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PROSPECTUS

KUCINGKO

KUCINGKO BERHAD
(FORMERLY KNOWN AS KUCINGO SDN BHD)
Registration No. 202301011068 (1504989-A)
(Incorporated in Malaysia under the Companies Act 2016)

INITIAL PUBLIC OFFERING (“IPO”) IN CONJUNCTION WITH OUR LISTING ON THE ACE MARKET OF BURSA MALAYSIA SECURITIES BERHAD (“BURSA SECURITIES”) COMPRISING:

- (I) **PUBLIC ISSUE OF 100,000,000 NEW ORDINARY SHARES IN OUR COMPANY (“SHARES”) IN THE FOLLOWING MANNER:**
- (A) **25,000,000 NEW SHARES AVAILABLE FOR APPLICATION BY THE MALAYSIAN PUBLIC;**
 - (B) **10,000,000 NEW SHARES AVAILABLE FOR APPLICATION BY OUR ELIGIBLE DIRECTORS AND EMPLOYEES AS WELL AS PERSONS WHO HAVE CONTRIBUTED TO OUR SUCCESS; AND**
 - (C) **65,000,000 NEW SHARES BY WAY OF PRIVATE PLACEMENT TO SELECTED INVESTORS; AND**
- (II) **OFFER FOR SALE OF 100,000,000 EXISTING SHARES BY WAY OF PRIVATE PLACEMENT TO SELECTED INVESTORS, AT AN IPO PRICE OF RM[•] PER SHARE PAYABLE IN FULL UPON APPLICATION.**

Principal Adviser, Sponsor, Underwriter and Placement Agent

kenanga

KENANGA INVESTMENT BANK BERHAD
Registration No. 197301002193 (15678-H)
(A Participating Organisation of Bursa Malaysia Securities Berhad)

No securities will be allotted or issued based on this Prospectus after 6 months from the date of this Prospectus.

[Bursa Securities has approved the admission of our Company to the Official List of Bursa Securities and the listing of and quotation for our entire enlarged issued share capital on the ACE Market of Bursa Securities. This Prospectus has been registered with Bursa Securities. The approval of the listing of and quotation for our entire enlarged issued share capital on the ACE Market of Bursa Securities and registration of this Prospectus should not be taken to indicate that Bursa Securities recommends our IPO or assumes responsibility for the correctness of any statement made, opinion expressed or report contained in this Prospectus. Bursa Securities has not, in any way, considered the merits of the securities being offered for investment.]

Bursa Securities is not liable for any non-disclosure on the part of our Company and takes no responsibility for the contents of this Prospectus, makes no representation as to its accuracy or completeness, and expressly disclaims any liability for any loss you may suffer arising from or in reliance upon the whole or any part of the contents of this Prospectus.

INVESTORS ARE ADVISED TO READ AND UNDERSTAND THE CONTENTS OF THIS PROSPECTUS. IF IN DOUBT, PLEASE CONSULT A PROFESSIONAL ADVISER.

FOR INFORMATION CONCERNING RISK FACTORS WHICH SHOULD BE CONSIDERED BY PROSPECTIVE INVESTORS, SEE “RISK FACTORS” COMMENCING ON PAGE 180.

THE ACE MARKET IS AN ALTERNATIVE MARKET DESIGNED PRIMARILY FOR EMERGING CORPORATIONS THAT MAY CARRY HIGHER INVESTMENT RISK WHEN COMPARED WITH LARGER OR MORE ESTABLISHED CORPORATIONS LISTED ON THE MAIN MARKET. THERE IS ALSO NO ASSURANCE THAT THERE WILL BE A LIQUID MARKET IN THE SHARES OR UNITS OF SHARES TRADED ON THE ACE MARKET. YOU SHOULD BE AWARE OF THE RISKS OF INVESTING IN SUCH CORPORATIONS AND SHOULD MAKE THE DECISION TO INVEST ONLY AFTER CAREFUL CONSIDERATION.

THIS ISSUE, OFFER OR INVITATION FOR THE OFFERING IS A PROPOSAL NOT REQUIRING APPROVAL, AUTHORISATION OR RECOGNITION OF THE SECURITIES COMMISSION MALAYSIA UNDER SECTION 212(8) OF THE CAPITAL MARKETS AND SERVICES ACT 2007.

THIS PROSPECTUS IS DATED [•]

All defined terms used in this Prospectus are defined under “Presentation of Financial and Other Information” commencing on page viii, “Definitions” commencing on page x and “Glossary of Technical Terms” commencing on page xvii and.

RESPONSIBILITY STATEMENTS

Our Directors, Promoters and Offerors have seen and approved this Prospectus. They collectively and individually accept full responsibility for the accuracy of the information contained in this Prospectus. Having made all reasonable enquiries and to the best of their knowledge and belief, they confirm that there is no false or misleading statement or other facts which if omitted, would make any statement in the Prospectus false or misleading.

Kenanga Investment Bank Berhad, being our Principal Adviser, Sponsor, Underwriter and Placement Agent in relation to our IPO, acknowledges that, based on all available information and to the best of its knowledge and belief, this Prospectus constitutes a full and true disclosure of all material facts concerning our IPO.

STATEMENTS OF DISCLAIMER

[Our Company has obtained the approval of Bursa Securities for the listing of and quotation for our Shares. Admission to the Official List of Bursa Securities is not to be taken as an indication of the merits of our IPO, our Company or our Shares.]

[This Prospectus, together with the Application Form, has also been lodged with the Registrar of Companies, who takes no responsibility for its contents.]

OTHER STATEMENTS

You should note that you may seek recourse under Sections 248, 249 and 357 of the CMSA for breaches of securities laws including any statement in this Prospectus that is false, misleading, or from which there is a material omission, or for any misleading or deceptive act in relation to this Prospectus or the conduct of any other person in relation to our Company.

Our Shares are offered to the public on the premise of full and accurate disclosure of all material information concerning our IPO, for which any person set out in Section 236 of the CMSA, is responsible.

This Prospectus is published solely in connection with our IPO. Our Shares are offered solely based on the information contained and representations made in this Prospectus. Our Company, Directors, Promoters, Offerors, Principal Adviser, Sponsor, Underwriter and Placement Agent have not authorised anyone to provide any information or to make any representation not contained in this Prospectus. Any information or representation not contained in this Prospectus must not be relied upon as having been authorised by our Company, Directors, Promoters, Offerors, Principal Adviser, Sponsor, Underwriter and Placement Agent, or any of their respective directors, or any other persons involved in our IPO.

This Prospectus has been prepared in the context of an IPO under the laws of Malaysia. This Prospectus does not and will not be made to comply with the laws of any jurisdiction other than Malaysia and has not been and will not be lodged, registered or approved pursuant to or under any applicable securities or equivalent legislation or by any regulatory authority or other relevant body of any jurisdiction other than Malaysia.

Our Company, Directors, Promoters, Offerors, Principal Adviser, Sponsor, Underwriter and Placement Agent have not authorised and take no responsibility for the distribution of this Prospectus (in preliminary or final form) outside Malaysia. Accordingly, this Prospectus may not be used for the purpose of and does not constitute an offer for subscription or purchase or invitation to subscribe for or purchase of our Shares in any jurisdiction or in any circumstance in which such an offer is not authorised or lawful or to any person to whom it is unlawful to make such offer or invitation. The distribution of this Prospectus and the offering of our Shares in certain other jurisdictions may be restricted by law. Prospective investors who may be in possession of this Prospectus are required to inform themselves of and to observe such restrictions.

We will not, prior to acting on any acceptance in respect of our IPO, make or be bound to make any enquiry as to whether you have a registered address in Malaysia and will not be deemed to accept any liability in relation thereto, whether or not any enquiry or investigation is made in connection therewith.

It is your sole responsibility to ensure that your application for our IPO would be in compliance with the terms of our IPO as stated in this Prospectus and would not be in contravention of any laws of countries or jurisdictions other than Malaysia to which you may be subjected to. We will further assume that you had accepted our IPO in Malaysia and will be subjected only to the laws of Malaysia in connection therewith. However, we reserve the right in our absolute discretion, to treat any acceptance as invalid if we believe that such acceptance may violate any law or applicable legal or regulatory requirements.

It shall be your sole responsibility to consult your legal and/or other professional advisers on the laws to which our IPO or you are or might be subjected to. Neither we nor our Directors, Promoters, Offerors, Principal Adviser, Sponsor, Underwriter and Placement Agent in relation to our IPO shall accept any responsibility or liability in the event that any other application made by you shall become illegal, unenforceable, avoidable or void in any such country or jurisdiction.

ELECTRONIC PROSPECTUS

This Prospectus can also be viewed or downloaded from Bursa Securities' website at www.bursamalaysia.com. The contents of the Electronic Prospectus and this Prospectus registered with Bursa Securities are the same.

The internet is not a fully secured medium. Your Internet Share Application may be subject to risks of problems occurring during data transmission, computer security threats such as viruses, hackers and crackers, faults with computer software and other events beyond the control of the Internet Participating Financial Institutions. These risks cannot be borne by the Internet Participating Financial Institutions.

If you are in doubt of the validity or integrity of the Electronic Prospectus, you should immediately request a paper/printed copy of this Prospectus from us, our Principal Adviser or Issuing House. If there is any discrepancy between the contents of the Electronic Prospectus and the paper/printed copy of this Prospectus, the contents of the paper/printed copy of this Prospectus, which are identical to the copy of the Prospectus registered with Bursa Securities, shall prevail.

In relation to any reference in this Prospectus to third party internet sites (referred to as "**Third Party Internet Sites**") whether by way of hyperlinks or by way of description of the Third Party Internet Sites, you acknowledge and agree that:

- (i) we and our Principal Adviser do not endorse and are not affiliated in any way to the Third Party Internet Sites. Accordingly, we are not responsible for the availability of, or the content or any data, information, files or other materials provided on the Third Party Internet Sites. You shall bear all risks associated with the access to or use of the Third Party Internet Sites;
- (ii) we and our Principal Adviser are not responsible for the quality of products or services in the Third Party Internet Sites, particularly in fulfilling any of the terms of any of your agreements with the Third Party Internet Sites. We and our Principal Adviser are also not responsible for any loss or damage or costs that you may suffer or incur in connection with or as a result of dealing with the Third Party Internet Sites or the use of or reliance on any data, information, files or other material provided by such parties; and
- (iii) any data, information, files or other materials downloaded from the Third Party Internet Sites is done at your own discretion and risk. We and our Principal Adviser are not responsible, liable or under obligation for any damage to your computer system or loss of data resulting from the downloading of any such data, files, information or other materials.

Where an Electronic Prospectus is hosted on the website of the Internet Participating Financial Institutions, you are advised that:

- (i) the Internet Participating Financial Institutions are only liable in respect of the integrity of the contents of the Electronic Prospectus, i.e. to the extent that the content of the Electronic Prospectus on the web server of the Internet Participating Financial Institutions may be viewed via web browser or other relevant software. The Internet Participating Financial Institutions are not responsible for the integrity of the contents of the Electronic Prospectus which has been obtained from the web server of the Internet Participating Financial Institutions and subsequently communicated or disseminated in any manner to you or other parties;
- (ii) while all reasonable measures have been taken to ensure the accuracy and reliability of the information provided in the Electronic Prospectus, the accuracy and reliability of the Electronic Prospectus cannot be guaranteed because the internet is not a fully secured medium; and
- (iii) the Internet Participating Financial Institutions are not liable (whether in tort or contract or otherwise) for any loss, damage or costs, you or any other person may suffer or incur due to, as a consequence of or in connection with any inaccuracies, changes, alterations, deletions or omissions in respect of the information provided in the Electronic Prospectus which may arise in connection with or as a result of any fault with web browsers or other relevant software, any fault on your or any third party's personal computer, operating system or other software, viruses or other security threats, unauthorised access to information or systems in relation to the website of the Internet Participating Financial Institutions, and/or problems occurring during data transmission which may result in inaccurate or incomplete copies of information being downloaded or displayed on your personal computer.

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INDICATIVE TIMETABLE

An indicative timetable of our IPO is set out below:

Events	Indicative dates
Issuance of Prospectus/Opening of Application	[●]
Closing of Application	[●]
Balloting of Application	[●]
Allotment/Transfer of our IPO Shares to successful applicants	[●]
Listing	[●]

In the event there is any change to the timetable, we will advertise a notice of change in a widely circulated English and Bahasa Malaysia daily newspapers in Malaysia and announce it on Bursa Securities' website accordingly.

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PRESENTATION OF FINANCIAL AND OTHER INFORMATION

Words importing the singular include the plural and vice versa. Words importing a gender include any gender. References to persons include a corporation. Any reference to words such as “we”, “us”, “our” and “ourselves” in this Prospectus shall be a reference to our Company, our Group or any member company of our Group as the context requires, unless otherwise stated. All references to “Kucingko” and “our Company” in this Prospectus are to Kucingko Berhad, references to the “Kucingko Group” or “our Group” are to our Company and our Subsidiaries taken as a whole. Unless the context otherwise requires, references to “Management” are to our Directors and key senior management personnel as at the date of this Prospectus, and statements as to our beliefs, expectations, estimates and opinions are those of our Management.

All references to “you” are to our prospective investors.

Any reference in this Prospectus, the Application Form, Electronic Share Application or Internet Share Application to any legislation, statute or statutory provision shall be a reference to the statute or legislation of Malaysia and includes any statutory modification, amendment or re-enactment thereof, unless otherwise indicated.

The word “approximately” used in this Prospectus is to indicate that a number is not an exact one, but that number is usually rounded off to the nearest thousand or 2 decimal place, where applicable and hence may not be exact. Any discrepancies in the tables included in this Prospectus between the amounts listed and the total thereof are due to rounding.

All reference to dates and times are references to dates and times in Malaysia unless otherwise stated. All references to the “LPD” in this Prospectus are to 31 October 2023, which is the latest practicable date prior to the registration of this Prospectus with Bursa Securities.

This Prospectus includes statistical data provided by us and various third parties. This data is taken or derived from information published by industry sources and from our internal data. In each such case, the source is stated in this Prospectus. Where there is no source stated, it can be assumed that the information originates from us or is extracted from the Independent Market Research Report prepared by Vital Factor (as defined in this Prospectus) which is included in Section 8 of this Prospectus. Vital Factor has been appointed to provide an Independent Market Research Report. In compiling its data for the review, Vital Factor had relied on its research methodology, industry sources, published materials, its own private databases and direct contacts within the industry.

If there are any discrepancies or inconsistencies between the English and Malay versions of this document, the English version shall prevail. The information on our website, or any website directly or indirectly linked to such website does not form part of this Prospectus and you should not rely on it.

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FORWARD-LOOKING STATEMENTS

This Prospectus contains forward-looking statements. All statements other than statements of historical facts included in this Prospectus, including, without limitation, those regarding our financial position, business strategies, future plans and prospects, and objectives of our Group for future operations, are forward-looking statements. Such forward-looking statements involve known and unknown risks, uncertainties, contingencies and other factors which may cause our actual results, our performance or achievements, or industry results, to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Such forward-looking statements are based on numerous assumptions regarding our present and future business strategies and the environment in which we will operate in the future. Such forward-looking statements reflect our Group's current view with respect to future events and are not a guarantee of future performance.

Forward-looking statements can be identified by the use of forward-looking terminology such as the words "expect", "believe", "plan", "intend", "estimate", "anticipate", "aim", "forecast", "may", "will", "would", and "could" or similar expressions and include all statements that are not historical facts. Such forward-looking statements include, without limitation, statements relating to:

- (i) demand for our services and general industry environment;
- (ii) our future financial performance, earnings, cash flow and liquidity;
- (iii) our business strategies and future growth opportunities;
- (iv) our future plans and objectives;
- (v) our ability to pay dividends; and
- (vi) the regulatory environment and the effects of future regulation.

Our actual results may differ materially from information contained in the forward-looking statements as a result of a number of factors beyond our control, including, without limitation:

- (i) the general economic, business, social, political and investment environment globally;
- (ii) government policy, legislation and regulation;
- (iii) other factors which may or may not be within our control;
- (iv) relationship with our customers and the orders which we will receive from them;
- (v) shortage of skilled and semi-skilled employees;
- (vi) competitive environment in the industry which we operate; and
- (vii) delays or problems encountered in implementing our business strategies.

Additional factors that could cause actual results, performance or achievements to differ materially include, but are not limited to those discussed in Section 9 of this Prospectus on "Risk Factors" and Section 12.3 of this Prospectus on "Management's Discussion and Analysis of Financial Condition and Results of Operations". We cannot give any assurance that the forward-looking statements made in this Prospectus will be realised. Such forward-looking statements are made only as at the date of this Prospectus.

Should we become aware of any subsequent material change or development affecting matter disclosed in this Prospectus arising from the date of registration of this Prospectus but before the date of allotment of our Issue Shares, we shall further issue a supplemental or replacement prospectus, as the case may be, in accordance with the provisions of Section 238(1) of the CMSA and Paragraph 1.02, Chapter 1 of Part II (Division 6 on Supplementary and Replacement Prospectus) of the Prospectus Guidelines of the SC.

DEFINITIONS

The following definitions shall apply throughout this Prospectus unless the terms are defined otherwise or the context requires otherwise:

COMPANIES WITHIN OUR GROUP

Bowleh	:	Bowleh Sdn Bhd (Registration No. 201701042933 (1257106-H))
Fuloso	:	Fuloso Sdn Bhd (Registration No. 201801045770 (1307802-K))
Inspidea	:	Inspidea Sdn Bhd (Registration No. 200201012802 (580465-T))
Kucingko or Company	:	Kucingko Berhad (formerly known as Kucingo Sdn Bhd) (Registration No. 202301011068 (1504989-A))
Toonigami	:	Toonigami Sdn Bhd (Registration No. 200801004656 (805940-X))
Tourific	:	Tourific Sdn Bhd (Registration No. 199901025996 (500896-D))

GENERAL

ACE Market	:	ACE Market of Bursa Securities
Acquisition	:	Acquisition by Kucingko of the entire equity interest in Inspidea for a purchase consideration of RM9,559,999.93, wholly satisfied by the issuance of 399,999,997 new Shares at an issue price of RM0.0239 per Share, which was completed on [●]
Act	:	Companies Act 2016
ADA	:	Authorised Depository Agent
Admission	:	Admission of our Shares to the Official List of the ACE Market
Application	:	Application for our IPO Shares by way of Application Form, the Electronic Share Application or the Internet Share Application
Application Form(s)	:	Printed application form(s) for the application of our IPO Shares accompanying this Prospectus
ATM	:	Automated teller machine
Board	:	Board of Directors of Kucingko
Bursa Depository	:	Bursa Malaysia Depository Sdn Bhd (Registration No. 198701006854 (165570-W))
Bursa Securities	:	Bursa Malaysia Securities Berhad (Registration No. 200301033577 (635998-W))
By-Laws	:	By-laws governing the LTIP
Cat Ching	:	Cat Ching Sdn Bhd (Registration No. 202301028369 (1522292-V)), a private limited company incorporated and owned by See Chin Joo (53.05%) and Ooi Kok Hong (46.95%) to hold our Shares
CAGR	:	Compound annual growth rate
CCM	:	Companies Commission of Malaysia

DEFINITIONS (CONT'D)

CDS	:	Central Depository System
CDS Account(s)	:	An account established by Bursa Depository for the recording of deposits or withdrawals of securities and for dealings in such securities by the Depositor
Central Depositories Act or SICDA	:	Securities Industry (Central Depositories) Act 1991
CFO / CCC	:	Certificate of fitness for occupation / certificate of completion and compliance
CMSA	:	Capital Markets and Services Act 2007
COVID-19	:	Coronavirus disease 2019
Depositor	:	A holder of a CDS Account
Director(s)	:	Director(s) of our Company
EBITDA	:	Earnings before interest, taxation, depreciation and amortisation
Electronic Prospectus	:	An electronic copy of this Prospectus that has been registered with Bursa Securities, which is being issued, circulated, distributed, stored or hosted on digital platforms or electronic storage mediums. This includes, but is not limited to, website, mobile application, email, compact disc, thumb drive and cloud-based storage
Electronic Share Application	:	Application for our IPO Shares through a Participating Financial Institution's ATM
Eligible Persons	:	Executive directors and employees who meet the criteria of eligibility for participation in the LTIP in accordance with the By-Laws
EPS	:	Earnings per Share
ESGS	:	Employees' share grant scheme
ESOS	:	Employees' share option scheme
ESOS Options	:	Options granted or to be granted under the ESOS to subscribe for new Shares pursuant to the contract constituted by the acceptance of an offer made in accordance with the terms and conditions of the offer and the By-Laws
Financial Periods Under Review	:	FYE 2020, FYE 2021, FYE 2022 and FPE 2023, collectively
FPE	:	6-month financial period ended / ending 30 June 2023, as the case may be
FYE	:	Financial year ended / ending 31 December, as the case may be
Government	:	Government of Malaysia
GP	:	Gross profit
IFRS	:	International Financial Reporting Standards

DEFINITIONS (CONT'D)

IMR Report	:	Independent Market Research Report on the 2D animation production industry prepared by Vital Factor
Internet Participating Financial Institution(s)	:	Participating financial institution(s) for the Internet Share Applications, which is set out in Section 16.6 of this Prospectus
Internet Share Application	:	Application for the Issue Shares through an Internet Participating Financial Institution
IPO	:	Initial public offering comprising the Public Issue and Offer for Sale, collectively
IPO Price	:	RM[●] per IPO Share, being the price payable by investors under the Public Issue and Offer for Sale
IPO Shares	:	Issue Shares and Offer Shares, collectively
Issue Shares	:	New Shares to be issued by our Company under the Public Issue
Issuing House	:	Malaysian Issuing House Sdn Bhd (Registration No. 199301003608 (258345-X))
IT	:	Information technology
Kenanga IB or Principal Adviser or Sponsor or Underwriter or Placement Agent	:	Kenanga Investment Bank Berhad (Registration No. 197301002193 (15678-H)), our principal adviser, sponsor, underwriter and placement agent
Kucingko Group or Group	:	Kucingko and our Subsidiaries, collectively
Listing	:	Listing of and quotation for our entire enlarged issued share capital on the ACE Market
Listing Requirements	:	ACE Market Listing Requirements of Bursa Securities
LPD	:	31 October 2023, being the latest practicable date prior to the registration of this Prospectus with Bursa Securities
LTIP	:	Long-term incentive plan comprising ESOS and ESGS
LTIP Committee	:	The committee appointed from time to time by our Board pursuant to the By-Laws to administer the LTIP
Malaysia Digital Status	:	Malaysia Digital Status (formerly known as MSC Malaysia Status)
Malaysian Public	:	Malaysian citizens, companies, societies, co-operatives and institutions incorporated or organised under the laws of Malaysia
Market Day	:	A day on which Bursa Securities is open for trading in securities
MCO	:	Movement control order issued by the Government under the Prevention and Control of Infectious Disease Act, 1988 and the Police Act, 1967 as a preventive measure to curb the spread of COVID-19 in Malaysia effective from 18 March 2020
MDEC	:	Malaysia Digital Economy Corporation Sdn Bhd (Registration No. 199601016995 (389346-D))

DEFINITIONS (CONT'D)

MFRS	:	Malaysian Financial Reporting Standards, as issued by the Malaysian Accounting Standards Board
MITI	:	The Ministry of Investment, Trade and Industry of Malaysia
MyIPO	:	Intellectual Property Corporation of Malaysia
NA	:	Net assets
NBV	:	Net book value
Netval Ventures	:	Netval Ventures Sdn Bhd (Registration No. 200001007031 (509636-H))
Offer for Sale	:	The invitation by our Offerors to selected investors to purchase the Offer Shares at the IPO Price, payable in full upon application, subject to the terms and conditions of this Prospectus
Offer Shares	:	100,000,000 existing Shares to be offered by our Offerors under the Offer for Sale as follows:

Offerors	No. of Offer Shares	(1) % of enlarged issued share capital of our IPO
Koo Hong @ Ku Hong Hai	60,000,084	12.00
Tri Dynasty Holdings Sdn Bhd	8,000,011	1.60
Eng Lian Management Sdn Bhd	4,000,006	0.80
Lu Pat Sdn Bhd	4,000,006	0.80
Tham Choy Yong	19,599,887	3.92
Chang Tat Cyan	4,400,006	0.88
Total	100,000,000	20.00

Note:

(1) Based on the enlarged total number of 500,000,000 Shares after the IPO.

Offerors	:	Koo Hong @ Ku Hong Hai, Tri Dynasty Holdings Sdn Bhd, Eng Lian Management Sdn Bhd, Lu Pat Sdn Bhd, Tham Choy Yong and Chang Tat Cyan, collectively
Official List	:	A list specifying all securities which have been admitted for listing which have not been removed from the ACE Market
Participating Financial Institutions(s)	:	The participating financial institution(s) for the Electronic Share Application, which is set out in Section 16.5 of this Prospectus
PAT	:	Profit after taxation
PATAMI	:	Profit after taxation attributable to the owners of our Company
PBT	:	Profit before taxation
PE Multiple	:	Price-to-earnings multiple

DEFINITIONS (CONT'D)

Pink Form Allocations	:	Allocation of 10,000,000 Issue Shares to eligible Directors, employees of our Group and persons who have contributed to our success, as further detailed in Section 4.3.1(ii) of this Prospectus
Promoters	:	See Chin Joo, Ooi Kok Hong and Cat Ching, collectively
Prospectus	:	This prospectus dated [●]
Public Issue	:	The invitation by our Company to the Malaysian Public to subscribe for the Issue Shares at the IPO Price, payable in full upon Application, subject to the terms and conditions of this Prospectus
R&D	:	Research and development
Record of Depositors	:	A record of securities holders established by Bursa Depository in accordance with the Rules of Bursa Depository
Reporting Accountant or Russell Bedford	:	Russell Bedford LC PLT (LLP0030621-LCA & AF1237), our Auditors and Reporting Accountants
Retail Offering	:	Offering of 35,000,000 IPO Shares at the IPO Price, to be allocated in the following manner: <ul style="list-style-type: none"> (i) 25,000,000 IPO Shares available for application by the Malaysian Public; and (ii) 10,000,000 IPO Shares available for application by the eligible Directors and employees as well as persons who have contributed to our success
Rules of Bursa Depository	:	Rules of Bursa Depository as issued pursuant to the SICDA
SC	:	Securities Commission Malaysia
Share Registrar	:	Boardroom Share Registrars Sdn Bhd (Registration No. 199601006647 (378993-D))
Share(s)	:	Ordinary share(s) in our Company
SMEs	:	Small and medium enterprises
Specified Shareholders	:	Promoters and Offerors, collectively
Subsidiaries	:	Bowleh, Fuloso, Inspidea, Toonigami and Tourific, collectively
Underwriting Agreement	:	The underwriting agreement dated [●] entered into between our Company and Kenanga IB pursuant to our Listing
USA	:	United States of America
Vital Factor or IMR	:	Vital Factor Consulting Sdn Bhd (Registration No. 199301012059 (266797-T)), our independent business and market research consultants

DEFINITIONS (CONT'D)

CURRENCIES AND UNITS

AUD	:	Australian Dollar, the lawful currency of Australia
CAD	:	Canadian Dollar, the lawful currency of Canada
EUR	:	Euro, the lawful currency of the European Union
HKD	:	Hong Kong Dollar, the lawful currency of Hong Kong Special Administrative Region
RM and sen	:	Ringgit Malaysia and sen, the lawful currency of Malaysia
USD	:	United States Dollar, the lawful currency of the USA
SGD	:	Singapore Dollar, the lawful currency of the Republic of Singapore
Sq. ft.	:	Square feet
%	:	Per centum

CUSTOMERS OF OUR GROUP

The following are details of our customers whose names have been redacted for confidentiality throughout this Prospectus due to the confidentiality provisions in agreements entered with our customers. The confidentiality provisions are the conditions of our contracts placed by our customers. We have sought consent from our customers for the inclusion of their names in this Prospectus. However, our customers are unable to accede to the said request or have not responded.

Customer A Group	:	Customer A Group comprises 3 related companies that operates in the entertainment industry. They are subsidiaries of a listed entity on National Association of Securities Dealers Automated Quotations (NASDAQ) market with headquarters in New York, USA and offices in Germany, Canada, Australia, Sweden, United Kingdom, Singapore and others. Customer A Group is a global media and entertainment group with portfolio of contents, brands and franchises across television, film, streaming services and games
Customer B Group	:	Customer B Group comprises 2 related companies and are animation production companies. Their headquarters are in Los Angeles, California, USA and they have other offices in New York, USA and Vancouver, Canada
Customer C Group	:	Customer C Group comprises 6 related companies based in Canada. They are part of a group of companies that operates in the entertainment industry including creation and production of animated content and live-action television and film products, licensing programme development, editorial projects, talent scouting, merchandising, toy production and animated production for third parties. The headquarters of Customer C Group is in Italy
Customer D	:	Customer D is an animation production company specialising in animated television series. Customer D's operations are based in France with offices in Paris and Lille
Customer E Group	:	Customer E Group comprises 3 related companies operating within the animation production sector with offices based in USA

DEFINITIONS (CONT'D)

- Customer F : Customer F is an animation production company involved in, amongst others, feature films, short films, television series and commercial content based in Paris, France
- Customer G Group : Customer G comprises 2 related companies operating in the entertainment industry and is a producer and distributor of content for children programme with headquarters in London, United Kingdom and also operations in Netherland
- Customer H Group : Customer H Group comprises 4 related companies that operates in the entertainment industry and is a producer, distributor and licensor of animated content with headquarters in Halifax, Canada and operations worldwide including United Kingdom. It is a public listed entity on the Toronto Stock Exchange
- Customer I : Customer I operates in the entertainment industry and is a producer and developer of animated programs and feature films with headquarters in California, USA. It is a subsidiary of a public listed entity on the National Association of Securities Dealers Automated Quotations (NASDAQ) market which provide streaming services including TV series, films and games with approximately 231 million subscribers in over 190 countries
- Customer J : Customer J operates in the entertainment industry and is a producer and distributor of animated content for children and adults with headquarters in Paris, France and also operations Vietnam.
- Customer K : Customer K operates in the animation and digital entertainment industry with operational facility in Georgia, USA.
- Customer L : Customer L is a media production and animation company with operational facility in Singapore.

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GLOSSARY OF TECHNICAL TERMS

The following technical terms used in this Prospectus bear the same meanings as set out below unless the term is defined otherwise or the context requires otherwise:

2D	:	Two-dimension, it refers to a type of animation process which involve images that are flat or two-dimension created on a flat surface with image variations only on the width and height
3D	:	Three-dimension, it refers to a type of animation process which involve images that gives the illusion that they are three-dimension moving in a three-dimension space with image variations in width, height and depth
AI	:	Artificial intelligence
Animation	:	A process of digitally creating a series of still images that are slightly different from one another, compiling them in sequence and displaying them at a fast pace to simulate the illusion of movement
Asset creation	:	A process of creating digital elements for use in various media production such as animation or electronic games. In the context of this Prospectus, asset creation is for animation. These assets may include graphics, still images, animations, audio files or any other type of digital content that can be used for animation production
Character rigs	:	Digital skeleton of an animated character created using specialised software to control the movement and facial expression of the character
Cloud storage	:	A remote data storage facility commonly accessible through the internet and/or private network
Compositing	:	A process in which multiple digital images are combined to create a final, seamless image. It involves placing differing layers of elements on top of each other in each frame to achieve the desired visual effect. This may include adding lighting, special effects and adjusting the size and position of each element to ensure they fit seamlessly
Content producer	:	In the context of this Prospectus, it refers to the producer of an animated content where they coordinate and oversees the production of an animated content from the initial planning up to the distribution of the content
Creative retakes	:	Changes and amendments made on finished but not finalised animated content as a result of changes by the customer. Such changes are variations to the original production specifications and may include character design, backgrounds, or the overall aesthetics of the project. Creative retakes are commonly chargeable
Display resolution	:	Refers to the number of pixels, both horizontally and vertically, that a digital display (such as a computer monitor, television or smartphone screen) is capable of displaying. The resolution is usually expressed as the total number of pixels, such as "1920 x 1080" for full high definition, or "3840 x 2160" for 4,000 ultra-high definitions. The higher the resolution, the more detailed and sharper the image will appear on the screen, up to a certain point where the human eye may not be able to perceive any further difference
Eased motion	:	Refers to the motion that accelerates and decelerates gradually

GLOSSARY OF TECHNICAL TERMS (CONT'D)

Feature film	:	A full-length film typically between 90 minutes and 120 minutes commonly targeted for cinema release as well as for streaming
First take	:	Refers to the first version of the completed but not finalised animation content and is subjected to further adjustments, corrections and editing for a revised version which is known as retake. Retakes may include technical retakes and/or creative retakes
fps	:	Frames per second
Frame rate	:	The number of frames required to create a single second of animated content to simulate movements and the unit of measure is fps
Frames	:	In the context of this report, it refers to the still images created for the production of animated content
Games	:	In the context of this Prospectus, it refers to electronic games or video games. It is a type of interactive entertainment played using electronic devices such as computers, gaming consoles, input devices, mobile phones and tablets
Generative artificial intelligence	:	It refers to the use of AI in computing to generate new and often original content or responses in the form of images, sound or textual information, without direct human intervention or direction. The generative AI tool may receive input instructions in text, still images, moving images and sound combined with other specifications and instructions for the generative AI tool to respond with new content or answer posed questions
In-between frames	:	Frames that fill in as movement frames between the start and end frames (key frames) to create smooth and fluid animation
Key frames	:	It refers to the starting and ending frames that are required within a particular action or scene. They are the most essential frames in an animation sequence as they are the base for the intended motion and also help establish the timing and pacing of the animation process
Library	:	In the context of this Prospectus, a library refers to a virtual storage facility for digital data such as textual, visual and audio files, or computing instructions and programs
Life-action	:	It refers to media such as film, television and videos that use real persons, movable and immovable properties, real or set-up locations and physical effects to create a story for entertainment, content for news or education and training purposes
Linear motion	:	Refers to the motion where the object or character moves at a constant speed in a straight line from one point to another
Pre-production package	:	Refers to materials to serve as the project brief, technical specifications and instructions for the production of animated content. Typically, it includes the storyboard, character design and background design
Rendering	:	It refers to the process of using computing software to create the final version of animated content suitable to be viewed by an audience. The process of rendering combines the individual frames of the animated content to create a seamless and high-quality final product

GLOSSARY OF TECHNICAL TERMS (CONT'D)

Retakes	:	It refers to changes made to completed but not finalised animated content, it may include technical retakes and/or creative retakes
Runtime	:	It refers to the duration of the animated content
Short film	:	A self-contained story from start to end which is shorter in duration compared to a complete television series or a feature film
Streaming platforms	:	Refers to a digital platform where users watch or listen to media content such as television series, feature films, short films, music and talks on demand without having to first download the content
Technical retakes	:	Refers to correction of technical errors in the animation content, such as timing or movement issues, or other technical aspects of the production. Technical retakes are commonly not chargeable as they are considered mistakes made by the production company
Television series	:	A connected set of animated content stories commonly referred to as episodes created commonly for television broadcast but may also be broadcasted or streamed over digital media platforms
Voice-over	:	Refers to the lines recorded by artists which are used in visual contents including animated content to narrate the action or dialogue of the scene

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