

THIS PROSPECTUS HAS NOT BEEN REGISTERED BY BURSA MALAYSIA SECURITIES BERHAD. THE INFORMATION IN THIS PROSPECTUS MAY BE SUBJECT TO FURTHER AMENDMENTS BEFORE BEING REGISTERED BY BURSA MALAYSIA SECURITIES BERHAD. UNDER NO CIRCUMSTANCES SHALL THIS PROSPECTUS CONSTITUTE AN OFFER FOR SUBSCRIPTION OR PURCHASE OF, OR AN INVITATION TO SUBSCRIBE FOR OR PURCHASE SECURITIES.

PROSPECTUS



AGMO HOLDINGS BERHAD

Registration No. 201701000550 (1214700-W)

(Incorporated in Malaysia under the Companies Act, 1965 and deemed registered under the Companies Act, 2016)

INITIAL PUBLIC OFFERING (“IPO”) COMPRISING:

PUBLIC ISSUE OF 85,000,000 NEW ORDINARY SHARES IN AGMO HOLDINGS BERHAD (“AGMO” OR THE “COMPANY”) (“SHARES”) (“PUBLIC ISSUE SHARES”) IN THE FOLLOWING MANNER:

- (I) 16,250,000 NEW SHARES AVAILABLE FOR APPLICATION BY THE MALAYSIAN PUBLIC;
- (II) 6,500,000 NEW SHARES AVAILABLE FOR APPLICATION BY OUR ELIGIBLE DIRECTORS, KEY SENIOR MANAGEMENT, EMPLOYEES AND BUSINESS ASSOCIATES OF AGMO AND ITS SUBSIDIARIES; AND
- (III) 62,250,000 NEW SHARES AVAILABLE FOR PRIVATE PLACEMENT TO SELECTED INVESTORS,

AT AN IPO PRICE OF RM[•] PER SHARE PAYABLE IN FULL ON APPLICATION IN CONJUNCTION WITH OUR LISTING ON THE ACE MARKET OF BURSA MALAYSIA SECURITIES BERHAD (“BURSA SECURITIES”).

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 by Bursa Securities.] The approval for 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, and the 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 210.

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 (“SC”) UNDER SECTION 212(8) OF THE CAPITAL MARKETS AND SERVICES ACT 2007 (“CMSA”).

THIS PROSPECTUS IS DATED [•]

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

RESPONSIBILITY STATEMENTS

The Directors and Promoters (as defined in this Prospectus) of Agmo 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 (“**Kenanga IB**”), being our Principal Adviser, Sponsor, Underwriter and Placement Agent in relation to our IPO (as defined in this Prospectus), 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 our Listing (as defined in this Prospectus).] 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 (as defined in this Prospectus), have also been lodged with the Registrar of Companies, who takes no responsibility for its contents.]

OTHER STATEMENTS

Investors should note that they 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.

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 prepared and published solely in connection with our IPO under the laws of Malaysia. Our Shares are issued / offered in Malaysia solely based on the contents of this Prospectus. Our Company, our Promoters and our Principal Adviser, Sponsor, Underwriter and Placement Agent have not authorised anyone to provide you with information which is not contained in this Prospectus.

This Prospectus has not been 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 with or by any regulatory authority or other relevant body of any jurisdiction other than Malaysia.

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 accept or be deemed to accept any liability in relation thereto whether or not any enquiry or investigation is made in connection therewith. It shall be your sole responsibility, if you are or may be subject to the laws of any country or jurisdiction other than Malaysia, to consult your legal and / or other professional advisers as to whether your application for our IPO would result in the contravention of any law of such country or jurisdiction which you may be subject to. Neither we nor our Principal Adviser nor any other advisers in relation to our IPO shall accept any responsibility or liability in the event that any other application made by you shall be illegal, unenforceable, avoidable or void in any such country and jurisdiction.

Further, it shall also be your sole responsibility to ensure that your application for our IPO would be in compliance with the terms of this Prospectus and would not be in contravention of any law of countries or jurisdictions other than Malaysia to which you may be subjected to. We will further assume that you have accepted our IPO in Malaysia and will at all applicable times 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.

ELECTRONIC PROSPECTUS

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

You are advised that the internet is not a fully secured medium and that your Internet Share Application (as defined in this Prospectus) 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 (as defined in this Prospectus). These risks cannot be borne by the Internet Participating Financial Institutions.

If you are in doubt about 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 (as defined in this Prospectus). If there is any discrepancy between the contents of the Electronic Prospectus and the contents of the paper / printed copy of this Prospectus for any reason whatsoever, 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 and 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; and
- (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.

The Internet Participating Financial Institutions shall not be liable (whether in tort or contract or otherwise) for any loss, damage or costs that 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 Institution, 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:

<u>Events</u>	<u>Indicative Dates</u>
Opening of application for our IPO	[•]
Closing of application for our IPO	[•]
Balloting of Application	[•]
Allotment of IPO Shares to successful applicants	[•]
Listing on the ACE Market	[•]

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 newspaper in Malaysia.

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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 “Agmo” and “our Company” in this Prospectus are to Agmo Holdings Berhad, references to the “Agmo Group” or “our Group” are to our Company, our Subsidiaries and our Joint Venture Company 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.

In this Prospectus, references to the “Government” are to the Government of Malaysia; and references to “RM” and “sen” are to the lawful currency of Malaysia. 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 tenth or 1 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 referred to 15 December 2021, 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 Smith Zander (as defined in this Prospectus) which is included in Section 8 of this Prospectus. Smith Zander has been appointed to provide an Independent Market Research Report. In compiling its data for the review, Smith Zander 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) our future overall business development and operations;
- (ii) our future financial performance and financing plans including earnings, cash flow and liquidity;
- (iii) potential growth opportunities;
- (iv) our business strategies, trends and competitive position and the effect of such competition;
- (v) the plans and objectives of our Company for future operations;
- (vi) the general industry environment, including the demand and supply for our products and services;
- (vii) our ability to pay dividends; and
- (viii) 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 in Malaysia and globally; and
- (ii) government policy, legislation and regulation.

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 Public Issue Shares, we shall further issue a supplemental or replacement prospectus, as the case may be, in accordance with the provisions of Paragraphs 3.12D and 3.12E of the Listing Requirements (as defined in this Prospectus).

DEFINITIONS

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

ACE Market	:	ACE Market of Bursa Securities
Act	:	Companies Act 2016, including amendments from time to time and any re-enactment thereof
ADA	:	Authorised Depository Agent, a person appointed by Bursa Depository under the Rules
ADA Code	:	ADA (Broker) Code
Admission	:	Admission of our Shares to the Official List of the ACE Market
Agmo or Company	:	Agmo Holdings Berhad (Registration No. 201701000550 (1214700-W))
Agmo Capital	:	Agmo Capital Sdn. Bhd. (Registration No. 201701000547 (1214697-U))
Agmo Digital Solutions	:	Agmo Digital Solutions Sdn. Bhd. (Registration No. 202001011508 (1367828-P))
Agmo Genesis	:	A development framework that consists of multiple components embedding programmed coding of standard core functions, as set out in Section 7.3.1 of this Prospectus
Agmo Group or Group	:	Agmo, our Subsidiaries and our Joint Venture Company, collectively
Agmo Sierra	:	Agmo Sierra Holdings Sdn. Bhd. (Registration No. 202101001353 (1401651-V)) (formerly known as Agmo Strongbyte Holdings Sdn. Bhd.)
Agmo Studio	:	Agmo Studio Sdn. Bhd. (Registration No. 201201001183 (974707-M))
Agmo Tech	:	Agmo Tech Sdn. Bhd. (Registration No. 202001027870 (1384190-D))
Application	:	Application for our IPO Shares by way of Application Form, the Electronic Share Application or the Internet Share Application
Application Form(s)	:	The printed application form for the application of our IPO Shares
ATM	:	Automated Teller Machine
AWS	:	Amazon Web Services
Board	:	Board of Directors of Agmo
Bursa Depository	:	Bursa Malaysia Depository Sdn. Bhd. (Registration No. 198701006854 (165570-W))
Bursa Securities	:	Bursa Malaysia Securities Berhad (Registration No. 200301033577 (635998-W))
CAGR	:	Compound annual growth rate

DEFINITIONS (CONT'D)

CCM	:	Companies Commission of Malaysia
CDS	:	Central Depository System
CDS Account(s)	:	An account established by Bursa Depository for the recording of deposits or securities and for dealings in such securities by the Depositor
Central Depositories Act or SICDA	:	Securities Industry (Central Depositories) Act 1991, including amendments from time to time and any re-enactment thereof
CFO / CCC	:	Certificate of Fitness for Occupation / Certificate of Completion and Compliance
CMSA	:	Capital Markets and Services Act 2007, including amendments from time to time and any re-enactment thereof
Company A	:	Company A is a group of companies comprising entities in Hong Kong and Malaysia, which are subsidiaries of a multinational logistics company (a company listed on Hong Kong Stock Exchange) with headquarters in Hong Kong that is principally involved in supply chain solutions covering amongst others, international freight forwarding, multimodal transportation, land freight, industrial project logistics and cross-border e-commerce across multiple countries in Asia, Oceania, Europe, North America, Latin America, Middle East, Africa and Commonwealth of Independent States (CIS). There is a non-disclosure agreement entered into between Agmo Studio and Company A which restricts Agmo Studio from disclosing the information relating to the existing and proposed business affairs of Company A. However, the non-disclosure agreement does not restrict Agmo Studio from disclosing the information under Section 7.16 of this Prospectus. Nonetheless as a matter of courtesy and maintaining good business relations, we have written to Company A to seek consent for disclosure of the name and financial information of Company A pursuant to our IPO but the consent to disclosure was refused.
Company B	:	Company B is a Malaysian company incorporated through a joint venture between a Taiwanese company (a company listed on Taiwan Stock Exchange) and a Malaysian company (a company listed on Bursa Securities). Company B is principally involved in the provision of financial services including auto finance, car insurance, equipment finance and cross border finance. There is no confidentiality clause in the agreement entered into between Agmo Studio and Company B which restricts Agmo Studio from disclosing the information under Section 7.16 of this Prospectus. Nonetheless as a matter of courtesy and maintaining good business relations, we have written to Company B to seek consent for disclosure of the name and financial information of Company B pursuant to the IPO but the consent to disclosure was refused.

DEFINITIONS (CONT'D)

- Company C : Company C is a Malaysian audit firm which is principally involved in the provision of services related to audit and assurance, tax, financial advisory, risk advisory, consulting and related services. There is no confidentiality clause in the agreement entered into between Agmo Studio and Company C which restricts Agmo Studio from disclosing the information under Section 7.16 of this Prospectus. Nonetheless as a matter of courtesy and maintaining good business relations, we have written to Company C to seek consent for disclosure of the name and financial information of Company C pursuant to the IPO but the consent to disclosure was refused.
- Company D : Company D is a Sri Lankan company, which is a subsidiary of a multinational hospitality company (a company listed on Hong Kong Stock Exchange and Singapore Exchange) with headquarters in Hong Kong that is principally involved in hotel management and the provision of hospitality services across multiple countries in Asia, Middle East, Europe, North America, Oceania and Africa. There is no confidentiality clause in the agreement entered into between Agmo Studio and Company D which restricts Agmo Studio from disclosing the information under Section 7.16 of this Prospectus. Nonetheless as a matter of courtesy and maintaining good business relations, we have written to Company D to seek consent for disclosure of the name and financial information of Company D pursuant to the IPO but the consent to disclosure was refused.
- Company E : Company E is a Malaysian digital marketing agency that specialises in e-commerce and multimedia consulting services. There is no confidentiality clause in the agreement entered into between Agmo Studio and Company E which restricts Agmo Studio from disclosing the information under Section 7.16 of this Prospectus. Nonetheless as a matter of courtesy and maintaining good business relations, we have written to Company E to seek consent for disclosure of the name and financial information of Company E pursuant to the IPO but the consent to disclosure was refused.
- Company F : Company F is a Malaysian manufacturing company that is principally involved in the manufacturing of radioactive coolant, brake fluids and related products to support the automotive industry. Company F is headquartered in Malaysia with an oversea office in Singapore. There is no confidentiality clause in the agreement entered into between Agmo Studio and Company F which restricts Agmo Studio from disclosing the information under Section 7.16 of this Prospectus. Nonetheless as a matter of courtesy and maintaining good business relations, we have written to Company F to seek consent for disclosure of the name and financial information of Company F pursuant to the IPO but the consent to disclosure was refused.
- COVID-19 : Coronavirus disease 2019
- Depositor : A holder of a CDS Account
- Director(s) : Director(s) of our Company and shall have the meaning given in Section 2 of the CMSA and includes any person who is or was within the preceding 6 months of the date on which the terms of the transaction were agreed upon, a director or a chief executive of the Company or any other company which is a subsidiary of the Company or a holding of the Company
- EBITDA : Earnings before interest, taxation, depreciation and amortisation

DEFINITIONS (CONT'D)

Electronic Prospectus	:	An electronic copy of this Prospectus that has been registered by 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	:	Eligible Directors, key senior management, employees and business associates of Agmo and our Subsidiaries who have contributed to the success of our Group, as further detailed in Section 4.3.1(ii) of this Prospectus
EPS	:	Earnings per Share
Financial Years Under Review	:	FYE 2019, FYE 2020, FYE 2021 and FYE 2022
FYE	:	Financial year ended / ending 31 March, as the case may be
Government	:	Government of Malaysia
GLCs	:	Government-Linked Companies
GP	:	Gross profit
Grant Thornton	:	Grant Thornton Malaysia PLT (201906003682 (LLP0022494-LCA) & AF 0737), our Auditors and Reporting Accountants
Hong Kong	:	Hong Kong Special Administrative Region of the People's Republic of China
IFRS	:	International Financial Reporting Standards
IMR Report	:	Independent Market Research Report on the Mobile and Web Application Development Industry in Malaysia and Singapore
Internet Participating Financial Institution(s)	:	Participating financial institution(s) for the Internet Share Applications, which is set out in Section 15 of this Prospectus
Internet Share Application	:	Application for the Public Issue Shares through an Internet Participating Financial Institution
Investee Companies	:	The following companies where Agmo holds an indirect interest of less than 20.0% via Agmo Capital: <ul style="list-style-type: none"> (i) Heydoc International Sdn. Bhd. (Registration No. 201501015897 (1141230-T)) (ii) EzLaw International Sdn. Bhd. (Registration No. 201601037838 (1208779-X)) (iii) NextProperty Ventures Sdn. Bhd. (Registration No. 201501008616 (1133951-M)) (iv) NextRent Sdn. Bhd. (Registration No. 201701029578 (1243747-V)) (v) Advisonomics Sdn. Bhd. (Registration No. 201901041580 (1350910-W))
IPO	:	Initial public offering comprising the Public Issue

DEFINITIONS (CONT'D)

IPO Price	:	RM[●] per IPO Share, being the price payable by investors under the Public Issue
IPO Shares or Public Issue Shares	:	The 85,000,000 new Shares, which are the subject of the Public Issue
Issuing House	:	Malaysian Issuing House Sdn. Bhd. (Registration No. 199301003608 (258345-X))
Joint Venture Company or WorkGrowth Technology	:	WorkGrowth Technology Sdn. Bhd. (Registration No. 202101008613 (1408912-A))
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
Listing	:	Admission to the Official List and the listing of and quotation for our entire enlarged issued share capital on the ACE Market of Bursa Securities
Listing Requirements	:	ACE Market Listing Requirements of Bursa Securities
Listing Scheme	:	Share Consolidation, IPO and Listing, collectively
LPD	:	15 December 2021, being the latest practicable date prior to the registration of this Prospectus with Bursa Securities
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
MD&A	:	Management discussion and analysis
MDEC	:	Malaysia Digital Economy Corporation Sdn. Bhd. (Registration No. 199601016995 (389346-D))
MFRS	:	Malaysian Financial Reporting Standards, as issued by the Malaysian Accounting Standards Board
MNCs	:	Multinational Corporations
MSC	:	Multimedia Super Corridor
MyIPO	:	Intellectual Property Corporation of Malaysia
NA	:	Net assets
NBV	:	Net book value
NL	:	Net liabilities
NRP	:	National Recovery Plan

DEFINITIONS (CONT'D)

NTA	:	Net tangible assets
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 15 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 earnings multiple
Pink Form Shares	:	The total of 6,500,000 Public Issue Shares of our Company representing approximately 2.0% of the enlarged issued share capital of our Company at the IPO Price to be issued to the Eligible Persons
Placement Shares	:	62,250,000 Public Issue Shares made available by way of private placement to selected investors
Promoters or Specified Shareholders	:	Tan Aik Keong, Low Kang Wen, Tham Chin Seng and Agmoian Sdn. Bhd., collectively.
Prospectus	:	This prospectus dated [•]
Public Issue	:	The invitation by our Company to the Malaysian Public to subscribe for the Public Issue Shares at the IPO Price, payable in full upon Application, subject to the terms and conditions of this Prospectus
Public Issue Shares	:	New Shares to be issued by our Company under the Public Issue
R&D	:	Research and development
Record of Depositors	:	A record provided by Bursa Depository to Agmo under Chapter 34 of the Rules
Rules	:	Rules of Bursa Depository
SC	:	Securities Commission Malaysia
Share(s)	:	Ordinary share(s) in our Company
Share Consolidation	:	Consolidation of 5 existing Shares into 3 Shares, as set out in Section 6.5.1 of the Prospectus.
Share Registrar	:	Boardroom Share Registrars Sdn. Bhd. (Registration No. 199601006647 (378993-D))
SMEs	:	Small and medium enterprises
Smith Zander or IMR	:	Smith Zander International Sdn. Bhd. (Registration No. 201301028298 (1058128-V)), our independent market researcher
Subsidiaries	:	Agmo Studio, Agmo Capital, Agmo Digital Solutions, Agmo Tech and Agmo Sierra

DEFINITIONS (CONT'D)

Underwriting Agreement : The underwriting agreement dated [•] entered into between our Company and Kenanga IB pursuant to our Listing

Currencies and units

HKD : Hong Kong Dollar, the lawful currency of Hong Kong Special Administrative Region of the People's Republic of China

RM and sen : Ringgit Malaysia and sen, the lawful currency of Malaysia

SGD : Singapore Dollar, the lawful currency of the Republic of Singapore

USD : United States Dollar, the lawful currency of the United States of America

% : Per centum

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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:

Adaptive maintenance	:	A type of maintenance carried out to ensure that the application can be run or executed after a change to its operating environment or operating system
Application Programming Interface or API	:	A software intermediary that connects and allows data transmission between the front-end user interface and the back-end system of an application
Artificial intelligence	:	A simulation of human intelligence by machines to perform human-like tasks such as problem-solving
Augmented Reality or AR	:	A type of immersive technology that involves the projection of digital visual elements or virtual objects into the real world to allow users to interact with the digital visual elements or virtual objects. The application of AR is often coupled with the usage of mobile applications and the embedded camera scanning functions of the applications.
Blockchain technology	:	A decentralised system that serves as a database and is used to record information / data / transactions in a secured manner which is inalterable and non-rewritable
Chatbot	:	A software application used to facilitate conversations via text messages over the internet between users and customer service personnel / hosts / application owners
Cloud	:	A type of software deployment method that enables users to store data on remote servers and access the data via the internet
Computing platform	:	A system that consists of amongst others, an operating system, a web browser, as well as associated APIs and / or hardware devices to allow an application to be deployed and go live
Configuration	:	A process of managing, linking and arranging functional units or components of a system systematically
Content Management System or CMS	:	A software tool that is used to create, manage and modify contents of an application
Corrective maintenance	:	A type of maintenance carried out to identify any potential errors and rectify the errors identified
Data analytics	:	A process of analysing raw data sets in order to derive insights from the data
Data block	:	A set of data used in a blockchain network whereby the data are stored in a group (i.e. block)
Digital solutions	:	Software applications that use digital technology to solve specific industry, business or organisational problems and / or to enhance the operational efficiency of businesses and companies
Extended Reality or XR	:	An umbrella term encompassing all immersive technologies, namely virtual reality, augmented reality, mixed reality and other immersive technologies that may be created in the future

GLOSSARY OF TECHNICAL TERMS (CONT'D)

Mini-application	:	A type of application that serves as an add-on or additional function, and is integrated into other applications
Mixed Reality or MR	:	A type of immersive technology that merges both physical and digital environments to provide users with combined experience of both real world and virtual world, allowing the users to interact with both real and digital objects in real time. The application of MR is often coupled with the usage of devices such as MR headsets to be worn by the users
Online ticketing system	:	A system that converts incoming customer support requests into tickets which helps the customer support team to track, monitor and resolve customers' issues
On-premises software	:	A type of software deployment method whereby the software is installed and operated from an organisation's in-house server and computing infrastructure
Preventive maintenance	:	A type of maintenance carried out regularly to prevent the occurrence of errors
Push notification	:	A form of information delivery from an application which is initiated by a server to users through a message and / or a pop-up notification
Remote participation and voting platform or RPV platform	:	An application that is used to facilitate the organisation of virtual meetings that involves online voting, such as Annual General Meetings and Extraordinary General Meetings
Supernode	:	An electronic device in a blockchain network which has a publicly visible Internet Protocol (IP) address that can be discovered by other electronic devices in the blockchain network. A supernode transmits and receives information from any other electronic devices in the blockchain network that establish a connection with it
Troubleshooting	:	A form of problem solving, often applied to identify and fix technical issues found in machines, computers and software systems
User acceptance testing	:	A type of testing conducted by end users to verify and ensure that a software system performs correctly as per the end user's requirements
User experience or UX	:	The experience of users interacting and communicating through an application
User interface or UI	:	A space which enables interaction between users and computer systems
Virtual Reality or VR	:	A type of immersive technology that allows users to immerse in an entirely virtual environment with surroundings and objects generated by computers that appear to be real. The application of VR is often coupled with the usage of devices such as VR headsets to be worn by the users

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