

LUMINOR FINANCIAL HOLDINGS LIMITED
(Company Registration Number 201131382E)
(Incorporated in the Republic of Singapore)

ACQUISITION OF REMAINING 20% EQUITY INTEREST IN LUMINOR CREDIT SDN. BHD.

1. INTRODUCTION

The Board of Directors (the “**Board**”) of Luminor Financial Holdings Limited (the “**Company**” and together with its subsidiaries, the “**Group**”), wishes to inform shareholders of the Company that Luminor Capital (Malaysia) Sdn. Bhd. (“**LCMSB**”), an indirect 51% owned subsidiary of the Company, which holds 80% equity interest in the registered capital of Luminor Credit Sdn. Bhd. (“**LCSB**”), has acquired the balance 20% equity interest (which is equivalent to 108,000 ordinary shares) in LCSB from Fiscalab Altinvest Sdn. Bhd. (“**Fiscalab**”) for a consideration of RM100,000 (“**Acquisition**”).

Upon completion of the Acquisition, LCSB will be a wholly-owned subsidiary of LCMSB and the Company’s effective interest in LCSB will increase from 40.8% to 51%.

2. ABOUT LCSB

LCSB is a licensed company under the Malaysia Moneylenders Act 1951 by Malaysia Ministry of Housing and Local Government. The principal activities of LCSB, namely, licensed financiers, advancers and money lender.

Based on its management accounts for six months ended 30 June 2021, LCSB recorded a profit after tax of RM306,889 and had a net tangible asset of RM893,866 as at 30 June 2021.

3. RATIONALE AND BENEFIT

LCSB’s revenue and profit has grown since 2019 when LCMSB acquired the initial stake in LCSB. The Board is therefore of the view that the acquisition is in the best interest of the Group as it allows the Group to increase its interest in LCSB, thereby potentially improving the future earnings of the Group.

4. CONSIDERATION

The consideration of the Acquisition is RM100,000 and has been paid fully in cash by LCMSB to Fiscalab upon completion of the Acquisition. The consideration was arrived on willing-seller-willing-buyer basis, after taking into account, *inter alia*, the consideration paid by LCMSB when it acquired 80% equity interest in LCSB in 2019. The consideration is funded wholly by internal resources.

5. INTERESTS OF DIRECTORS AND CONTROLLING SHAREHOLDERS

None of the Directors or controlling shareholders of the Company has any interest direct or indirect, in the Acquisition, other than through their respective shareholdings (if any) in the Company.

6. RELATIVE FIGURES ON THE BASES SET OUT IN RULE 1006 OF THE CATALIST RULES

The relative figures for the transaction as computed on the bases set out in Rule 1006 of the Catalist Rules and the Group's latest announced unaudited consolidated financial statements for period ended 30 June 2021 are as follows:

Rule 1006	Bases	Relative figures
(a)	The net asset value of the assets to be disposed of, compared with the Group's net asset value. This basis is not applicable to an acquisition of assets.	Not applicable
(b)	The net profits attributable to the assets acquired or disposed of, compared with the Group's net profits ¹	(8.74%) ²
(c)	The aggregate value of the consideration given or received, compared with the Company's market capitalisation based on the total number of issued shares excluding treasury shares.	0.20% ³
(d)	The number of equity securities to be issued by the Company as consideration for an acquisition, compared with the number of equity securities previously in issue	Not applicable
(e)	The aggregate volume or amount of proved and probable reserves to be disposed of, compared with the aggregate of the group's proved and probable reserves.	Not applicable

¹ Net profits is defined to be profit or loss before income tax and non-controlling interests.

² LCSB recorded a profit before tax of RMB487,000 (based on exchange rate of RM1: RMB1.5858) for the six months period ended 30 June 2021. 20% share of the profit before tax is RMB97,300 (based on exchange rate of RM1: RMB1.5858) and this is compared against the Group's loss before tax of RMB1,114,000 for the period ended 30 June 2021.

³ Based on the value of S\$32,315 (equivalent to approximately RM100,000) and the Company's market capitalisation of S\$16,470,615 (based on the Company's existing issued share capital of 144,733,000 Shares and the volume weighted average price of the Shares on Catalist of S\$0.1138 on 1 September 2021, being the last market day when Shares were transacted preceding the date of the Acquisition.

Under Rule 1007(1) of the Catalist Rules, if any of the relative figure computed based on Rules 1006 involves a negative figure, Chapter 10 of the Catalist Rules may still be applicable to the transaction in accordance with the applicable circumstances. As the relative figure computed based on Rule 1006(c) of the Catalist Rules is less than 75% and the net profit attributable to the asset to be acquired exceeds 5% of the consolidated net loss of the Group, paragraph 4.4(b) of Practice Note 10A is applicable and the Acquisition constitutes a discloseable transaction.

7. FINANCIAL EFFECTS

The financial effects of the Acquisition are for illustrative purposes only and do not purport to be indicative or a projection of the results and financial position of the Company and the Group after the Acquisition.

The financial effects of the Acquisition are based on the Group's and LCSB's most recently audited financial statements for the financial year ended 31 December 2020.

7.1 Net tangible asset ("NTA") per share

Assuming that the Acquisition had been completed on 31 December 2020, the NTA per share of the Group would be as follows:

	Before the Acquisition	After the Acquisition
NTA (RMB'000)	115,449	115,616
Number of issued shares ('000)	144,733	144,733
NTA per share (RMB)	0.80	0.80

7.2 Earnings per share ("EPS")

Assuming that the Acquisition had been completed on 1 January 2020, the EPS of the Group would be as follows:

	Before the Acquisition	After the Acquisition
Net loss attributable to shareholders (RMB'000)	(3,571)	(3,404)
Weighted average number of shares ('000)	144,733	144,733
EPS (RMB cents)	(2.47)	(2.35)

8. DIRECTORS' SERVICE CONTRACTS

No person is proposed to be appointed as a director of the Company in connection with the Acquisition. Accordingly, no service contract is proposed to be entered into between the Company and any such person.

9. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the Sales and Purchase Agreement will be available for inspection during normal business hours at the Company's registered office at 20 Collyer Quay #01-02, Singapore 049319 for a period of three (3) months commencing from the date of this announcement.

BY ORDER OF THE BOARD

Kwan Yu Wen
Executive Director
8 September 2021

This announcement has been prepared by Luminor Financial Holdings Limited (the "Company") and its contents have been reviewed by the Company's sponsor, UOB Kay Hian Private Limited (the

“Sponsor” for compliance with the relevant rules of the Singapore Exchange Securities Trading Limited (the **“SGX-ST”**) Listing Manual Section B: Rules of Catalyst.

This announcement has not been examined or approved by the SGX-ST and the SGX-ST assumes no responsibility for the contents of this announcement, including the accuracy, completeness or correctness of any of the information, statements or opinions made or reports contained in this announcement.

The contact person for the Sponsor is Mr Lance Tan, Senior Vice President, at 8 Anthony Road, #01-01, Singapore 229957, telephone (65) 6590 6881.