

# NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an Annual General Meeting (“**AGM**”) of Luminor Financial Holdings Limited (the “**Company**”) will be held by way of electronic means on Wednesday, 27 April 2022 at 10.30 a.m., for the following purposes:

## AS ORDINARY BUSINESS

1. To receive and adopt the Directors’ Statement and Audited Financial Statements for the financial year ended 31 December 2021 together with the Independent Auditor’s Report thereon. **(Resolution 1)**
2. To re-elect the following Directors, who will be retiring by rotation pursuant to Article 89 of the Company’s Constitution and who, being eligible, offer themselves for re-election as Directors of the Company:
  - (a) Ms Kwan Yu Wen (*see explanatory note 1*) **(Resolution 2)**
  - (b) Mr Kwan Chee Seng (*see explanatory note 2*) **(Resolution 3)**
3. To approve the payment of Directors’ fees amounting to S\$120,000 for the financial year ending 31 December 2022 payable half yearly in arrears. **(Resolution 4)**
4. To re-appoint Messrs Baker Tilly TFW LLP as Auditors of the Company and to authorise the Directors of the Company to fix their remuneration. **(Resolution 5)**

## AS SPECIAL BUSINESS

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

5. **Authority to Allot and Issue Shares** **(Resolution 6)**

That pursuant to Section 161 of the Companies Act 1967 of Singapore (“**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

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- (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;

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- (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 3)*

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

BY ORDER OF THE BOARD

Belinda Low  
Company Secretary

12 April 2022  
Singapore

### **Explanatory Notes:**

1. Ms Kwan Yu Wen will, upon re-election as a Director, remain as an Executive Director of the Company. Please refer to the "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. Mr Kwan Chee Seng will, upon re-election as a Director, remain as a Non-Executive Director and a member of Nominating Committee of the Company. Please refer to the "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. Ordinary Resolution 6 proposed in item 5 above, if passed, will empower the Directors, 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.

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## **IMPORTANT INFORMATION**

1. To minimise physical interactions and COVID-19 transmission risks, the AGM is being convened, and will be held, by electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. The Company will not accept any physical attendance by shareholders and any shareholder seeking to attend the AGM physically in person will be turned away.
2. Alternative arrangements relating to shareholders' participation at the AGM are:-
  - (a) attendance at the AGM via electronic means (including arrangements by which the AGM can be electronically accessed via "live" audio-visual webcast or "live" audio-only stream);
  - (b) submission of questions to the Chairman of the AGM in advance of, or "live" at, the AGM, and addressing of substantial and relevant questions in advance of, or "live" at, the AGM; and
  - (c) voting at AGM (i) "live" by the shareholders or their duly appointed proxies (other than the Chairman of the AGM) via electronic means; or (ii) by appointing the Chairman of the AGM as proxy to vote on the shareholders' behalf at the AGM.

Shareholders will be able to participate in the AGM in the manner set out in the paragraphs below.

### **Pre-registration**

Shareholders will be able to observe and/or listen to the AGM proceedings through a "live" audio-visual webcast or "live" audio-only stream via their mobile phones, tablets or computers, submit questions in advance of, or "live" at, the AGM and vote at the AGM (i) "live" by the Shareholders themselves or their duly appointed proxies (other than the Chairman of the AGM) via electronic means; or (ii) by appointing the Chairman of the AGM as proxy to vote on their behalf at the AGM. To do so, they will need to complete the following steps.

Shareholders (including, where applicable, their appointed proxies) and SRS Investors who wish to follow the proceedings of the AGM must pre-register for access to the "live" audio-visual webcast or "live" audio-only stream of the AGM proceedings at the pre-registration website at the URL <https://globalmeeting.bigbangdesign.co/luminor> from 12 April 2022 up to 10.30 a.m. on 25 April 2022 to enable the Company to verify their status.

Following the verification, authenticated Shareholders (including SRS Investors) and, where applicable, who have pre-registered via the pre-registration website will receive a confirmation email by 10.30 a.m. on 26 April 2022, via the e-mail address provided during pre-registration or as indicated in the Proxy Form.

Shareholders will be able to access the "live" audio-visual webcast or "live" audio-only stream of the AGM proceedings by signing in to the pre-registration website with their account credentials created during pre-registration. Shareholders must not share their login credentials to other persons who are not Shareholders and who are not entitled to attend the AGM. This is also to avoid any technical disruptions or overload to the "live" audio-visual webcast of the AGM proceedings. Shareholders (including SRS Investors) and, where applicable, who do not receive the confirmation email by 10.30 a.m. on 26 April 2022, but have registered by 10.30 a.m. on 25 April 2022, may contact the Company's webcast vendor, Big Bang Design Pte Ltd, by email at [webcast@bigbangdesign.co](mailto:webcast@bigbangdesign.co) for assistance.

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## **Submission of Questions**

- (a) Shareholders, including SRS Investors, can submit questions in advance of, or “live” at, the AGM.
- (b) Submission of substantial and relevant questions in advance of the AGM:

Shareholders, including SRS Investors, can submit substantial and relevant questions related to the resolutions to be tabled for approval at the AGM to the Chairman of the AGM, in advance of the AGM, in the following manner:

- (i) Shareholders who pre-register to observe and/or listen to the AGM proceedings may submit their questions via the pre-registration website at the URL <https://globalmeeting.bigbangdesign.co/luminor>;
- (ii) Shareholders may submit their questions via email to [investor@luminorfinancialholdings.com](mailto:investor@luminorfinancialholdings.com); and/or
- (iii) Shareholders may submit their questions by post to the Company's registered office at 30 Cecil Street, #10-01/02 Prudential Tower, Singapore 049712.

When sending in questions via email or by post, please also provide the following details: (a) full name; (b) address; and (c) the manner in which the Shares are held (e.g. via CDP, SRS and/or scrip).

All questions submitted in advance of the AGM via any of the above channels must be received by 5.00 p.m. on 19 April 2022.

- (c) Shareholders (including SRS Investors) and, where applicable, appointed proxies, can also ask the Chairman of the AGM substantial and relevant questions related to the resolutions to be tabled for approval at the AGM, “live” at the AGM, by typing in and submitting their questions via the online platform hosting the audio-visual webcast and audio-only stream. Shareholders (including SRS Investors) and, where applicable, appointed proxies, who wish to ask questions “live” at the AGM must first pre-register at the pre-registration website at the URL <https://globalmeeting.bigbangdesign.co/luminor>.
- (d) The Company will endeavour to address all substantial and relevant questions received from Shareholders prior to the AGM by publishing the responses to such questions on the SGXNet at the URL <https://www.sgx.com/securities/company-announcements> and the Company's website at the URL <http://www.luminorfinancialholdings.com> before 10.30 a.m. on 23 April 2022. The Company will address those substantial and relevant questions which have not already been addressed, as well as those received “live” at the AGM itself, during the AGM through the “live” audio-visual webcast and “live” audio-only stream of the AGM proceedings. Where substantially similar questions are received, the Company will consolidate such questions and consequently not all questions may be individually addressed.
- (e) The Company will publish the minutes of the AGM on the SGXNet and the Company's website within one (1) month after the date of its AGM held, and the minutes of the AGM will include the responses to substantial and relevant questions from Shareholders which are addressed during the AGM.

## **Voting**

- (a) Shareholders who wish to exercise their voting rights at the AGM may:
  - (i) (where such Shareholders are individuals) vote “live” via electronic means at the AGM or (where such Shareholders are individuals or corporates) appoint proxies (other than the Chairman of the AGM) to vote “live” via electronic means at the AGM on their behalf; or
  - (ii) (where such Shareholders are individuals or corporates) appoint the Chairman of the AGM as their proxy to vote on their behalf at the AGM.
  - (iii) Shareholders (including SRS Investors) and, where applicable, appointed proxies, who wish to vote “live” at the AGM must first pre-register at the pre-registration website at the URL <https://globalmeeting.bigbangdesign.co/luminor> by 10.30 a.m. on 25 April 2022.”

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- (b) Shareholders who wish to submit Proxy Forms must do so in the following manner:
- (i) by post to the office of the Company's Share Registrar address, Tricor Barbinder Share Registration Services, at 80 Robinson Road, #11-02, Singapore 068898; or
  - (ii) via email to [sg.is.proxy@sg.tricorglobal.com](mailto:sg.is.proxy@sg.tricorglobal.com),
- in each case, by 10.30 a.m. on 25 April 2022 (not less than 48 hours before the time appointed for holding the AGM).
- A Shareholder who wishes to submit a Proxy Form appointing a proxy(ies) by post or via email can download a copy of the Proxy Form from the SGXNet or the Company's website, and complete and sign the Proxy Form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above.
- (c) Appointed proxies (other than the Chairman of the AGM) will be prompted via email (within two (2) business days after the Company's receipt of the validly completed and submitted Proxy Forms) to pre-register at the pre-registration website at the URL <https://globalmeeting.bigbangdesign.co/luminor> in order to access the "live" audio-visual webcast or "live" audio-only stream of the AGM proceedings. Shareholders who wish to appoint third party proxies are encouraged to submit their Proxy Forms early, and should request their proxies to pre-register by 10.30 a.m. on 25 April 2022, failing which the appointment shall be invalid.
- (d) SRS Investors:
- (i) may vote "live" via electronic means at the AGM if they are appointed as proxies by their respective SRS Operators, and should contact their respective SRS Operators if they have any queries regarding their appointment as proxies; or
  - (ii) may appoint the Chairman of the AGM as proxy to vote on their behalf at the AGM, in which case they should approach their respective SRS Operators to submit their votes at least seven (7) business days before the AGM (i.e. by 10.30 a.m. on 18 April 2022).
- (e) If no specific direction as to voting is given, in respect of a resolution, the appointed proxy/proxies will vote or abstain from voting at his/her/their discretion. If the appointor is a corporate, the Proxy Form must be executed under seal or the hand of its duly authorised officer or attorney.
- (f) A proxy need not be a shareholder of the Company.
- (g) The Company shall be entitled to reject a Proxy Form which is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified on the Proxy Form.

In addition, in the case of Shares entered in the Depository Register, the Company may reject a Proxy Form if the Shareholder, being the appointor, is not shown to have Shares entered against his/her/its name in the Depository Register as at 72 hours before the time appointed for holding the AGM as certified by CDP to the Company.

### **Documents**

The Annual Report, Notice of AGM, and Proxy Form will be sent to the Shareholders solely by electronic means via publication on the SGXNet and the Company's website. Printed copies of these documents will not be sent to Shareholders. Please refer to the SGXNet at the URL <https://www.sgx.com/securities/company-announcements> and the Company's website at the URL <http://www.luminorfinancialholdings.com> for the (a) Annual Report, (b) Notice of AGM; and (c) Proxy Form.

As the COVID-19 pandemic continues to evolve, further measures and/or changes to the AGM arrangements may be made on short notice in the ensuing days, even up to the day of the AGM. Shareholders are advised to closely monitor announcements made on SGXNet and the Company's website for updates on the AGM.

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## **PERSONAL DATA PRIVACY:**

By (a) submitting a form appointing a proxy(ies) (including the Chairman of the AGM) to attend and vote at the AGM and/or any adjournment thereof, or (b) submitting details for the registration to observe the proceedings of the AGM via the "live" audio-visual webcast or "live" audio-only stream, or (c) submitting any question(s) before or during the AGM in accordance with this notice, a shareholder of the Company consents to the collection, use and disclosure of the shareholder's personal data by the Company (or its agents or service providers) for the following purposes:

- (i) processing and administration by the Company (or its agents or service providers) of the appointment of the proxy(ies) for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the AGM (including any adjournment thereof);
- (ii) processing of the registration for purpose of granting access to shareholders (or their proxies or corporate representatives in the case of shareholders which are legal entities) to observe the proceedings of the AGM and providing them with any technical assistance where necessary;
- (iii) addressing relevant and substantial questions from shareholders received before and during the AGM and if necessary, following up with the relevant shareholders in relation to such questions; and
- (iv) enabling the Company (or its agents or service providers) to comply with any applicable laws, listing rules, take-over rules, regulations and/or guidelines by the relevant authorities.

The shareholder's personal data and its proxy's and/or representative's personal data may be disclosed or transferred by the Company to its subsidiaries, its share registrar and/or other agents or bodies for any of the abovementioned purposes, and retained for such period as may be necessary for the Company's verification and record purposes.