

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

**ESTABLISHMENT OF 2026 SPV 1 REDEEMABLE PREFERENCE SHARES
PROGRAMME AND ISSUANCE OF 18,250,000 REDEEMABLE PREFERENCE SHARES**

1. ESTABLISHMENT OF 2026 SPV 1 REDEEMABLE PREFERENCE SHARES PROGRAMME

The Board of Directors (the “**Board**” or “**Directors**”) of Luminor Financial Holdings Limited (the “**Company**”, and together with its subsidiaries, the “**Group**”) wishes to announce that the Group has on 19 January 2026 established a redeemable preference shares programme (the “**2026 SPV 1 RPS Programme**”) with Luminor SPV 1 Sdn Bhd as the issuer (the “**Issuer**”). The Issuer shall have the flexibility to issue any number of RPS, from time to time, provided that the aggregate number of members of the Issuer does not exceed fifty (50) at any time. The 2026 SPV 1 RPS Programme may comprise one or more tranches.

2. ABOUT THE ISSUER

Luminor SPV 1 Sdn Bhd was incorporated in Malaysia under the Malaysian Companies Act 2016 (“**Act**”) on 22 December 2025 as a private limited company. It currently has an issued share capital of RM100,000 comprising 100,000 ordinary shares (the “**Said Shares**”). The Issuer, which is a wholly-owned subsidiary of Luminor Capital (Malaysia) Sdn Bhd (“**LCM**”), a wholly-owned subsidiary of the Company, is a special purpose vehicle incorporated to raise financing for SA Puncak Management Sdn Bhd (“**SAPM**”), a 93.4%-owned subsidiary of the Group.

LCM will be entering into a share trust deed (the “**Share Trust Deed**”) with TMF Trustees Malaysia Berhad (the “**Share Trustee**”) for the appointment of the Share Trustee as a trustee to hold the Said Shares in trust for LCM for the benefit of the holders of the RPS.

3. SALIENT TERMS OF THE 2026 SPV 1 RPS PROGRAMME

The salient terms of the 2026 SPV 1 RPS Programme are as follows:-

Issuer	: Luminor SPV 1 Sdn Bhd
Type	: Redeemable preference shares (“ RPS ”)
Issue Price	: RM1.00 per RPS
Size of Facility	: The Issuer shall have the flexibility to issue any number of RPS, from time to time, provided that the aggregate members of the Issuer do not exceed fifty (50) at any time (“ Programme Limit ”).
Purpose of Facility and Utilisation of Proceeds	: To raise working capital for SAPM for the expansion of the Group’s financial solutions business in Malaysia. The proceeds from the 2026 SPV 1 RPS Programme shall be advanced to SAPM to fund its disbursement requirements for its factoring business (each disbursement as an “ Advance ”) as well as to defray estimated expenses related to the 2026 SPV 1 RPS Programme.
Minimum Subscription Size	: Subject to the Programme Limit, RM100,000.00 per holder of the RPS (“ RPS Holder ”) and thereafter, in increments of RM50,000.00.
Tenure	: There is no master tenure for the 2026 SPV 1 RPS

Programme. The Issuer will redeem the RPS on the 2nd anniversary of the respective issue date ("**Tenure**").

Dividend

- : The RPS shall be entitled to such cumulative dividend at the following rate calculated based on the Issue Price as the board of directors of the Issuer shall declare and pay bi-annually in arrears after the date of issue of the RPS subject to availability of distributable profits and in compliance with the Act:

$$A = B + C$$

A = Dividend rate

B = The overnight policy rate published by Bank Negara Malaysia on the respective RPS issue date

C = 5.25%

No dividend shall be paid on any other class of shares for so long as any RPS has not been fully redeemed by the Issuer.

Redemption at Maturity

- : Subject to the Act, each RPS shall be redeemed by the Issuer in cash to the RPS Holder on the Business Day immediately preceding the expiry of the Tenure ("**Redemption Date**") at RM1.00 for each RPS ("**Redemption Price**"). On the Redemption Date, in addition to the Redemption Price, the Issuer shall pay the RPS Holder accrued dividend, if any, on each RPS so redeemed.

The Issuer shall give the RPS Holder(s) notice in writing ("**Notice**"), at least one (1) month prior to the relevant Redemption Date, in the event the Issuer is unable or becomes aware that it is unable to undertake a redemption exercise for the RPS or is unable to pay the total Redemption Price, on the relevant Redemption Date.

Early Redemption

- : At any time prior to two (2) months before the relevant Redemption Date and provided always that a Notice has not been issued by the Issuer, and upon receipt of a written request from the RPS Holder requesting for early redemption of the RPS ("**Request**"), the Issuer shall redeem all or any of the RPS held by such RPS Holder as stipulated in the Request which shall be in multiples of 50,000 RPS (provided that, in the event of a Request for partial redemption, the RPS Holder shall hold at least 100,000 RPS after the said redemption has been completed) ("**RPS to be Redeemed**") subject to compliance with the Act.

Within seven (7) Business Days from the date of receipt of the Request, the Issuer shall inform the RPS Holder in writing whether it is able to redeem the RPS to be Redeemed ("**Notification**"). If the Issuer is agreeable to redeem the RPS to be Redeemed, the Issuer shall pay the RPS Holder the total Redemption Price for the RPS to be Redeemed on the day falling 30 calendar days after the date of the Notification ("**Early Redemption Date**") together with fifty per centum (50%) of the accrued dividend as at the date of the Request on a pro-rata basis (if any).

Security

- : Each Advance made by the Issuer to SAPM will be secured against an assignment of receivables of an amount no less than that of the Advance made, granted by SAPM to the

Issuer under a master assignment agreement (the “**Master Assignment Agreement**”).

- Voting Rights** : The RPS Holders shall have the same rights as ordinary shareholders to receive notices, reports and audited financial statements, and to attend and to raise questions (to be submitted prior to the general meeting) at general meetings of the Issuer. However, the RPS Holders shall not be entitled to voting rights at such general meetings of the Issuer except on a proposal that varies, modifies, abrogate the rights and privileges attached to the RPS or the exercise of any of those rights, privileges or conditions.
- Ranking of RPS** : The RPS shall be unsecured and shall, upon allotment and issue, rank (a) equally in all respect amongst themselves; (b) in priority to any other class of shares where in the event of any liquidation, dissolution or winding up of the Issuer (including a merger or consolidation and a sale, lease, transfer, exclusive license or other disposition of all or substantially all of the assets of the Issuer), the RPS holder(s) shall be first paid from the proceeds; and (c) after all secured and unsecured obligations of the Issuer, if any.
- Security and Share Trustee** : TMF Trustees Malaysia Berhad
- Transferability** : The RPS are not transferable.
- Listing Status** : The RPS shall not be listed nor quoted on any stock exchange.
- Governing Law** : Laws of Malaysia

The Proposed RPS Issue will not be offered outside of Malaysia.

4. ISSUANCE OF 18,250,000 RPS

Luminor SPV 1 Sdn Bhd, has on 19 January 2026 issued and allotted its first tranche 1 of RPS under the 2026 SPV 1 RPS Programme at nominal value of RM18.25 million with the maturity date on 19 January 2028.

BY ORDER OF THE BOARD

Kwan Yu Wen
Executive Director
21 January 2026

*This announcement has been reviewed by the Company's sponsor, UOB Kay Hian Private Limited (“**Sponsor**”). This announcement has not been examined or approved by the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) and the SGX-ST assumes no responsibility for the contents of this announcement, including the correctness of any of the statements or opinions made or reports contained in this announcement. 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) 65906881.*