

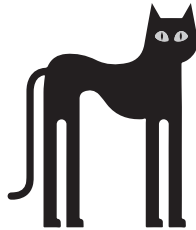
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to the course of action to be taken, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.

Bursa Malaysia Securities Berhad ("**Bursa Securities**") has conducted a limited review on this Circular pursuant to Rule 4.1 of Guidance Note 22 of ACE Market Listing Requirements of Bursa Securities.

Bursa Securities takes no responsibility for the contents of this Circular, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this Circular.

Kenanga Investment Bank Berhad, the Sponsor of the Company has reviewed this Circular pursuant to Rule 4.27 of the ACE Market Listing Requirements of Bursa Securities prior to the issuance of this Circular.



KUCINGKO BERHAD

Registration No. 202301011068 (1504989-A)
(Incorporated in Malaysia)

CIRCULAR TO SHAREHOLDERS

IN RELATION TO

**PROPOSED NEW SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY
TRANSACTIONS OF A REVENUE OR TRADING NATURE**

("PROPOSED NEW SHAREHOLDERS' MANDATE")

The ordinary resolution in respect of the Proposed New Shareholders' Mandate for recurrent related party transactions of a revenue or trading nature will be tabled as special business at the Second Annual General Meeting ("2nd AGM") of Kucingko Berhad ("the Company") which will be held at Corporate Office of Kucingko Berhad, H-G-03 & H-G-03A Glomac Square, Jalan SS 6/16A, Kelana Jaya, 47301 Petaling Jaya, Selangor Darul Ehsan on **Thursday, 26 June 2025 at 10.00 a.m.**

The Notice of the 2nd AGM together with the Form of Proxy are set out in the Annual Report 2024 of the Company which is available at the Company's website at www.kucingko.com/investor-relations.

If you are unable to attend and vote in person at the 2nd AGM, you may complete, sign and return the Form of Proxy in accordance with the instructions printed thereon. The Form of Proxy must be deposited at the Registered Office of the Company at Level 5, Tower 8, Avenue 5, Horizon 2, Bangsar South City, 59200 Kuala Lumpur, not less than twenty-four (24) hours before the time for holding the meeting or at any adjournment thereof.

Last date and time for lodging the Form of Proxy : Wednesday, 25 June 2025 at 10.00 a.m.

Date and time of the 2nd AGM : Thursday, 26 June 2025 at 10.00 a.m.

This Circular is dated 30 April 2025

DEFINITIONS

For the purpose of this Circular, except where the context otherwise requires, the following definitions shall apply: -

“Act”	: The Companies Act 2016 as amended from time to time and any re-enactment thereof
“AGM”	: Annual General Meeting
“Annual Report 2024”	: Annual report of Kucingko for the financial year ended 31 December 2024
“ARMC”	: Audit and Risk Management Committee of Kucingko
“Board”	: Board of Directors of Kucingko
“Bursa Securities”	: Bursa Malaysia Securities Berhad (Registration No. 200301033577 (635998-W))
“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%) respectively
“Circular”	: This circular to the shareholders of our Company dated 30 April 2025 in relation to the Proposed New Shareholders' Mandate
“Director(s)”	: Has the meaning given in Section 2(1) of the Capital Markets and Services Act 2007 and includes any person who is or was within the preceding six (6) months of the date on which the terms of the transaction were agreed upon: - (a) a Director of the Company, its subsidiary or holding company; or (b) a Chief Executive Officer of the Company, its subsidiary or holding company
IPO Price	RM0.30 per share
“Kucingko” or “Company”	: Kucingko Berhad (Registration No. 202301011068 (1504989-A))
“Kucingko Group” or “Group”	: Kucingko and its subsidiaries, collectively
“Listing Requirements”	: ACE Market Listing Requirements of Bursa Securities
“LPD”	: 3 April 2025, being the latest practicable date prior to the printing of this Circular
“Major Shareholder”	: A person who is or was within the preceding six (6) months of the date on which terms of the transaction were agreed upon, has an interest or interests in one or more voting shares in the Company and the number or aggregate number of those shares is:- (a) equal to or more than 10.00% of the total number of the voting shares in the Company; or (b) equal to or more than 5.00% of the total number of voting shares in the Company where such person is the largest shareholder of the Company

DEFINITIONS

	For the purpose of this definition, “interest in shares” shall have the meaning given in Section 8 of the Act.
“Person Connected”	: Shall have the same meaning given in Rule 1.01, Chapter 1 of the Listing Requirements
“Proposed New Shareholders’ Mandate”	: Proposed new shareholders’ mandate for the Group to enter into RRPTs as detailed in Section 2.4 of this Circular
“Recurrent Related Party Transactions” or “RRPTs”	: Transactions entered into by Kucingko Group which involve the interest (direct or indirect) of Related Party(ies), which are recurrent, of a revenue or trading nature and are necessary for day-to-day operations of Kucingko Group and in the ordinary course of business of Kucingko Group
“Related Party(ies)”	: Director(s), major shareholder(s) or person(s) connected with such Director(s) or major shareholder(s) of Kucingko
“RM and sen”	: Ringgit Malaysia and sen, respectively
“TESSR”	: Animation production management software which is charged based on the number of users and features subscribed
Underwriting Agreement	: The underwriting agreement dated 17 May 2024 entered into between Kucingko and Kenanga IB pursuant to the listing of Kucingko in the ACE Market of Bursa Securities

All references to **“we”**, **“us”**, **“our”** and **“ourselves”** in this Circular, if any, shall mean Kucingko or where the context requires, our Group.

References to **“you”** or **“your”** in this Circular are to the shareholders of our Company, unless the context otherwise requires.

Words incorporating the singular shall, where applicable, include the plural and vice versa and words incorporating the masculine gender shall, where applicable, include the feminine and neuter genders and vice versa. Reference to persons shall include a corporation, unless otherwise specified.

Any reference in this Circular to any statutes, rules, regulations, enactment or rules of the stock exchange is a reference to that statutes, rules, regulations, enactment or rules of the stock exchange as for the time being amended or re-enacted. Any reference to a time of day in this Circular shall be a reference to Malaysian time, unless otherwise specified.

Any discrepancy in the figures included in this Circular between the amounts listed, actual figures and the totals thereof are due to rounding.

TABLE OF CONTENTS

	PAGE
CIRCULAR TO THE SHAREHOLDERS IN RELATION TO THE PROPOSED NEW SHAREHOLDERS' MANDATE	
1. INTRODUCTION	1
2. DETAILS OF THE PROPOSED NEW SHAREHOLDERS' MANDATE	
2.1 Provisions under the Listing Requirements	2
2.2 Principal Activities of the Group	3
2.3 Classes of Related Parties	3
2.4 Nature of the Recurrent Related Party Transactions and Estimated Value	4
2.5 Validity Period of the Proposed New Shareholders' Mandate	4
2.6 The Threshold of Approval of Recurrent Related Party Transactions	5
2.7 Outstanding Amount Due and Owing by Related Parties	5
2.8 Review Methods or Procedures for Recurrent Related Party Transactions	5
2.9 Statement by the ARMC	6
2.10 Disclosure in Annual Report	6
3. RATIONALE AND BENEFITS OF THE PROPOSED NEW SHAREHOLDERS' MANDATE	7
4. EFFECTS OF THE PROPOSED NEW SHAREHOLDERS' MANDATE	7
5. APPROVALS REQUIRED	7
6. INTEREST OF DIRECTOR(S), MAJOR SHAREHOLDER(S) AND/OR PERSON(S) CONNECTED	8
7. DIRECTORS' STATEMENT AND RECOMMENDATION	9
8. SECOND AGM	9
9. FURTHER INFORMATION	9
APPENDIX I – FURTHER INFORMATION	
1. DIRECTORS' RESPONSIBILITY STATEMENT	10
2. MATERIAL LITIGATION, CLAIMS OR ARBITRATION	10
3. MATERIAL CONTRACTS	10
4. DOCUMENTS AVAILABLE FOR INSPECTION	10
APPENDIX II – EXTRACT OF THE NOTICE OF THE 2ND ANNUAL GENERAL MEETING	11



KUCINGKO BERHAD

Registration No. 202301011068 (1504989-A)
(Incorporated in Malaysia)

Registered Office:

Level 5, Tower 8
Avenue 5, Horizon 2
Bangsar South City
59200 Kuala Lumpur

Date: 30 April 2025

Board of Directors:

Mr. Lim Chor Ghee (*Independent Non-Executive Chairman*)
Mr. See Chin Joo (*Executive Director*)
Mr. Ooi Kok Hong (*Executive Director*)
Mr. Puar Chin Jong (*Independent Non-Executive Director*)
Ms. Quah Bee Fong (*Independent Non-Executive Director*)
Ms. Elaine Law Soh Ying (*Independent Non-Executive Director*)
Mr. Ku Chia Loon (*Non-Independent Non-Executive Director*)

To: The shareholders of Kucingko

Dear Sir/ Madam,

**PROPOSED NEW SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY
TRANSACTIONS OF A REVENUE OR TRADING NATURE**

1. INTRODUCTION

On 22 April 2025, our Company announced its intention to seek its shareholders' approval for the Proposed New Shareholders' Mandate at the forthcoming AGM of our Company.

The purpose of this Circular is to provide the shareholders of our Company with the relevant information on the Proposed New Shareholders' Mandate and to seek your approval for the ordinary resolution pertaining to the Proposed New Shareholders' Mandate to be tabled at the forthcoming 2nd AGM. The Notice of the 2nd AGM and Form of Proxy are enclosed in our Company's Annual Report 2024.

YOU ARE ADVISED TO READ AND CONSIDER CAREFULLY THE CONTENTS OF THIS CIRCULAR TOGETHER WITH THE APPENDIX CONTAINED HEREIN BEFORE VOTING ON THE ORDINARY RESOLUTION IN RELATION TO THE PROPOSED NEW SHAREHOLDERS' MANDATE TO BE TABLED AT THE FORTHCOMING 2ND AGM.

2. DETAILS OF THE PROPOSED NEW SHAREHOLDERS' MANDATE

2.1 Provisions under the Listing Requirements

Pursuant to Rule 10.09(2) of the Listing Requirements, our Company may seek a shareholders' mandate for the RRPT(s) subject to the following: -

- (a) the transactions are in the ordinary course of business and are on terms not more favourable to the related party than those generally available to the public;
- (b) the shareholders' mandate is subject to annual renewal and disclosure is made in the annual report of the aggregate value of transactions conducted pursuant to the shareholders' mandate during the financial year where the aggregate value is equal to or more than the threshold below in relation to a listed corporation with a share capital of less than RM60 million: -
 - (i) the consideration, value of assets, capital outlay or costs of the RRPT is RM1 million or more; or
 - (ii) the percentage ratio of such RRPT is 1.00% or more,whichever is the lower,
- (c) our Company's circular to shareholders for the shareholders' mandate shall include the information as may be prescribed by Bursa Securities. The circular must be submitted to Bursa Securities together with a checklist showing compliance with such information;
- (d) in a meeting to obtain shareholders' mandate, the interested directors, interested major shareholders and or interested person connected with a director or major shareholder; and where it involves the interest of an interested person connected with a director or major shareholder, such director or major shareholder, must not vote on the resolution approving the transactions. An interested director or interested major shareholder must ensure that the persons connected with him abstain from voting on the resolution approving the RRPT; and
- (e) our Company immediately announces to Bursa Securities when the actual value of a RRPT entered into by the Company, exceeds the estimated value of the RRPT disclosed in this circular to shareholders by 10.00% or more, and the announcement must include the information as may be prescribed by Bursa Securities.

It is envisaged that in the normal course of our Group's businesses, RRPT between our Group and the Related Parties which are necessary for our Group's day-to-day operations, are likely to occur.

Accordingly, our Company proposes to seek the approval for the Proposed New Shareholders' Mandate from its shareholders at the forthcoming 2nd AGM for our Group to enter into the RRPT in which certain directors, major shareholders and/or person connected with them have an interest, details of which are set out in Sections 2.3 and 2.4 below.

2.2 Principal Activities of the Group

The principal activity of Kucingko is investment holding while its subsidiaries and their principal activities are as follows:-

Subsidiaries	Effective equity interest	Principal activities
Inspidea Sdn Bhd ("Inspidea")	100.00%	Provision of animation production services
Pipapo Sdn Bhd	100.00%	Creation and development of original animated intellectual properties
Held through Inspidea		
Bowleh Sdn Bhd	100.00%	Operation of restaurant and cafe
Fuloso Sdn Bhd	100.00%	Provision of games, animation and content development and production services
Toonigami Sdn Bhd	100.00%	Provision of animation production services
Tourific Sdn Bhd	100.00%	Providing internet business or services, online content development, online content publishing, internet consultancy services and related services

2.3 Classes of Related Parties

The Proposed New Shareholders' Mandate will apply to the following Related Party, details of which are set out below:

Transacting Related Party	Principal activities	Nature of relationship between the Group and the Related Party
Tessereum Limited ("Tessereum")	Developer for web based and mobile based software application	<p>See Chin Joo is the Executive Director and a major shareholder of Kucingko. He is also an indirect major shareholder of Tessereum through Arboratory Limited by virtue of his shareholdings in Defyx Sdn Bhd.</p> <p>Ooi Kok Hong is the Executive Director and a major shareholder of Kucingko. He is also a director and major shareholder of Tessereum by virtue of his direct shareholdings and indirect shareholdings through Arboratory Limited by virtue of his shareholdings in Defyx Sdn Bhd.</p> <p>Cat Ching is a major shareholder of Kucingko, holding a 34.58% equity interest. It is owned and controlled by See Chin Joo (53.05%) and Ooi Kok Hong (46.95%), who are both the interested Directors and interested major shareholders of Kucingko. As such, Cat Ching is deemed a related party in the RRPT.</p> <p>Koo Hong @ Ku Hong Hai is a major shareholder of Kucingko. He is also an indirect major shareholder of Tessereum through Arboratory Limited by virtue of his shareholdings in Netval Ventures Sdn Bhd.</p> <p>Ku Chia Loon is the Non-Independent Non-Executive Director of Kucingko. He is the son of Koo Hong @ Ku Hong Hai, one of the major shareholders of Kucingko, and is therefore deemed a person connected to him pursuant to Rule 1.01 of the Listing Requirements.</p>

2.4 Nature of the Recurrent Related Party Transactions and Estimated Value

The details of the RRPT and the estimated value for which approval is sought at the forthcoming 2nd AGM of our Company pursuant to the Proposed New Shareholders' Mandate are set out below:

Transacting party within the Group	Transacting Related Party	Nature of Transactions	Actual value transacted from the Listing Date (26 July 2024) up to LPD ⁽²⁾ RM'000	Estimated value of transactions from the LPD to the date of the forthcoming 2 nd AGM ⁽¹⁾⁽²⁾ RM'000	Estimated value of transactions from the date of the forthcoming 2 nd AGM to the next AGM ⁽¹⁾ RM'000
Inspidea	Tessereum	Payment of licence fees to Tessereum pursuant to the software sublicense agreement dated 1 January 2024 between Inspidea and Tessereum in respect of the usage of the animation production management software titled "TESSR"	500	101	607

Notes:

- (1) *The estimated transaction values stated above are based on management's projections, considering the anticipated usage of the TESSR under the sublicense agreement between Inspidea and Tessereum. The actual value of transaction may differ from the estimated values stated.*
- (2) *The percentage ratio of the RRPT from the Listing Date until the forthcoming 2nd AGM is less than 5.00%.*

2.5 Validity Period of the Proposed New Shareholders' Mandate

The Proposed New Shareholders' Mandate, if approved by the majority shareholders at the forthcoming 2nd AGM, shall take immediate effect and subject to annual renewal. In this respect, any authority conferred by the shareholders' mandate shall continue to be in force until:-

- (i) the conclusion of the next AGM of our Company following the forthcoming AGM, at which time it will lapse, unless the authority is renewed by an ordinary resolution passed at the next AGM; or
- (ii) the expiration of the period within which the next AGM of our Company after that date is required to be held pursuant to Section 340(2) of the Act (but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- (iii) revoked or varied by an ordinary resolution passed by the shareholders of our Company in a general meeting,

whichever is the earlier.

2.6 The Threshold of Approval of Recurrent Related Party Transactions

There is no specific threshold for approval of the RRPT to be entered into by our Group with the Related Party. However, all RRPTs are subject to the approval of our Board after being reviewed by the ARMC. Where necessary, the ARMC and our Board will review the need to impose a threshold for approval of the RRPT, based on market practice and at the same time protecting the interests of the minority shareholders.

2.7 Outstanding Amount Due and Owing by Related Parties

As at the LPD, there were no outstanding amount due and owing by the Related Parties to our Group. The payments were made within the agreed credit terms.

2.8 Review Methods or Procedures for Recurrent Related Party Transactions

Our Group has in place an internal control system, which includes review of methods or procedures to ensure that such RRPT are conducted at arm's length and are on normal commercial terms and transaction prices consistent with our Group's usual business practices and policies, as well as on terms which are not more favourable to the Related Party than those generally available to the public and are not to the detriment of the minority shareholders of our Company.

The review and disclosure procedures with regard to the RRPT are as follows:-

- (i) A list of Related Parties will be circulated within our Group, and the identified Related Parties shall be notified that all transactions, including RRPTs, with our Group must be undertaken on an arm's length basis and on normal commercial terms, ensuring that the terms are not more favourable to the Related Parties than those generally available to the public.
- (ii) The RRPTs prices shall be determined based on, amongst others, pricing, quality and/or service level, which are available under similar commercial terms for transactions with third parties.
- (iii) Wherever practical and/or feasible, at least 2 other contemporaneous transactions and/ or quotations with unrelated third parties for similar products/ services and/ or quantities will be used as comparison, to determine whether the price and terms offered to/ by the Related Party are fair and reasonable and comparable to those offered to/ by other unrelated third parties for the same or substantially similar type of products/ services and/or quantities, if applicable.
- (iv) In the event that quotation or comparative pricing from unrelated third parties cannot be obtained (for instance, if there are no unrelated third party vendors/ customers of similar products or services, or if the product/ service is a proprietary item), the transaction price will be determined by the Board based on the usual business practices and policies of the Group and taking into consideration the urgency and efficiency of the quality and delivery of the services to be provided to ensure the RRPT is not detrimental to our Group, wherever applicable.
- (v) The annual internal audit shall include review of all RRPTs entered into by our Group and ensure that the established guidelines and procedures in respect of RRPTs are adhered to.
- (vi) Our Board and the ARMC will review the RRPTs on a quarterly basis, to ascertain that the guidelines and procedures established to monitor RRPTs have been complied with.

- (vii) Disclosure will be made in the annual report of our Company of the aggregate value of the RRPT conducted pursuant to the shareholder mandate during the financial year, amongst others, based on the type of the RRPT and the names of the Related Party involved in each type of the RRPT made and the relationship with our Company. Disclosure will also be made in the annual reports for the subsequent financial years during which the shareholder mandate remains in force.
- (viii) If a member of our Board and the ARMC has an interest in a transaction, he will abstain from any deliberation and decision making by our Board or the ARMC in respect of the said transaction.

Pursuant to Rule 10.09 of the Listing Requirements, in a meeting to obtain the shareholders' approval for the Proposed New Shareholders' Mandate, the interested Director, interested Major Shareholder or interested Persons Connected with a Director or Major Shareholder; and where it involves the interest of a Person Connected to a Director and/or Major Shareholder, such Director or Major Shareholder must abstain from voting on the resolution pertaining to the Proposed New Shareholders' Mandate. In addition, such interested Director or Major Shareholder will also ensure that Persons Connected with them will abstain from voting on the resolution pertaining to the Proposed New Shareholders' Mandate.

2.9 Statement by the ARMC

The ARMC has seen and reviewed the procedures set out in Section 2.8 of this Circular and is satisfied that the procedures established are sufficient to ensure that the RRPTs are conducted at arm's length basis, and they are fair, reasonable and on normal commercial terms which are not more favourable to the Related Parties than those generally available to the public and are not detrimental to the minority shareholders of our Company.

The ARMC is also of the view that our Group has in place adequate procedures and processes to monitor, track and identify RRPT in a timely and orderly manner and such procedures and processes are reviewed on an annual basis or whenever the need arises.

2.10 Disclosure in Annual Report

Disclosure will be made in our Company's annual report in accordance with Rule 3.1.5 of Guidance Note 8 of the Listing Requirements, which requires a breakdown of the aggregate value of the RRPT made during the financial year, amongst others, based on the following information:-

- (i) type of the RRPTs made; and
- (ii) names of Related Party(ies) involved in each type of the RRPT made and their relationship with our Group.

The above disclosure will be made in our Company's annual report for each subsequent financial year after the Proposed New Shareholders' Mandate has been obtained.

[The remainder of this page has been intentionally left blank]

3. RATIONALE AND BENEFITS OF THE PROPOSED NEW SHAREHOLDERS' MANDATE

The Proposed New Shareholders' Mandate will enable our Group to carry out RRPTs necessary for its day-to-day operations, which are time-sensitive in nature, and will eliminate the need to announce and convene separate general meetings (if applicable) from time to time to seek shareholders' mandate for such transaction. This will substantially reduce the expenses, time and other resources associated with convening of general meetings on an ad hoc basis, enabling our Group to focus its resources on strategic and operational priorities. Additionally, the RRPT has been structured on fair and commercially reasonable terms to safeguard the interests of our Company and its shareholders. The sublicense agreement for the use of the TESSR ensures that Inspidea has uninterrupted access to an animation production management software customised to our Group's requirements and tailored to its business needs. This familiarity with TESSR's software and technical support also reduces transition risks, enhances workflow and operational efficiency, and supports our Group's ability to deliver high-quality animation content while maintaining its competitive edge in the industry.

The payment of licence fees pursuant to the software sublicense agreement between Inspidea and Tessereum is crucial for ensuring continued access to the TESSR, which supports Inspidea's core production business activities.

4. EFFECTS OF THE PROPOSED NEW SHAREHOLDERS' MANDATE

The Proposed New Shareholders' Mandate will not have any effect on our Company's share capital, shareholding structure, consolidated net assets, consolidated earnings and gearing of the Group for the financial year ended 31 December 2024.

5. APPROVALS REQUIRED

The Proposed New Shareholders' Mandate is subject to the approval of the shareholders of Kucingko at the forthcoming 2nd AGM.

[The remainder of this page has been intentionally left blank]

6. INTEREST OF DIRECTOR(S), MAJOR SHAREHOLDER(S) AND/OR PERSON(S) CONNECTED

Save as disclosed below, none of the directors and/ or major shareholders of Kucingko and/ or persons connected with them have any interest, whether direct or indirect, in the Proposed New Shareholders' Mandate:-

	Shareholdings as at the LPD			
	<-----Direct----->		<-----Indirect----->	
	No. of Shares	%	No. of Shares	%
<u>Interested Directors and Major Shareholders</u>				
See Chin Joo	605,801	0.12	172,889,216 ^{*1}	34.58
Ooi Kok Hong	1,100,001	0.22	172,889,216 ^{*1}	34.58
<u>Interested Director</u>				
Ku Chia Loon	10,300,000	2.06	-	-
<u>Interested Major Shareholders</u>				
Cat Ching	172,889,216	34.58	-	-
Koo Hong @ Ku Hong Hai	76,266,580	15.25	-	-

Note:-

^{*1} Deemed interested by virtue of his shareholdings in Cat Ching pursuant to Section 8(4) of the Act

Accordingly, the interested Directors, namely See Chin Joo, Ooi Kok Hong and Ku Chia Loon, have abstained and will continue to abstain from all Board deliberations and voting on the Proposed New Shareholders' Mandate. Further, the interested Directors and interested Major Shareholders, namely Cat Ching and Koo Hong @ Ku Hong Hai ("**Interested Major Shareholders**") will abstain from voting in respect of their direct and indirect interests, if any, on the resolution pertaining to the Proposed New Shareholders' Mandate at the forthcoming 2nd AGM.

In addition, the interested Directors, namely See Chin Joo, Ooi Kok Hong and Ku Chia Loon, as well as the Interested Major Shareholders, have undertaken to ensure that Persons Connected to them will abstain from voting on the resolution pertaining to the Proposed New Shareholders' Mandate at the forthcoming 2nd AGM, in respect of their direct and indirect interests in the Company.

Save as disclosed above, none of the other Directors, Major Shareholders or Persons Connected to Directors or Major Shareholders of our Company has any interest, direct or indirect, in the Proposed New Shareholders' Mandate.

7. DIRECTORS' STATEMENT AND RECOMMENDATION

Our Board (save for the interested Directors), having considered all aspects of the Proposed New Shareholders' Mandate and after careful deliberation, is of the opinion that the Proposed New Shareholders' Mandate is in the best interest of our Company.

Accordingly, our Board (save for the interested Directors) recommends that you **VOTE IN FAVOUR** of the resolution in respect of the Proposed New Shareholders' Mandate to be tabled at the forthcoming 2nd AGM.

8. SECOND AGM

The 2nd AGM, the notice and the proxy form which are enclosed in the Annual Report 2024, will be held at Corporate Office of Kucingko Berhad, H-G-03 & H-G-03A Glomac Square, Jalan SS 6/16A, Kelana Jaya, 47301 Petaling Jaya, Selangor Darul Ehsan on Thursday, 26 June 2025 at 10.00 a.m. for the purpose of considering and, if thought fit, passing the ordinary resolution to give effect to the Proposed New Shareholders' Mandate.

If you are unable to attend and vote in person at the AGM, you may complete and return the Form of Proxy enclosed in the Annual Report 2024 of the Company in accordance with the instruction contained therein as soon as possible and in any event so as to ensure it arrives at the Registered Office of the Company at Level 5, Tower 8, Avenue 5, Horizon 2, Bangsar South City, 59200 Kuala Lumpur, not later than twenty-four (24) hours before the time set for holding the AGM or any adjournment thereof. The lodging of the proxy form will not preclude you from attending and voting in person at the AGM should you subsequently wish to do so.

9. FURTHER INFORMATION

Shareholders are advised to refer to the attached Appendix I for further information.

Yours faithfully
for and on behalf of the Board of Directors of
KUCINGKO BERHAD

LIM CHOR GHEE
Independent Non-Executive Chairman

APPENDIX I – FURTHER INFORMATION

1. DIRECTORS' RESPONSIBILITY STATEMENT

This Circular has been seen and approved by our Board and they individually and collectively accept full responsibility for the accuracy of the information given and confirm that after making all reasonable enquiries and to the best of their knowledge and belief, there are no other facts, the omission of which, would make any statement herein misleading.

2. MATERIAL LITIGATION, CLAIMS OR ARBITRATION

As at the LPD, our Group is not engaged in any material litigation, claims or arbitration, either as plaintiff or defendant, and our Board is not aware and has no knowledge of any proceedings pending or threatened against our Group, or of any facts likely to give rise to any proceedings, which might materially or adversely affect the financial position or business of our Group.

3. MATERIAL CONTRACTS

As at the LPD, there are no other material contracts (not being contracts entered into in the ordinary course of business) which have been entered into by our Group within 2 years immediately preceding the date of this Circular, save as disclosed below:-

- (a) On 21 November 2023, our Company entered into a conditional share agreement with the shareholders of Inspidea—Netval Ventures Sdn Bhd, See Chin Joo, and Ooi Kok Hong—as vendors. Under this agreement, our Company acquired the entire equity interest in Inspidea for a total purchase consideration of approximately RM9,560,000. The consideration was satisfied through the issuance of 399,999,997 new ordinary shares in Kucingko to parties nominated by Inspidea's shareholders. The transaction was completed on 9 May 2024.
- (b) The Underwriting Agreement dated 17 May 2024 between our Company and Kenanga Investment Bank Berhad as underwriter for the underwriting of 35,000,000 new ordinary shares for an underwriting commission of 2.5% of IPO Price multiplied by the number of new ordinary shares underwritten.

4. DOCUMENTS AVAILABLE FOR INSPECTION

The following documents or copies of them are available for inspection during normal business hours at our registered office Level 5, Tower 8, Avenue 5, Horizon 2, Bangsar South City, 59200 Kuala Lumpur, Wilayah Persekutuan, Malaysia from Mondays to Fridays (except public holidays) from the date of this Circular up to and including the date of the AGM: -

- (i) the Constitution of the Company;
- (ii) the audited financial statements of Kucingko for the past two (2) financial years ended 31 December 2023 and 31 December 2024; and
- (iii) the material contracts referred to in **Section 3** above.

APPENDIX II – EXTRACT OF THE NOTICE OF THE 2ND ANNUAL GENERAL MEETING

ORDINARY RESOLUTION 6

PROPOSED NEW SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE (“PROPOSED NEW SHAREHOLDERS' MANDATE”)

“**THAT** subject to the provision of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given to Kucingko Berhad (“**Kucingko**” or “**Company**”) and/or its subsidiaries (“**Kucingko Group**”) to enter into the recurrent related party transactions of a revenue and/or trading nature with the related parties as set out in the Circular to Shareholders of the Company dated 30 April 2025, which are necessary for the day-to-day operations of Kucingko Group within the ordinary course of business, at arm’s length basis, and on normal commercial terms, which are not more favourable to the related parties than those generally available to the public and are not detrimental to the minority shareholders of the Company.

THAT the authority for the Proposed New Shareholders' Mandate shall continue to be in full force until:-

- (i) the conclusion of the next Annual General Meeting of the Company (“**AGM**”), at which time it will lapse, unless by a resolution passed at the meeting, the authority is renewed;
- (ii) the expiration of the period within which the next AGM after the date is required to be held pursuant to Section 340(2) of the Companies Act 2016 (“**Act**”) (but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- (iii) revoked or varied by resolution passed by the shareholders of the Company in a general meeting,

whichever is the earlier.

AND THAT the Board of Directors be and is hereby authorised to sign and execute all documents, do all things and acts as may be required to give effect to the Proposed New Shareholders' Mandate with full power to assent to any conditions, variations, modifications and/ or amendments in any manner as may be required or permitted by any relevant authorities.”