



revenue
GROUP BERHAD

REVENUE GROUP BERHAD

(1248321-D)
(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the First ("1st") Annual General Meeting ("AGM") of Revenue Group Berhad ("REVENUE" or "the Company") will be held at The Zenith, Level M1, Connexion Conference & Event Centre @ The Vertical, No. 8, Jalan Kerinchi, Bangsar South City, 59200 Kuala Lumpur on Monday, 3 December 2018 at 10:00 a.m. or at any adjournment thereof to transact the following business.

AGENDA

As Ordinary Business:

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| <p>1. To receive the Audited Financial Statements for the financial period ended 30 June 2018 together with the Reports of the Directors and Auditors thereon.</p> | <p>(Please refer to Explanatory Note 1)</p> |
| <p>2. To approve the payment of Directors' fees and other benefits of up to RM210,000 payable to Independent Non-Executive Directors of the Company for the period commencing from 4 December 2018 until the conclusion of the Second Annual General Meeting of the Company.</p> | <p>Ordinary Resolution 1</p> |
| <p>3. To re-elect the following Directors who retire in accordance with Article 101 of the Constitution of the Company: -
(i) Nor Azzam Bin Abdul Jalil
(ii) Ng Chee Siong
(iii) Ng Shih Chiow
(iv) Ng Shih Fang
(v) Ooi Guan Hoe
(vi) Ng Chee Keong</p> | <p>Ordinary Resolution 2
Ordinary Resolution 3
Ordinary Resolution 4
Ordinary Resolution 5
Ordinary Resolution 6
Ordinary Resolution 7</p> |
| <p>5. To re-appoint Messrs. UHY as the Company's Auditors and to authorise the Directors to fix their remuneration.</p> | <p>Ordinary Resolution 8</p> |

As Special Business:

To consider and if thought fit, to pass, the following as Ordinary Resolution with or without modifications:

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| <p>6. Authority to Allot Shares Pursuant to Sections 75 and 76 of the Companies Act, 2016</p> <p>"THAT subject always to the Companies Act 2016, ("the Act"), the Constitution of the Company, the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and the approvals of the relevant governmental/regulatory authorities, the Directors be and are hereby empowered, pursuant to Sections 75 and 76 of the Act to allot shares in the Company from time to time and upon such terms and conditions and for such purposes as the Directors, may in their absolute discretion deem fit, provided that the aggregate number of shares issued pursuant to this resolution does not exceed 10% of the total number of issued shares of the Company for the time being AND THAT the Directors be and are hereby also empowered to obtain the approval from the Bursa Securities for the listing and quotation for the additional shares so issued and that such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company."</p> | <p>Ordinary Resolution 9</p> |
| <p>7. To transact any other business of which due notice shall have been given in accordance with the Companies Act, 2016.</p> | |

By order of the Board,

Tan Tong Lang (MAICSA 7045482)
Heng Chiang Pooh (MAICSA 7009923)
Company Secretaries

Kuala Lumpur
31 October 2018

Notes:

- This Agenda item is meant for information and discussion only as Section 340(1)(a) of the Companies Act, 2016 and the Company's Constitution provide that the audited financial statements are to be laid in the general meeting. Hence, it is not put forward for voting.
- A member of the Company entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote in his stead. Where a member appoints more than one proxy to attend and vote at the Meeting, such appointment shall be invalid unless he/she shall specify the proportion of his/her holdings to be represented by each proxy.
- Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("omnibus account"), there is no limit to the number of proxies which the exempt authorized nominee may appoint in respect of each omnibus account it holds. An "exempt authorized nominee" refers to an authorised nominee defined under Securities Industry (Central Depositories) Act, 1991 ("SICDA") which is exempted from compliance with the provisions subsection 25A(1) of SICDA.
- The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or, if the appointer is a corporation, either under the corporation's Seal or under the hand of an officer or an attorney duly authorised.
- The instrument appointing a proxy must be deposited at Tricor Investor & Issuing House Services Sdn. Bhd., Share Registrar office of the Company at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, 8, Jalan Kerinchi, 59200 Kuala Lumpur, Wilayah Persekutuan, Malaysia not less than forty-eight (48) hours before the time set for holding the meeting or at any adjournment thereof.
- For the purpose of determining who shall be entitled to attend this meeting, the Company shall be requesting the Bursa Malaysia Depository Sdn Bhd to make available to the Company, a Record of Depositors as at 26 November 2018. Only a member whose name appears on this Record of Depositors shall be entitled to attend this meeting or appoint a proxy to attend, vote and speak on his/her behalf.
- Pursuant to Rule 8.31A of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in this Notice of 1st AGM will be put to vote by way of poll.
- The Personal Data Protection Act 2010, which regulates the processing of personal data in commercial transactions, applies to the Company. By providing to us or our agents your personal data which may include your name, contact details and mailing address, you hereby consent, agree and authorise the processing and/ or disclosure of any personal data of or relating to you for the purposes of issuing the notice of this meeting and convening the meeting, including but not limited to preparation and compilation of documents and other matters, whether or not supplied by you. You further confirm to have obtained the consent, agreement and/or authorisation of all persons whose personal data you have disclosed and/ or processed, in connection with the foregoing.

EXPLANATORY NOTES TO ORDINARY AND SPECIAL BUSINESS:-

- Audited Financial Statements for the financial period ended 30 June 2018**
The Agenda No. 1 is meant for information and discussion only as Section 340(1)(a) of the Companies Act, 2016 provide that the audited financial statements are to be laid in the general meeting and does not require a formal approval of the shareholders. Hence, this Agenda item is not put forward for voting.
- Special Business - Ordinary Resolution 9 Authority to Allot Shares Pursuant to Sections 75 and 76 of the Companies Act, 2016**
The proposed Ordinary Resolution 9, if passed, will empower the Directors of the Company to allot and issue new shares in the Company at any time, to such person or persons, upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit ("General Mandate"), provided that the number of shares issued pursuant to this General Mandate, when aggregated with the total number of any such shares issued during the preceding twelve (12) months, does not exceed 10% of the total number of issued shares of the Company at the time of issue. This General Mandate, unless revoked or varied at a general meeting, will expire at the conclusion of the next AGM of the Company.
With this General Mandate, the Company will be able to raise funds expeditiously for the purpose of funding future investment, working capital and/or acquisition(s) without having to convene a general meeting to seek shareholders' approval when such opportunities or needs arise.