



revenue

REVENUE GROUP BERHAD

Registration No. 201701034150 (1248321-D)
(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Fifth Annual General Meeting ("5th AGM") of Revenue Group Berhad ("REVENUE" or "the Company") will be held at Ballroom I & II, Main Wing, Tropicana Golf & Country Resort, Jalan Kelab Tropicana, 47410 Petaling Jaya, Selangor on Tuesday, 6 December 2022 at 10.00 a.m. or at any adjournment thereof for the following purposes:

AGENDA

As Ordinary Business:

- To receive the Audited Financial Statements for the financial year ended 30 June 2022 together with the Reports of the Directors and Auditors thereon. (Please refer to Explanatory Note 1)
- To approve the payment of Directors' fees and other benefits of up to an amount of RM510,000 to Non-Executive Directors for the period commencing from 6 December 2022 until the conclusion of the next Annual General Meeting of the Company. Ordinary Resolution 1
- To re-elect the following Directors who are retiring in accordance with Article 101 of the Company's Constitution: -
 - Nor Azzam Bin Abdul Jalil Ordinary Resolution 2
 - Datuk Ng Chee Siong Ordinary Resolution 3
 - Loo Jo Anne Ordinary Resolution 4
- To re-elect the following Directors who are retiring in accordance with Article 107 of the Company's Constitution: -
 - Jade Lee Gaik Suan Ordinary Resolution 5
 - Alwizah Al-Yafii Binti Ahmad Kamal Ordinary Resolution 6
- To re-appoint Messrs. UHY as the Company's Auditors until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration. Ordinary Resolution 7

As Special Business:

- To consider and if thought fit, to pass, with or without modifications, the following resolutions: -
- AUTHORITY TO ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT, 2016** Ordinary Resolution 8

"THAT approval be and is hereby given to waive the statutory pre-emptive rights to be offered new shares ranking equally to the existing issued shares of the Company pursuant to Section 85 of the Companies Act, 2016 ("the Act") read together with Clause 15 and Clause 16 of the Company's Constitution.

THAT pursuant to Sections 75 and 76 of the Act and subject to the approvals of the relevant governmental/ regulatory authorities, the Directors be and are hereby empowered to issue shares in the capital of 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 or such higher percentage as Bursa Malaysia Securities Berhad ("Bursa Securities") allowed for the time being and that the Directors be and are hereby also empowered to obtain approval from the Bursa Securities for the listing and quotation of 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.

AND THAT such authority shall continue to be in force until the conclusion of the next AGM of the Company."

- PROPOSED SHARE BUY-BACK OF UP TO TEN PERCENT (10%) OF THE TOTAL NUMBER OF ISSUED SHARES OF THE COMPANY AT ANY GIVEN POINT IN TIME ("PROPOSED SHARE BUY-BACK")** Ordinary Resolution 9

"THAT subject to the Act, provisions of the Company's Constitution, the Main Market Listing Requirements ("MMLR") of Bursa Securities and the approvals of all relevant regulatory authorities and parties, the Company be and is hereby authorised to purchase such number of ordinary shares in REVENUE on the Main Market of Bursa Securities and/ or hold from upon such terms and conditions as the Directors may deem fit and expedient in the interest of the Company, provided that:-

- the aggregate number of ordinary shares in the Company purchased ("Purchased Share(s)") and/or held as treasury shares pursuant to this ordinary resolution shall not exceed 10% of the total number of issued shares of the Company at any point in time;
- the maximum funds to be allocated by the Company for the Proposed Share Buy-Back shall not exceed the total retained earnings of the Company at the time of the purchase;

THAT upon purchase by the Company, the Board of Directors of REVENUE shall have the absolute discretion to decide whether such Purchased Shares are to be cancelled and/ or retained as treasury shares, or dealt with in such manner as provided under Section 127(7) of the Act;

THAT the authority to facilitate the Proposed Share Buy-Back will commence immediately upon passing of this ordinary resolution and will continue to be in force until:-

- the conclusion of the AGM of the Company at which time the authority shall lapse unless by an ordinary resolution passed at the AGM, the authority is renewed, either unconditionally or subject to conditions;
- the expiration of the period within which the AGM of the Company is required by law to be held; or
- revoked or varied by ordinary resolution passed by the shareholders in general meeting,

Whichever occurs first, but not so as to prejudice the completion of the purchase(s) by the Company of the REVENUE Shares before the aforesaid expiry date and made in any event, in accordance with the provisions of the Act, rules and regulations made pursuant to the Act, the MMLR and any requirements issued by any other relevant government and/ or regulatory authorities;

AND THAT the Board be and is hereby authorised to take all such steps as are necessary or expedient to implement, finalise, complete or to give effect to the Proposed Share Buy-Back with full powers to assent to any conditions, modifications, variations and/ or amendments in any manner as may be required by the relevant authorities and to deal with all matters relating thereto and to take all such steps and do all acts and things in any manner as they may deem necessary or expedient to implement, finalise and give full effect to the Proposed Share Buy-Back."

- To transact any other business of which due notices shall have been given in accordance with the Act.

By order of the Board,

Heng Chiang Poo (MAICSA 7009923/ SSM PC No. 201908001771)

Tan Tong Lang (MAICSA 7045482/ SSM PC No. 202208000250)

Thien Lee Mee (LS0010621/ SSM PC No. 201908002254)

Joint Company Secretaries

Selangor

Dated 31 October 2022

Notes:

- 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 holding 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 appointment of a proxy may be made in a hard copy form or by electronic form in the following manner and must be received by the Company not less than forty-eight (48) hours before the time appointed for holding this AGM at which the person named in the appointment proposes to vote:
 - In hard copy form
In the case of an appointment made in hard copy form, this proxy form must be deposited with the Company's Share Registrar at Aldpro Corporate Services Sdn Bhd at Level 5, Block B, Dataran PHB, Saujana Resort, Section U2, 40150 Shah Alam, Selangor, Malaysia.
 - By electronic means
The proxy form can be electronically submitted with the Share Registrar of the Company at admin@aldpro.com.my.
- 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 28 November 2022. 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.
- Authority pursuant to which such an appointment is made by a power of attorney must be deposited at the Share Registrar of the Company at Aldpro Corporate Services Sdn Bhd at Level 5, Block B, Dataran PHB, Saujana Resort, Section U2, 40150 Shah Alam, Selangor, Malaysia not less than forty-eight (48) hours before the time appointed for holding this AGM at which the person named in the appointment proposes to vote. A copy of the power of attorney may be accepted provided that it is certified notarially and/ or in accordance with the applicable legal requirements in the relevant jurisdiction in which it is executed.
- For a corporate member who has appointed an authorised representative, please deposit the ORIGINAL certificate of appointment of authorised representative with the Share Registrar of the Company at Aldpro Corporate Services Sdn Bhd at Level 5, Block B, Dataran PHB, Saujana Resort, Section U2, 40150 Shah Alam, Selangor, Malaysia. The certificate of appointment of authorised representative should be executed in the following manner:
 - If the corporate member has a common seal, the certificate of appointment of authorised representative should be executed under seal in accordance with the constitution of the corporate member.
 - If the corporate member does not have a common seal, the certificate of appointment of authorised representative should be affixed with the rubber stamp of the corporate member (if any) and executed by:
 - at least two (2) authorised officers, of whom one shall be a director; or
 - any director and/ or authorised officers in accordance with the laws of the country under which the corporate member is incorporated.
- Pursuant to Paragraph 8.29A of the MMLR of Bursa Securities, all resolutions set out in this Notice of 5th 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: -

- Audited Financial Statements for the financial year ended 30 June 2022**
The Agenda No. 1 is meant for discussion only as Section 340(1)(a) of the Act does not require a formal approval of the shareholders. Hence, this Agenda item is not put forward for voting.
- Ordinary Resolution 1**
Payment of Directors' Fees and other benefits to Non-Executive Directors
Section 230(1) of the Act provides that the fees and any benefits payable to the Directors of the Company and its subsidiaries shall be approved at a general meeting.
Pursuant thereto, the total estimated amount of Director's benefit payable is calculated based on the number of scheduled Board's and Board's Committee Meeting and other benefits from 6 December 2022 until the conclusion of the next AGM of the Company.
In the event the proposed amount is insufficient (e.g. due to more meetings or enlarged board composition size), approval will be sought at the next AGM of the Company for additional fees to meet the shortfall.
- Ordinary Resolution 2 to 4**
To re-elect Encik Nor Azzam Bin Abdul Jalil, Datuk Ng Chee Siong and Ms. Loo Jo Anne who are retire in accordance with Article 101 of the Company's Constitution and being eligible, have offered themselves for re-election
Article 101 of the Company's Constitution provides that one-third of the Directors for the time being or, if their number is not a multiple of three, then the number nearest to but not exceeding one-third shall retire from office and be eligible for re-election PROVIDED ALWAYS that all Directors including, the Managing Director, shall retire from office once at least in each three (3) years but shall be eligible for re-election. A retiring Director shall retain office until the close of the meeting at which he retires.

The Board has therefore recommended Encik Nor Azzam Bin Abdul Jalil, Datuk Ng Chee Siong and Ms. Loo Jo Anne who are standing for re-election as Directors of the Company in accordance with Article 101 of the Company's Constitution and being eligible, have offered themselves for re-election at the 5th AGM of the Company. The profile of the retiring Directors are set out in the Directors' Profile of the Annual Report 2022.

- Ordinary Resolution 5 to 6**
To re-elect Ms. Jade Lee Gaik Suan and Madam Alwizah Al-Yafii Binti Ahmad Kamal who are retire in accordance with Article 107 of the Company's Constitution and being eligible, have offered themselves for re-election

Article 107 of the Company's Constitution provides that any Director so appointed shall hold office only until the next following annual general meeting and shall then be eligible for re-election but shall not be taken into account in determining the Directors who are to retire by rotation at that meeting.

Ms Jade Lee Gaik Suan was appointed on 3 January 2022 as an Independent Non-Executive Director of the Company. Madam Alwizah Al-Yafii Binti Ahmad Kamal was appointed on 1 June 2022 as an Independent Non-Executive Director of the Company.

- Ordinary Resolution 7**
Re-appointment of Auditors
The Board, through the Audit and Risk Management Committee had reviewed and was satisfied with the performance and independence of Messrs. UHY ("UHY") during the financial year under review. The Board has therefore recommended the re-appointment of UHY as external auditors of the Company for the financial year ending 30 June 2023.

- Special Business - Ordinary Resolution 8**
Authority to Allot Shares Pursuant to Sections 75 and 76 of the Companies Act, 2016

The proposed Ordinary Resolution 8, 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.

As at the date of this Notice, the Company had issued total 1,104,117 ordinary shares at an issue price of RM0.7506 per share by way of Acquisition of Buymall Services Sdn Bhd and 10,546,357 ordinary shares at an issue price of RM1.51 per share by way of Acquisition of Revenue Secure Sdn Bhd pursuant to the general mandate obtained from the shareholders at the 4th AGM held on 3 December 2021 ("Previous Mandate") and will lapse at the conclusion of the 5th AGM.

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.

Pursuant to Section 85 of the Companies Act 2016 read together with Clause 15 and 16 of the Company's Constitution, shareholders have pre-emptive rights to be offered any new shares in the Company which rank equally to the existing issued shares in the Company or other convertible securities.

Section 85(1) of the Companies Act 2016 provides as follows:

"85. Pre-emptive rights to new shares

(1) Subject to the constitution, where a company issue shares which rank equally to existing shares as to voting or distribution rights, those shares shall first be offered to the holders of existing shares in a manner which would, if the offer were accepted, maintain the relative voting and distribution rights of those shareholders."

Clause 15 and 16 of the Company's Constitution provides as follows:

"15. Subject to any direction to the contrary that may be given by the Company in general meeting, all new shares or other convertible securities shall, before issue, be offered to such persons as at the date of the offer are entitled to receive notices from the Company of general meeting in proportion as nearly as the circumstances admit, to the amount of the existing shares or securities to which they are entitled.

16. The offer shall be made by noticed specifying the number of shares or securities offered, and limiting a time within which the offer, if not accepted, will be deemed to be declined, and, after the expiry of that time, or on the receipt on an intimation from the person to whom the offer is made that he declines to accept the shares or securities offered, the Directors may dispose of those shares or securities in such manner as they think most beneficial to the Company."

The proposed Ordinary Resolution, if passed, will exclude your pre-emptive right to be offered new shares and/ or convertible securities to be issued by the Company pursuant to the said Ordinary Resolution.

- Special Business - Ordinary Resolution 9**
Proposed Share Buy-Back

This proposed Ordinary Resolution 9, if passed, will empower the Company to purchase and/ or hold up to 10% of the issued and paid-up share capital of the Company. This authority unless revoked or varied by the Company at a General Meeting will expire at the next AGM of the Company.

Further information on the Proposed Share Buy-Back is set out in the Statement to Shareholders which is dispatched together with Notice of 5th AGM.