

6. INFORMATION ON OUR GROUP

6.1 OUR COMPANY

Our Company was incorporated in Malaysia under the Companies Act 1965 as a private limited company on 24 July 2014 under the name of CUCKOO International (MAL) Sdn Bhd and is deemed registered under the Act. On 5 August 2024, our Company was converted into a public limited company and assumed our present name of CUCKOO International (MAL) Berhad to facilitate our Listing.

The principal place of business of our Company is at Level 16, Menara Bangkok Bank, Laman Sentral Berjaya, No. 105, Jalan Ampang, 50450 Kuala Lumpur, Malaysia. We are principally involved in the trading and rental of home appliances, mattresses and furniture, trading of beauty care products, provision of home care services and investment holding activities. Further details on our business activities are set out in Section 7.1 of this Prospectus.

As at the LPD, we have two subsidiaries, and our Group has no joint venture or associate companies. Please refer to Section 6.3 of this Prospectus for further details.

6.1.1 Share capital and changes in share capital

As at the LPD, our issued share capital is RM186,427,633 comprising 1,289,520,000 Shares. Details of changes to our issued share capital for the Financial Years Under Review and up to the LPD are shown below:

Date of allotment	Nature of transaction	No. of Shares allotted	Consideration (RM)	Cumulative issued share capital	
				No. of Shares	RM
6 April 2023	Employee share option scheme ("ESOS")	4,887,437	4,887,437	48,918,407	⁽¹⁾ 186,427,633
11 July 2024	Bonus Issue ⁽²⁾	1,240,601,593	-	1,289,520,000	186,427,633

Notes:

(1) The issued share capital increased from RM44,030,970 to RM186,427,633 by way of issuance of 4,887,437 new Shares through the ESOS wherein the exercise price of a new Share under the ESOS was RM1.00, and when the share option was exercised, the amount from the share option reserve comprising the cumulative value of employee services received for the issue of share options was transferred to the share capital.

(2) Please see Section 6.1.2 of this Prospectus for further details on the Bonus Issue.

As at the LPD, there are no outstanding warrants, options, convertible securities or uncalled capital in our Company. In addition, there are no discounts, special terms or instalment payment terms applicable to the payment of the consideration for any allotments of our Shares.

Upon the completion of our IPO, our enlarged share capital will increase to RM[●] comprising 1,432,800,000 Shares.

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6.1.2 Bonus Issue

On 11 July 2024, our Company completed the Bonus Issue of 1,240,601,593 new Shares to our existing shareholders for the purposes of increasing the number of our issued Shares to facilitate our IPO and Listing. The Bonus Issue was implemented without capitalising the retained earnings or reserves of our Company and such new Shares were issued at no consideration. The effective shareholding of our existing shareholders in our Company before and after the Bonus Issue is the same, and is as follows:

Name	Before the Bonus Issue				After the Bonus Issue			
	Direct		Indirect		Direct		Indirect	
	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%
CKH	30,591,995	62.54	-	-	806,424,244	62.54	-	-
CUCKOO Holdings	-	-	⁽¹⁾ 30,591,995	62.54	-	-	⁽¹⁾ 806,424,244	62.54
Koo Bon Hak	9,727,499	19.89	⁽²⁾ 30,591,995	62.54	256,422,997	19.89	⁽²⁾ 806,424,244	62.54
Hoe Kian Choon	5,590,281	11.43	⁽³⁾ 1,379,487	2.82	147,363,326	11.43	⁽³⁾ 36,364,146	2.82
Mak Foong Ling	1,379,487	2.82	-	-	36,364,146	2.82	-	-
Toh Seng Lee	325,829	0.67	-	-	8,589,058	0.67	-	-
Goh Hui Teng	325,829	0.67	-	-	8,589,058	0.67	-	-
Lye Siew Lay	325,829	0.67	-	-	8,589,057	0.67	-	-
Tan Yu Liang	325,829	0.67	-	-	8,589,057	0.67	-	-
Mak Wai Hoong	325,829	0.67	-	-	8,589,057	0.67	-	-
Total	48,918,407	100.00			1,289,520,000	100.00		

Notes:

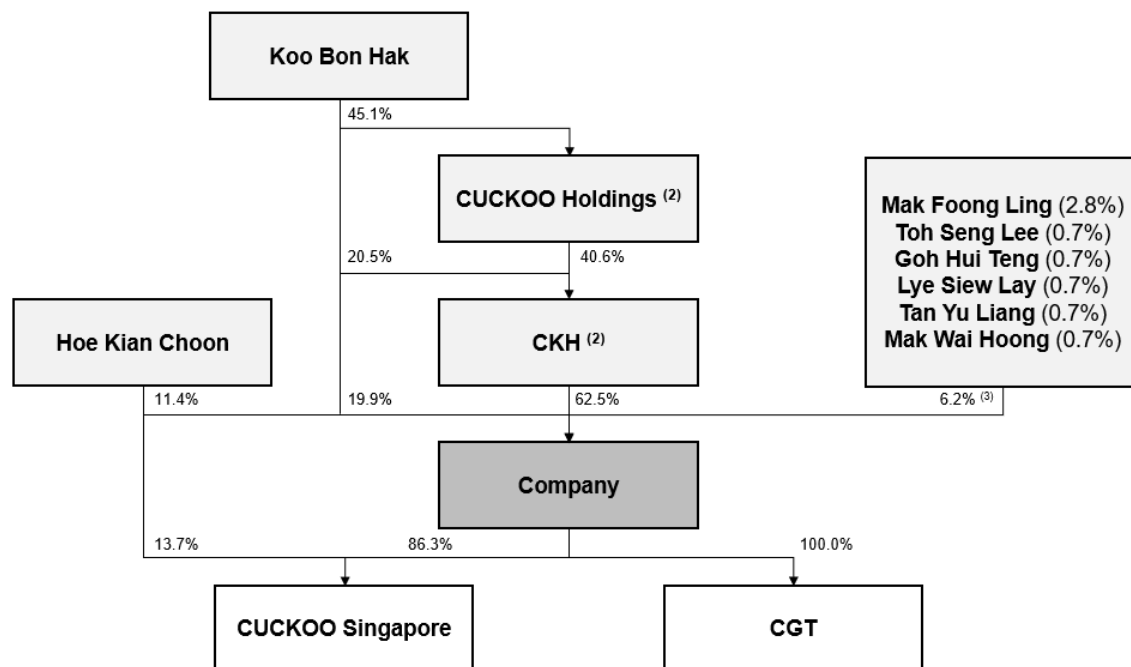
- (1) Deemed interested through CKH pursuant to Section 8(4) of the Act.
- (2) Deemed interested through CKH and CUCKOO Holdings pursuant to Section 8(4) of the Act.
- (3) Deemed interested through his spouse, Mak Foong Ling, pursuant to Section 59(11)(c) of the Act.

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6.2 OUR GROUP SHAREHOLDING STRUCTURE

Our shareholding structures as at the LPD and after our IPO are set out below:

As at the LPD (after the Bonus Issue but before our IPO) ⁽¹⁾



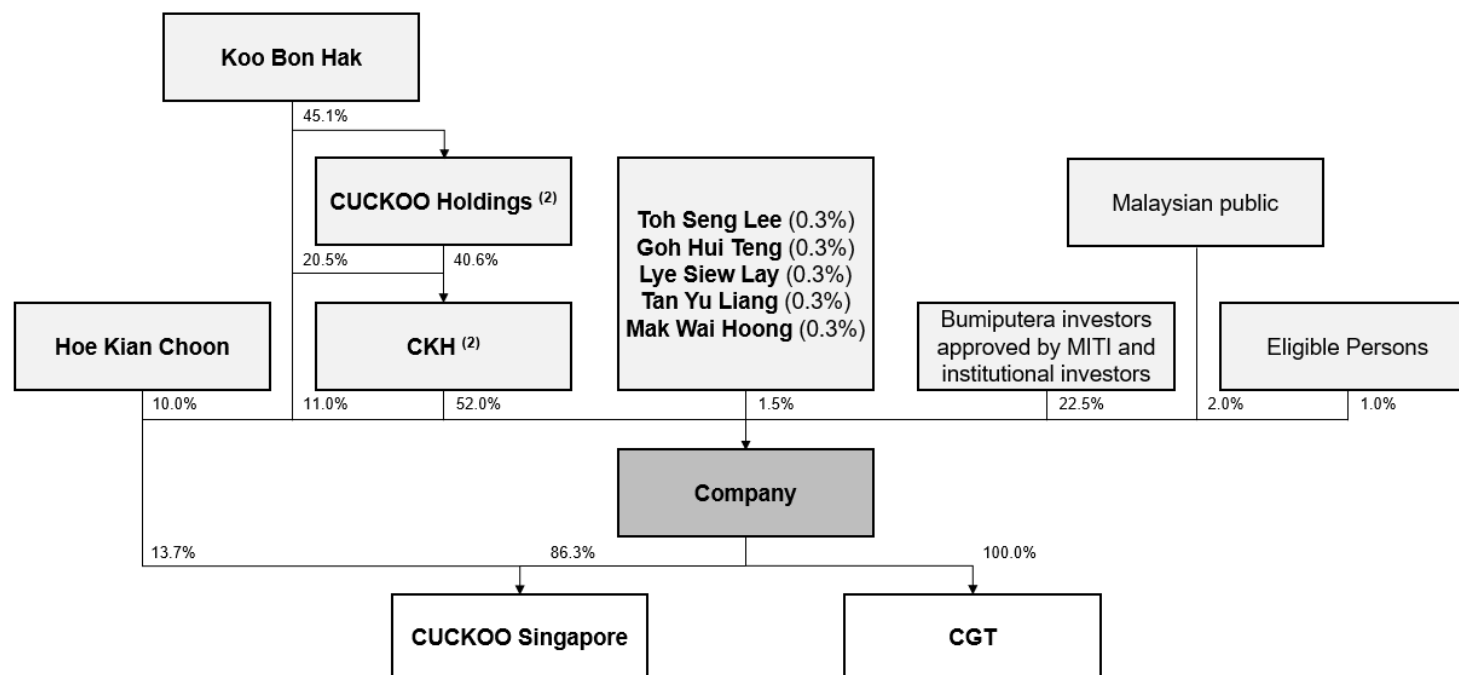
Notes:

- (1) Based on our total number of 1,289,520,000 Shares as at the LPD.
- (2) Please refer to Section 5.1.2 of this Prospectus for further details on the substantial shareholders of CKH and CUCKOO Holdings.
- (3) Does not add up due to rounding.

The beneficial owners of our Company are Hoe Kian Choon and Koo Bon Hak.

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After our IPO ⁽¹⁾



Notes:

(1) Based on our enlarged number of 1,432,800,000 Shares after our IPO and assuming full subscription of our Shares allocated to the Eligible Persons.

(2) Please refer to Section 5.1.2 of this Prospectus for further details on the substantial shareholders of CKH and CUCKOO Holdings.

The beneficial owners of our Company are Hoe Kian Choon and Koo Bon Hak.

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6.3 OUR SUBSIDIARIES

6.3.1 Information on CGT

CGT, our wholly-owned subsidiary, was incorporated in Malaysia under the Companies Act 1965 on 1 July 2016 as a private limited company under the name of CUCKOO Global Technology Sdn Bhd and is deemed registered under the Act. CGT is principally involved in software development, maintenance of computer software and consultancy services. Its principal place of business is Level 16, Menara Bangkok Bank, Laman Sentral Berjaya, No. 105 Jalan Ampang, 50450 Kuala Lumpur, Malaysia.

CGT's issued share capital as at the LPD is RM100 comprising 100 ordinary shares. There has been no change in the issued share capital of CGT for the past three years preceding the LPD.

As at the LPD, CGT does not have (i) any outstanding warrants, options, convertible securities or uncalled capital; and (ii) there are no discounts, special terms or instalment payment terms applicable to the payment of the consideration for any allotments of shares in CGT.

6.3.2 Information on CUCKOO Singapore

CUCKOO Singapore was incorporated in Singapore on 21 June 2016 as a private limited company under the name of CUCKOO International (S) Pte Ltd. CUCKOO Singapore is principally involved in the trading and rental of home appliances. Its registered address and principal place of business is 11 Irving Place #11-01, 369551 Singapore.

The issued share capital of CUCKOO Singapore as at the LPD is SGD611,050 comprising 550,000 ordinary shares. There has been no change in the issued share capital of CUCKOO Singapore for the past three years preceding the LPD.

As at the LPD, CUCKOO Singapore does not have (i) any outstanding warrants, options, convertible securities or uncalled capital; and (ii) there are no discounts, special terms or instalment payment terms applicable to the payment of the consideration for any allotments of shares in CUCKOO Singapore.

6.4 PUBLIC TAKE-OVERS

During the last financial year up to the LPD, there has been:

- (i) no public take-over offers by third parties in respect of our Shares; and
- (ii) no public take-over offers by our Company in respect of other companies' shares.