

# LUMINOR FINANCIAL HOLDINGS LIMITED

Company Registration No.: 201131382E  
(Incorporated in the Republic of Singapore)

## 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

- (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
- (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 Catalist 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 Catalist 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 Catalist 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 Catalist 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.

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;
- (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](mailto: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](mailto: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.

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:
  - a) by email to [sg.is.proxy@vistra.com](mailto: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 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.