of the lease (i.e. the date the underlying asset is available for use).

Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. Right-of-use assets are depreciated on a straight-line basis over the estimated useful lives of the assets, as follows:

Office premises	–	3 to 6 years
Motor vehicles	–	5 years
Furniture, fixtures and equipment	–	5 years

The right-of-use assets are presented within property, plant and equipment in the balance sheets.

The Group applies SFRS(I) 1-36 *Impairment of Assets* to determine whether a right-of-use asset is impaired and accounts for any identified impairment loss as described in Note 2.8.

As a practical expedient, SFRS(I) 16 *Leases* permits a lessee not to separate non-lease components, and instead account for any lease and associated non-lease component as a single arrangement. The Group has not used this practical expedient.

2.7 Properties held for sale

Completed properties held for sale are stated at lower of cost or net realisable value. Cost is determined by apportionment of the total land cost, development costs and borrowing costs capitalised to the unsold properties with such apportionment based on floor area.

Net realisable value of properties held for sales is the estimated selling price in the ordinary course of business, based on market prices at the reporting date and discounted for the time value of money if material, less the estimated costs necessary to make the sale.

2.8 Impairment of non-financial assets

The Group assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when an annual impairment testing for an asset is required, the Group makes an estimate of the asset's recoverable amount.

An asset's recoverable amount is the higher of an asset's or cash-generating unit's fair value less costs of disposal and its value in use and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or group of assets. Where the carrying amount of an asset or cash-generating unit exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

2. MATERIAL ACCOUNTING POLICIES (CONTINUED)

2.8 Impairment of non-financial assets (Continued)

Impairment losses are recognised in profit or loss.

A previously recognised impairment loss is reversed only if there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognised. If that is the case, the carrying amount of the asset is increased to its recoverable amount. Such reversal is recognised in profit or loss. Impairment losses relating to goodwill cannot be reversed in future periods.

2.9 Financial instruments

(a) *Financial assets*

Recognition and derecognition

Financial assets are initially measured at fair value. Transaction costs that are directly attributable to the acquisition of financial assets (other than financial assets at fair value through profit or loss) are added to the fair value of the financial assets on initial recognition. Transaction costs directly attributable to acquisition of financial assets at fair value through profit or loss are recognised immediately in profit or loss. Trade receivables without a significant financing component is initially measured at transaction prices.

Classification and measurement

All financial assets are subsequently measured in their entirety at either amortised cost or fair value, depending on the classification of the financial assets.

The Group classifies its financial assets in the following measurement categories:

- Amortised cost
- Fair value through profit or loss ("**FVTPL**")
- Fair value in other comprehensive income ("**FVOCI**")

The classification is based on the Group's business model for managing the financial asset and the contractual cash flow characteristics of the financial assets.

The Group reclassifies financial assets when, and only when, its business model for managing those assets changes.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

2. MATERIAL ACCOUNTING POLICIES (CONTINUED)

2.9 Financial instruments (Continued)

(a) *Financial assets (Continued)*

Subsequent measurement

Debt instruments

Debt instruments include cash and cash equivalents, net investment in sub-leases and trade and other receivables [excluding prepayments, goods and services tax ("GST") receivable]. Financial asset that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost.

Financial assets at amortised cost are subsequently measured using the effective interest rate, less impairment. Gains and losses are recognised in profit or loss when the asset is derecognised, modified or impaired.

Fair value through profit or loss ("FVTPL")

Debt instruments that are held for trading as well as those that do not meet the criteria for classification as amortised cost or fair value through other comprehensive income are classified as FVTPL. Movements in fair values and interest income are recognised in profit or loss in the period in which it arises.

Investments in equity instruments

For investments in equity instruments which the Group has not elected to present subsequent changes in fair value in other comprehensive income, changes in fair value are recognised in profit or loss. Dividends from such investments are to be recognised in profit or loss when the Group's right to receive payments is established.

(b) *Financial liabilities*

All financial liabilities at amortised cost are recognised initially at fair value plus directly attributable transaction costs. Financial liabilities at amortised cost are subsequently measured at amortised cost using the effective interest method. Gains and losses are recognised in profit or loss when the liabilities are de-recognised, and through the amortisation process.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

2. MATERIAL ACCOUNTING POLICIES (CONTINUED)

2.10 Impairment of financial assets

The Group recognises loss allowances for expected credit losses ("**ECL**") on financial assets measured at amortised cost.

Loss allowances of the Group are measured on either of the following bases:

- 12-month ECLs: these are ECLs that result from default events that are possible within the 12 months after the reporting date (or for a shorter period if the expected life of the instrument is less than 12 months); or
- Lifetime ECLs: these are ECLs that result from all possible default events over the expected life of a financial instrument or contract asset.

Simplified approach

For trade receivables and contract assets that do not have a significant financing component, the Group applies a simplified approach to recognise a loss allowance based on lifetime ECLs at each balance sheet date.

General approach

The Group applies the general approach to provide for ECL on all financial instruments at amortised cost. Under the general approach, loss allowance is measured at an amount equal to 12-month ECL at initial recognition.

At each balance sheet date, the Group assessed whether the credit risk of a financial instrument has increased significantly since initial recognition. When credit risk has increased significantly since initial recognition, loss allowance is measured at an amount equal to lifetime ECL.

If credit risk has not increased significantly since initial recognition or if the credit quality of the financial instruments improves such that there is no longer a significant increase in credit risk since initial recognition, loss allowance is measured at an amount equal to 12-month ECL.

Measurement of ECL

They are measured as follows:

- financial assets that are not credit-impaired at the reporting date: as the present value of all cash shortfalls (i.e. the difference between the cash flows due to the entity in accordance with the contract and the cash flows that the Group expects to receive); or
- financial assets that are credit-impaired at the reporting date: as the difference between the gross carrying amount and the present value of estimated future cash flows.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

2. MATERIAL ACCOUNTING POLICIES (CONTINUED)

2.10 Impairment of financial assets (Continued)

General approach (Continued)

Credit-impaired financial assets

At each balance sheet date, the Group assesses whether financial assets carried at amortised cost are credit-impaired. A financial asset is "credit-impaired" when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

Write-off

A financial asset is written off (either partially or in full) when there is no reasonable expectation of recovering a financial asset in its entirety or a portion thereof. This is generally the case when the Group determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off. This assessment is carried out at the individual asset level.

2.11 Revenue

(a) **Income from financial solutions**

The Group earns fee income from a diverse range of products and services provided to its customers. The Group generally satisfies its performance obligation and recognises the fee income on the following basis:

- Transaction-based fee is recognised at the point in time upon completion of the transaction;
- For a service that is provided over a period of time, fee income is generally recognised over the period during which the related service provided is undertaken. This basis of recognition most appropriately reflects the nature and pattern of provision of these services to the customers over time; and
- Interest income from financial solution and extension fee are recognised using the effective interest method.

(b) **Sale of properties held for sale**

Revenue is recognised when control over the property has been transferred to the customer at a point in time based on the contractual terms and the practices in the legal jurisdictions.

(c) **Rental income**

Rental income arising from properties held for sale is accounted for on a straight-line basis over the lease terms. The aggregate costs of incentives provided to lessees are recognised as a reduction of rental income over the lease term on a straight-line basis.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

2. MATERIAL ACCOUNTING POLICIES (CONTINUED)

2.12 Taxes

Deferred tax

Deferred tax is provided using the liability method on temporary differences at the end of the reporting period between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred tax liabilities are recognised for all temporary differences, except:

- Where the deferred tax liability arises from the initial recognition of goodwill or of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- In respect of taxable temporary differences associated with investments in subsidiaries and associated companies, where the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences can be utilised.

2.13 Foreign currencies

Each entity in the Group determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency. The functional currency of the Company is Singapore Dollars (“SGD”). The financial statements are presented in Malaysian Ringgit as the Group’s operations are mainly in the Malaysia during the financial year (Note 2.1).

2.14 Redeemable preference shares

Preference shares which are mandatorily redeemable on a specific date and dividends payment are not discretionary, are classified as financial liabilities. The dividends on these preference shares are recognised as “Interest expense”.

2.15 Property, plant and equipment

Property, plant and equipment are measured at cost, less any accumulated depreciation and impairment losses. Property, plant and equipment are depreciated on a straight-line basis over the estimated useful lives of the assets, as follows:

Office premises	– 3 to 6 years
Motor vehicles	– 3 to 5 years
Renovation, furniture, fixtures and equipment	– 5 years

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

3. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

The preparation of the Group's consolidated financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the disclosure of contingent liabilities at the end of each reporting period. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of the asset or liability affected in the future periods.

3.1 Judgements made in applying accounting policies

In the process of applying the Group's accounting policies, management has made the following judgement that have the most significant effect on the amounts recognised in the financial statements.

Determination of functional currency

SFRS(I) 1-21 *The Effects of Changes in Foreign Exchange Rates* requires the Company and each of the entities in the Group to determine its functional currency in preparing the financial statements. When determining its functional currency, the Company and the entities in the Group consider the primary economic environment in which each of them operates, i.e. the one in which it primarily generates and expends cash. The Company and the entities in the Group may also consider where the funds from financing activities are generated. Management applied its judgement and determined that the functional currency of the Company is Singapore Dollars on the basis that its funding is denominated in Singapore Dollars and its transactions are mainly in Singapore Dollars.

3.2 Key sources of estimation uncertainty

The key assumptions concerning the future and other key sources of estimation uncertainty at the end of the reporting period are discussed below. The Group based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising beyond the control of the Group. Such changes are reflected in the assumptions when they occur.

Calculation of loss allowance

When measuring ECL, the Group uses reasonable and supportable information, which is based on management's estimation of the likelihood of default by a debtor and the estimated future cash flows that the Group would expect to receive. In determining the expected credit loss allowance, management considers both quantitative and qualitative information that is reasonable and supportable, including the creditworthiness of each individual debtor and their recent financial conditions and ability to repay.

As the calculation of loss allowance on trade and other receivables is subject to assumptions and forecasts, any changes to these estimations will affect the amounts of loss allowance recognised and the carrying amounts of trade and other receivables. Details of ECL measurement and carrying values of trade and other receivables at reporting date are disclosed in Note 4(b)(iii) and Note 6.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

3. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (CONTINUED)

3.2 Key sources of estimation uncertainty (Continued)

Impairment of intangible assets (including goodwill)

Goodwill is measured at cost less any accumulated impairment losses. The Group assesses whether there are any indicators of impairment for all non-financial assets at each reporting date. Goodwill is tested for impairment annually and at other times when such indicators exist. Other non-financial assets are tested for impairment when there are indicators that the carrying amounts may not be recoverable. An impairment exists when the carrying value of an asset or cash generating unit ("**CGU**") exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value-in-use.

When value-in-use calculations are undertaken, management is required to estimate the expected future cash flows from the asset or CGU and a suitable discount rate, in order to determine the present value of those cash flows.

When estimating recoverable amount using the fair value less costs of disposal ("**FVLCD**"), significant judgements and estimates are applied in selecting the appropriate valuation method and assumptions. For the recoverable amount determined using venture capital method, management is required to estimate the expected future cash flows from the asset or CGU, average revenue growth rate, average earnings multiplier and a suitable discount rate, in order to determine the present value of the recoverable amount.

Any changes in the assumptions used and estimates made will impact the impairment assessment of the CGU. Further details of the key assumptions applied in the impairment assessment of intangible assets and the carrying amount of the intangible assets are disclosed in Note 12.

Estimation of net realisable value of properties held for sale

Properties held for sale are stated at the lower of cost and estimated net realisable value ("**NRV**") in accordance with the accounting policies in Note 2.7. A slowdown in economic activity in the People's Republic of China ("**PRC**") might exert downward pressure on transaction volumes as well as property prices. This could lead to future trends in the market departing from known trends based on past experience. The estimated net realisable value was determined based on desktop valuation performed by an independent firm of professional valuer using comparison method. The most significant input into this valuation approach is price per square foot and adjusted for location, size and shape of the properties, market conditions and other factors to arrive at a common basis for comparison.

The carrying amounts of properties held for sale stated at the lower of cost and estimated net realisable value as at 31 December 2025 is MYR12,480,000 (2024: MYR13,737,000).

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

3. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (CONTINUED)

3.2 Key sources of estimation uncertainty (Continued)

Fair value estimation of investment in the exchangeable notes ("EN") and convertible notes ("CN") issued by AdiWisista group as financial assets at fair value through profit or loss

The fair value of the investment in EN and CN that are not quoted in an active market are determined by using valuation techniques, such as Cox-Ross-Rubinstein ("CRR") Binomial Tree Model with key inputs from the discounted cash flows of the investee company. For valuation of investment in EN and CN, management considered the nature and terms of the EN and CN as set out in the agreements and the valuation report and financial information of the investee company.

Management may use significant unobservable inputs such as discount for lack of marketability, credit yield, volatility and post-tax discount rate. Although management believes that the assumptions used are appropriate, changes in assumptions could result in changes in the fair value of the investment in EN and CN. The information about the valuation techniques and inputs used in determining the fair value of EN and CN is disclosed in Note 4(b)(vi). The carrying amount of the Group's investment in EN and CN is disclosed in Note 8(b).

Income taxes

Uncertainties exist with respect to the interpretation of complex tax regulations, the amount and timing of future taxable income and deductibility of certain expenditure. Accordingly, there are certain transactions and computations for which the ultimate tax determination is uncertain during the ordinary course of business. The Group recognises liabilities for expected tax issues based on reasonable estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recognised, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made. The carrying amounts of the Group's deferred tax assets, income tax receivables, income tax payables and deferred tax liabilities at the balance sheet date are MYR65,000 (2024: MYR397,000), MYR2,297,000 (2024: MYR299,000), MYR21,309,000 (2024: MYR21,994,000) and MYR1,144,000 (2024: MYR2,627,000) respectively.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

4. FINANCIAL INSTRUMENTS, FINANCIAL RISKS AND CAPITAL MANAGEMENT

(a) *Categories of financial instruments*

Financial instruments at their carrying amounts at the balance sheet date are as follows:

	Group		Company	
	2025 MYR'000	2024 MYR'000	2025 MYR'000	2024 MYR'000
Financial assets				
Financial assets at amortised cost	261,644	252,674	118,973	121,314
Financial assets at fair value through profit or loss	4,666	4,687	–	–
	<u>266,310</u>	<u>257,361</u>	<u>118,973</u>	<u>121,314</u>
Financial liabilities				
Financial liabilities at amortised cost	221,900	201,004	109,210	106,896

(b) *Financial risk management*

Management of the Group monitors and manages the financial risks relating to the operations of the Group to ensure appropriate measures are implemented in a timely and effective manner. These risks include market risk (foreign currency risk and interest rate risk), credit risk and liquidity risk.

The Group does not hold or issue derivative financial instruments for speculative purposes.

There has been no change to the Group's exposure to these financial risks or the manner in which it manages and measures the risks.

(i) Foreign currency risk

The Group's transactions are largely denominated in MYR, Renminbi ("**RMB**"), United States Dollars ("**USD**") and Singapore Dollars ("**SGD**"). The Group does not enter into derivative foreign exchange contracts and foreign currency borrowings to hedge its foreign exchange risk.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

4. FINANCIAL INSTRUMENTS, FINANCIAL RISKS AND CAPITAL MANAGEMENT (CONTINUED)

(b) Financial risk management (Continued)

(i) Foreign currency risk (Continued)

At the balance sheet date, the carrying amounts of monetary assets and monetary liabilities denominated in currencies other than the respective functional currency of the Group entities and Company are as follows:

	Assets		Liabilities	
	2025 MYR'000	2024 MYR'000	2025 MYR'000	2024 MYR'000
Group				
RMB	13,485	5,514	12,671	13,386
USD	10,273	15,679	33,749	55,546
SGD	127	14,466	54,206	62,865
Company				
RMB	–	–	12,671	13,386
USD	8,491	15,507	26,445	29,141

Sensitivity analysis for foreign currency risk

The following table demonstrates the sensitivity of the Group's and Company's (loss)/profit before tax to a reasonably possible change in the RMB, SGD, USD exchange rate against the respective functional currencies of the Group entities, with all other variables held constant.

		2025	2024
		MYR'000	MYR'000
		Loss	Loss
		before tax	before tax
Group			
Increase/(decrease):			
RMB/SGD	– strengthened 5%	(41)	394
	– weakened 5%	41	(394)
USD/SGD	– strengthened 5%	1,174	1,993
	– weakened 5%	(1,174)	(1,993)
SGD/MYR	– strengthened 5%	2,704	2,420
	– weakened 5%	(2,704)	(2,420)

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

4. FINANCIAL INSTRUMENTS, FINANCIAL RISKS AND CAPITAL MANAGEMENT (CONTINUED)

(b) *Financial risk management (Continued)*

(i) Foreign currency risk (Continued)

Sensitivity analysis for foreign currency risk (Continued)

		2025 MYR'000 Profit before tax	2024 MYR'000 Loss before tax
Company			
Increase/(decrease):			
RMB/SGD	– strengthened 5%	634	669
	– weakened 5%	(634)	(669)
USD/SGD	– strengthened 5%	898	682
	– weakened 5%	(898)	(682)

The sensitivity rate used when reporting foreign currency risk to key management personnel is 5%, which is the change in foreign exchange rate that management deems reasonably possible which will affect outstanding foreign currency denominated monetary items at period end.

(ii) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of the Group's financial instruments will fluctuate because of changes in market interest rates.

Interest rate risk is managed principally through having pre-approved limits for issuance of facilities to its customers.

At the reporting date, the interest rate profile of the interest-bearing financial assets and financial liabilities, as reported to the management, was as follows:

	Group		Company	
	2025 MYR'000	2024 MYR'000	2025 MYR'000	2024 MYR'000
Fixed rate instruments				
Financial assets	222,171	247,992	1,495	3,196
Financial liabilities	(88,655)	(61,241)	(40,082)	(36,572)
Net financial assets/(liabilities)				
	133,516	186,751	(38,587)	(33,376)

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

4. FINANCIAL INSTRUMENTS, FINANCIAL RISKS AND CAPITAL MANAGEMENT (CONTINUED)

(b) *Financial risk management (Continued)*

(ii) Interest rate risk (Continued)

These financial instruments are at fixed rates which expose the Group to fair value interest rate risk (i.e. the risk that the value of a financial instrument will fluctuate due to changes in market rates).

	Group		Company	
	2025 MYR'000	2024 MYR'000	2025 MYR'000	2024 MYR'000
Floating rate instruments				
Financial liabilities, representing net financial liabilities	(106,564)	(122,088)	(26,445)	(29,141)

The Group and the Company are exposed to cash flow interest rate risk through borrowings and redeemable preference shares ("**RPS**") payables at variable rates for which effective hedges have not been entered into. If the interest rates increase/decrease by 50 (2024: 50) basis points with all other variables including tax rate being held constant, the (loss)/profit after tax of the Group and the Company will be lower/higher by MYR414,000 (2024: MYR474,000) and MYR110,000 (2024: MYR121,000) respectively as a result of higher/lower interest expense on these borrowings and RPS payables.

(iii) Credit risk

Credit risk refers to the risk that a counterparty may default on its contractual obligations resulting in financial loss to the Group. The Group's exposure to credit risk arises primarily from trade and other receivables and net investment in sub-leases. For other financial assets (including cash and cash equivalents), the Group minimises credit risk by dealing with high credit rating counter parties.

The Group's objective is to seek continual revenue growth while minimising losses incurred due to increased credit risk exposure. The Group has adopted a policy of only dealing with creditworthy counterparties and obtaining sufficient collateral where appropriate, as a means of mitigating the risk of financial loss from defaults.

As at 31 December 2025, majority of the Group's trade and factoring receivables are secured by personal guarantees, and one debtor with trade and factoring receivables are collateralised in the form of a mortgage interest over a leasehold property with a fair value of approximately MYR34,000,000 (2024: MYR24,000,000). The Group assesses the concentration of risk with respect to trade and factoring receivables as low, as its customers are located in several jurisdictions and industries and operate in largely independent markets.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

4. FINANCIAL INSTRUMENTS, FINANCIAL RISKS AND CAPITAL MANAGEMENT (CONTINUED)

(b) *Financial risk management (Continued)*

(iii) Credit risk (Continued)

For sales of properties, sales proceeds are generally fully settled concurrent with delivery of properties.

For its financial solutions business which provides factoring and loan services, credit evaluations are carried out for all customers through analysis of financial information and credit checks using independent sources of information prior to onboarding as customer.

The Risk and Credit Department independently assesses the risk profile of all the customers and conducts the relevant due diligence verification, to assess amongst others, the credit standing of the customers, viability of the financing structure and the source of repayment. Thereafter, the Risk and Credit Department provides recommendation and/or risk mitigation measures, upon which the senior management staff will assess, review and make decisions on credit risks of the Group, in accordance with the credit policies and procedures of the Group.

All credit evaluations and credit limits must be approved by a committee consisting of several senior management members in Luminor Capital (Malaysia) Sdn. Bhd. ("**LCM**") and its subsidiaries ("**LCM Group**") prior to issuance of the facility to the customer.

The Risk and Credit Department conducts review on existing customers, on a periodic basis. Established limits and levels of exposure are regularly reviewed and reported to the committee on a periodic basis.

The following sets out the Group's internal credit evaluation practices and basis for recognition and measurement of expected credit losses ("**ECL**"):

Description of evaluation of financial assets	Basis for recognition and measurement of ECL
Counterparty has a low risk of default and does not have any past due amounts	12-month ECL
Contractual payments are more than 30 days past due or where there has been a significant increase in credit risk since initial recognition	Lifetime ECL – not credit-impaired
Contractual payments are more than 180 days past due or there is evidence of credit impairment	Lifetime ECL – credit-impaired
There is evidence indicating that the Group has no reasonable expectation of recovery of payments such as when the debtor has been placed under liquidation or has entered into bankruptcy proceedings	Write-off

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

4. FINANCIAL INSTRUMENTS, FINANCIAL RISKS AND CAPITAL MANAGEMENT (CONTINUED)

(b) *Financial risk management (Continued)*

(iii) Credit risk (Continued)

Significant increase in credit risk

In assessing whether the credit risk on a financial asset has increased significantly since initial recognition, the Group compares the risk of a default occurring on the financial asset as at the reporting date with the risk of a default occurring on the financial asset as at the date of initial recognition. In making this assessment, the Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information, such as future economic and industry outlook that is available without undue cost or effort.

In particular, the Group considers the following information when assessing whether credit risk has increased significantly since initial recognition:

- an actual or expected significant deterioration in the operating results/key financial performance ratios of the debtor; and
- an actual or expected significant adverse change in the regulatory, economic, or technological environment of the debtor that results in a significant decrease in the debtor's ability to meet its debt obligations.

The Group regularly monitors the effectiveness of the criteria used to identify whether there has been a significant increase in credit risk and revises them as appropriate to ensure that the criteria are capable of identifying significant increase in credit risk before the amount becomes past due.

Regardless of the evaluation of the above factors, the Group presumes that the credit risk on a financial asset has increased significantly since initial recognition when contractual payments are more than 30 days past due, unless the Group has reasonable and supportable information that demonstrates otherwise.

The Group also assume that the credit risk on a financial instrument has not increased significantly since initial recognition if the financial asset is determined to have low credit risk at the reporting date. A financial instrument is determined to have low credit risk if it has an internal or external credit rating of "investment grade" as per globally understood definition, or the financial asset has a low risk of default; the borrower has a strong capacity to meet its contractual cash flow obligations in the near term; and adverse changes in economic and business conditions in the longer term may, but will not necessarily, reduce the ability of the borrower to fulfil its contractual cash flow obligations.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

4. FINANCIAL INSTRUMENTS, FINANCIAL RISKS AND CAPITAL MANAGEMENT (CONTINUED)

(b) *Financial risk management (Continued)*

(iii) Credit risk (Continued)

Definition of default

The Group has determined the default events on a financial asset to be when there is evidence that the borrower is experiencing liquidity issues or when there is a breach of contract, such as a default of payment.

Irrespective of the above analysis, the Group considers that default has occurred when a financial asset is more than 180 days past due unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

Credit-impaired financial assets

A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of that financial asset have occurred such as evidence that the borrower is in significant financial difficulty, there is a breach of contract such as default or past due event; there is information that it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation; the disappearance of an active market for that financial asset because of financial difficulties; or the purchase or origination of a financial asset at a deep discount that reflects the incurred credit losses.

Estimation techniques and significant assumptions

There has been no change in the estimation techniques or significant assumptions made during the current financial year for recognition and measurement of credit loss allowances.

Trade and factoring receivables

Trade and factoring receivables relate to the Group's customers from its financial solutions business. The Group applies simplified approach to measure lifetime expected credit losses for all trade and factoring receivables taking into consideration the past business relationship and, where applicable and the economic environment in which the debtor operates. During the assessment, the Group reviewed the recent payments received, ongoing business relationship, any other relevant information concerning the creditworthiness of each individual debtor and their ability to repay.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

4. FINANCIAL INSTRUMENTS, FINANCIAL RISKS AND CAPITAL MANAGEMENT (CONTINUED)

(b) *Financial risk management (Continued)*

(iii) Credit risk (Continued)

Trade and factoring receivables (Continued)

Trade and factoring receivables are written off when there is no reasonable expectation of recovery and legal means of recovery has been considered. The Group writes off the receivables when a debtor has known credit issues or defaults on agreed repayment terms. Where receivables are written off, the Group continues to engage in enforcement activity to attempt to recover the receivables due. Where recoveries are made, these are recognised in profit or loss. As at 31 December 2025, the contractual amount outstanding which is subject to enforcement activity is MYR564,000 (2024: Nil).

The table below details the credit quality:

2025	12-month or lifetime ECL	Gross carrying amount MYR'000	Loss allowance MYR'000	Net carrying amount MYR'000
Trade receivables	Lifetime ECL	41,449	(54)	41,395
Factoring receivables	Lifetime ECL	155,477	(29,492)	125,985
2024				
Trade receivables	Lifetime ECL	7,581	(54)	7,527
Factoring receivables	Lifetime ECL	165,222	(21,403)	143,819

Movements in credit loss allowance are as follows:

	Group	
	2025 MYR'000	2024 MYR'000
Balance at 1 January	21,457	11,432
Loss allowance measured:		
Lifetime ECL – Simplified approach**	8,824	11,656
Loss allowance reversed	(394)	(1,547)
Write off	(341)	(84)
Balance at 31 December	29,546	21,457

** The additional loss allowances during the financial year relate to trade and factoring receivables which originated or were acquired during the reporting period.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

4. FINANCIAL INSTRUMENTS, FINANCIAL RISKS AND CAPITAL MANAGEMENT (CONTINUED)

(b) *Financial risk management (Continued)*

(iii) Credit risk (Continued)

Loan advances and advance to a third party

The table below details the credit quality:

2025	12-month or lifetime ECL	Gross carrying amount MYR'000	Loss allowance MYR'000	Net carrying amount MYR'000
Loan advances	Lifetime ECL	3,474	–	3,474
Loan advances	Lifetime ECL – credit-impaired	494	(494)	–
2024				
Loan advances	Lifetime ECL	767	–	767
Loan advances	Lifetime ECL – credit-impaired	494	(494)	–

Movements in credit loss allowance are as follows:

	Loan advances	
	2025 MYR'000	2024 MYR'000
Group		
Balance at 1 January	494	2,030
Loss allowance measured:		
Lifetime ECL		
– credit-impaired	–	370
Write off	–	(1,906)
Balance at 31 December	494	494

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

4. FINANCIAL INSTRUMENTS, FINANCIAL RISKS AND CAPITAL MANAGEMENT (CONTINUED)

(b) *Financial risk management (Continued)*

(iii) Credit risk (Continued)

Other financial assets

Included in the Group's other receivables was one receivable amounting to MYR572,000 (2024: MYR572,000), for which the impairment loss allowance is measured using lifetime ECL. The Group recognised an impairment loss allowance of MYR572,000 in the previous financial year, as the amount was determined to be credit-impaired.

Other financial assets mainly comprise non-trade receivables from third parties and subsidiaries, deposits, cash and cash equivalents with financial institutions, and net investment in sub-leases. The credit risk exposure for the Group's and the Company's financial assets at amortised cost have been assessed to be insignificant and accordingly, these are at 12-month ECL and no credit loss allowances are required at 31 December 2025 and 2024.

Exposure to credit risk

The Group's and the Company's maximum exposure to credit risk without taking into account any collateral held, comprises the sum of the carrying amounts of financial assets recorded in the financial statements.

Credit risk concentration profile

Trade receivables from one (2024: one) major debtor accounted for 65% (2024: 80%) of the Group's total trade receivables.

Loan advances to two (2024: one) major debtors accounted for 75% (2024: 100%) of the Group's total loan advances.

Factoring receivables from fourteen (2024: fourteen) debtors accounted for 86% (2024: 77%) of the Group's total factoring receivables.

(iv) Liquidity risk

Liquidity risk is the risk that the Group will encounter difficulty in meeting financial obligations due to shortage of funds. The Group's exposure to liquidity risk arises primarily from mismatches of the maturities of financial assets and liabilities. The Group's objective is to maintain a balance between continuity of funding and flexibility through the use of stand-by credit facilities.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

4. FINANCIAL INSTRUMENTS, FINANCIAL RISKS AND CAPITAL MANAGEMENT (CONTINUED)

(b) *Financial risk management (Continued)*

(iv) Liquidity risk (Continued)

The Group monitors its liquidity risk and maintains a level of cash and cash equivalents deemed adequate by management to finance the Group's operations and to mitigate the effects of fluctuations in cash flows and having adequate amounts of committed credit facilities.

Analysis of financial instruments by remaining contractual maturities

The table below summarises the maturity profile of the Group's and Company's financial assets and liabilities at end of the reporting period based on contractual undiscounted repayment obligations.

Group	2025			2024		
	Within one year MYR'000	Within two to five years MYR'000	Total MYR'000	Within one year MYR'000	Within two to five years MYR'000	Total MYR'000
Financial assets:						
Trade and other receivables	183,020	–	183,020	161,702	–	161,702
Cash and cash equivalents	88,055	–	88,055	98,738	–	98,738
Financial assets at fair value through profit or loss	4,946	–	4,946	5,155	–	5,155
Net investment in sub-leases	308	1,336	1,644	301	716	1,017
Total undiscounted financial assets	276,329	1,336	277,665	265,896	716	266,612
Financial liabilities:						
Trade and other payables	97,291	–	97,291	74,610	–	74,610
Lease liabilities	1,366	4,895	6,261	1,313	2,144	3,457
Bank borrowings	45,772	–	45,772	36,239	–	36,239
Redeemable preference shares	84,030	–	84,030	104,019	–	104,019
Total undiscounted financial liabilities	228,459	4,895	233,354	216,181	2,144	218,325
Total net undiscounted financial assets/ (liabilities)	47,870	(3,559)	44,311	49,715	(1,428)	48,287

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

4. FINANCIAL INSTRUMENTS, FINANCIAL RISKS AND CAPITAL MANAGEMENT (CONTINUED)

(b) *Financial risk management (Continued)*

(iv) Liquidity risk (Continued)

Analysis of financial instruments by remaining contractual maturities (Continued)

The table below summarises the maturity profile of the Group's and Company's financial assets and liabilities at end of the reporting period based on contractual undiscounted repayment obligations (Continued).

Company	2025			2024		
	Within one year MYR'000	Within two to five years MYR'000	Total MYR'000	Within one year MYR'000	Within two to five years MYR'000	Total MYR'000
Financial assets:						
Trade and other receivables	116,059	–	116,059	117,209	–	117,209
Cash and cash equivalents	1,495	–	1,495	3,196	–	3,196
Net investment in sub-leases	308	1,336	1,644	301	716	1,017
Total undiscounted financial assets	117,862	1,336	119,198	120,706	716	121,422
Financial liabilities:						
Trade and other payables	81,158	–	81,158	77,407	–	77,407
Lease liabilities	923	4,008	4,931	904	2,144	3,048
Bank borrowings	28,164	–	28,164	31,035	–	31,035
Total undiscounted financial liabilities	110,245	4,008	114,253	109,346	2,144	111,490
Total net undiscounted financial assets/ (liabilities)	7,617	(2,672)	4,945	11,360	(1,428)	9,932

At the balance sheet date, the maximum exposure of the Company in respect of the financial guarantee provided for RPS issued by Luminor Asset Berhad ("**LAB**") [Note 15(b)] is MYR80,119,000 (2024: MYR92,947,000). The Company does not consider it probable that a claim will be made against the Company under the financial guarantee.

(v) Market price risk

Market price risk is the risk that the fair value or future cash flows of the Group's financial instruments will fluctuate because of changes in market prices (other than interest or exchange rates).

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

4. FINANCIAL INSTRUMENTS, FINANCIAL RISKS AND CAPITAL MANAGEMENT (CONTINUED)

(b) *Financial risk management (Continued)*

(v) Market price risk (Continued)

The Group is exposed to equity price risk arising from its investment in unquoted equity instruments. The Group exposure to the market price risk at the end of reporting period is immaterial as at 31 December 2024 and 31 December 2025.

(vi) Fair value of financial instruments

Fair value hierarchy

The Group categorises fair value measurements using a fair value hierarchy that is dependent on the valuation inputs used as follows:

- Level 1 – Quoted prices (unadjusted) in active market for identical assets or liabilities that the Group can access at the measurement date;
- Level 2 – Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly; and
- Level 3 – Unobservable inputs for the asset or liability.

Fair value measurements that use inputs of different hierarchy levels are categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The following table shows an analysis of financial assets measured at fair value at the end of the reporting period:

	Fair value measurements at the end of the reporting period using significant unobservable input Level 3	
	2025 MYR'000	2024 MYR'000
Group		
Financial assets measured at fair value:		
Investment in AdiWisista group [Note 8(b)]	4,666	4,687
Held for trading equity securities [Note 8(a)]	-	-
Company		
Financial assets measured at fair value:		
Held for trading equity securities [Note 8(a)]	-	-

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

4. FINANCIAL INSTRUMENTS, FINANCIAL RISKS AND CAPITAL MANAGEMENT (CONTINUED)

(b) Financial risk management (Continued)

(vi) Fair value of financial instruments (Continued)

The following table shows a reconciliation from the beginning balances to the ending balances for Level 3 fair value measurements:

	Investment in AdiWisista group	
	2025 MYR'000	2024 MYR'000
Group		
Balance at 1 January	4,687	7,847
Extension fee received	42	-
Fair value loss recognised in profit or loss (Note 23)	-	(2,891)
Translation difference	(63)	(269)
Balance at 31 December	4,666	4,687
Total losses for the period included in:		
<i>Profit or loss:</i>		
Fair value loss (Note 23)	-	(2,891)

Investment in AdiWisista group [Note 8(b)]

During the financial year, the Group engaged an independent professional valuer for the fair value assessment. The fair value of the CN and EN is determined based on CRR Binomial Tree Model with key inputs from the five-year period discounted cash flows of the investee company.

The valuer has also considered that the computed EV/Sales multiple and P/S multiple of the equity investment are within the range of EV/Sales multiple and P/S multiple of the comparable companies.

The significant unobservable inputs are discount for lack of marketability of 20.4% (2024: 20.4%), credit yield of 12.39% (2024: 11.96%), volatility of 41.36% (2024: 48.94%) and post-tax discount rate of 30.1% (2024: 31.5%).

The estimated fair value of CN and EN would increase/decrease if discount for non-marketability, credit yield and post-tax discount rate was lower/higher. The estimated fair value of CN and EN would increase/decrease if the volatility was higher/lower.

Cash and cash equivalents (Note 7), trade and other receivables (Note 6), trade and other payables (Note 15) and bank borrowings (Note 16)

The carrying amounts of these financial assets and liabilities are reasonable approximation of fair values due to the effect of discounting is immaterial.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

4. FINANCIAL INSTRUMENTS, FINANCIAL RISKS AND CAPITAL MANAGEMENT (CONTINUED)

(c) Capital management

The primary objective of the Group's capital management is to ensure that it maintains healthy capital ratios in order to support its business and maximise shareholder value.

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to shareholders through the optimisation of the debt and equity structure.

The Group monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Group includes within net debt, bank borrowings, redeemable preference shares, trade and other payables and lease liabilities, less cash and cash equivalents. Capital includes equity attributable to owners of the Company less the restricted statutory reserve fund as disclosed in Note 18.

The Group reviews the capital structure on an annual basis. As part of this review, the Group considers the cost of capital and the risks associated with each class of capital. The Group's overall strategy remains unchanged from the prior period.

	Group	
	2025 MYR'000	2024 MYR'000
Trade and other payables (Note 15)	(93,649)	(71,333)
Bank borrowings (Note 16)	(43,080)	(34,027)
Redeemable preference shares (Note 15)	(80,119)	(92,947)
Lease liabilities (Note 11)	(5,468)	(3,122)
Add: Cash and cash equivalents (Note 7)	88,055	98,738
Net debt	(134,261)	(102,691)
Equity attributable to owners of the Company	44,804	54,923
Less: Statutory reserve	(5,313)	(5,313)
Total capital	39,491	49,610
Capital and net debt	173,752	152,301
Gearing ratio	77%	67%

The Group is currently in a net debt position (2024: net debt position). This was due to the increase in debt financing from financial institutions and the launch of the Redeemable Preference Shares Programme and is in line with the Group's expansion of the financial solutions business. Nonetheless, the Group will continue to actively monitor gearing while balancing its expansion strategy and goal of generating returns for shareholders.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

5. RELATED PARTY TRANSACTIONS

In addition to the related party information disclosed elsewhere in the financial statements, the following significant transactions between the Group and related parties took place at terms agreed between the parties during the financial year:

	Group	
	2025 MYR'000	2024 MYR'000
Advance from a related party [Note 15(a)]	1,435	–
Loan from a related party	4,901	–
Interest expense on loan from a shareholder (Note 22)	1,699	1,779
Interest expense on loan from a related party (Note 22)	857	667
Lease payment received/receivable from sub-leasing to related parties	(242)	(256)
Compensation of key management personnel		
Salaries and other short-term benefits	3,280	3,799
Defined contribution plans	270	285
Share options expenses	242	–
	3,792	4,084
<i>Comprise amounts paid to:</i>		
Directors of the Company	1,409	1,544
Directors of the subsidiaries	1,618	1,809
Other key management personnel	765	731
	3,792	4,084

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

6. TRADE AND OTHER RECEIVABLES

	Group		Company	
	2025 MYR'000	2024 MYR'000	2025 MYR'000	2024 MYR'000
<u>Current</u>				
Trade receivables	41,449	7,581	–	–
Factoring receivables	155,477	165,222	–	–
Loan advances	3,968	1,261	–	–
Other receivables from third parties	898	627	32	32
Other receivables from subsidiaries	–	–	115,856	116,990
Deposits	881	805	171	187
Interest receivable from fixed deposit	109	54	–	–
Prepayments	419	386	101	102
Goods and services tax (“GST”) receivable	10	13	10	13
	203,211	175,949	116,170	117,324
Less: Expected credit losses				
– Trade receivables	(54)	(54)	–	–
– Factoring receivables	(29,492)	(21,403)	–	–
– Loan advances	(494)	(494)	–	–
– Other receivables	(572)	(572)	–	–
	(30,612)	(22,523)	–	–
Total trade and other receivables	172,599	153,426	116,170	117,324

Trade receivables and factoring receivables from the Group's financial solutions business

Included in trade receivables are balances of MYR40,315,000 (2024: MYR6,800,000), which are unsecured, interest bearing at 0.5% to 1% (2024: 0.5% to 1%) per transaction, and generally due within 5 days from disbursement date. The remaining trade receivables are unsecured, interest-free and are generally due within 3 months from date of invoice.

Factoring receivables are interest bearing at 1% to 15% per transaction (2024: 1% to 15% per transaction) and are generally due within 3 months from disbursement date.

Loan advances

Loan advances are interest bearing at 12% to 15% (2024: 12%) per annum and are generally on 1-3 months (2024: 1-3 months) term.

Other receivables from third parties and subsidiaries

Other receivables are non-trade, unsecured, interest-free, repayable on demand and are to be settled in cash.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

7. CASH AND BANK BALANCES

	Group		Company	
	2025 MYR'000	2024 MYR'000	2025 MYR'000	2024 MYR'000
Cash on hand	9	19	–*	–*
Cash at banks	77,373	89,117	1,495	3,196
Fixed deposits	10,673	9,602	–	–
Cash and bank balances	88,055	98,738	1,495	3,196

For the purpose of presenting the consolidated cash flow statement, cash and cash equivalents comprise the following at the end of the reporting period:

	Group	
	2025 MYR'000	2024 MYR'000
Cash and bank balances	88,055	98,738
Less: Cash deposit restricted in use (pledged) (Note 16)	(29,006)	(30,636)
Less: Fixed deposit restricted in use (pledged)	(10,673)	(9,602)
Less: Bank overdrafts (Note 16)	(3,005)	–
Cash and cash equivalents as per consolidated cash flow statement	45,371	58,500

* Denotes amounts less than MYR1,000

The fixed deposits are pledged to bank for bank guarantees facility from a licenced bank.

8. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

	Group		Company	
	2025 MYR'000	2024 MYR'000	2025 MYR'000	2024 MYR'000
Current				
Held for trading equity securities	–	–	–	–
Investment in AdiWisista group	4,666	4,687	–	–

(a) Held for trading equity securities

Held for trading equity securities relate to 6,547,324 shares (2024: 6,547,324 shares) in Ayondo Ltd ("**Ayondo**") which the Group and the Company acquired in the previous financial years pursuant to its involvement in the Initial Public Offering exercise of Ayondo on the Singapore Exchange Securities Trading Limited ("**SGX-ST**").

As Ayondo has been delisted on 24 December 2021, the fair value of the held for trading equity securities was determined to be Nil (2024: Nil).

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

8. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS (CONTINUED)

(b) Investment in AdiWisista group

In 2022, the Group entered into an Exchangeable and Convertible Notes Agreement (the “**Notes Agreement**”) with PT Adiwisista Daya Investama (“**PT ADI**”) and PT Adiwisista Daya Pratama (“**PT ADP**”) (collective term as “**AdiWisista group**”) and a Collaboration Agreement with PT Adiwisista Daya Pratama via its subsidiary, Starland Axis Pte Ltd (“**SAPL**”).

The Group has classified the investment as financial assets at fair value through profit or loss. During the current financial year, the Group engaged an independent professional valuer who has adopted CRR Binomial Model in estimating the fair value of the EN and CN. Significant judgement is required in determining the appropriateness of the assumptions used in the fair valuation of the EN and CN. Information about the valuation techniques and inputs used in determining the fair value of the EN and CN is disclosed in Note 4(b)(vi).

As at 31 December 2024, SAPL subscribed to the following:

- Exchangeable Notes (“**EN**”) of an aggregate principal amount of US\$950,000 which is exchangeable into such number of ordinary shares in PT Adiwisista Finansial Teknologi (“**PT AFT**”) representing 10% of the total number of shares in PT AFT issued by PT ADI; and
- Convertible Notes (“**CN**”) of an aggregate principal amount of US\$50,000 which is convertible into such number of ordinary shares in PT ADI representing 10% of the total number of shares in PT ADI issued by PT ADI.

The other key terms of the Notes Agreement include:

- SAPL and PT ADP agree to work together and collaborate with each other to explore potential business opportunities and collaborations within the financial services industry in Indonesia, Malaysia and Singapore;
- Both the EN and CN bear simple interest at the rate of six per cent per annum accruing on a daily basis based on the principal amount of EN and CN;
- SAPL is entitled at any time prior to the maturity date to require all the Noteholders to collectively apply and exchange the EN and CN into shares of PT AFT;
- In the event that the EN and CN are not redeemed and exchanged prior to the maturity date (i.e. 36 months from 16 August 2022 or any other date as may be mutually agreed by the investors, PT ADI and PT ADP), the EN and CN shall be automatically redeemed and the borrower shall repay the principal amount and interest accrued thereon to SAPL.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

8. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS (CONTINUED)

(b) Investment in AdiWisista group (Continued)

On 15 August 2025, the Group entered into a Supplemental Agreement with AdiWisista group to extend the maturity date of EN and CN by an additional twelve (12) months. In consideration of such extension, the Group received an extension fee equal to 2% of the aggregate amount of EN and CN (the "**Extension Fee**"), with 1% of the extension fee payable in cash and 1% capitalised and added to the nominal value of the EN and CN.

As such, as at 31 December 2025, SAPL subscribed to the following:

- EN of an aggregate principal amount of US\$959,500 (2024: US\$950,000) which is exchangeable into such number of ordinary shares in PT AFT representing 10% of the total number of shares in PT AFT issued by PT ADI; and
- CN of an aggregate principal amount of US\$50,500 (2024: US\$50,000) which is convertible into such number of ordinary shares in PT ADI representing 10% of the total number of shares in PT ADI issued by PT ADI.

During the current financial year, no fair value (gain)/loss (2024: fair value loss of MYR2,891,000) was recognised to consolidated statement of comprehensive income.

The fair value measurement is categorised in Level 3 of the fair value hierarchy.

9. PROPERTIES HELD FOR SALE

	Group	
	2025 MYR'000	2024 MYR'000
At cost or net realisable value	12,480	13,737

Properties held for sale as at 31 December 2025 are as follows:

Location	Description	Gross floor area (sq. meters)	Group's effective interest
89 Julong Avenue, Lidu, Fuling District, Chongqing, PRC	Commercial units	3,023	100%
8 Wubao Road, Fuling District, Chongqing, PRC	Residential units, commercial units and carpark units	3,923	100%

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

9. PROPERTIES HELD FOR SALE (CONTINUED)

Properties held for sale as at 31 December 2024 were as follows:

Location	Description	Gross floor area (sq. meters)	Group's effective interest
89 Julong Avenue, Lidu, Fuling District, Chongqing, PRC	Commercial units and carpark units	4,396	100%
8 Wubao Road, Fuling District, Chongqing, PRC	Residential units, commercial units and carpark units	3,923	100%

10. PROPERTY, PLANT AND EQUIPMENT

Group	Office premises MYR'000	Renovation MYR'000	Motor vehicles MYR'000	Furniture, fixtures and equipment MYR'000	Total MYR'000
Cost					
At 1 January 2024	4,087	1,764	272	3,001	9,124
Additions	–	77	–	118	195
Written off	–	–	–	(20)	(20)
Translation difference	(180)	(33)	(6)	(66)	(285)
At 31 December 2024	3,907	1,808	266	3,033	9,014
Additions	3,626	–	–	185	3,811
Transfer to net investment in sub-leases	(805)	–	–	–	(805)
Written off	(1,115)	–	–	–	(1,115)
Translation difference	(157)	(19)	(6)	(45)	(227)
At 31 December 2025	5,456	1,789	260	3,173	10,678
Accumulated depreciation					
At 1 January 2024	1,078	1,346	113	1,798	4,335
Depreciation for the financial year	972	130	31	595	1,728
Written off	–	–	–	(19)	(19)
Translation difference	(56)	(13)	(7)	(57)	(133)
At 31 December 2024	1,994	1,463	137	2,317	5,911
Depreciation for the financial year	724	126	31	469	1,350
Written off	(1,115)	–	–	–	(1,115)
Translation difference	(53)	(12)	(5)	(41)	(111)
At 31 December 2025	1,550	1,577	163	2,745	6,035
Carrying amount					
At 31 December 2024	1,913	345	129	716	3,103
At 31 December 2025	3,906	212	97	428	4,643

- (a) Included in property, plant and equipment of the Group are right-of-use assets of MYR4,010,000 (2024: MYR2,053,000) (Note 11).

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

10. PROPERTY, PLANT AND EQUIPMENT (CONTINUED)

(b) Net cash outflow for purchase of property, plant and equipment is as follows:

	Group	
	2025 MYR'000	2024 MYR'000
Aggregate cost of property, plant and equipment	3,811	195
Less: Addition to right-of-use assets	(3,626)	–
Net cash outflows for purchase of property, plant and equipment	185	195

Company	Office premises MYR'000	Renovation MYR'000	Furniture, fixtures and equipment MYR'000	Total MYR'000
Cost				
At 1 January 2024	2,973	536	117	3,626
Translation difference	(182)	(32)	(3)	(217)
At 31 December 2024	2,791	504	114	3,409
Additions	2,417	–	–	2,417
Transfer to net investment in sub-leases	(805)	–	–	(805)
Translation difference	(156)	(29)	(6)	(191)
At 31 December 2025	4,247	475	108	4,830
Accumulated depreciation				
At 1 January 2024	629	132	29	790
Depreciation for the financial year	522	103	21	646
Translation difference	(57)	(12)	(1)	(70)
At 31 December 2024	1,094	223	49	1,366
Depreciation for the financial year	509	99	18	626
Translation difference	(53)	(23)	(4)	(80)
At 31 December 2025	1,550	299	63	1,912
Carrying amount				
At 31 December 2024	1,697	281	65	2,043
At 31 December 2025	2,697	176	45	2,918

Included in property, plant and equipment of the Company are right-of-use assets of MYR2,710,000 (2024: MYR1,715,000) (Note 11).

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

11. LEASES

Nature of the Group's leasing activities

The Group's leasing activities comprise the following:

- i) The Group lease office premises, motor vehicles and furniture, fixtures and equipment from non-related parties.

The Company is a sub-lessor (intermediate lessor) of the right-of-use assets. The Company subleased approximately 33% (2024: 33%) of office space to its related parties without any mark-up. The sub-lease of office space is for the same period as head lease (i.e. 6 years including option to extend the lease) and is classified as a finance lease because the risks and rewards incidental to ownership of the right-of-use assets are substantially transferred. The sublease payments are fixed and match the payments under the head lease. Right-of-use assets relating to the head leases with sub-leases classified as finance lease is derecognised.

- ii) In addition, the Group leases certain office premises. These leases are short-term in nature. The Group has elected not to recognise right-of-use assets and lease liabilities for these leases.

The maturity analysis of the lease liabilities is disclosed in Note 4(b)(iv).

Information about leases for which the Group is a lessee is presented below:

Amounts recognised in the balance sheets

	Group		Company	
	2025 MYR'000	2024 MYR'000	2025 MYR'000	2024 MYR'000
<u>Carrying amount of right-of-use assets</u>				
Office premises	3,906	1,913	2,697	1,697
Motor vehicles	91	122	–	–
Furniture, fixtures and equipment	13	18	13	18
	<u>4,010</u>	<u>2,053</u>	<u>2,710</u>	<u>1,715</u>
<u>Carrying amount of net investment in sub-leases</u>				
Non-current	1,177	653	1,177	653
Current	242	256	242	256
	<u>1,419</u>	<u>909</u>	<u>1,419</u>	<u>909</u>
<u>Carrying amount of lease liabilities</u>				
Non-current	4,363	1,957	3,532	1,957
Current	1,105	1,165	727	769
	<u>5,468</u>	<u>3,122</u>	<u>4,259</u>	<u>2,726</u>
Additions to right-of-use assets	3,626	–	2,417	–
Transfer to net investment in sub-leases	(805)	–	(805)	–
	<u>2,821</u>	<u>–</u>	<u>1,612</u>	<u>–</u>

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

11. LEASES (CONTINUED)

Information about leases for which the Group is a lessee is presented below: (Continued)

Amounts recognised in profit or loss

	Group		Company	
	2025 MYR'000	2024 MYR'000	2025 MYR'000	2024 MYR'000
Depreciation charged for the financial year				
– Office premises	724	972	509	522
– Motor vehicles	31	31	–	–
– Furniture, fixtures and equipment	5	6	5	6
	<u>760</u>	<u>1,009</u>	<u>514</u>	<u>528</u>
Interest income from sub-leasing (Note 20)	57	45	57	45
Interest expense on lease liabilities (Note 22)	<u>189</u>	<u>178</u>	<u>173</u>	<u>136</u>
Lease expense not included in the measurement of lease liabilities				
– Lease expense				
– short-term leases	238	52	–	–

Group

Total cash flows for leases amounted to MYR1,551,000 (2024: MYR1,483,000).

The following table shows the maturity analysis of the undiscounted lease payments to be received:

	Group		Company	
	2025 MYR'000	2024 MYR'000	2025 MYR'000	2024 MYR'000
Less than one year	308	301	308	301
One to five years	1,336	716	1,336	716
	<u>1,644</u>	<u>1,017</u>	<u>1,644</u>	<u>1,017</u>

Reconciliation of undiscounted lease payments to net investment in sub-leases at the end of the reporting period:

	Group		Company	
	2025 MYR'000	2024 MYR'000	2025 MYR'000	2024 MYR'000
Total undiscounted lease payments	1,644	1,017	1,644	1,017
Unearned interest income from sub-leasing	(225)	(108)	(225)	(108)
	<u>1,419</u>	<u>909</u>	<u>1,419</u>	<u>909</u>

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

11. LEASES (CONTINUED)

Information about leases for which the Group is a lessee is presented below: (Continued)

Group (Continued)

Reconciliation of movements of liabilities to cash flows arising from financing activities:

	Group MYR'000
Balance as at 1 January 2024	4,567
Changes from financing cash flows:	
– Repayments	(1,253)
– Interest paid	(178)
Non-cash changes:	
– Interest expense on lease liabilities	178
Translation difference	(192)
Balance as at 31 December 2024	3,122
Changes from financing cash flows:	
– Repayments	(1,124)
– Interest paid	(189)
Non-cash changes:	
– Additions of new leases	3,626
– Interest expense on lease liabilities	189
Translation difference	(156)
Balance as at 31 December 2025	5,468

12. GOODWILL AND INTANGIBLE ASSETS

(a) Goodwill

	Group	
	2025 MYR'000	2024 MYR'000
Cost		
At 1 January	3,258	3,348
Translation difference	(49)	(90)
At 31 December	3,209	3,258
Accumulated impairment		
At 1 January/31 December	(1,271)	(1,271)
Net carrying amount at 31 December	1,938	1,987

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

12. GOODWILL AND INTANGIBLE ASSETS (CONTINUED)

(a) Goodwill (Continued)

Impairment test for goodwill

Goodwill acquired in a business combination is allocated, to the cash generating units ("CGUs") that are expected to benefit from that business combination. Before recognition of impairment losses, the carrying amount of goodwill had been allocated as follows:

	2025 MYR'000	2024 MYR'000
Luminor Capital (Malaysia) Sdn. Bhd. and its subsidiaries (excluding SA Puncak Management Sdn. Bhd.)	1,271	1,271
SA Puncak Management Sdn. Bhd. ("SAPM")	600	600
Funded Here Pte. Ltd. ("FHPL")	1,338	1,387

At the reporting period ended 31 December 2020, management fully impaired the goodwill arising from the acquisition of Luminor Capital (Malaysia) Sdn. Bhd. and its subsidiaries (excluding SA Puncak Management Sdn. Bhd.).

Goodwill is assessed at each balance sheet date regardless of any indication of impairment by comparing the carrying amount with the recoverable amount of each CGUs.

Key assumptions used in value in use calculation of SAPM

As at 31 December 2025, the recoverable amount is determined from value in use calculations derived from the most recent financial budgets approved by management covering a five-year period (2024: five-year period). Forecast revenue for the five years is projected taking into account the increased efforts that will be channelled into the financial solutions business and the market demand for financial solutions for the five years.

	Average growth rate In revenue %	Terminal value growth rate \$%	Discount rate (pre-tax) %
31 December 2025	15	4.3	7.8
31 December 2024	26	4.0	8.3

Based on the annual impairment testing undertaken by the Group, no impairment loss was required for the carrying amount of the goodwill of SAPM as the recoverable amount was in excess of the carrying amount.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

12. GOODWILL AND INTANGIBLE ASSETS (CONTINUED)

(a) Goodwill (Continued)

Impairment test for goodwill (Continued)

Key assumptions used in value in use calculation of SAPM (Continued)

Sensitivity to changes in assumptions

With regards to the assessment of value in use, management believes that the change in the estimated recoverable amount from any reasonably possible changes in any of the above key assumptions would not cause the recoverable amount to be materially lower than the carrying value of goodwill allocated to SAPM.

Key assumptions used in valuation of FHPL

During the current financial year, there was an internal restructuring of Funded Here Holdings Pte. Ltd. ("**FHHPL**") and its subsidiaries ("**FHHPL Group**") as disclosed under Note 13(a). Following the restructuring, FHPL transferred the ownership of the crowdfunding platform to FHHPL. Thereafter, FHHPL and FHPL operates the crowdfunding business activities with FHHPL undertaking the crowdfunding platform and FHPL undertakes the operations. The Group assessed that there is no active market for the crowdfunding platform at this time, given its bespoke design for FHPL's operations. Therefore, the crowdfunding platform is not able to generate independent cash inflows on a standalone basis and is considered part of FHPL's Cash-Generating Unit ("**CGU**"). Accordingly, the goodwill is now allocated to FHHPL and FHPL ("**FHPL CGU**").

As at 31 December 2025, the recoverable amount is determined based on fair value less costs of disposal ("**FVLCD**") using venture capital ("**VC**") method. This method is used for start-up and early growth companies, which usually have negative but growing cash flows, limited or no historical financial data and forecasts. Using the VC method, the value of FHPL is estimated at a value after 5 years (the "**expected exit-value**"). The expected exit-value is estimated at the time of exit from the investment and expected earning is multiplied by an estimated earnings multiplier. The expected exit-value is then discounted to the present value using a discount rate. Forecast revenue for the five years is projected taking into account the increased efforts that will be channelled into the financial solutions business and the market demand for financial solutions for the five years. The fair value measurement of recoverable amount of FHPL is categorised as Level 3 in the fair value hierarchy.

	Forecasted average growth rate in revenue %	Average earnings multiplier	Discount rate (pre-tax) %
31 December 2025	56.2	12.3	41.13
31 December 2024	95.0	12.3	40.78

NOTES TO THE FINANCIAL STATEMENTS

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12. GOODWILL AND INTANGIBLE ASSETS (CONTINUED)

(a) Goodwill (Continued)

Impairment test for goodwill (Continued)

Key assumptions used in valuation of FHPL (Continued)

Based on the annual impairment testing undertaken by the Group, no impairment loss was required for the carrying amount of the goodwill of FHPL as the recoverable amount was in excess of the carrying amount.

Sensitivity to changes in assumptions

If the pre-tax discount rate used in FVLCD calculation increased by 19% or if the average earnings multiplier used is lower than management's estimates by 6.7, the Group would have to recognise impairment charge on goodwill of MYR128,000 and MYR30,000 respectively.

(b) Intangible assets

	Crowdfunding Platform MYR'000	Platform under Development MYR'000	Software MYR'000	Total MYR'000
Group				
Cost				
At 1 January 2024	5,135	–	60	5,195
Additions	4,265	–	–	4,265
Translation difference	(481)	–	–	(481)
At 31 December 2024	8,919	–	60	8,979
Additions	–	91	–	91
Translation difference	(320)	(3)	–	(323)
At 31 December 2025	8,599	88	60	8,747
Accumulated amortisation				
At 1 January 2024	–	–	47	47
Amortisation charged	1,578	–	10	1,588
Translation difference	(36)	–	–	(36)
At 31 December 2024	1,542	–	57	1,599
Amortisation charged	2,977	–	2	2,979
Translation difference	(166)	–	–	(166)
At 31 December 2025	4,353	–	59	4,412
Carrying amount				
At 31 December 2024	7,377	–	3	7,380
At 31 December 2025	4,246	88	1	4,335

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For the financial year ended 31 December 2025

12. GOODWILL AND INTANGIBLE ASSETS (CONTINUED)

(b) Intangible assets (Continued)

The intangible assets included above have finite useful lives, over which the assets are amortised. The amortisation period for computer software licence is three years.

The crowdfunding platform (“**Platform**”) reached minimum viable product stage in June 2024. Therefore, amortisation of the platform commenced in June 2024 over three years period.

As at 31 December 2025, management performed an impairment test for the Platform which is under FHPL CGU. The key assumptions and sensitivity for the determination of the recoverable amount of FHPL CGU are disclosed in Note 12(a).

13. INVESTMENT IN SUBSIDIARIES

	Company	
	2025 MYR'000	2024 MYR'000
Unquoted equity shares, at cost		
Balance at 1 January	12,660	7,563
Additions [Note 15(b)]	726	5,817
Translation difference	(480)	(720)
Balance at 31 December	12,906	12,660

Details of the subsidiaries are as follows:

Name of subsidiary	Country of incorporation and operations	Principal activity	Attributable equity interest of the Group		Proportion of voting power held	
			2025 %	2024 %	2025 %	2024 %
Starland Axis Pte. Ltd. ⁽¹⁾	Singapore	Investment holding	100	100	100	100
Starland Commercial Trading Pte. Ltd. ⁽¹⁾	Singapore	Investment holding	100	100	100	100
<u>Subsidiary of Starland Commercial Trading Pte. Ltd.</u>						
Xiamen Starland Trading Limited ⁽³⁾	People's Republic of China	Wholesale, import and export of chemical product, office furniture and clothing; consultancy on the enterprise management and business information	100	100	100	100

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

13. INVESTMENT IN SUBSIDIARIES (CONTINUED)

Details of the subsidiaries are as follows: (Continued)

Name of subsidiary	Country of incorporation and operations	Principal activity	Attributable equity interest of the Group		Proportion of voting power held	
			2025 %	2024 %	2025 %	2024 %
<u>Subsidiary of Xiamen Starland Trading Limited</u>						
Chongqing Starland Property Services Co., Ltd. ⁽³⁾	People's Republic of China	Property management service	100	100	100	100
<u>Subsidiaries of Chongqing Starland Property Services Co., Ltd.</u>						
Chongqing Gangyuan Property Development Co., Ltd. ⁽³⁾	People's Republic of China	Property development, marketing planning of property; sales of construction material, decoration material and low voltage electronic apparatus	100	100	100	100
Chongqing Tianhu Land Co., Ltd. ⁽³⁾	People's Republic of China	Property development, marketing planning of property; sales of construction material, decoration material and low voltage electronic apparatus	100	100	100	100
<u>Subsidiaries of Starland Axis Pte. Ltd.</u>						
Luminor Capital (Malaysia) Sdn. Bhd. ⁽²⁾	Malaysia	Investment holding and provision of financial solution	100	100	100	100
Funded Here Pte. Ltd. ⁽¹⁾	Singapore	Crowdfunding business	–	93.53	–	93.53
Funded Here Holdings Pte. Ltd. ⁽¹⁾	Singapore	Investment holding	93.61	–	93.61	–
<u>Subsidiaries of Luminor Capital (Malaysia) Sdn. Bhd.</u>						
EL Nuwr Sdn. Bhd. ⁽²⁾	Malaysia	Financial solution – Asset management	100	100	100	100

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

13. INVESTMENT IN SUBSIDIARIES (CONTINUED)

Details of the subsidiaries are as follows (Continued):

Name of subsidiary	Country of incorporation and operations	Principal activity	Attributable equity interest of the Group		Proportion of voting power held	
			2025 %	2024 %	2025 %	2024 %
<u>Subsidiaries of Luminor Capital (Malaysia) Sdn. Bhd. (Continued)</u>						
Luminor Credit Sdn. Bhd. ⁽²⁾	Malaysia	Financial solution – Loan advances business	100	100	100	100
SA Puncak Management Sdn. Bhd. ⁽²⁾	Malaysia	Financial solution – Factoring business	93.4	90.4	93.4	90.4
Luminor Asset Berhad ⁽²⁾	Malaysia	Other financial service activities	100	100	100	100
Luminor Capital Markets Sdn. Bhd. ⁽²⁾	Malaysia	Financial solution – Provision of consultancy services	100	100	100	100
Luminor Finance Pte.Ltd. ⁽¹⁾	Singapore	Financial solution – Factoring business	100	–	100	–
Luminor SPV 1 Sdn.Bhd. ⁽²⁾	Malaysia	Other financial service activities	100	–	100	–
<u>Subsidiaries of Funded Here Holdings Pte. Ltd.</u>						
Luminor FH Sdn. Bhd. ⁽²⁾	Malaysia	Crowdfunding business	93.61	–	93.61	–
Funded Here Pte. Ltd. ⁽¹⁾	Singapore	Crowdfunding business	93.61	–	93.61	–
FH Scale Up Pte. Ltd. ⁽¹⁾	Singapore	Investment holding	93.61	–	93.61	–
(1) Audited by Baker Tilly TFW LLP.						
(2) Audited by Baker Tilly Malaysia.						
(3) Not required to be audited in country of incorporation, but audited by member firm of Baker Tilly International in the PRC for Group consolidation purposes.						

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

13. INVESTMENT IN SUBSIDIARIES (CONTINUED)

(a) Restructuring of Funded Here Holdings Pte. Ltd. and its subsidiaries (“FHHPL Group”)

Funded Here Holdings Pte. Ltd. (“FHHPL”) and Funded Here Pte. Ltd. (“FHPL”)

2025

On 31 January 2025, Starland Axis Pte. Ltd. (“SAPL”) subscribed for 1,422,570 ordinary shares in FHPL at an issue price of S\$0.092 per share for a total cash consideration of S\$130,876 (approximately MYR425,000). Following the subscription, SAPL increased its shareholding interest from 93.53% to 93.70%.

On 26 March 2025, SAPL subscribed for 1 ordinary share issued by FHHPL at a consideration of S\$1 (approximately MYR3.00) which was settled by cash, and it represents 100% shareholding interest in FHHPL.

On 20 June 2025, a non-controlling interest (“NCI”) of FHPL subscribed an additional 50,000 ordinary shares issued by FHPL for a consideration of S\$39,000 (approximately MYR129,000). Following the increase in NCI’s equity interest, SAPL decreased its shareholding interest from 93.70% to 93.61%.

On 30 June 2025, SAPL entered into a Sale and Purchase Agreement with FHHPL in which FHHPL purchased all the shares of FHPL (the “Sale”), effected through the sale and transfer of shares in FHPL held by SAPL to FHHPL as well as the transfer of the shares held by the remaining shareholders in FHPL pursuant to drag-along rights in FHPL’s constitution. In exchange for each FHPL share sold to FHHPL, each shareholder of FHPL was issued one share in FHHPL. This exercise is part of the internal restructuring of the Funded Here business with no change in effective interest. The Sale was completed on 30 September 2025 (“Completion”). Following Completion, FHPL is a wholly-owned subsidiary of FHHPL and SAPL’s shareholding interest in FHHPL is 93.61%.

The following summarises the effect of the change in the Group ownership interest in FHHPL and its subsidiaries on the equity attributable to equity holders of the Company.

	2025 0.09% MYR’000
Consideration paid by non-controlling interest	129
Carrying amount of ownership interest disposed to non-controlling interest	(19)
Net differences in other reserve attributable to equity holders of the Company	110

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

13. INVESTMENT IN SUBSIDIARIES (CONTINUED)

(a) Restructuring of Funded Here Holdings Pte. Ltd. and its subsidiaries ("FHHPL Group") (Continued)

Funded Here Holdings Pte. Ltd. ("FHHPL") and Funded Here Pte. Ltd. ("FHPL") (Continued)

2024

During the previous financial year, SAPL and FHPL's NCI subscribed for additional 30,132,105 and 192,647 ordinary shares respectively issued by FHPL for a consideration of S\$2,825,000 (approximately MYR9,682,000) and S\$17,724 (approximately MYR62,000) respectively.

Following the increase in equity interest, SAPL holds 93.53% in FHPL as at 31 December 2024. The Group recognised a loss from increase in ownership of subsidiary with share subscription of MYR364,000 at the end of the financial year 2024, which was recognised within equity under other reserve.

The following summarises the effect of the change in the Group ownership interest in FHPL on the equity attributable to equity holders of the Company.

	2024 8.20% MYR'000
Carrying amount of additional non-controlling interests acquired	(364)
Consideration paid	-
Net differences in other reserve attributable to equity holders of the Company	<u>(364)</u>

Luminor FH Sdn. Bhd. ("LFHSB")

On 24 April 2025, FHHPL incorporated a wholly-owned subsidiary, LFHSB with a paid-up capital of MYR1.00. The incorporation of LFHSB was funded through internal resources.

FH Scale Up Pte. Ltd. ("FHSUPL")

On 17 November 2025, FHHPL incorporated a wholly-owned subsidiary, FHSUPL with a paid-up capital of S\$1.00. The incorporation of FHSUPL was funded through internal resources.

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For the financial year ended 31 December 2025

13. INVESTMENT IN SUBSIDIARIES (CONTINUED)

(b) Additions by Luminor Capital (Malaysia) Sdn. Bhd. ("LCM")

Luminor Finance Pte. Ltd. ("LFPL")

On 10 January 2025, LCM incorporated a wholly-owned subsidiary, LFPL with a paid-up capital of S\$1.00. The incorporation of LFPL was funded through internal resources.

On 5 May 2025, LCM subscribed for 249,999 ordinary shares in LFPL at an issue price of S\$1.00 per share for a total cash consideration of S\$249,999 (approximately MYR840,000).

Luminor SPV 1 Sdn. Bhd. ("LSPV1")

On 22 December 2025, LCM incorporated a wholly-owned subsidiary, LSPV1 with a paid-up capital of MYR1.00. The incorporation of LSPV1 was funded through internal resources.

(c) Increase ownership in SA Puncak Management Sdn. Bhd. ("SAPM")

Increase ownership in SAPM

During the current financial year, LCM acquired additional 150,000 (2024: 45,000) ordinary shares of SAPM from NCI for a consideration of MYR250,000 (2024: MYR120,000). The Group paid the consideration in cash for the acquisition.

The following summarises the effect of the change in the Group ownership interest in SAPM on the equity attributable to equity holders of the Company.

	2025 3.00% MYR'000	2024 1.80% MYR'000
Carrying amount of additional non-controlling interests acquired	487	362
Consideration paid	(250)	(120)
Net differences in other reserve attributable to equity holders of the Company	237	242

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For the financial year ended 31 December 2025

13. INVESTMENT IN SUBSIDIARIES (CONTINUED)

(d) Step acquisition of Luminor Capital Markets Sdn. Bhd. ("LCM2")

In previous financial year, LCM acquired the remaining 51% equity interest of LCM2 for a cash consideration of MYR100,000. As a result, LCM's equity interest in LCM2 increased to 100% and accordingly, LCM2 became a wholly-owned subsidiary of LCM.

Fair value of the identifiable assets and liabilities of LCM2 at acquisition date

	2024 MYR'000
Trade and other receivables	54
Cash and cash equivalents	1,409
Trade and other payables	(174)
Total identified net assets acquired	1,289
Less: Fair value of pre-existing interest in the associate	(632)
Net identifiable assets acquired	657
Bargain purchase (Note 21)	(557)
Total consideration transferred	100

Effect on cash flows of the Group

	2024 MYR'000
Cash paid	100
Less: Cash and cash equivalents in LCM2 acquired	(1,409)
Net cash inflow from step acquisition	1,309

LCM2 contributed net loss of MYR155,000 to the Group for the period from 13 March 2024 (acquisition date) to 31 December 2024. If the acquisition had occurred on 1 January 2024, the Group's net loss would have been MYR11,381,000.

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For the financial year ended 31 December 2025

13. INVESTMENT IN SUBSIDIARIES (CONTINUED)

(e) Summarised financial information of subsidiaries with material non-controlling interests ("NCI")

The Group has the following subsidiaries that has NCI that is considered by management to be material to the Group:

Name of subsidiaries	Principal place of business/ Country of incorporation	Ownership interests held by NCI
2025		
FHHPL Group	Singapore	6.39%
SAPM	Malaysia	6.6%
2024		
FHPL	Singapore	6.47%
SAPM	Malaysia	9.6%

The following are the summarised financial information of the Group's subsidiaries with NCI that is considered by management to be material to the Group. These financial information include consolidation adjustments but before inter-company eliminations.

Summarised Balance Sheets

	FHHPL	FHPL	SAPM	
	Group		2025	2024
	2025	2024	2025	2024
	MYR'000	MYR'000	MYR'000	MYR'000
Non-current assets	4,519	7,483	1,236	893
Current assets	3,231	1,088	151,260	174,450
Non-current liabilities	(3,324)	–	(20,854)	(48,936)
Current liabilities	(7,240)	(680)	(115,718)	(113,331)
Net (liabilities)/assets	(2,814)	7,891	15,924	13,076
Net (liabilities)/assets attributable to NCI	(180)	511	1,051	1,255

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

13. INVESTMENT IN SUBSIDIARIES (CONTINUED)

(e) Summarised financial information of subsidiaries with material non-controlling interests ("NCI") (Continued)

Summarised Statements of Comprehensive Income

	FHHPL Group 2025 MYR'000	FHPL 2024 MYR'000	SAPM 2025 MYR'000	2024 MYR'000
Revenue	393	13	44,130	38,453
(Loss)/profit before tax	(11,270)	(5,977)	4,073	2,898
Income tax expense	–	–	(1,224)	(1,314)
(Loss)/profit after tax	(11,270)	(5,977)	2,849	1,584
Other comprehensive income/ (loss)	55	(603)	–	–
Total comprehensive (loss)/ income	(11,215)	(6,580)	2,849	1,584
(Loss)/profit allocated to NCI	(716)	(580)	283	307

Summarised Statements of Cash Flows

	FHHPL Group 2025 MYR'000	FHPL 2024 MYR'000	SAPM 2025 MYR'000	2024 MYR'000
Cash flows (used in)/generated from operating activities	(1,875)	(6,299)	3,566	14,093
Cash flows generated from/ (used in) investing activities	494	(4,374)	196	429
Cash flows generated from/(used in) financing activities	3,822	9,848	(12,287)	(1,491)
Net increase/(decrease) in cash and cash equivalents	2,441	(825)	(8,525)	13,031

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

13. INVESTMENT IN SUBSIDIARIES (CONTINUED)

(f) Call option

In accordance with the Call Option Agreement (“**Call Option Agreement**”) dated 22 August 2025, the non-controlling shareholder of SAPM granted LCM a call option over the remaining 9.6% interest in SAPM for MYR1,025,600. Under the Call Option Agreement, LCM had the right to exercise the call option up to 5 September 2028. The call option is exercisable by LCM at any time during the option period, in respect of the call shares in accordance to the terms and conditions as below:

Timeline	Amount of call shares (ordinary shares)	Option price and payment manner
Before 5 September 2025	150,000**	MYR250,000 payable in accordance with the following dates: <ul style="list-style-type: none"> – MYR100,000 payable on or before 5 September 2025; – MYR50,000 payable on or before 5 December 2025; – MYR50,000 payable on or before 5 March 2026; and – MYR50,000 payable on or before 5 June 2026.
Before 5 September 2026	120,000	MYR200,000 payable in accordance with the following dates: <ul style="list-style-type: none"> – MYR50,000 payable on or before 5 September 2026; – MYR50,000 payable on or before 5 December 2026; – MYR50,000 payable on or before 5 March 2027; and – MYR50,000 payable on or before 5 June 2027.
Before 5 September 2027	120,000	MYR200,000 payable in accordance with the following dates: <ul style="list-style-type: none"> – MYR50,000 payable on or before 5 September 2027; – MYR50,000 payable on or before 5 December 2027; – MYR50,000 payable on or before 5 March 2028; and – MYR50,000 payable on or before 5 June 2028.
Before 5 September 2028	90,000	MYR375,600 payable on or before 5 September 2028.

** 150,000 units of call shares have been exercised during the current financial year.

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For the financial year ended 31 December 2025

13. INVESTMENT IN SUBSIDIARIES (CONTINUED)

(g) Company level – impairment review of investment in subsidiaries

Impairment review for the financial year ended 31 December 2025

During the current financial year, management performed impairment test for the investment in SAPL and its subsidiaries (“**SAPL Group**”) as the carrying amount of the net assets of SAPL Group was less than the cost of investment as at 31 December 2025. The recoverable amount of the investment in SAPL Group has been determined based on the value in use calculation of LCM Group using five-year period cash flow projections approved by management and fair value less costs of disposal (“**FVLCD**”) of FHPL’s CGU using venture capital (“**VC**”) method.

The key assumptions used in estimation of value in use of LCM Group are as follows:

	Average growth rate in revenue %	Terminal value growth rate %	Discount rate (pre-tax) %
31 December 2025	15	4.3	7.8
31 December 2024	26	4.0	8.3

The key assumptions used in the estimation of the FVLCD of FHPL’s CGU are disclosed in Note 12(a).

Based on the assessment, there is no impairment loss recognised for the financial year ended 31 December 2025.

Sensitivity to changes in assumptions

With regards to the assessment of value in use and FVLCD, management believes that the change in the estimated recoverable amount from any reasonably possible changes in any of the above key assumptions would not cause the recoverable amount to be materially lower than the carrying value of investment in SAPL Group.

(h) Significant restrictions

Cash and cash equivalents of MYR16,240,000 (2024: MYR16,740,000) are held in the People’s Republic of China and are subject to local exchange control regulations. These regulations place restrictions on the amount of currency being exported from the country, other than through dividends.

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For the financial year ended 31 December 2025

14. DEFERRED TAX

	Group	
	2025 MYR'000	2024 MYR'000
Deferred tax assets	65	397
Deferred tax liabilities	(1,144)	(2,627)

The deferred tax assets and liabilities recognised by the Group and movements thereon during the financial years ended 31 December 2025 and 31 December 2024 are as follows:

	Deferred tax liabilities	Deferred tax assets	Total MYR'000
	Undistributed retained profits MYR'000	Tax credits MYR'000	
At 1 January 2024	(2,794)	364	(2,430)
Credited to profit or loss for the financial year (Note 24)	21	49	70
Translation difference	146	(16)	130
At 31 December 2024	(2,627)	397	(2,230)
Credited to profit or loss for the financial year (Note 24)	1,342	(314)	1,028
Translation difference	141	(18)	123
At 31 December 2025	(1,144)	65	(1,079)

Temporary differences relating to investment in subsidiaries

In accordance with the PRC tax circular [Guoshuihan [2008] 112] effective from January 2008, the PRC withholding income tax at the rate of 10% is applicable to dividends payable by the PRC subsidiaries based on their profits generated from 1 January 2008 onwards to its "non-resident" investors who do not have an establishment or place of business in the PRC. A preferential withholding income tax rate of 5% is applicable to the PRC subsidiaries which fulfil the requirements under the Tax Treaty between Singapore and PRC and the PRC Announcement of the State Administration of Taxation [2012] No.30.

In accordance with the Tax Treaty between Singapore and PRC and the PRC Announcement of the State Administration of Taxation [2012] No. 30, the Group completed the declaration in the PRC during the financial year ended 31 December 2018, on its eligibility to enjoy the preferential withholding tax rate of 5%.

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For the financial year ended 31 December 2025

15. TRADE AND OTHER PAYABLES REDEEMABLE PREFERENCE SHARES AND FINANCIAL GUARANTEE CONTRACT LIABILITIES

(a) Trade and other payables

	Group		Company	
	2025 MYR'000	2024 MYR'000	2025 MYR'000	2024 MYR'000
Current				
Trade payables	–	28	–	–
Payables to co-funders – factoring	435	2,133	–	–
Payables to co-funders – others	13,055	–	–	–
Deposits from contractors	134	46	–	–
Deposits from tenants	144	198	–	–
Accrued expenses	6,869	5,085	1,728	1,546
Other payables due to subsidiaries	–	–	35,060	36,608
Other payables due to former ultimate holding company	143	149	143	149
Payables to former non-controlling interests	18,548	17,650	–	–
Other payables due to a related party	1,435	–	1,435	–
Other payables due to third parties	12,388	9,047	58	154
Other tax payables	416	425	–	–
Loan from a shareholder	25,645	26,598	25,645	26,598
Loan from a related party	14,437	9,974	14,437	9,974
Total trade and other payables	93,649	71,333	78,506	75,029

The Group cooperated with third-party investors (“**Payables to co-funders**”) to co-fund factoring receivables and trade receivables. As at 31 December 2025, the factoring receivables co-funded amounted to MYR435,000 (2024: MYR2,133,000) and are included in factoring receivables as disclosed in Note 6. The payables to co-funders – factoring are trade in nature, interest bearing at 1% to 3% per month and are generally due within 7 days to 3 months from disbursement date. For Payables to co-funders – factoring, the co-funders bear the risks and rewards associated with the factoring receivables, while the Group earns an administrative fee for arranging these transactions. Accordingly, the Group has presented the proceeds received from and repayments to co-funders under this factoring arrangement as cash flows from operating activities.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

15. TRADE AND OTHER PAYABLES REDEEMABLE PREFERENCE SHARES AND FINANCIAL GUARANTEE CONTRACT LIABILITIES (CONTINUED)

(a) Trade and other payables (Continued)

As at 31 December 2025, the trade receivables co-funded amounted to MYR13,055,000 (2024: MYR Nil) and are included in trade receivables as disclosed in Note 6. The payables to co-funders – others are interest bearing at 0.3% to 0.4% per transaction and are generally due within 5 days from disbursement date. For Payables to co-funders – others, the Group retains discretion over how the allocated funds are utilised and the Group bears the risks and rewards associated with the amount disbursed. Accordingly, the Group has concluded that the proceeds from and repayments to co-funder – others represents a financing activity to the Group.

Other payables due to a related party, subsidiaries and former ultimate holding company are non-trade, unsecured, interest-free, repayable on demand and are to be settled in cash.

Payables to former non-controlling interests are unsecured, interest bearing at 6.5% and 8% (2024: 6.5% and 8%) per annum and repayable on demand.

Loan from a shareholder (who is also the controlling shareholder and the director of the Company) is unsecured, interest bearing at 6.5% (2024: 6.5%) per annum and repayable on demand.

Loan from a related party (related to the controlling shareholder) is unsecured, interest bearing at 6.5% and 7.5% (2024: 6.5%) per annum and repayable on demand.

(b) Redeemable preference shares and financial guarantee

	Group		Company	
	2025 MYR'000	2024 MYR'000	2025 MYR'000	2024 MYR'000
Current				
– Redeemable preference shares	80,119	92,947	–	–
– Financial guarantee to a subsidiary	–	–	1,423	1,843
Non-current:				
– Financial guarantee to a subsidiary	–	–	47	2,322
	80,119	92,947	1,470	4,165

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

15. TRADE AND OTHER PAYABLES REDEEMABLE PREFERENCE SHARES AND FINANCIAL GUARANTEE CONTRACT LIABILITIES (CONTINUED)

(b) Redeemable preference shares and financial guarantee (Continued)

The Group has established a RPS programme of up to MYR500,000,000 in nominal value. During the current financial year, RPS issued totalling 11,300,000 (2024: 85,150,000) were issued at MYR1.00 per RPS. The RPS are interest bearing at 5% plus overnight policy rate published by Bank Negara Malaysia on the respective RPS issued date, and the interest rate is at 8% (2024: 8%) for the financial year. The RPS is mandatorily redeemable at MYR1.00 per RPS with tenure of two years from the following issuance dates ("**Redemption Dates**"). Included in the RPS was the remaining balance of referral fee paid ("transaction cost directly attributable to the issuance of RPS") as at 31 December 2025, which amounted to MYR731,000 (2024: MYR1,003,000) and will be amortised over the tenure of the RPS.

RPS allotment dates	Amount of RPS (ordinary shares)	Amount MYR'000
7 November 2023	5,850,000	5,850,000
24 November 2023	2,100,000	2,100,000
29 December 2023	850,000	850,000
31 January 2024	6,300,000	6,300,000
26 February 2024	10,200,000	10,200,000
15 March 2024	12,700,000	12,700,000
9 April 2024	18,650,000	18,650,000
29 May 2024	8,200,000	8,200,000
27 June 2024	5,600,000	5,600,000
21 August 2024	10,200,000	10,200,000
26 September 2024	7,850,000	7,850,000
4 November 2024	5,450,000	5,450,000
As at 31 December 2024	93,950,000	93,950,000
<u>Allotment/(Redemption) during the financial year ended</u>		
<u>31 December 2025</u>		
31 January 2025	8,550,000	8,550,000
28 March 2025	2,750,000	2,750,000
Redemption	(24,400,000)	(24,400,000)
As at 31 December 2025	80,850,000	80,850,000

The RPS Holders have the right to request that LAB redeem their RPS at any time prior to two months before the Redemption Dates ("**Early Redemption**"), subject to LAB meeting the requirements of Section 72(4), 72(5) and 72(6) under the Companies Act 2016 in Malaysia. As at 31 December 2025 and 2024, LAB assessed and concluded that it meets the solvency requirements. Consequently, the RPS are classified as current liabilities as at 31 December 2025 and 31 December 2024.

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15. TRADE AND OTHER PAYABLES REDEEMABLE PREFERENCE SHARES AND FINANCIAL GUARANTEE CONTRACT LIABILITIES (CONTINUED)

(b) Redeemable preference shares and financial guarantee (Continued)

The RPS are secured by a put option agreement between RPS Holders with the Company where the RPS Holders have rights to require the Company to redeem the RPS in one tranche at the price of MYR1.00 per RPS, in the event that LAB is unable to redeem the RPS from the RPS Holders on the Redemption Dates.

Financial guarantee contracts are initially recognised at their fair values. Subsequent to initial measurement, the financial guarantees are measured at the higher of the amount initially recognised less cumulative amount of income recognised in accordance with the principles of SFRS(I) 15 and the amount of expected loss computed using the impairment methodology under SFRS(I) 9 *Financial Instruments*. Financial guarantee liability pertains to the fair value of the put option amounting to MYR726,000 (2024: MYR5,817,000) on initial recognition provided by the Company on behalf of the subsidiary to obtain financing through the RPS programme, less amortisation. Correspondingly, the Company recorded the financial guarantee liability as additions to the investment in subsidiaries amounting to MYR726,000 (2024: MYR5,817,000) as disclosed in Note 13. Given that LAB is able to meet the requirements of Section 72(4), 72(5) and 72(6) under the Companies Act 2016 in Malaysia in respect of redemption of RPS at 31 December 2025 and 2024, the financial guarantee liabilities under the Company are classified as current and non-current based on the remaining tenure of the RPS.

(c) Contract liabilities

	Group	
	2025 MYR'000	2024 MYR'000
Contract liabilities	1,726	1,591

Contract liabilities pertains to:

- advances from customers for the sale of its properties which are recognised as revenue when control of the property has been transferred to the customer.
- Interest income received in advance from financial solution customers.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

15. TRADE AND OTHER PAYABLES REDEEMABLE PREFERENCE SHARES AND FINANCIAL GUARANTEE CONTRACT LIABILITIES (CONTINUED)

(c) Contract liabilities (Continued)

A reconciliation of contract liabilities is as follows:

	Group	
	2025 MYR'000	2024 MYR'000
At 1 January	1,591	1,002
New contracts	706	1,550
Revenue recognised that was included in the contract liabilities balance at beginning of financial year	(569)	(951)
Translation difference	(2)	(10)
At 31 December	1,726	1,591

A reconciliation of liabilities arising from financing activities is as follows:

Group	Other payables due to former ultimate holding company MYR'000		Payables to former non-controlling interests MYR'000		Loan from a shareholder MYR'000	Loan from a related party MYR'000	Bank borrowings (Note 16) MYR'000	RPS payable MYR'000	Total MYR'000
	Balance at 1 January 2024	158	18,932	28,312	10,617	30,411	8,800	97,230	
Changes from financing cash flows:									
– Advances from	–	944	–	–	–	–	944		
– Loan drawdown	–	–	–	–	4,381	–	4,381		
– Proceeds from	–	–	–	–	–	86,000	86,000		
– Repayments	–	(1,191)	–	–	–	–	(1,191)		
– Interest paid	–	(1,368)	(1,779)	(667)	(1,930)	(3,169)	(8,913)		
– Referral fees paid	–	–	–	–	–	(2,540)	(2,540)		
Non-cash changes:									
– Interest expense	–	1,368	1,779	667	1,930	6,546	12,290		
– Unrealised foreign exchange gain	–	(1,035)	–	–	–	–	(1,035)		
– Other receivables	–	–	–	–	–	(850)	(850)		
– Other payables	–	–	–	–	–	(1,840)	(1,840)		
Translation differences	(9)	–	(1,714)	(643)	(765)	–	(3,131)		
Balance at 31 December 2024	149	17,650	26,598	9,974	34,027	92,947	181,345		

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

15. TRADE AND OTHER PAYABLES REDEEMABLE PREFERENCE SHARES AND FINANCIAL GUARANTEE CONTRACT LIABILITIES (CONTINUED)

(c) Contract liabilities (Continued)

A reconciliation of liabilities arising from financing activities is as follows (Continued):

	Other payables due to former ultimate holding company	Payables to former non-controlling interests	Payables to co-funders – others	Loan from a shareholder	Loan from a related party	Bank borrowings* (Note 16)	RPS payable	Total
	MYR'000	MYR'000	MYR'000	MYR'000	MYR'000	MYR'000	MYR'000	MYR'000
Group								
Balance at 1 January 2025	149	17,650	–	26,598	9,974	34,027	92,947	181,345
Changes from financing cash flows:								
– Advances from	–	1,589	–	–	–	–	–	1,589
– Loan drawdown	–	–	–	–	4,901	8,744	–	13,645
– Proceeds from	–	–	48,024	–	–	–	11,300	59,324
– Repayments	–	–	(34,969)	–	–	–	(24,400)	(59,369)
– Interest paid	–	(1,306)	(221)	(1,698)	(759)	(2,237)	(7,404)	(13,625)
– Referral fees paid	–	–	–	–	–	–	(2,326)	(2,326)
Non-cash changes:								
– Interest expense	–	1,306	268	1,699	857	2,237	9,860	16,227
– Unrealised foreign exchange gain	–	(731)	–	–	–	–	–	(731)
– Other payables	–	40	(47)	–	–	–	142	135
Translation differences	(6)	–	–	(954)	(536)	(2,696)	–	(4,192)
Balance at 31 December 2025	143	18,548	13,055	25,645	14,437	40,075	80,119	192,022

* Bank borrowings information presented above are bank borrowings as presented in Note 16 excluding bank overdrafts.

16. BANK BORROWINGS

	Group		Company	
	2025 MYR'000	2024 MYR'000	2025 MYR'000	2024 MYR'000
Current liabilities				
– Revolving loan	26,445	29,141	26,445	29,141
– Multi currency trade financing	13,630	4,886	–	–
– Bank overdrafts	3,005	–	–	–
	43,080	34,027	26,445	29,141

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

16. BANK BORROWINGS (CONTINUED)

Revolving loan

As at 31 December 2025, the Company has a revolving loan from a licensed bank of US\$6.5 million (equivalent to MYR26.4 million), which is fully backed by a Standby Letter of Credit (“**SBLC**”), to which its subsidiary corporation has pledged a cash deposit of RMB50 million (equivalent to MYR29.0 million) as disclosed in Note 7. Interest rate for the short-term loan is at a floating rate ranging from 5.23% to 5.85% (2024: 5.36% to 6.36%) per annum. The maturity date of the short-term loan is one year from the first drawdown date or one month prior to the maturity date stated in facility letter, whichever is earlier.

Multi currency trade financing

Multi currency trade financing bear interest at rates ranging from 5.85% to 7.93% (2024: 6.26% to 6.76%) per annum.

Reconciliation of movements of liabilities to cash flows arising from financing activities is disclosed in Note 15.

17. SHARE CAPITAL

Group and Company

Issued and fully paid ordinary shares

Balance at 31 December 2024 and 31 December 2025

	No. of shares	
	'000	MYR'000
	167,437	20,629

The holder of ordinary shares is entitled to receive dividends as and when declared by the Company. All ordinary shares carry one vote per share without restrictions. The ordinary shares have no par value.

18. OTHER RESERVES

Capital reserve

Arising from the restructuring exercise in financial year 2012, being balancing of advances from ex-shareholders (net of tax) that were waived by the ex-shareholders are included as capital reserve.

Merger reserve

Arising from the restructuring exercise in financial year 2012, the merger reserve is the difference between the nominal amount of the share capital of the subsidiaries at the date on which the subsidiaries were acquired by the Company and the nominal amount of the share capital issued as consideration for the acquisition.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

18. OTHER RESERVES (CONTINUED)

Statutory reserve

In accordance with the Foreign Enterprise Law applicable to the subsidiary in the PRC, the subsidiary is required to make appropriation to a Statutory Reserve Fund ("**SRF**"). At least 10% of the statutory profits after tax as determined in accordance with the applicable PRC accounting standards and regulations must be allocated to the SRF until the cumulative total of the SRF reaches 50% of the subsidiary's registered capital. Subject to approval from the relevant PRC authorities, the SRF may be used to offset any accumulated losses or increase the registered capital of the subsidiary. The SRF is not available for dividend distribution to shareholders.

Other reserve

	Group	
	2025 MYR'000	2024 MYR'000
Non-controlling interests (" NCI ") dilution reserve	(20,918)	(21,265)
Share options reserve by a subsidiary	292	–
	<u>(20,626)</u>	<u>(21,265)</u>

(a) *NCI dilution reserve*

Acquisition of non-controlling interests in subsidiaries that do not result in a change in control of the subsidiaries are accounted for as equity transactions. Other reserve is the difference between the consideration paid and the carrying amount of the additional non-controlling interests acquired. The Group has elected to recognise the difference as other reserve under equity [Note 13(a) and (c)].

(b) *Share options reserve by a subsidiary*

The Funded Here Employee Share Option Plan (the "**Plan**") for key management personnel and employees of FHPL was approved by directors of FHPL on 28 April 2025.

The Plan provides a means to recruit, retain and give recognition to key management personnel and employees who have contributed to the success and development of FHPL.

The Plan is administered by the Committee.

Options are exercisable at S\$0.092 per share. The vesting of the options is conditional on the key management personnel or employee of FHPL completing another one to three years of service to FHPL.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

18. OTHER RESERVES (CONTINUED)

Other reserve (Continued)

(b) *Share options reserve by a subsidiary (Continued)*

Once they have vested, the options are exercisable until 29 April 2030. The options granted may be exercised in whole or in part on the payment of the exercise price. In the event of an option being exercised in part only, the balance of the option not thereby exercised shall continue to be exercisable in accordance with the Plan until such time as it shall lapse.

Details of the options to subscribe for ordinary shares of FHPL granted to key management personnel and employees of FHPL pursuant to the Plan described above are as follows:

	Group 2025	
	Number of share options	Exercise price Singapore Dollar (“S\$”)
Granted during the financial year ^(a)	6,192,400	0.092
Outstanding at the end of the financial year	6,192,400	0.092
Exercisable at the end of the financial year	–	

The options outstanding at the end of the current financial year have a weighted average remaining contractual life of 4.33 years.

^(a) The options were granted on 29 April 2025. The estimated fair value of the options granted to key management personnel and employees of FHPL on that day was S\$0.0305.

The fair values for share options granted were calculated using the Black-Scholes pricing model. The inputs into the model were as follows:

	2025
Weighted average share price (S\$)	0.160
Exercise price (S\$)	0.092
Expected volatility	45.97% – 54.81%
Expected life	5 years
Risk-free rate	2.13% – 2.16%

Expected volatility was determined by calculating the historical volatility in the stock price of the comparable companies commensurate with the expected life of the employee share options payments.

The Group recognised total expenses of MYR292,000 related to equity-settled share option scheme during the financial year.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

18. OTHER RESERVES (CONTINUED)

Translation reserve

The translation reserve represents exchange differences arising from the translation of the financial statements of entities whose functional currencies are different from that of the Group's presentation currency.

19. REVENUE

	Timing of transfer	Group	
		2025 MYR'000	2024 MYR'000
Interest income from financial solutions	Over time	48,917	42,447
Income from sale of properties	At a point in time	174	1,080
Rental income	Over time	340	321
Service fee income from financial solutions	Over time	148	122
Fee income from financial solutions	At a point in time	13	11
		<u>49,592</u>	<u>43,981</u>

20. INTEREST INCOME

	Group	
	2025 MYR'000	2024 MYR'000
Interest income from fixed deposits	1,111	483
Interest income from current accounts with banks	678	178
Interest income from sub-leasing (Note 11)	57	45
Interest income from investment in financial assets at fair value through profit or loss	258	297
	<u>2,104</u>	<u>1,003</u>

21. OTHER INCOME

	Group	
	2025 MYR'000	2024 MYR'000
Bargain purchase on step acquisition of a subsidiary	–	557
Others	154	98
	<u>154</u>	<u>655</u>

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

22. INTEREST EXPENSE

	Group	
	2025 MYR'000	2024 MYR'000
Interest expense on advances from former non-controlling interests	1,306	1,368
Interest expense on loan from a shareholder	1,699	1,779
Interest expense on loan from a related party	857	667
Interest expense on bank borrowings	2,237	1,930
Interest expense on lease liabilities	189	178
Interest expense on RPS holders	9,860	6,546
Interest expense on Co-Funding	268	419
Interest expense on bank overdrafts	60	-
	<u>16,476</u>	<u>12,887</u>

23. LOSS BEFORE TAX

Loss before tax has been arrived at after charging/(crediting):

	Group	
	2025 MYR'000	2024 MYR'000
Amortisation of intangible assets	2,979	1,588
Depreciation of property, plant and equipment	1,350	1,728
Foreign exchange gain	(4,354)	(3,480)
Fair value loss on remeasurement of investment in associate	-	57
Impairment losses on trade and other receivables – net	8,430	11,051
Write off of property, plant and equipment	-	1
Staff costs (including directors' remuneration):		
Salaries and other short-term benefits	13,816	11,179
Defined contribution plans	1,598	1,439
Total staff costs	<u>15,414</u>	<u>12,618</u>
Audit fees:		
– Auditors of the Company	446	414
– Other auditors, network firms	207	199
Non-audit fees:		
– Auditors of the Company	-	-
– Other auditors, network firms	70	14
Cost of properties held for sale recognised as expenses	551	848
Fair value loss on financial assets at fair value through profit or loss	-	2,891

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

24. INCOME TAX EXPENSE

The Group is subject to income tax on an entity basis on profits from the jurisdictions in which members of the Group are domiciled and operate.

The statutory income tax rate applicable is 17% (2024: 17%) and 24% (2024: 24%) for companies incorporated in Singapore and Malaysia respectively.

On 16 March 2007, the PRC promulgated the Law of the PRC on Enterprise Income Tax ("**New Law**") by Order No. 63 of the President of the PRC, with an effective date of 1 January 2008. On 28 December 2007, the State Council of the PRC issued Implementation Regulations of the New Law. Due to the New Law and Implementation Regulations, the PRC subsidiaries will be subject to 25% Enterprise Income Tax, commencing 1 January 2008. Accordingly, taxation arising in the PRC is calculated at the prevailing rate of 25% (2024: 25%) for subsidiaries in the PRC.

The Group is subject to Land Appreciation Tax ("**LAT**") in the PRC which has been included in the income tax expense of the Group. The PRC LAT is levied at progressive rates ranging on the appreciation of land value, being the proceeds of sales of properties less deductible expenditures including sales charges, borrowing costs and all property development expenditures in accordance with the PRC tax laws and regulations.

	Group	
	2025 MYR'000	2024 MYR'000
Current tax:		
PRC enterprise income tax	30	59
Singapore corporate income tax	68	–
Singapore withholding tax	796	445
Malaysia corporate income tax	5,430	4,362
	6,324	4,866
(Over)/under provision in respect of previous financial years		
Current income tax	(231)	182
Deferred tax:		
Reversal of temporary differences (Note 14)	(1,342)	(70)
Over provision of deferred tax assets in previous financial years	314	–
Total income tax expense	5,065	4,978

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

24. INCOME TAX EXPENSE (CONTINUED)

Relationship between tax expense and accounting loss

A reconciliation between tax expense and the product of accounting loss multiplied by the applicable corporate tax rate for the financial years ended 31 December are as follows:

	Group	
	2025 MYR'000	2024 MYR'000
Loss before tax	(3,813)	(6,449)
Tax at the domestic rates applicable to losses in the countries where the Group operates	(644)	(601)
Non-deductible items	4,967	4,253
Income not subjected to tax	(669)	(407)
Withholding tax on undistributed profits	(1,342)	(70)
Withholding tax on foreign interest income	796	445
Over provision of deferred tax assets in previous financial years	314	–
Singapore statutory stepped exemption	(128)	(4)
Unrecognised tax losses and capital allowances	2,363	1,180
Utilisation of previously unrecognised tax losses	(361)	–
(Over)/under provision income tax expense in previous financial years	(231)	182
Income tax expense recognised in profit or loss	5,065	4,978

Deferred tax assets are recognised for unutilised tax losses and other deductible temporary differences carried forward to the extent that realisation of the related tax benefits through future taxable profits is probable. The Group has unutilised tax losses of MYR66,071,000 (2024: MYR55,540,000) and other deductible temporary differences of approximately MYR2,454,000 (2024: MYR2,148,000) respectively at the balance sheet date which can be carried forward and used to offset against future taxable income subject to meeting certain statutory requirements. The related deferred tax assets have not been recognised in the financial statements due to the uncertainty that future taxable profits will be sufficient to allow the related tax benefits to be realised.

The unutilised tax losses can be carried forward indefinitely except for those arising from the subsidiaries in the jurisdiction of Malaysia amounting to MYR10,297,000 (2024: MYR10,617,000) which can only be utilised to offset against its future taxable profits within ten years from the date the tax losses were incurred. The unutilised tax losses in the Malaysia will expire at various dates up to and including 2035.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

25. EARNINGS PER SHARE

The calculation of the basic and diluted loss per share attributable to the ordinary equity holders of the Company is based on the following data:

	Group	
	2025	2024
Net loss attributable to owners of the Company (MYR'000)	(8,447)	(11,207)
Number of ordinary shares ('000)	167,437	167,437
Weighted average number of ordinary shares ('000)	167,437	167,437
Loss per share (MYR cents) (cents per share)		
– Basic	(5.04)	(6.69)
– Diluted	(5.04)	(6.69)

For the purpose of calculating diluted loss per share, the net loss attributable to owners of the Company should be adjusted for the effects of the employee share options issued by a subsidiary, Funded Here Pte. Ltd. ("FHPL") [Note 18(b)]. However, this effect is excluded from the diluted loss per share calculation as it is anti-dilutive.

26. SEGMENT INFORMATION

The Group's reportable operating segments comprise of property segment and financial solution segment.

Accordingly, the above are the Group's reportable segments under SFRS(I) 8 *Operating Segments*. Information regarding the Group's reportable segments is presented below.

Operating segments are aggregated into a single reportable operating segment if they have similar economic characteristics and are similar in respect of nature of services and processes and/or their reported revenue.

Segment	Principal activities
(a) Financial solutions segment	Interest income and fees from financial solutions business in Malaysia and Singapore
(b) Property segment	Development of residential, commercial and other properties and leasing of properties held for sale to generate rental income

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

26. SEGMENT INFORMATION (CONTINUED)

Information regarding the Group's reportable segments is presented in the tables below.

The Group's reportable operating segments comprise property and financial solutions. Property covers development of residential, commercial and other properties and rental income from leasing of properties held for sale to generate rental income. Financial solutions business cover interest income and fees from financial solutions business in Malaysia and Singapore.

(i) Below are the Group's reportable segments as required under SFRS(I) 8:

	Financial solutions		Property		Group	
	2025 MYR'000	2024 MYR'000	2025 MYR'000	2024 MYR'000	2025 MYR'000	2024 MYR'000
Revenue						
External sales	49,078	42,580	514	1,401	49,592	43,981
Result						
Segment gross contribution	46,128	38,205	(38)	554	46,090	38,759
Other income	130	642	24	13	154	655
Interest income	1,014	895	1,090	108	2,104	1,003
Fair value loss on financial assets at fair value through profit or loss	–	(2,891)	–	–	–	(2,891)
Interest expense	(16,476)	(12,887)	–	–	(16,476)	(12,887)
Direct expenses	(29,066)	(23,528)	(879)	(1,180)	(29,945)	(24,708)
Share of results of associate	–	22	–	–	–	22
Segment net contribution	1,730	458	197	(505)	1,927	(47)
Corporate expenses					(5,740)	(6,402)
Loss before income tax					(3,813)	(6,449)
Income tax expense					(5,065)	(4,978)
Loss for the financial year					(8,878)	(11,427)

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

26. SEGMENT INFORMATION (CONTINUED)

(i) Below are the Group's reportable segments as required under SFRS(I) 8 (Continued):

	Financial solutions		Property		Group	
	2025 MYR'000	2024 MYR'000	2025 MYR'000	2024 MYR'000	2025 MYR'000	2024 MYR'000
Amortisation of intangible assets	(2,979)	(1,588)	-	-	(2,979)	(1,588)
Depreciation of property, plant and equipment	(1,350)	(1,728)	-	-	(1,350)	(1,728)
Impairment losses on trade and other receivables, net	(8,430)	(11,051)	-	-	(8,430)	(11,051)
Fair value loss on financial assets at fair value through profit or loss	-	(2,891)	-	-	-	(2,891)
Fair value loss on remeasurement of investment in associate	-	(57)	-	-	-	(57)
Bargain purchase on step acquisition of a subsidiary	-	557	-	-	-	557
Share of results of associate	-	22	-	-	-	22
Segment assets	228,550	215,956	57,792	61,618	286,342	277,574
Unallocated assets					6,155	7,089
Total assets					292,497	284,663
Segment assets includes:						
Additions to non-current assets*	3,097	4,460	-	-	3,097	4,460
Segment liabilities	150,287	130,185	22,442	25,099	172,729	155,284
Unallocated liabilities					74,089	72,680
Total liabilities					246,818	227,964

* Non-current assets additions other than financial instruments and deferred tax assets.

Segment results

Performance of each segment is evaluated based on segment profit or loss which is measured differently from the net profit or loss before tax in the consolidated financial statements. Expenses of the Company is not allocated to segments as the holding company provide administrative support on a Group basis.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

26. SEGMENT INFORMATION (CONTINUED)

Segment assets and liabilities

The amounts provided to the management with respect to total assets and total liabilities are measured in a manner consistent with that of the financial statements. Management monitors the assets and liabilities attributable to each segment for the purposes of monitoring segment performance and for allocating resources between segments. All assets and liabilities are allocated to reportable segments other than of the Company which are classified as unallocated assets and liabilities.

Below are the geographical segments by location of customers.

Segment revenue: Segment revenue is analysed based on the location of customers.

Segment assets: Segment assets (non-current assets) are analysed based on the location of these assets.

	Revenue		Non-current assets*	
	2025 MYR'000	2024 MYR'000	2025 MYR'000	2024 MYR'000
Singapore	1,815	202	8,713	10,309
People's Republic of China	514	1,401	9	9
Malaysia	47,263	42,378	2,194	2,152
Total	49,592	43,981	10,916	12,470

* Non-current assets information presented above are non-current assets as presented on the consolidated balance sheets excluding deferred tax assets and net investment in sub-leases.

Information about major customer

Revenue is derived from 1 (2024: 1) external customer who individually contributed 10% or more of the Group's revenue and are attributable to financial solutions business in Malaysia.

27. CAPITAL COMMITMENT

Capital commitments not provided for in the financial statements:

	2025 MYR'000	2024 MYR'000
Capital commitment in respect of crowdfunding platform under intangible assets	52	–

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

28. CONTINGENT LIABILITIES

A claim was lodged by a debtor against the Group during the financial year and certain of its directors in respect of damages allegedly caused by the recovery action taken by the Group. The Group has disclaimed the liability and is defending the suit. Certain information relating to the proceedings has not been disclosed, as disclosure of such information could seriously prejudice the Group's position in the ongoing litigation, in accordance with SFRS(I) 1-37. Based on the legal advice obtained and the current assessment of the evidence, the legal counsel has indicated that the debtor's claim is weak at this stage. At the date of these financial statements, the directors are of the view that no material losses will arise in respect of the legal claim given that it is possible but not probable that the claims will succeed. Accordingly, no provision for any liabilities has been made in the financial statements.

29. EVENTS AFTER THE BALANCE SHEET DATE

On 19 January 2026, the Company announced that its indirect wholly-owned subsidiary, Luminor SPV 1 Sdn. Bhd. ("**LSPV1**"), has allotted 18,250,000 Redeemable Preference Shares ("**RPS**") under the 2026 SPV 1 RPS Programme at the issue price of MYR1.00 per RPS for total nominal value of MYR18,250,000.

On 30 January 2026, FHHPL subscribed for 131,256 ordinary shares in FHPL at an issue price of S\$0.78 per share for a total cash consideration of S\$102,380 (approximately MYR318,000).

On 3 February 2026, the Group has obtained the Whitewash Waiver from the Securities Industry Council ("**SIC**") in which the issue of the Rights shares could result in the Undertaking Shareholder and his concert parties holding Shares carrying over 49% of the voting rights of the Company and to the fact that the Undertaking Shareholder and his concert parties will be free to acquire further Shares without incurring any obligation under Rule 14 to make a general offer and the Shareholders, by voting for the Whitewash Resolution are waiving their rights to a general offer from the Undertaking Shareholders at the highest price paid by the Undertaking Shareholder and his concert parties for the Shares in the past 6 months preceding the Announcement Date.

On 27 February 2026, FHHPL subscribed for 180,770 ordinary shares in FHPL at an issue price of S\$0.78 per share for a total cash consideration of S\$141,001 (approximately MYR434,000).

On 9 March 2026, the Company announced that its indirect wholly-owned subsidiary, LSPV1, has allotted 5,150,000 RPS under the 2026 SPV 1 RPS Programme at the issue price of MYR1.00 per RPS for total nominal value of MYR5,150,000.

On 25 March 2026, FHHPL subscribed for 256,410 ordinary shares in FHPL at an issue price of S\$0.78 per share for a total cash consideration of S\$200,000 (approximately MYR619,000).

On 27 March 2026, the Group obtained shareholders' approval for the Rights Issue and the Whitewash Waiver.

On 1 April 2026, LCM incorporated two wholly-owned subsidiaries, Luminor SPV 2 Sdn. Bhd. ("**LSPV2**") and Luminor SPV 3 Sdn. Bhd. ("**LSPV3**") with a paid-up capital of MYR1.00 each. The incorporation of LSPV2 and LSPV3 was funded through internal resources.

30. AUTHORISATION OF FINANCIAL STATEMENTS

The financial statements for the financial year ended 31 December 2025 were authorised for issue in accordance with a resolution of the directors on 1 April 2026.

STATISTICS OF SHAREHOLDINGS

As at 27 March 2026

Number of Shares	:	167,437,355
Class of shares	:	Ordinary shares
Voting rights	:	On a Poll, 1 vote for each ordinary share
Number of treasury shares	:	Nil
Number of Subsidiary Holdings	:	Nil

DISTRIBUTION OF SHAREHOLDERS BY SIZE OF SHAREHOLDINGS AS AT 27 MARCH 2026

SIZE OF SHAREHOLDINGS	NO. OF SHAREHOLDERS	%	NO. OF SHARES	%
1 – 99	278	10.81	9,522	0.01
100 – 1,000	815	31.70	415,950	0.25
1,001 – 10,000	982	38.19	3,622,062	2.16
10,001 – 1,000,000	475	18.48	28,208,450	16.85
1,000,001 and above	21	0.82	135,181,371	80.73
Total	2,571	100.00	167,437,355	100.00

TWENTY LARGEST SHAREHOLDERS AS AT 27 MARCH 2026

	NAME OF SHAREHOLDER	NO. OF SHARES	%
1	KWAN CHEE SENG	46,401,339	27.71
2	PHILLIP SECURITIES PTE LTD	8,632,765	5.16
3	TEO TAT BENG	8,100,466	4.84
4	OCBC SECURITIES PRIVATE LTD	7,901,452	4.72
5	ESTATE OF LIN WEI DANIEL, DECEASED	7,899,068	4.72
6	CGS INTERNATIONAL SECURITIES SINGAPORE PTE. LTD.	7,583,897	4.53
7	UNITED OVERSEAS BANK NOMINEES PTE LTD	6,702,306	4.00
8	DB NOMINEES (SINGAPORE) PTE LTD	6,110,500	3.65
9	CJN CAPITAL PTE LTD	6,012,200	3.59
10	ANG CHENG LAM	5,207,641	3.11
11	HASSAN ISSA YAUNIS	4,660,200	2.78
12	RAFFLES NOMINEES (PTE) LIMITED	3,803,090	2.27
13	FONG PEG HONG	3,383,300	2.02
14	GOH KENG HUAY	2,230,266	1.33
15	TAN KOOI JIN	2,144,411	1.28
16	MAYBANK SECURITIES PTE. LTD.	1,694,617	1.01
17	OW PAUL PENG YONG	1,535,095	0.92
18	LIM SEE YONG	1,463,102	0.87
19	KWAN CHEE HONG	1,447,498	0.86
20	CHIK CHOOI WAH	1,170,000	0.70
	TOTAL:	134,083,213	80.07

STATISTICS OF SHAREHOLDINGS

As at 27 March 2026

SUBSTANTIAL SHAREHOLDERS AS AT 27 MARCH 2026

Name	Direct Interest		Indirect Interest	
	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)
Kwan Chee Seng ⁽¹⁾	46,401,339	27.71	3,383,300	2.02

Note:

- (1) Mr Kwan Chee Seng is deemed under Section 4 of the Securities and Futures Act 2001 (“SFA”) to have an interest in the 3,383,300 Shares held by his spouse, Madam Fong Peg Hong.

SHAREHOLDINGS HELD IN THE HANDS OF PUBLIC

Based on the information available to the Company as at 27 March 2026, the percentage of shareholdings held in the hands of the public was approximately 63.98%. Accordingly, the Company has complied with Rule 723 of the Listing Manual Section B: Rule of Catalyst of the Singapore Exchange Securities Trading Limited.

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting (“**AGM**”) of Luminor Financial Holdings Limited (the “**Company**”) will be held at Rose Room 1, York Hotel, 21 Mount Elizabeth, Singapore 228516 on Monday, 27 April 2026, 11:00 a.m., for the following purposes:

AS ORDINARY BUSINESS

1. To receive and adopt the Directors’ Statement and the Audited Financial Statements for the financial year ended 31 December 2025 together with the Independent Auditor’s Report thereon. **(Resolution 1)**
2. To re-elect Mr Kwan Chee Seng, a Director retiring pursuant to Article 89 of the Company’s Constitution.
(see explanatory note 1) **(Resolution 2)**
3. To re-elect Miss Kwan Yu Wen, a Director retiring pursuant to Article 89 of the Company’s Constitution.
(see explanatory note 2) **(Resolution 3)**
4. To re-elect Ms Boey Souk-Tann, a Director retiring pursuant to Article 88 of the Company’s Constitution.
(see explanatory note 3) **(Resolution 4)**
5. To approve the payment of Directors’ fees of S\$120,000 for the financial year ending 31 December 2026 payable half yearly in arrears (2025: S\$120,000). **(Resolution 5)**
6. To appoint CLA Global TS Public Accounting Corporation as auditors of the Company and to authorise the Directors to fix their remuneration.
(see explanatory note 4) **(Resolution 6)**

AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolutions (with or without amendments) which will be proposed as Ordinary Resolution:

7. **Authority to Allot and Issue Shares** **(Resolution 7)**

That pursuant to Section 161 of the Companies Act 1967 of Singapore (the “**Companies Act**”) and Rule 806 of the Listing Manual Section B: Rules of Catalist (“**Catalist Rules**”) of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”), the Directors be authorised and empowered to:

- (a)
 - (i) allot and issue shares in the share capital of the Company (“**Shares**”) whether by way of rights, bonus or otherwise; and/or
 - (ii) make or grant offers, agreements or options (collectively, “**Instruments**”) that might or would require Shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) options, warrants, debentures or other instruments convertible into Shares,

at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may at their absolute discretion deem fit; and

NOTICE OF ANNUAL GENERAL MEETING

- (b) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue Shares in pursuance of any Instruments made or granted by the Directors while this Resolution was in force,

provided that:

- (1) the aggregate number of Shares (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) to be issued pursuant to this Resolution does not exceed 100% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of Shares (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) to be issued other than on a *pro rata* basis to shareholders of the Company does not exceed 50% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (2) below);
- (2) (subject to such manner of calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of Shares that may be issued under sub-paragraph (1) above, the total number of issued Shares (excluding treasury shares and subsidiary holdings) shall be based on the total number of issued Shares (excluding treasury shares and subsidiary holdings) at the time this Resolution is passed, after adjusting for:
- (a) new Shares arising from the conversion or exercise of convertible securities;
 - (b) new Shares arising from exercising share options or vesting of share awards, provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules; and
 - (c) any subsequent bonus issue, consolidation or subdivision of Shares;

Adjustments in accordance with sub-paragraphs (2)(a) and (2)(b) above are only to be made in respect of new Shares arising from convertible securities, share options or share awards which were issued and outstanding or subsisting at the time of the passing of this Resolution;

- (3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Catalist Rules for the time being in force (unless such compliance has been waived by the SGX-ST), the Companies Act and the Constitution for the time being of the Company; and

NOTICE OF ANNUAL GENERAL MEETING

- (4) (unless revoked or varied by the Company at a general meeting) the authority conferred by this Resolution shall continue in force until the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is earlier.

(see explanatory note 5)

8. To transact any other business that may be properly transacted at an AGM.

BY ORDER OF THE BOARD

Wee Woon Hong
Company Secretary

11 April 2026
Singapore

Explanatory Notes:

1. Mr Kwan Chee Seng will, if re-elected as Director of the Company, continue to serve as the Non-Executive Director and remain as a member of the Nominating Committee of the Company. Please refer to the "Disclosure of Information on Directors seeking Re-election" section of the Annual Report of the Company for the detailed information required pursuant to Rule 720(5) of the Catalyst Rules.
2. Miss Kwan Yu Wen will, if re-elected as Director of the Company, continue to serve as the Executive Director of the Company. Please refer to the "Disclosure of Information on Directors seeking Re-election" section of the Annual Report of the Company for the detailed information required pursuant to Rule 720(5) of the Catalyst Rules.
3. Ms Boey Souk-Tann will, if re-elected as Director of the Company, continue to serve as the Independent Director of the Company, and remain as the Chairman of the Nominating and the Remuneration Committees, and member of the Audit and the Risk Management Committees. The Board of Directors has considered her to be independent for the purposes of Rule 704(7) of the Catalyst Rules. Please refer to the "Disclosure of Information on Directors seeking Re-election" section of the Annual Report of the Company for the detailed information required pursuant to Rule 720(5) of the Catalyst Rules.
4. Ordinary resolution 6 proposed in item 6 above is to approve the appointment of CLA Global TS Public Accounting Corporation ("**CLA Global TS**") as Auditors of the Company in place of the retiring Auditors, Messrs Baker Tilly TFW LLP ("**Baker Tilly**"), and to authorise the Directors to fix their remuneration ("**Proposed Appointment of Auditors**").

Baker Tilly has been the auditors of the Company since 24 July 2020. Baker Tilly was re-appointed as auditors at the last AGM of the Company held on 28 April 2025 to hold office until the conclusion of the next AGM. Baker Tilly has informed the Company that it will not be seeking re-appointment as auditor of the Company and will retire as the auditor of the Company following the conclusion of the AGM. The Company has, to date, no concerns with Baker Tilly on their discharge of the audit responsibility.

The Board is not aware of any circumstances, professional or specific reasons connected with the pending retirement of Baker Tilly that should be brought to the attention of the Company's shareholders. Baker Tilly has also confirmed to the Board that their retirement as external auditor of the Company did not arise from circumstances that should be brought to the attention of the Company's shareholders. The Board would like to express its appreciation for the past services rendered by Baker Tilly.

There will be no change in the scope of the audit to be undertaken by CLA Global TS. The Audit Committee ("**AC**") had not considered the Audit Quality Indicators Disclosure Framework ("**AQI Framework**") issued by the Accounting and Corporate Regulatory Authority of Singapore ("**ACRA**") in its entirety as the adoption of the AQI Framework is voluntary. Nevertheless, the AC has considered, and is satisfied that CLA Global TS and the audit engagement partner assigned to the audit have adequate resources and experience to handle the audit, and there will be an adequate number of suitably experienced supervisory and professional staff assigned to the audit, having due regard to the size, businesses and complexity of the Group.

NOTICE OF ANNUAL GENERAL MEETING

Founded in 1993, CLA Global TS is a chartered accountant and advisory firm offering a comprehensive suite of professional services. CLA Global TS is registered as an accounting entity with ACRA and approved under the Accountants Act. CLA Global TS is also a certified public accounting corporation, and a member of the Institute of Singapore Chartered Accountants.

Over the years, CLA Global TS has built its niche expertise as an initial public offering consultant and reporting accountants with numerous successful listings in regional markets, expanded its service offerings to better serve clients, and enhanced its capabilities through global connections. CLA Global TS offers services to clients of all sizes, with a particular emphasis on fast-growing, innovative and dynamic middle market cross-border businesses. CLA Global TS has offices in Singapore, Malaysia and the People's Republic of China ("**China**") with more than 320 professional staff. CLA Global TS is ranked among the Top 10 accounting and consulting firms in Singapore.

CLA Global TS is an independent network member of CLA Global, a leading global network of independent accounting and consulting firms. CLA Global was founded on 1 July 2022 by CliftonLarsonAllen LLP and Evelyn Partners. The organisation offers one of the largest financial outsourcing services and private client and wealth advisory platforms of any global accounting organisation. Currently, it serves more than 10,000 global clients in more than 100 countries. Member firms provide services to clients of all sizes, with a particular emphasis on fast-growing, innovative, and dynamic middle market cross-border businesses. CLA Global TS is the member firm for Singapore, Southeast Asia and China, and is CLA Global's key leading firm in Asia.

For more information on CLA Global TS, please refer to <https://www.cla-ts.com/>.

For the audit of the Company and its subsidiaries, the audit engagement team is expected to comprise the following professionals: one engagement partner, one engagement quality reviewer (as defined in the Singapore Standard on Quality Management 2), one manager and between two to four staff.

The audit engagement partner assigned to the audit of the Company and its subsidiaries incorporated in Singapore will be Ms Hock Xiu Min, Sandy ("**Ms Hock**"). Ms Hock has experience auditing companies in the financial solutions business and has more than 18 years of experience in the accounting industry. She began her career in one of the Big Four accounting firms where her focus was providing assurance services to mainly SMEs, as well as asset managers in the banking sector. She currently serves a spectrum of clients such as public listed companies (including companies listed on the SGX-ST) and multinational companies in various industries including construction, shipping, manufacturing, trading, retailing and fund management. Ms Hock is a Public Accountant registered with the ACRA and a practising member of Institute of Singapore Chartered Accountants ("**ISCA**"). The engagement quality reviewer assigned will be Ms Lim Ju May ("**Ms Lim**"). Ms Lim has a wealth of experience in the accounting and auditing profession. Prior to joining CLA Global TS, she was the Head of ISCA's Technical Division for eight years and had over twelve years working experience with several Big 4 accounting firms. She managed diverse portfolios of assurance and special work assignments involving public and private companies of various industries. Special engagements include capital raising exercises involving cash flow projections, proforma financials and comfort letters. She also authored several publications such as ISCA's Micro Accounting Model, CFOs for Sustainability Reporting Roundtable Report, Fuelling Sustainable Ecosystems – Insights From The Financial Services Sector, Leases Roadmap, Technical Bites, and various others.

As at the date of this Notice of AGM, (i) CLA Global TS is currently undergoing the Quality Control review by ACRA pursuant to Part 5A of the Accountants Act; and (ii) CLA Global TS was last selected and passed the Practice Monitoring Programme review by ACRA in 2022, of which no negative findings or adverse feedback were noted. In addition, as at the date of this Notice of AGM, Ms Hock and Ms Lim have not been subject to the Practice Monitoring Programme review by ACRA.

Neither CLA Global TS nor Ms Hock and Ms Lim have been subject to any current or past restrictions, disciplinary actions and/or conditions imposed by any regulatory authority or professional body.

The Board, with the concurrence of the AC, is satisfied that CLA Global TS will be able to meet the audit requirements of the Company after having considered factors such as the adequacy of resources and experience of CLA Global TS and the audit engagement partner and team assigned to the audit.

CLA Global TS has on 8 April 2026 given their consent to be appointed as the Auditor, subject to the approval of the shareholders at the AGM.

In accordance with the requirements of Rule 712(3) of the Catalist Rules:

- (a) the outgoing auditor, Baker Tilly, has confirmed, by way of its letter dated 8 April 2026, that it is not aware of any professional reasons why CLA Global TS should not accept the appointment as Auditor of the Company;
- (b) the Company confirms that there were no disagreements with Baker Tilly on accounting treatments within the last 12 months;

NOTICE OF ANNUAL GENERAL MEETING

- (c) the Company confirms that it is not aware of any circumstances connected with the Proposed Appointment of Auditor that should be brought to the attention of the shareholders of the Company;
- (d) the Company confirms that the specific reasons for the Proposed Appointment of Auditor are disclosed above. The Proposed Appointment of Auditor is due to Baker Tilly not seeking reappointment as auditors of the Company; and
- (e) the Company confirms that it has complied with Rules 712 and 715 of the Catalist Rules in relation to the appointment of CLA Global TS as the new auditor of the Company.

Assuming that Ordinary Resolution 6 is passed, CLA Global TS will be appointed as the auditor of the Company and its Singapore-incorporated subsidiaries and will hold office until the conclusion of the next AGM of the Company. The Group's subsidiaries in Malaysia will be audited by Baker Tilly Malaysia. The AC is of the view that Baker Tilly Malaysia is able to meet the audit requirements of the Group's Malaysian subsidiaries. The Group's subsidiaries in China will be audited by CLA Global TS for the Group's consolidation purposes.

- 5. Ordinary Resolution 7 proposed in item 7 above, if passed, will authorise the Directors of the Company, effective until the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held, or such authority is varied or revoked by the Company at a general meeting, whichever is earliest, to allot and issue Shares, make or grant Instruments convertible into Shares and to issue Shares pursuant to such Instruments, up to a number not exceeding, in total, 100% of the total number of issued Shares (excluding treasury shares and subsidiary holdings), of which up to 50% may be issued other than on a pro rata basis to shareholders of the Company.

IMPORTANT INFORMATION

- 1. All shareholders of the Company are invited to **physically attend** the AGM. There will be no option for shareholders of the Company to participate virtually. Printed copies of this Notice of AGM and Proxy Form will be despatched to shareholders. These documents together with the Company's Annual Report are made available to shareholders of the Company on the SGXNET at <https://www.sgx.com/securities/company-announcements> and the Company's website at <https://www.luminorfinancialholdings.com/annualreport>.
- 2. Shareholders may request a printed copy of the Company's Annual Report by completing and returning the Request Form which is despatched to them:
 - a) by email to investor@luminorfinancialholdings.com; or
 - b) by post to the office of the Company at 9 Raffles Place, #29-01 Republic Plaza, Singapore 048619,
 in either case, the Request Form must be submitted to the Company by 20 April 2026.
- 3. Shareholders may submit questions relating to the Annual Report and resolutions set out in this notice of AGM in advance:
 - a) by email to investor@luminorfinancialholdings.com; or
 - b) by post to the office of the Company at 9 Raffles Place, #29-01 Republic Plaza, Singapore 048619,
 in either case, all questions must be submitted by 20 April 2026.

Shareholders, including CPF and SRS investors, who wish to submit their questions by post or by email are required to indicate their full names (for individuals)/company names (for corporates), NRIC/passport/company registration numbers, contact numbers, shareholding types and number of Shares held together with their submission of questions, to the office address or email address provided. Investors who hold Shares through relevant intermediaries (as defined in Section 181 of the Companies Act 1967), excluding CPF and SRS investors, should contact their respective relevant intermediaries to submit their questions based on the abovementioned instructions.

The Company will endeavour to address the substantial and relevant questions from shareholders soonest possible and in any case, not later than 48 hours before the closing date and time for the lodgement of Proxy Forms. The responses to questions from shareholders will be posted on the SGXNET and the Company's website. Any questions received from shareholders after 20 April 2026 will be addressed at the AGM. The minutes of the AGM will be published on the SGXNET and the Company's website within one (1) month after the date of the AGM and the minutes will include the responses to the substantial and relevant questions raised during the AGM.

NOTICE OF ANNUAL GENERAL MEETING

4. A shareholder who is not a relevant intermediary is entitled to appoint not more than two (2) proxies to attend and vote at the AGM. Where such shareholder appoints 2 proxies, the proportion of his shareholding to be represented by each proxy shall be specified in Proxy Form. If the proportion of his shareholding is not specified, the first named proxy shall be deemed to represent 100% of his shareholding and the second named proxy shall be deemed to be an alternate to the first named.

A shareholder who is a relevant intermediary is entitled to appoint more than 2 proxies to attend and vote at the AGM, but each proxy must be appointed to exercise the rights attached to a different Share or Shares held by such shareholder. Where such shareholder appoints more than one proxy, the number of Shares in relation to which each proxy has been appointed shall be specified in the Proxy Form.

"Relevant intermediary" has the meaning ascribed to it in Section 181 of the Companies Act 1967.

5. A proxy need not be a shareholder of the Company.
6. The Proxy Form, duly executed together with the power of attorney or other authority, if any, under which the Proxy Form is signed or a notarially certified copy of that power of attorney or other authority (failing previous registration with the Company), must be submitted:
- by email to sg.is.proxy@vistra.com; or
 - by post to the office of the Company's Share Registrar address, Tricor Barbinder Share Registration Services at 9 Raffles Place, Republic Plaza, Tower I, #26-01, Singapore 048619,

in each case, not less than 48 hours before the time appointed to hold the AGM, i.e. by 11.00 a.m. on 25 April 2026.

7. The Proxy Form must be signed by the appointor or his attorney duly authorised in writing or, if the appointor is a corporation, it must be executed either under its common seal or signed by its attorney or officer duly authorised. Where a Proxy Form is signed on behalf of the appointor by an attorney, the power of attorney or other authority or a notarially certified copy thereof (failing previous registration with the Company) must be lodged with the proxy form, failing which the proxy form may be treated as invalid.
8. Persons who hold Shares through relevant intermediaries (including CPF and SRS investors) and wish to exercise their votes by appointing the Chairman of the AGM as proxy should approach their respective relevant intermediaries (which would include CPF agent banks and SRS operators) through which they hold such Shares at least seven working days before the AGM to submit their voting instructions in order to allow sufficient time for their respective relevant intermediaries to in turn submit a Proxy Form to appoint the Chairman of the AGM to vote on their behalf.
9. The Company shall be entitled to reject the Proxy Form if it is incomplete, improperly completed or illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the Proxy Form.
10. A Depositor's name must appear on the Depository Register maintained by The Central Depository (Pte) Limited as at 72 hours before the time appointed for holding the AGM in order for the Depository to be entitled to attend and vote at the AGM.

PERSONAL DATA PRIVACY:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM of the Company and/or any adjournment thereof, a shareholder of the Company (i) consents to the collection, use and disclosure of the shareholder's and its proxy(ies)'s or representative(s)'s personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the AGM of the Company (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM of the Company (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the **"Purposes"**); and (ii) warrants that where the shareholder discloses the personal data of the shareholder's proxy(ies) and/or representative(s) to the Company (or its agents), the shareholder has obtained the prior express consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes.

DISCLOSURE OF INFORMATION ON DIRECTORS SEEKING RE-ELECTION

Mr Kwan Chee Seng, Miss Kwan Yu Wen and Miss Boey Souk-Tann are the Directors seeking re-election at the forthcoming Annual General Meeting of the Company to be convened on 27 April 2026 (“**AGM**”) (collectively, the “**Retiring Directors**” and each a “**Retiring Director**”).

Pursuant to Rule 720(5) of the Catalist Rules, the information as set out in Appendix 7F relating to the above Directors to be put forward for re-election at the AGM is disclosed below:

	KWAN CHEE SENG	KWAN YU WEN	BOEY SOUK-TANN
Date of appointment	18 February 2016	21 December 2020	28 June 2025
Date of last re-appointment	25 April 2024	25 April 2024	NA
Age	68	35	56
Country of principal residence	Singapore	Singapore	Singapore
The Board’s comments on this appointment (including rationale, selection criteria, board diversity consideration and the search and nomination process)	<p>The Board of Directors of the Company has considered, among others, the recommendation of Nominating Committee and has reviewed and considered the contribution and performance, attendance, preparedness, participation, candour and suitability of Mr Kwan Chee Seng for re-appointment as Non-Executive Director of the Company.</p> <p>The Board has reviewed and concluded that Mr Kwan Chee Seng possess the experience, expertise, knowledge and skills to contribute towards the core competencies of the Board.</p>	<p>The Board of Directors of the Company has considered, among others, the recommendation of Nominating Committee and has reviewed and considered the contribution and performance, attendance, preparedness, participation, candour and suitability of Miss Kwan Yu Wen for re-appointment as Executive Director of the Company.</p> <p>The Board has reviewed and concluded that Miss Kwan Yu Wen possess the experience, expertise, knowledge and skills to contribute towards the core competencies of the Board.</p>	<p>The Board of Directors of the Company has considered, among others, the recommendation of Nominating Committee and has reviewed and considered the contribution and performance, attendance, preparedness, participation, candour and suitability of Miss Boey Souk-Tann for re-appointment as Independent Director of the Company.</p> <p>The Board has reviewed and concluded that Miss Boey Souk-Tann possess the experience, expertise, knowledge and skills to contribute towards the core competencies of the Board.</p>
Whether appointment is executive, and if so, the area of responsibility	Non-Executive	Executive Miss Kwan Yu Wen is responsible for the overall business and general management of the Group.	Non-Executive
Job Title (e.g.) Lead ID, AC Chairman, AC Member etc.)	<ul style="list-style-type: none"> – Non-Executive Director – Member of the Nominating Committee 	Executive Director	<ul style="list-style-type: none"> – Independent Director – Chairman of the Nominating Committee and the Remuneration Committee – Member of the Audit Committee and the Risk Management Committee
Professional qualifications	Not applicable	Bachelor of Science (Economics), Singapore Management University	Bachelor of Laws (Honours), National University of Singapore

DISCLOSURE OF INFORMATION ON DIRECTORS SEEKING RE-ELECTION

	KWAN CHEE SENG	KWAN YU WEN	BOEY SOUK-TANN
Working experience and occupation(s) during the past 10 years	<ul style="list-style-type: none"> - February 2024 to present: Non-Independent Non-Executive Director of GRP Limited - October 2022 to present: Executive Director of LCPL Partners VCC - September 2022 to present: Executive Director of Frontier Axis (formerly known as Higgs11 Capital VCC) - March 2013 to June 2023: Executive Director of GRP Limited - 2013 to present: Non-Executive Director of Luminor Capital Pte Ltd - 2011 to present: Executive Director of Luminor Pacific Fund 2 Ltd - 2009 to present: Executive Director of Luminor Pacific Fund 1 Ltd - 2001 to present: Managing Director of Van der Horst Holdings Pte Ltd 	<ul style="list-style-type: none"> - February 2019 to June 2023: Non-Executive Director of GRP Limited - 2017 to 2019: Assistant Director, Operations and Business Development of Luminor Capital Pte Ltd, and Consultant of GRP Limited - 2015 to 2016: Management Associate of GRP Limited 	<ul style="list-style-type: none"> - August 2011 to March 2022: Partner, Legal Standard LLP - March 2022 to Present: Director, LegalWorks Law Corporation
Shareholding interest in the listed issuer and its subsidiaries	<p>Direct Interest: 46,401,339 ordinary shares (27.71%)</p> <p>Deemed Interest: 3,383,300 ordinary shares (2.02%)</p>	None	None
Any relationship (including immediate family relationships) with any existing director, existing executive officer, the issuer and/or substantial shareholder of the listed issuer or any of its principal subsidiaries.	<p>Yes</p> <p>Mr Kwan Chee Seng is the father of Miss Kwan Yu Wen, Executive Director of the Company.</p>	<p>Yes</p> <p>Miss Kwan Yu Wen is the daughter of Mr Kwan Chee Seng, Non-Executive Director of the Company.</p> <p>Mr Kwan Chee Seng also holds 46,401,339 ordinary shares in the Company (27.71% direct interest) and owns 2.02% indirect interest of the Company through his spouse, Madam Fong Peg Hong.</p>	None
Conflict of Interest (including any competing business)	No	No	No
Undertaking (in the format set out in Appendix 7H) under Rule 720(1) has been submitted to the listed issuer	Yes	Yes	Yes

DISCLOSURE OF INFORMATION ON DIRECTORS SEEKING RE-ELECTION

	KWAN CHEE SENG	KWAN YU WEN	BOEY SOUK-TANN
Other Principal Commitments including Directorships			
Past (for the last 5 years)	Directorships: <ul style="list-style-type: none"> - Variscan Mines Limited - GRP Developments Sdn Bhd - GRP Project Management Sdn Bhd - VDH Land Sdn Bhd - Rumah Kami Sdn Bhd - Luminor Harbour Fund 1 Pte Ltd - TRT Royal Food Pte Ltd - TRT Royal Food Investment Pte Ltd - Ernestore Pte Ltd (formerly known as People's Mart Pte Ltd) Other Principal Commitments: None	Directorships: <ul style="list-style-type: none"> - GRP Limited - GRP Project Management Sdn Bhd - Nakhoda Fishery (Sarawak) Sdn Bhd - GRP Hose & Marine Sdn Bhd (formerly known as GRP Hua Kai Sdn Bhd) - VDH Tower (Ipoh) Sdn Bhd - VDH Land Sdn Bhd - Rumah Kami Sdn Bhd - Amira Properties Sdn Bhd - Accenvest Sdn Bhd Other Principal Commitments: None	Directorships: <ul style="list-style-type: none"> - V2Y Corporation Ltd Other Principal Commitments: None
Present	Directorships: <ul style="list-style-type: none"> - Multiple Lodge Sdn Bhd - Luminor Capital (Malaysia) Sdn Bhd - GRP Limited - GRP Tangshan Trading Co. Ltd - GRP Chongqing Land Pte. Ltd. - GRP Dormitories Pte. Ltd. - GRP Hua Kai (S) Pte. Ltd. - Starland Commercial Trading Pte. Ltd. - Starland Axis Pte. Ltd. - Luminor Capital Pte Ltd - Dalian Van der Horst Marine Engineering Co Ltd - Van der Horst Holdings Pte Ltd - Van der Horst Limited - Van der Horst Technologies Phils. Inc - VDH Land Inc. - Luminor Pacific Fund 1 Ltd (in liquidation) - Luminor Pacific Fund 2 Ltd (in liquidation) - LCPL Partners VCC - Frontier Axis (formerly known as Higgs11 Capital VCC) Other Principal Commitments: None	Directorships: <ul style="list-style-type: none"> - Multiple Lodge Sdn Bhd - Luminor Credit Sdn Bhd (formerly known as Venture Credit Sdn Bhd) - Ratus Nautika Sdn Bhd - Luminor Capital (Malaysia) Sdn Bhd - Luminor Capital Markets Sdn Bhd (formerly known as Fiscalab Capital Markets Sdn Bhd) - GRP Energiser Sdn Bhd - Starland Commercial Trading Pte. Ltd. - Starland Axis Pte. Ltd. - El Nuwr Sdn Bhd - SA Puncak Management Sdn Bhd - Luminor FH Sdn Bhd - FH Scale Up Pte. Ltd. - Funded Here Holdings Pte. Ltd. - Luminor Finance Pte. Ltd. Other Principal Commitments: None	Directorships: <ul style="list-style-type: none"> - LegalWorks Law Corporation Other Principal Commitments: None

DISCLOSURE OF INFORMATION ON DIRECTORS SEEKING RE-ELECTION

	KWAN CHEE SENG	KWAN YU WEN	BOEY SOUK-TANN
Disclose the following matters concerning an appointment of director, chief executive officer, chief financial officer, chief operating officer, general manager or other officer of equivalent rank. If the answer to any question is "yes", full details must be given.			
a) Whether at any time during the last 10 years, an application or petition under any bankruptcy law of any jurisdiction was filed against him or against a partnership of which he was a partner at the time when he was a partner or any time within 2 years from the date he ceased to be a partner?	No	No	No
b) Whether at any time during the last 10 years, an application or a petition under any law of any jurisdiction was filed against an entity (not being a partnership) of which he was a director or an equivalent person or a key executive, at the time when he was a director or an equivalent person or a key executive of that entity or at any time within 2 years from the date he ceased to be a director or an equivalent person or a key executive of that entity, for the winding up or dissolution of that entity or whether that entity is the trustee of a business trust, that business trust, on the group of insolvency?	No	No	No
c) Whether there is any unsatisfied judgement against him?	No	No	No

DISCLOSURE OF INFORMATION ON DIRECTORS SEEKING RE-ELECTION

	KWAN CHEE SENG	KWAN YU WEN	BOEY SOUK-TANN
d) Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving fraud or dishonesty which is punishable with imprisonment, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such purpose?	No	No	No
e) Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such breach?	No	No	No
f) Whether at any time during the last 10 years, judgement has been entered against him in any civil proceedings in Singapore or elsewhere involving a breach of any law of regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or a finding of fraud, misrepresentation or dishonesty on his part, or he has been the subject of any civil proceedings (including any pending civil proceedings of which he is aware) involving an allegation of fraud, misrepresentation or dishonesty on his part?	No	No	No

DISCLOSURE OF INFORMATION ON DIRECTORS SEEKING RE-ELECTION

	KWAN CHEE SENG	KWAN YU WEN	BOEY SOUK-TANN
g) Whether he has ever been convicted in Singapore or elsewhere of any offence in connection with the formation or management of any entity or business trust?	No	No	No
h) Whether he has ever been disqualified from acting as a director or an equivalent person of any entity (including the trustee of a business trust), or from taking part directly or indirectly in the management of any entity or business trust?	No	No	No
i) Whether he has ever been the subject of any order, judgment or ruling of any court, tribunal or governmental body, permanently or temporarily enjoining him from engaging in any type of business practice or activity?	No	No	No

DISCLOSURE OF INFORMATION ON DIRECTORS SEEKING RE-ELECTION

	KWAN CHEE SENG	KWAN YU WEN	BOEY SOUK-TANN
<p>j) Whether he has ever, to his knowledge, been concerned with the management or conduct, in Singapore or elsewhere, of the affairs of:</p> <p>i. any corporation which has been investigated for a breach of any law or regulatory requirement governing corporations in Singapore or elsewhere; or</p> <p>ii. any entity (not being a corporation) which has been investigated for a breach of any law or regulatory requirement governing such entities in Singapore or elsewhere; or</p> <p>iii. any business trust which has been investigated for a breach of any law or regulatory requirement governing business trusts in Singapore or elsewhere; or</p> <p>iv. any entity or business trust which has been investigated for a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere</p> <p>in connection with any matter occurring or arising during that period when he was so concerned with the entity or business trust?</p>	No	No	No

DISCLOSURE OF INFORMATION ON DIRECTORS SEEKING RE-ELECTION

	KWAN CHEE SENG	KWAN YU WEN	BOEY SOUK-TANN
k) Whether he has been the subject of any current or past investigation or disciplinary proceedings, or has been reprimanded or issued any warning, by the Monetary Authority of Singapore or any other regulatory authority, exchange, professional body or government agency, whether in Singapore or elsewhere?	No	No	No
Disclosure applicable to the appointment of Director only.			
Any prior experience as a director of an issuer listed on the Exchange?	This relates to re-appointment of Director.	This relates to re-appointment of Director.	This relates to re-appointment of Director.
If yes, please provide details of prior experience.	Not applicable	Not applicable	Not applicable
If no, please state if the director has attended or will be attending training on the roles and responsibilities of a director of a listed issuer as prescribed by the Exchange.	Not applicable	Not applicable	Not applicable
Please provide details of relevant experience and the nominating committee's reasons for not requiring the director to undergo training as prescribed by the Exchange (if applicable)	Not applicable	Not applicable	Not applicable

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LUMINOR FINANCIAL HOLDINGS LIMITED
(Company Registration Number 201131382E)
(Incorporated in the Republic of Singapore)

PROXY FORM

IMPORTANT:

- (a) CPF and SRS investors may attend and vote at the AGM in person. CPF and SRS investors who are unable to attend the AGM but would like to vote may approach their respective CPF agent banks and SRS operators at least 7 working days before the AGM to appoint the Chairman of the AGM to act as their proxy and submit their votes, in which case, such CPF and SRS investors shall be precluded from attending the AGM.
- (b) This Proxy Form is not valid for use by the CPF and SRS investors and shall be ineffective for all intents and purposes if used or purported to be used by them.
- (c) Please read the notes to this Proxy Form. By submitting an instrument appointing proxy(ies) and/or representative(s), a shareholder accepts and agrees to the personal data privacy terms set out in the Notice of AGM dated 11 April 2026.

I/We*, _____ (Name) (NRIC/Passport/Registration Number* _____))

of _____ (Address)

being a shareholder/shareholders* of Luminor Financial Holdings Limited (the "**Company**") hereby appoint:

Name	NRIC/Passport Number	Proportion of Shareholding	
		Number of Shares	%
Address			

and/or (delete as appropriate)

Name	NRIC/Passport Number	Proportion of Shareholding	
		Number of Shares	%
Address			

or failing him, the Chairman of the Annual General Meeting ("**AGM**") of the Company as my/our* proxy/proxies* to attend and vote for me/us* on my/our* behalf at the AGM of the Company to be held at Rose Room 1, York Hotel, 21 Mount Elizabeth, Singapore 228516 on Monday, 27 April 2026 at 11.00 a.m. and at any adjournment thereof.

I/We* direct my/our* proxy/proxies* to vote for, vote against or abstain from voting on the resolutions to be proposed at the AGM as indicated hereunder. If no specific direction as to voting is given, the proxy/proxies* will vote or abstain from voting at his/their* discretion, as he/they* will on any other matter arising at the AGM and at any adjournment thereof. In the absence of specific directions in respect of a resolution, the appointment of the Chairman of the AGM as *my/our proxy for that resolution will be treated as invalid. All resolutions put to the vote at the AGM shall be decided by way of poll.

NO.	RESOLUTION	Number of Votes For**	Number of Votes Against**	Number of Votes Abstain**
ORDINARY BUSINESS				
1.	To receive and adopt the Directors' Statement and the Audited Financial Statements for the financial year ended 31 December 2025 together with the Independent Auditor's Report thereon (Resolution 1)			
2.	To re-elect Mr Kwan Chee Seng, a Director retiring pursuant to Article 89 of the Company's Constitution (Resolution 2)			
3.	To re-elect Miss Kwan Yu Wen, a Director retiring pursuant to Article 89 of the Company's Constitution (Resolution 3)			
4.	To re-elect Ms Boey Souk-Tann, a Director retiring pursuant to Article 88 of the Company's Constitution (Resolution 4)			
5.	To approve the payment of Directors' fees of S\$120,000 for the financial year ending 31 December 2026 payable half yearly in arrears (2025: S\$120,000) (Resolution 5)			
6.	To appoint CLA Global TS Public Accounting Corporation as auditors of the Company and to authorise the Directors to fix its remuneration (Resolution 6)			
SPECIAL BUSINESS				
7.	Authority to allot and issue shares (Resolution 7)			

* Delete accordingly.

** If you wish to exercise all your votes "For", "Against" or "Abstain", please indicate with a tick ✓ within the box provided. Alternatively, please indicate the number of votes as appropriate.

Dated this _____ day of _____ 2026

Total number of Shares in	Number of Shares
(a) Depository Register	
(b) Register of Members	

Signature(s) or Common Seal of Shareholder(s)

IMPORTANT: PLEASE READ THE NOTES OVERLEAF



Notes:

1. If the shareholder has shares entered against his name in the Depository Register, he should insert that number of shares. If the shareholder has shares registered in his name in the Register of Members, he should insert that number of shares. If the shareholder has shares entered against his name in the Depository Register and registered in his name in the Register of Members, he should insert the aggregate number of shares. If no number is inserted, this proxy form will be deemed to relate to all the shares held by the shareholder.
2. A shareholder who is not a relevant intermediary is entitled to appoint not more than 2 proxies to attend and vote at the AGM. Where such shareholder appoints 2 proxies, the proportion of his shareholding to be represented by each proxy shall be specified in this Proxy Form. If the proportion of his shareholding is not specified, the first named proxy shall be deemed to represent 100% of his shareholding and the second named proxy shall be deemed to be an alternate to the first named.

A shareholder who is a relevant intermediary is entitled to appoint more than two proxies to attend and vote at the AGM, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such shareholder. Where such shareholder appoints more than one proxy, the number of shares in relation to which each proxy has been appointed shall be specified in this Proxy Form.

"Relevant intermediary" has the meaning ascribed to it in Section 181 of the Companies Act 1967.

3. A proxy need not be a shareholder of the Company.
4. This Proxy Form, duly executed must be submitted (a) by email to sg.is.proxy@vistra.com; or (b) by post to the office of the Company's Share Registrar address, Tricor Barbinder Share Registration Services at 9 Raffles Place, Republic Plaza, Tower I, #26-01, Singapore 048619, in each case, not less than 48 hours before the time appointed for holding the AGM, i.e. by 11.00 a.m. on 25 April 2026.
5. The appointment of a proxy or proxies shall not preclude a shareholder from attending and voting in person at the AGM. If a shareholder attends the AGM in person, the appointment of a proxy or proxies shall be deemed to be revoked, and the Company reserves the right to refuse to admit such proxy or proxies to the AGM.
6. This Proxy Form must be signed by the appointor or his attorney duly authorised in writing or, if the appointor is a corporation, it must be executed either under its common seal or signed by its attorney or officer duly authorised.
7. Where this Proxy Form is signed on behalf of the appointor by an attorney, the power of attorney or other authority or a notarially certified copy thereof (failing previous registration with the Company) must be lodged with this Proxy Form, failing which this Proxy Form may be treated as invalid.
8. A corporation which is a shareholder may authorise by a resolution of its directors or other governing body such person as it thinks fit to act as its representative at the AGM in accordance with Section 179 of the Companies Act 1967.
9. Persons who hold shares through relevant intermediaries (including CPF and SRS investors) and wish to exercise their votes by appointing the Chairman of the AGM as proxy should approach their respective relevant intermediaries (which would include CPF agent banks and SRS operators) through which they hold such shares at least seven working days before the AGM to submit their voting instructions in order to allow sufficient time for their respective relevant intermediaries to in turn submit this Proxy Form to appoint the Chairman of the AGM to vote on their behalf.
10. The Company shall be entitled to reject this Proxy Form if it is incomplete, improperly completed or illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in this Proxy Form (including any related attachment). In addition, in the case of a shareholder whose shares are entered in the Depository Register, the Company may reject any Proxy Form lodged if the shareholder, being the appointor, is not shown to have shares entered against his name in the Depository Register as at 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 proxy form, the shareholder 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 2026.

CORPORATE INFORMATION

FULL NAME OF COMPANY

Luminor Financial Holdings Limited
(Company registration number: 201131382E)

BOARD OF DIRECTORS

Aw Eng Hai

(Non-Executive Independent Chairman)

Kwan Yu Wen

(Executive Director)

Kwan Chee Seng

(Non-Executive Director)

Boey Souk-Tann

(Independent Director)

Lim See Yong

(Independent Director)

COMPANY SECRETARY

Wee Woon Hong

REGISTERED OFFICE

9 Raffles Place #29-01
Republic Plaza
Singapore 048619
TEL: (65) 6225 5464
FAX: (65) 6223 3585

SHARE REGISTRAR & SHARE TRANSFER OFFICE

Tricor Barbinder Share Registration Services

9 Raffles Place
Republic Plaza Tower I #26-01
Singapore 048619

CATALIST SPONSOR

UOB Kay Hian Private Limited

83 Clemenceau Avenue
#10-01 UE Square
Singapore 239920

INDEPENDENT AUDITOR

Baker Tilly TFW LLP

**Public Accountants and Chartered Accountants,
Singapore**

600 North Bridge Road
#05-01 Parkview Square
Singapore 188778

Partner-in-charge:

Lee Chee Sum Gilbert

(Appointed since financial year ended
31 December 2021)

PRINCIPAL BANKERS

United Overseas Bank
大华银行
OCBC Bank
华侨银行

LUMINOR FINANCIAL HOLDINGS LIMITED
9 RAFFLES PLACE #29-01 REPUBLIC PLAZA
SINGAPORE 048619