



revenue
GROUP BERHAD
REVENUE GROUP BERHAD
Registration No. 201701034150 (1248321-D)



ANNUAL REPORT 2022

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OVERVIEW

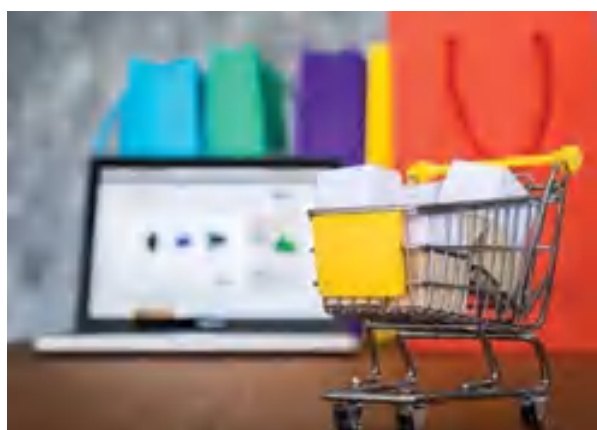
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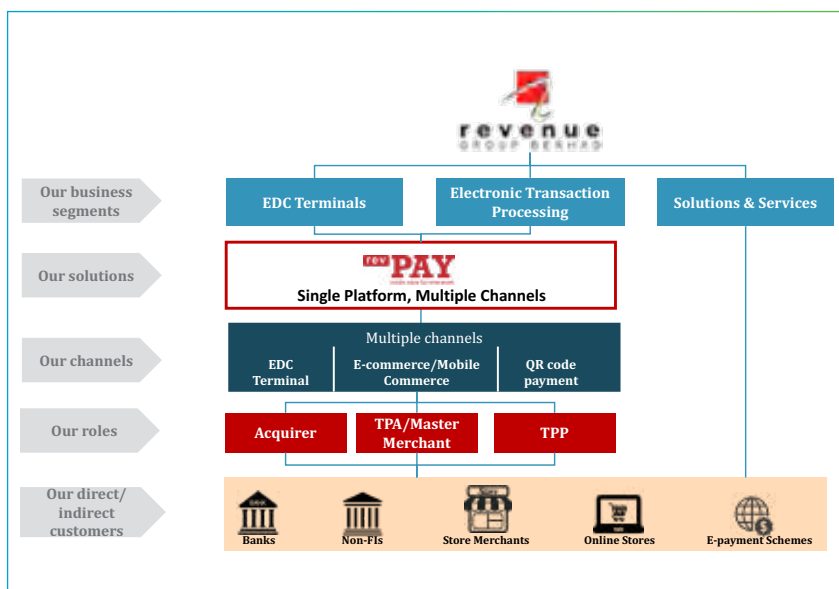
CORPORATE PROFILE

About REVENUE GROUP BERHAD

Established in 2003, with more than 19 years of operating history in the electronic payments industry in Malaysia, Revenue Group Berhad (“REVENUE” or “the Group”) has been servicing different customers including banks, non-bank institutions, physical store merchants, online store merchants and e-money payment scheme.

REVENUE’s products and services are divided into three segments, namely deployment of Electronic Data Capture (“EDC”) terminals, electronic transaction processing and solutions and services related to payments infrastructure.

REVENUE offers a wide range of technology-led multi-channel payment solutions to different customers through its flagship platform, revPAY, that provides the connectivity between front-end to back-end solutions.



Through its revPAY platform, REVENUE offers a single platform which facilitates the acceptance of payment transactions across various payment channels from physical EDC terminals to virtual payments (via e-commerce and mobile commerce channels) to QR Payment, thereby providing cost effective solutions to its customers.

We Are



106,000 Payment terminals
in Malaysia



>84,000 Daily transactions
processed



>RM7 million Daily
transactions value processed

CORPORATE PROFILE

OUR VISION

To be at the electronic payment frontier, providing world class e-payment facilities.

OUR MISSION

Pushing technology through R&D, because technology is at the forefront of the payment industry.

OUR VALUES

COMMITMENT

We are highly committed to our valued clients, providing customised applications based on what you need. Through internal Research and Development ("R&D") efforts we will be able to provide specific solutions to your requirements, such as loyalty program or even precise Artificial Intelligence driven advertising through the use of machine learning.

TRANSPARENCY

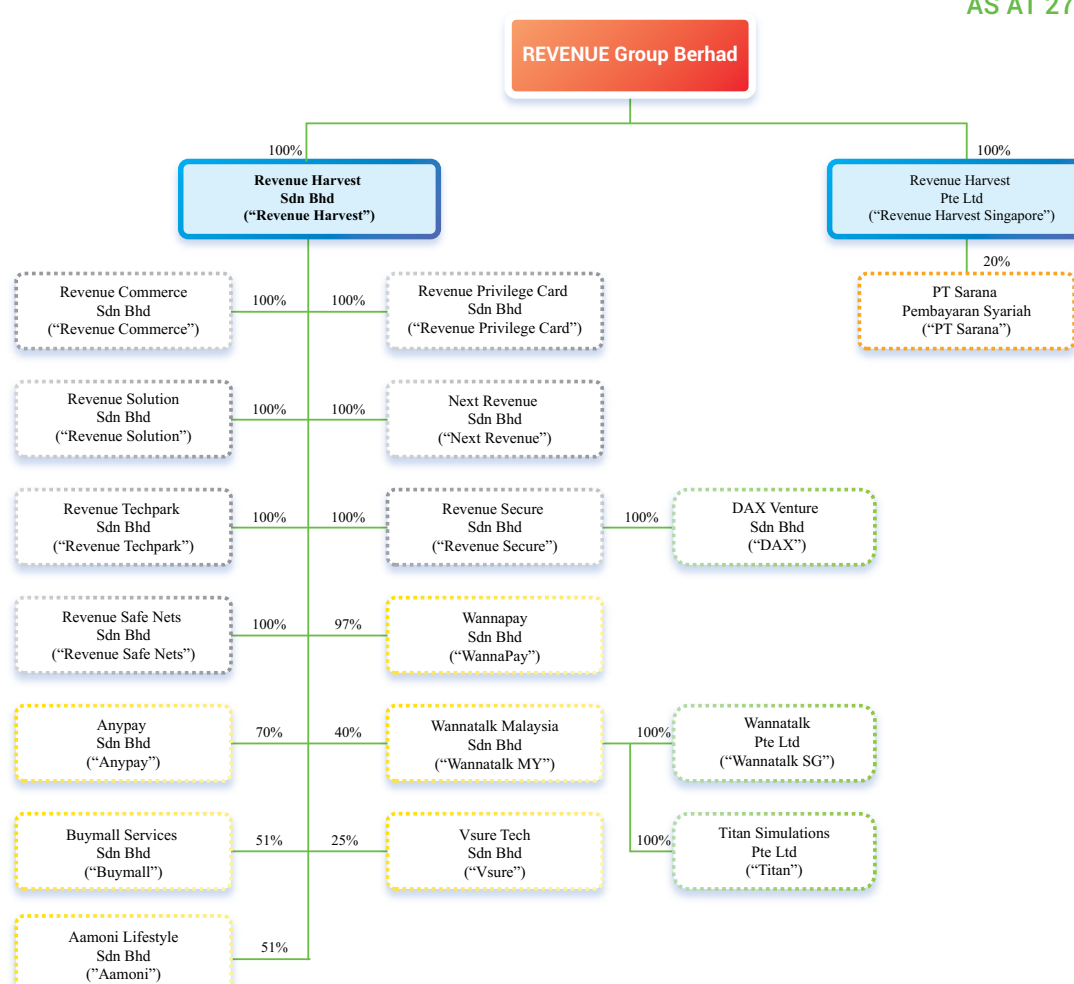
We are always open with our communications and in what we do. Honesty and transparency is very important not only to our customers, but also within our own internal community.

TRUST & INTEGRITY

We are always looking to build a healthy relationship through trust, and we do that by striving to provide the very best that we can.

CORPORATE
STRUCTURE

AS AT 27 OCTOBER 2022



CORPORATE INFORMATION

BOARD OF DIRECTORS

Nor Azzam Bin Abdul Jalil
Independent Non-Executive Chairman

Ooi Guan Hoe
Independent Non-Executive Director

Ng Chee Keong
Independent Non-Executive Director

Loo Jo Anne
Independent Non-Executive Director

Jade Lee Gaik Suan
Independent Non-Executive Director
(Appointed on 3 January 2022)

Datuk Ng Chee Siong
Managing Director and Group Chief Executive Officer

Ng Shih Chiow
Executive Director and Group Chief Operations Officer

Ng Shih Fang
Executive Director and Group Chief Technology Officer

Lai Wei Keat
Executive Director

Alwizah Al-Yafii Binti Ahmad Kamal
Independent Non-Executive Director
(Appointed on 1 June 2022)

AUDIT AND RISK MANAGEMENT COMMITTEE

Ooi Guan Hoe
(Independent Non-Executive Director)

NOMINATION COMMITTEE

Loo Jo Anne
(Independent Non-Executive Director)

REMUNERATION COMMITTEE

Ng Chee Keong
(Independent Non-Executive Director)

CHAIRMAN / CHAIRPERSON

MEMBERS

Loo Jo Anne
(Independent Non-Executive Director)

Ng Chee Keong
(Independent Non-Executive Director)

Jade Lee Gaik Suan
(Independent Non-Executive Director)

Ooi Guan Hoe
(Independent Non-Executive Director)

Ng Chee Keong
(Independent Non-Executive Director)

Jade Lee Gaik Suan
(Independent Non-Executive Director)

Loo Jo Anne
(Independent Non-Executive Director)

Ooi Guan Hoe
(Independent Non-Executive Director)

Jade Lee Gaik Suan
(Independent Non-Executive Director)

REGISTERED OFFICE

Level 5, Block B, Dataran PHB,
Saujana Resort, Section U2,
40150 Shah Alam, Selangor
Tel no.: 03-7890 0638
Fax no.: 03-7890 1032

HEAD OFFICE

Wisma Revenue
No. 12, Jalan Udang Harimau 2,
Kepong Business Park,
51200 Kuala Lumpur
Tel no.: 03-9212 3388
Fax no.: 03-6242 8785

COMPANY SECRETARIES

Tan Tong Lang (MAICSA 7045482)
(SSM PC No. 202208000250)
Heng Chiang Pooh (MAICSA 7009923)
(SSM PC No. 201908001771)
Thien Lee Mee (LS0010621)
(SSM PC No. 201908002254)

AUDITORS

Messrs UHY (AF 1411)
Suite 11.05, Level 11,
The Gardens South Tower,
Mid Valley City, Lingkaran Syed Putra,
59200 Kuala Lumpur
Tel. no.: 03-2279 3088
Fax no.: 03-2279 3099

SHARE REGISTRAR

Aldpro Corporate Services Sdn Bhd
Level 5, Block B, Dataran PHB,
Saujana Resort, Section U2,
40150 Shah Alam, Selangor
Tel no.: 03-7890 0638
Fax no.: 03-7890 1032

STOCK EXCHANGE LISTING

Main Market of
Bursa Malaysia Securities Berhad
Stock name: REVENUE
Stock Code: 0200
Sector: Technology

PRINCIPAL BANKER

CIMB Bank Berhad

CORPORATE WEBSITE

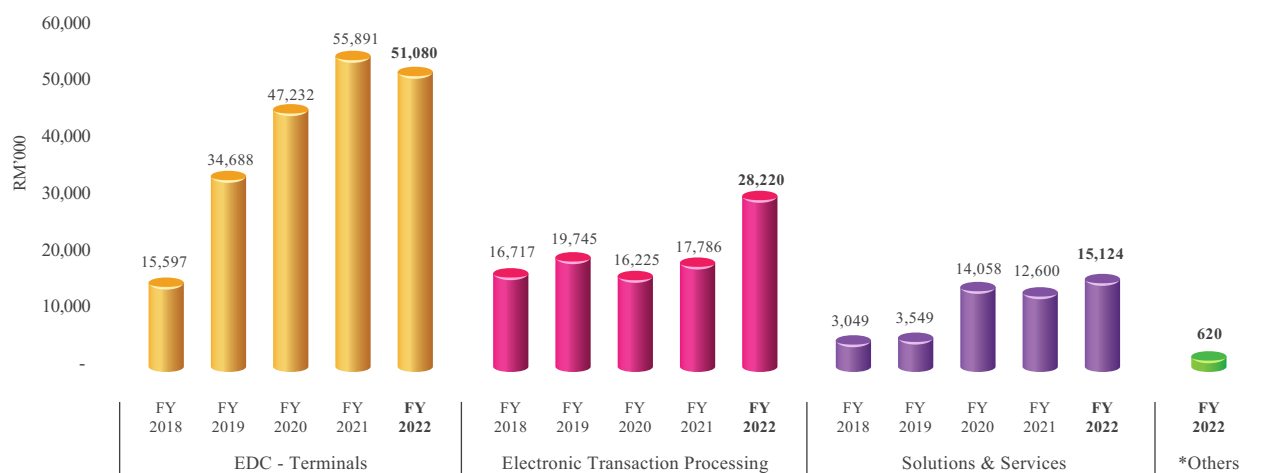
www.revenue.com.my

INVESTOR RELATIONS

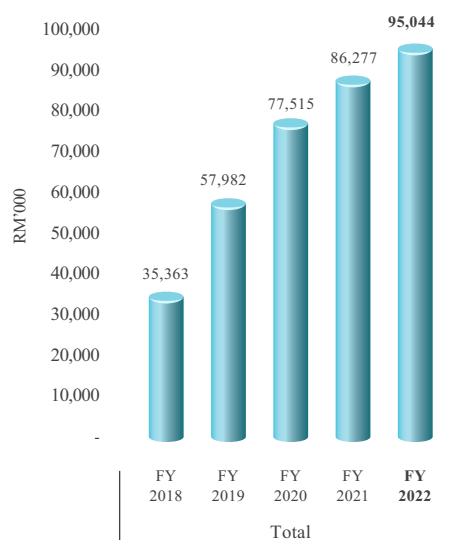
Email: ir@revenue.com.my

FINANCIAL HIGHLIGHTS

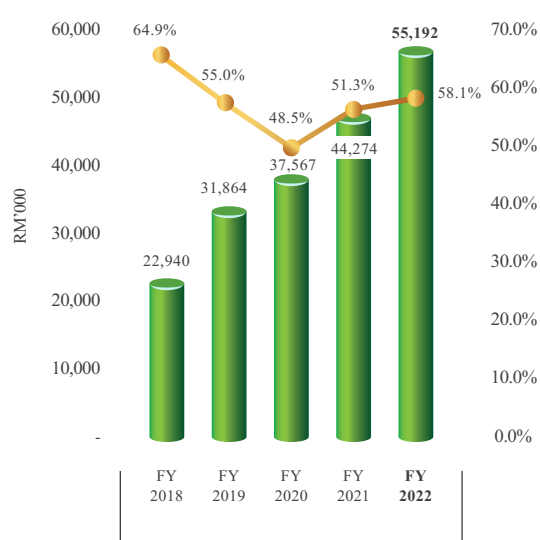
Revenue By Business Segments



Revenue



Gross Profit ("GP") & GP Margin

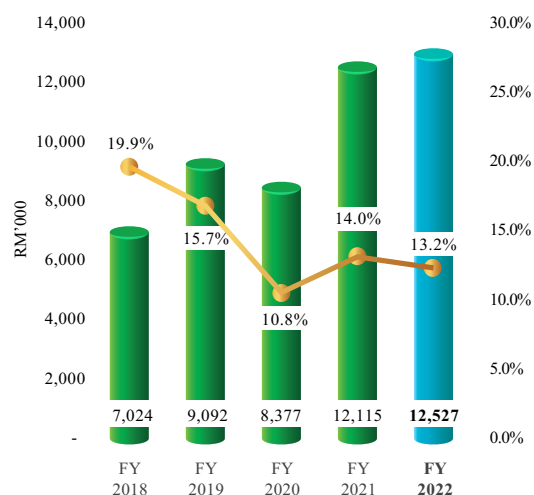


FINANCIAL HIGHLIGHTS

Profit Before Tax ("PBT") & PBT Margin



Profit After Tax ("PAT") & PAT Margin



Note: *Others revenue and gross profit make up of rental income from indoor games, trading of sports equipment as well as catering of food and beverages from the newly acquired land and buildings in FY2022. The revenue from Others in FY2022 amounted to RM0.6 million which is 0.65% total Group's revenue.



DIRECTORS' PROFILE

01

NOR AZZAM BIN ABDUL JALIL

Male | 57 | Malaysian

Independent Non-Executive Chairman



Encik Nor Azzam Bin Abdul Jalil, was appointed to the Board on 1 December 2017 as Independent Non-Executive Chairman. He has more than 30 years of working experience in the commercial banking industry.

He graduated with a Bachelor of Business Administration (Finance) from George Washington University, USA in 1987. Upon his graduation, he was employed as an Executive Trainee by Bank of Commerce (M) Berhad. In 1991, he was promoted as Assistant Vice President responsible for managing the bank's Nostro accounts. In 1993, he moved to the corporate banking department as a Credit Officer and was promoted to Head of Japanese Desk in 1995.

In 1999, after the merger of Bank of Commerce (M) Berhad and Bank Bumiputra Malaysia Berhad to Bumiputra-Commerce Bank Berhad, he was redesignated as Business Center Manager where he was responsible to set-up and manage a business center in Klang Valley. In 2000, he was seconded to Tokyo, Japan branch of Bumiputra-Commerce Bank Berhad as General Manager to manage the day-to-day operations of the branch.

He returned to Malaysia in 2005 to be Chief Executive Officer of Commerce Tjari Bank Berhad and was transferred to CIMB Bank Berhad as Regional Director IV (responsible for the South Selangor and Negeri Sembilan branches) in 2006. He was subsequently promoted to Senior Vice President/Regional Director I (responsible for the Kuala Lumpur branches) in 2010. He remained with the CIMB group and was promoted several times before leaving CIMB Bank Berhad in 2016. His last position with the bank was Acting Head of Consumer Sales and Distribution, responsible for driving retail banking and enterprise banking businesses. He joined Kuwait Finance House (Malaysia) Berhad in the same year as Deputy Chief Executive Officer, where he was responsible for assisting in driving the overall strategic direction of the bank's business.

In 2017, he left Kuwait Finance House (Malaysia) Berhad to join his family business, Voxel Imaging Sdn Bhd, a visual effects and production company for film and television as well as end-to-end production for corporate and commercial clients. He currently manages the financial and investment aspects of the company.

He is also currently the Independent Non-Executive Chairman of Ocean Vantage Holdings Berhad and Infoline Tec Group Berhad and he also serves as an Independent Non-Executive Director of Nestcon Berhad (all mentioned companies are listed on the ACE Market of Bursa Securities). In May 2022 he was appointed to the board on Hikmat Duta Holdings Berhad. He holds directorships in other private limited companies.

He has no family relationship with any Director and/or major shareholder of the Group and has no conflict of interest with the Group. He has not been convicted of any offences in the last five (5) years other than minor traffic offences, and there have not been any public sanctions nor penalties imposed upon him by any relevant regulatory bodies for the financial year ended 30 June 2022.

DIRECTORS' PROFILE

02

DATUK EDDIE NG CHEE SIONG

Male | 49 | Malaysian

Co-Founder, Managing Director and
Group Chief Executive Officer

Datuk Eddie Ng Chee Siong, was appointed to the Board on 1 December 2017 as Managing Director and Group Chief Executive Officer. He has more than 19 years of working experience in the electronic payments industry.

He is the co-founder of our Group and has been jointly spearheading the business growth of our Group since its inception in 2003. He is responsible for the overall strategy and corporate direction of our Group, including sales, marketing initiative and business development.

He obtained his Diploma in Electrical and Electronic Engineering from Institut Teknologi Pertama, Kuala Lumpur in 1994. Upon graduation, he began his career in Telecopier (M) Sdn Bhd as a Sales Executive where he was responsible for sales and marketing of the Company's products. He left Telecopier (M) Sdn Bhd in 1995 to establish a sole proprietorship business, RE Copy Sales and Services in 1995 which was involved in the trading of photocopier machine.

In 1998, He joined Tricommas Sdn Bhd as Sales Manager. He was responsible for the overall strategic sales direction of the Company while leading a team of sales personnel to achieve its sales goal. He left Tricommas Sdn Bhd in 2003 to pursue the entrepreneurship path again.

In September 2003, he co-founded Revenue Harvest together with Mr Brian Ng Shih Chiow and Mr Dino Ng Shih Fang.

He does not hold any directorships in any other public companies and listed issuer.

He has no family relationship with any Director and/or major shareholder of the Group and has no conflict of interest with the Group. He has not been convicted of any offences in the last five (5) years other than minor traffic offences, and there have not been any public sanctions nor penalties imposed upon him by any relevant regulatory bodies for the financial year ended 30 June 2022.

DIRECTORS' PROFILE

03

MR BRIAN NG SHIH CHIEW

Male | 49 | Malaysian

Co-Founder, Executive Director and
Group Chief Operations Officer

Mr Brian Ng Shih Chiow, was appointed to the Board on 1 December 2017 as Executive Director and Group Chief Operations Officer. He has more than 19 years of working experience in the local electronic payments industry.

He is also the co-founder of our Group and has been jointly spearheading the business growth of our Group since incorporation. He is responsible for the day-to-day operations of our Group, including establishing Group policies, setting and monitoring key performance indicators for various departments as well as overseeing administrative and finance functions.

He obtained a Diploma in Mechanical Engineering from Federal Institute of Technology, Kuala Lumpur in 1994 and Bachelor of Mechanical Engineering from Trine University (formerly known as Tri-State University), Indiana, USA in 1997.

In 1998, he started his career in JVC Video Malaysia Sdn Bhd, as an engineer responsible for technical design, modification and improvement of product for video and camcorder mechanism as well as providing technical support to both local and overseas customers.

In 2003, he was promoted to Senior Engineer and was assigned to the R&D segment in optical technology for camcorder. He left the Company in 2003 and co-founded Revenue Harvest together with Datuk Eddie Ng Chee Siong and Mr Dino Ng Shih Fang.

He does not hold any directorships in any other public companies and listed issuer.

He and Dino Ng Shih Fang are brothers. Save as disclosed, he has no family relationship with other Director and/or major shareholder of the Group and has no conflict of interest with the Group. He has not been convicted of any offences in the last five (5) years other than minor traffic offences, and there have not been any public sanctions nor penalties imposed upon him by any relevant regulatory bodies for the financial year ended 30 June 2022.

DIRECTORS' PROFILE

04

MR DINO NG SHIH FANG

Male | 46 | Malaysian

Co-Founder, Executive Director and
Group Chief Technology Officer

Mr Dino Ng Shih Fang, was appointed to the Board on 1 December 2017 as Executive Director and Group Chief Technology Officer. He has more than 19 years of combined working experience in the electronic payments industry in Canada and Malaysia with in-depth knowledge on payment technologies and architecture as well as possessing the expertise in handling payment security related systems such as encryption system and fraud prevention system.

He is also the co-founder of our Group. He is responsible for developing ICT strategies and directions for our Group. He manages our Group's R&D and IT teams, monitors development and advancement of new technologies for potential new products and services, overseeing the selection of R&D projects, designing business solutions and integration of business application as well as deciding It architecture and designs of our products.

He graduated with a Bachelor of Computer Science in 2001 from Acadia University, Canada. Upon graduation, he started his career in Unitam International Inc., Canada (currently known as Unitam Management International Inc.) as a Software Developer undertaking web development and software development. He left the Company in 2003 and returned to Malaysia.

Upon his return, he co-founded Revenue Harvest together with Datuk Eddie Ng Chee Siong and Mr Brian Ng Shih Chiow.

He does not hold any directorships in any other public companies and listed issuer.

He and Brian Ng Shih Chiow are brothers. Save as disclosed, he has no family relationship with other Director and/or major shareholder of the Group and has no conflict of interest with the Group. He has not been convicted of any offences in the last five (5) years other than minor traffic offences, and there have not been any public sanctions nor penalties imposed upon him by any relevant regulatory bodies for the financial year ended 30 June 2022.

DIRECTORS' PROFILE

05

MR LAI WEI KEAT

Male | 50 | Malaysian

Executive Director of Revenue Group Berhad
Managing Director of Revenue Safe Nets



Mr Lai Wei Keat, was appointed to the Board on 3 June 2019 as an Executive Director. He has more than 21 years of experience in the electronic payments industry.

He graduated with a Bachelor of Science, Computer Science from Campbell University, USA in 1997. He subsequently obtained a Master's degree in Management in Information Technology from Universiti Putra Malaysia in 2004.

He started his career in 1997 as a Software Programmer with Omron Business System (M) Sdn Bhd. He was promoted to Project Manager in 2000 where he was responsible for managing the company's point of sale and car parking implementation project. He left Omron Business System (M) Sdn Bhd in 2003 to join Korvac (M) Sdn Bhd as Project Manager where he was responsible for amongst others, managing the EMV migration (from magnetic swipe-based to EMV chip-based) project in Malaysia.

In 2006, he left Korvac (M) Sdn Bhd to join Nera Infocom Sdn Bhd as a Project Manager and was subsequently promoted as Business Unit Manager in 2009. During his stint with the company, he was responsible for leading the business unit and overseeing the daily business activities. He left Nera Infocom Sdn Bhd in 2016.

In 2016, he co-founded Revenue Safe Nets with Revenue Harvest and assumed his current position.

He does not hold any directorships in any other public companies and listed issuer.

He has no family relationship with any Director and/or major shareholder of the Group and has no conflict of interest with the Group. He has not been convicted of any offences in the last five (5) years other than minor traffic offences, and there have not been any public sanctions nor penalties imposed upon him by any relevant regulatory bodies for the financial year ended 30 June 2022.

DIRECTORS' PROFILE

06

MR OOI GUAN HOE

Male | 47 | Malaysian

Independent Non-Executive Director
 Chairman of Audit and Risk Management Committee
 Member of Nomination Committee
 Member of Remuneration Committee



Mr Ooi Guan Hoe, was appointed to the Board on 1 December 2017 as Independent Non-Executive Director. He has more than 20 years of working experience in the investment banking and corporate advisory industries.

He graduated in 1999 with a Bachelor of Accounting (Honours) from Universiti Putra Malaysia. He has been a member of Malaysian Institute of Accountants since 2002. In June 2011, he completed an executive education program co-organised by Harvard Business School and Tsinghua University and obtained a certificate in Private Equity and Venture Capital - China.

In 1999, he began his career with Arthur Andersen (now merged with Ernst & Young) where he was involved in auditing, financial due diligence and reporting accounting work for listing exercises and mergers and acquisitions. In November 2002, he joined the Corporate Finance team of CIMB Investment Bank Berhad and was involved in marketing, originating and implementing corporate proposals such as initial public offerings, mergers and acquisitions, real estate investment trusts, joint ventures, fund-raising exercises, privatization exercises and general financial advisory work. He left CIMB as a Senior Manager in October 2009.

From 2010 to July 2017, he was Director and Management Board member of various listed companies in Malaysia and Germany. He was the Chief Financial Officer of MOG Holdings Limited, which is listed on The Stock Exchange of Hong Kong Limited from January 2019 to March 2022. Currently, he also sits on the board of directors of Techbond Group Berhad, Vertice Berhad, TCS Group Holdings Berhad and Swang Chai Chuan Limited.

He has no family relationship with any Director and/or major shareholder of the Group and has no conflict of interest with the Group. He has not been convicted of any offences in the last five (5) years other than minor traffic offences, and there have not been any public sanctions nor penalties imposed upon him by any relevant regulatory bodies for the financial year ended 30 June 2022.

DIRECTORS' PROFILE

07

MR NG CHEE KEONG

Male | 51 | Malaysian

Independent Non-Executive Director
 Chairman of Remuneration Committee
 Member of Audit and Risk Management Committee
 Member of Nomination Committee



Mr Ng Chee Keong, was appointed to the Board on 1 December 2017 as Independent Non-Executive Director.

He has over 20 years of experience in legal practice involving corporate and general litigations. He graduated with a Bachelor of Laws from Bond University, Australia in 1995.

He was first employed as a chambering student by Messrs Baharuddin & CK Lim in 1995, where he was in charge of perusing, drafting statement of claims, providing legal opinions and researching on points of law. He left Messrs Baharuddin & CK Lim in 1996 and was called to the Malaysian Bar in 1996.

In 1996, he joined Messrs Alan Chua & Co as Legal Assistant where he was responsible for advising on legal matters. He left Messrs Alan Chua & Co in 1997 to join Messrs Stanley Chang & Co as Legal Assistant where he led its civil claim department and assisted in arbitration matter for construction disputes. In 1998, he left Messrs Stanley Chang & Co to start his own law firm, Messrs C.K. Ng & Co which specialises in civil claim, conveyancing and advisory works on corporate laws. In 2001, he merged with Ong & Tan to form Messrs Tan Ng & Ong which specialises in conveyancing of property or bank loans, civil claims for company matter, probate, family matter and execution of judgments. He left Messrs Tan Ng & Ong as a Consultant in June 2020.

He is currently the Deputy Chief Executive Officer of Khee San Berhad and is in charge of the legal compliance, internal controls and corporate governance of the company.

He does not hold any directorships in any other public companies and listed issuer.

He has no family relationship with any Director and/or major shareholder of the Group and has no conflict of interest with the Group. He has not been convicted of any offences in the last five (5) years other than minor traffic offences, and there have not been any public sanctions nor penalties imposed upon him by any relevant regulatory bodies for the financial year ended 30 June 2022.

DIRECTORS' PROFILE

08

MS LOO JO ANNE

Female | 39 | Singaporean

Independent Non-Executive Director
 Chairperson of Nomination Committee
 Member of Audit and Risk Management Committee
 Member of Remuneration Committee



Ms Loo Jo Anne, was appointed to the Board on 1 July 2020 as Independent Non-Executive Director. She has more than 15 years of working experience in the legal services.

She graduated with a Bachelor of Laws from University of the West of England Bristol in 2005. She is also a member of Singapore FinTech Association, Singapore Association of Women Lawyers and Society of Trust Estate Practitioner.

Ms Jo Anne started her career in 2006 as a Legal Executive with Rockwills Trustee Berhad under its Law/Legal Services, Private & Corporate Trusts division where she was responsible for performing all functions and transaction relating to estate administration and trust administration. In 2007, she left Rockwills Trustee Berhad to join Equity Trust (Malaysia) Berhad as a Senior Executive under its Law/Legal Services, Corporate & Private Trusts division and was responsible for reviewing and drafting corporate and private trusts legal documents. In 2010, she left to joined CIMB Investment Bank Berhad until 2012 as a Senior Executive under its Law/Legal Services, Corporate & Private Trusts division and was responsible for handling all estate administration matters, as well as reviewing trust instruments and preparing trust analysis.

In 2013, she moved to Singapore and joined Asiatic Trust Singapore Pte Ltd as Senior Trust & Corporate Officer for a year where she was responsible for reviewing and administering the corporate and private trust for Singapore companies and overseas companies. In 2014, she joined First Names (Singapore) Pte Ltd as Senior Manager/Resident Manager where she was responsible for administering and managing the overall trust administration for Singapore companies and offshore incorporations.

In January 2016, she left First Names (Singapore) Pte Ltd and joined Camelot Trustees Limited as a Resident Manager for a

short stint. She left Camelot Trustees Limited and subsequently joined Marquard Trust (Singapore) Pte Ltd in July 2016 as a Resident Manager and was promoted to Director in where she was responsible for managing the compliance, operation, internal control and administration of the Trust. She left the company in 2017 and joined Amicorp Trustees (Singapore) Limited as a Resident Manager and Director where she was responsible on overseeing the trust operations and administration, as well as provide advisory services on the formation of trust. She left Amicorp Trustees (Singapore) Limited in 2019 and subsequently joined Zico Trust (S) Ltd as Business Development Director and was promoted to Executive Director in January 2021 where she was responsible in overseeing the Trust operations and administration, as well as the business development on trust sales.

In February 2021, she left ZICO Trust (S) Ltd to assist in the set-up of a licensed trust company, Singapore Global Trust Pte Ltd and worked as the Managing Director / Chief Operating Officer of the company, where she is responsible for the overall operational, risk, compliance and finance of the company.

Currently, she is Business Development Director of British and Malayan Trustees Limited. She is responsible in overseeing the trust marketing and events and on sales.

She does not hold any directorships in any other public companies and listed issuer.

She has no family relationship with any Director and/or major shareholder of the Group and has no conflict of interest with the Group. She has not been convicted of any offences in the last five (5) years other than minor traffic offences, and there have not been any public sanctions nor penalties imposed upon her by any relevant regulatory bodies for the financial year ended 30 June 2022.

DIRECTORS' PROFILE

09

MS JADE LEE GAIK SUAN

Female | 65 | Malaysian

Independent Non-Executive Director
 Member of Remuneration Committee
 Member of Nomination Committee
 Member of Audit and Risk Management Committee



Ms Jade Lee Gaik Suan, was appointed to the Board on 3 January 2022 as an Independent Non-Executive Director. She graduated with a Bachelor of Science (Honours) from University of Malaya and about 30 years of working experience in the banking and insurance industry.

Ms. Jade Lee joined American Express (Malaysia) Sdn Bhd under the Consumer Cards Group for 10 years with the last held position as a Director. In charged distribution of direct, telesales, anti-attribution and direct marketing, product development and management.

She then left the American Express (Malaysia) Sdn Bhd and joined Standard Chartered Bank Malaysia Berhad handled end-to-end business management under the Unsecured Lending division for 6 years before leaving the company as General Manager. Subsequently, she joined RHB Bank Berhad under the Credit Cards division for 3 years before leaving the company as General Manager.

She then left the RHB Bank Berhad and joined Prudential Services Asia Sdn Bhd as a Chief Operating Officer for 3 years. Contributed to set up Shared Services Hub, cross border project management and served 3 businesses including Malaysia and Singapore.

Thereafter, she joined CIMB Bank Berhad as the Regional Head for the Wealth Management & Segment for 8 years. Lead for SEA region including Malaysia, Singapore, Indonesia, Thailand and Cambodia. Served Priority Banking, CIMB @ Work, Wealth Management including investments, Bancassurance and Universal Life, Product management including Western Union, SpeedSend and MEPS.

Subsequently moved on to AMMB Holdings Berhad as a Managing Director Retail Bank for 3 years. Managed business strategy and performance management comprised of channel management, product management, retail credit management, customer experience & service quality and employee engagement.

The 6 top banking achievements were:

- Most improved retail bank Malaysia 2019 by The Asian Banker, awarded to Ambank
- Biggest retail debt sales in 2019, completed by Ambank
- Best Overall spend growth 2019 by Mastercard International, awarded to Ambank
- Best SME Partner by Credit Guarantee Corporation Malaysia, awarded to Ambank
- CIMB Priority banking Top 2 within 3 years
- Best Product for RHB EVO Mastercard by The Asian Banker

She retired at the age of 62 from banking industry and In December 2019, she co-founder Artisans Digital Mall Sdn Bhd and acted as Chief Executive Officer, a position that she is currently holding.

She does not hold any directorships in any other public companies and listed issuer.

She has no family relationship with any Director and/or major shareholder of the Group and has no conflict of interest with the Group. She has not been convicted of any offences in the last five (5) years other than minor traffic offences, and there have not been any public sanctions nor penalties imposed upon her by any relevant regulatory bodies for the financial year ended 30 June 2022.

DIRECTORS' PROFILE

10

MADAM ALWIZAH AL-YAFII BINTI AHMAD KAMAL

Female | 48 | Malaysian

Independent Non-Executive Director



Madam Alwizah Al-Yafii Binti Ahmad Kamal, was appointed to the Board on 1 June 2022 as an Independent Non-Executive Director. She has more than 20 years of experience in corporate legal and company secretarial work.

She graduated as a Bachelor of Laws (Honours) from University of Bristol, United Kingdom. She is also graduated with professional qualifications:

- Institute of Chartered Secretaries and Administrators (ICSA) from Kensington School of Business, London, England,
- Licensed Secretary under Companies Commission of Malaysia (CCM),
- Fellowship of the Malaysian Institute of Chartered Secretaries and Administrators (FCIS) and
- Certificate of legal Practice (CLP)

Madam Alwizah was a practising lawyer for 7 years representing a number of international and local financial institutions in restructuring exercises involving public listed companies. She also served as an advisor on compliance with Bursa Malaysia Listing requirement, Securities Commission Act and Guidelines as well as on various debt capital market related matters, one of which was the first Asia whole business securitisation transaction which won the International Financial Law Review Asian Legal Deal of the Year Award.

She then founded of AKAL Advisors PLT and AKAL Corporate Advisors. She currently handles more than 300 private limited companies, public companies, financial institutions as well as foundations. She also an advisor for:

- the all-corporate secretarial matters,
- incorporation of private and public limited companies in Malaysia, foreign branches and foundations

- Compliance with the Companies Act, 2016 including circulars issued by the Companies Commission of Malaysia
- HR related and accounting matters for companies established in Malaysia

Madam Alwizah's extensive experience includes advising clients on pre-incorporation and post incorporation corporate exercises including company restructuring, declaration of dividends, application for Minister's approval, conversion of private companies to public companies, alteration of Constitution, removal of directors, transfer and transmission of shares, allotment of shares in cash or other than cash and deregistration of companies pursuant to Section 550 of the Companies Act 2016.

In 2021, Madam Alwizah has been appointed as Independent Non-Executive Director of Cnergenz Berhad and Infoline Tech Group Berhad. She is also a director of ETC Technology Malaysia Sdn Bhd, a service provider for aviation services. Madam Alwizah appointed as the Board of Trustee on Kuala Lumpur Foundation to Criminalise War (KLFCW). KLFCW has been dissolved by the PM's Department in June 2022.

Madam Alwizah currently sits as the Board of Trustee on NGO – Tun Suffian Foundation Incorporated, a not-for-profit organisation.

She has no family relationship with any Director and/or major shareholder of the Group and has no conflict of interest with the Group. She has not been convicted of any offences in the last five (5) years other than minor traffic offences, and there have not been any public sanctions nor penalties imposed upon her by any relevant regulatory bodies for the financial year ended 30 June 2022.

PROFILES OF KEY SENIOR MANAGEMENT

ADRON LEOW WENG KIAT

49 years of age, Malaysian, Male
Group Chief Financial Officer

Adron Leow joined Revenue Group in March 2022 as CFO and appointed as CFO for Revenue Group Berhad in May 2022 whom is responsible overall Group's Finance and Corporate functions.

Adron Leow holds a professional accounting qualification from Association of Chartered Certified Accountants. He was admitted as a member in the year 1999 and subsequently as a fellow member in the year 2004. He has been a register member of the Malaysian Institute of Accountants since year 2000.

Adron Leow brings more than 27 years of complex finance and business experience to the company. He started his career in audit with Ho Chee Mee & Co and subsequently join the KAB Group Bhd with his last position as Accountant for its subsidiary Mansfield Travel Sdn Bhd in year 2000.

In year 2001 he joined TSB Fabrics Sdn Bhd as Finance Manager and left in year 2003 to join Season Confectionary Sdn Bhd as it's Senior Finance Manager overlooking the financial aspect of the manufacturing plant, bakery & café outlets and Swensen's Ice Cream chain restaurants.

In year 2004, he joined Sunway Group, starting his career with the group in Sunway Lagoon Sdn Bhd. Over the years, he held various positions including Financial Controller, Director of Finance, ultimately the last position was the Director of Business Development in Sunway Lagoon Sdn Bhd before moving on to the Sunway Berhad in year 2011 as the Head of Group Finance for Leisure and Hospitality Division of Sunway Group. He is responsible for overseeing all the financial functions of the division which include two major theme parks in Malaysia and all the hotel chains under Sunway Lagoon Resort Hotels and Allson International Hotel and Resorts brands.

In year 2012, he moved back to Sunway Lagoon as the General Manager overseeing the theme park business development, marketing, sales and finance. Subsequently in year 2013, he was appointed as the Chief Financial Officer of Hitachi Sunway Information Systems Sdn Bhd, a Joint Venture between Hitachi Ltd, Japan and Sunway Group. During his tenure there, he was instrumental in establishing regional offices in Indonesia, Philippines and Vietnam. His role encompasses the company treasury functions and merger and acquisition for the company.

In May 2014, Adron Leow was the appointed as Chief Operating Officer of Galasys PLC an AIM's London Listed Co from May 2014 to June 2017. As Chief Operating Officer, he managed the operations of Galasys PLC in China, Malaysia and the United Kingdom and was responsible for financial reporting, including compliance to U.K.- listing requirements, the development of research and development centers in Malaysia and global business development for the company.

In 2017, Adron Leow founded ALLF Management Group Sdn Bhd as a ticketing solutions provider to the attraction industry. He is still currently serving as the Asia Pacific Treasurer and Board member of the Themed Entertainment Association (TEA), which is based in Burbank, California, USA. He has also served in the International Association of Amusement Parks and Attractions (IAAPA) from year 2016 to 2019.

He does not hold and directorships in any other public companies and listed issuer.

He has no family relationship with any Director and/or major shareholder of the Group and has no conflict of interest with the Group. He has not been convicted of any offences in the last five (5) years other than minor traffic offences, and there have not been any public sanctions nor penalties imposed upon him by any relevant regulatory bodies for the financial year ended 30 June 2022.

PROFILES OF KEY SENIOR MANAGEMENT

LOO TAK KHEONG

46 years of age, Malaysian, Male
Chief Executive Officer of Revenue Harvest

Loo Tak Kheong joined our Group in December 2017 and he is responsible for overseeing the overall management and daily operations of Revenue Harvest.

He has more than 20 years of working experiences in the banking industry in Malaysia. He completed his South Australian Matriculation at Distd College in Penang in 1995. In 1996, he enrolled for the Bachelor of Commerce course in Metropolitan College until 1997.

In 1998, he quit his course to become a Marketing Executive for Citibank Berhad (Penang branch) and was responsible for managing and serving retail banking customers as well as developing a customer base through networking and marketing activities. In January 2000, he was promoted to Assistant Sales Manager and subsequently promoted to Sales Manager with the Direct Sales Division (Northern Region) in April 2000. In 2003, he was then transferred to Head Office to assist in leading the Telemarketing Division, where he was responsible for planning and managing customer acquisitions.

He left Citibank Berhad in 2005 to establish E-Ideas Resources, a sole proprietorship business which supplies gifts and premiums to the banks. In 2008, he converted E Ideas Resources to E-Ideas Sdn Bhd where he served as Director until 2010. In 2012, he was reappointed as a Director of E-Ideas Sdn Bhd and subsequently resigned in 2014. In 2006, he set up Lighthouse Alliances Sdn Bhd, an outsource company to promote and distribute credit card products for OCBC Bank (M) Berhad where he was a Director until 2007.

He briefly joined UOB Bank Berhad from July 2010 to December 2010 as Assistant Vice President, responsible for providing direct marketing and sales support to sales distribution channels as well as creating new business opportunity. He moved to join OCBC Bank (M) Berhad in 2011 as Head of Card Sales, Telemarketing and Indirect Channels where he was mainly responsible for leading and managing teams of direct sales, telemarketing, portfolio sales and indirect channels to achieve the division's operational plans. In 2014, he was redesignated as the Head of Merchant Relations Unit to lead the merchant sales team in merchant acquiring. In April 2017, he was given a dual role as Head of Merchant Relations Unit and Head of Card Sales, Telemarketing and Indirect Channels.

He left OCBC Bank (M) Berhad in December 2017 and assumed his current position. He does not hold and directorships in any other public companies and listed issuer.

He has no family relationship with any Director and/or major shareholder of the Group and has no conflict of interest with the Group. He has not been convicted of any offences in the last five (5) years other than minor traffic offences, and there have not been any public sanctions nor penalties imposed upon him by any relevant regulatory bodies for the financial year ended 30 June 2022.

PROFILES OF KEY SENIOR MANAGEMENT

CHEAH CHEE CHOON

49 years of age, Malaysian, Male

Chief Operations Officer of Revenue Harvest

Cheah Chee Choon joined our Group in 2010 and he is responsible for the day-to-day operations of our Group.

He has more than 21 years of working experience in the electronic payments industry. He obtained a Diploma in Marketing from Systematic Business Training Centre in 1994.

In 1991, he started his career in Malayan Banking Berhad as a Teller responsible for handling counter transactions. He left the bank in 1993 to join Hong Leong Leasing Sdn Bhd as a Senior Factoring Clerk responsible to maintain customers' accounts and liaising with debtors.

In 1996, he left Hong Leong Leasing Sdn Bhd to join MBF Card Services Sdn Bhd as a Sales Executive where he was responsible for identifying and acquiring new merchants, servicing of existing merchants, providing fraud and card acceptance training as well as conducting sales planning. In 2000, he left MBF Card Services Sdn Bhd and subsequently joined RHB Bank Berhad as Senior Merchant Sales Executive until 2003 where he was responsible for identifying, planning and executing strategic initiatives for merchants acquiring, servicing existing merchants, conducting fraud and card acceptance training and implementing Easy Payment Plan. In 2003, he joined AmBank as Senior Executive responsible for supervising the merchant sales team and providing training. He was promoted in 2008 as Assistant Manager and subsequently left AmBank in 2010.

In 2010, he joined Revenue Harvest as Vice President of Business Development, before assuming his current role in December 2017.

He does not hold any directorships in any other public companies and listed issuer.

He has no family relationship with any Director and/or major shareholder of the Group and has no conflict of interest with the Group. He has not been convicted of any offences in the last five (5) years other than minor traffic offences, and there have not been any public sanctions nor penalties imposed upon him by any relevant regulatory bodies for the financial year ended 30 June 2022.

PROFILES OF KEY SENIOR MANAGEMENT

JASON TEOH KHENG SWEE

47 years of age, Malaysian, Male
Chief Compliance Officer

Jason Teoh Kheng Swee, a Malaysian, aged 47, is our Chief Compliance Officer since September 2021. He is managing business compliance, risk and control, business efficiency and sales surveillance purposes for the group.

He holds a Master's in Business Administration from Frederick Taylor International University (US), an Advanced Diploma in Marketing Management from University of Lincolnshire & Humberside (UK), and a Diploma in Business Administration from University of Wales (UK) with over 23 years of experience bridging across from retail merchandising, broadcast-media, and finance and banking.

Hence, he began his career in the retail industry as a Management Trainee and eventually a Retail Buyer with Aktif Lifestyle Stores Berhad whereby he subsequently joined Metrojaya Berhad within the similar merchandising task function.

Thus, he eventually left the retail industry and went into broadcast-media where he joined Astro All Asia Network Berhad's Finance Division as an Executive, assigned to the Procurement Services Department.

Consequently, he then continued his career with a private firm as its Finance Manager, which later led to him joining the banking industry as Assistant Vice President with the Consumer Financial Services Division of OCBC Bank (M) Berhad. Through his 13 years with the bank, Jason served in various capacities within the Consumer Division assigned to the Finance & Planning Department and Compliance & Control Department.

Prior to joining the Group, his last position held with the bank was as Vice President & Head of Business Compliance & Functional Support for the Unsecured Lending Business, Consumer Division, where he was responsible for the implementation of the overall compliance strategy and framework including policies, processes, programmes, tools, and controls. He was also appointed as Acting Head for the Merchant Acquiring Business, whereby he continued to serve in a dual-hat capacity for business continuity until relinquishing the position.

Presently, Jason oversees the Group Compliance management, where he is responsible for the identification, assessment, monitoring, and reporting of compliance risk across the Group to the Board of Directors and Audit and Risk Management Committee.

He does not hold any directorships in any other public companies and listed issuer.

He has no family relationship with any Director and/or major shareholder of the Group and has no conflict of interest with the Group. He has not been convicted of any offences in the last five (5) years other than minor traffic offences, and there have not been any public sanctions nor penalties imposed upon him by any relevant regulatory bodies for the financial year ended 30 June 2022.

CHAIRMAN'S STATEMENT



Dear Esteemed Shareholders,

On behalf of the Board of Directors of Revenue Group Berhad (“REVENUE” or the “Group”), it is my pleasure to present to you the Annual Report of REVENUE for the financial year ended 30 June 2022 (“FY2022”).

ECONOMIC LANDSCAPE

In FY2022, the Coronavirus Disease 2019 (“Covid-19”) pandemic continued to affect countries and communities globally. The emergence of new variants such as Delta and Omicron led to a huge jump in Covid-19 cases, which kept market uncertainties elevated. This was compounded by the lingering supply chain constraints, labour market challenges, geopolitical tensions as well as raging inflations.

On a brighter note, the high Covid-19 infections were subsequently brought down through successful vaccination exercises worldwide, leading to gradual recovery in global economy. With this, global growth still came in at 5.7% in 2021, according to the World Bank. Back home, it was also a bumpy ride for Malaysia as the implementation of the full movement control order (“FMCO”) in the second half of 2021 to address the acute spike in Covid-19 cases had impacted local economy. Following that, the Government implemented the National Recovery Plan (“NRP”) as an exit strategy from the crisis. This, along with a very successful National Covid-19 Immunisation Programme and our country’s gradual transition into endemicity, has put Malaysia back on the recovery path. Our first quarter 2022 gross domestic product (“GDP”) grew by 5.0% followed by 8.9% expansion in the second quarter driven by improved domestic demand and labour conditions, in addition to continued resilience to external demands.

THRIVING THROUGH ADVERSITY

FY2022 has been a demanding yet exciting year for us at REVENUE. We navigated through the challenging landscape and prevailed by tapping into our vast experience, established track record, and robust balance sheet as one of the leading e-payment solutions provider. Full credits go to the dedication and hard work of our team, which enabled us to emerge stronger in the aftermath, growing from strength to strength.

This is evident in the fact that despite the exigent environment, the Group thrived and delivered another set of record-breaking top- and bottom-line performance for FY2022. Revenue for the financial year under review increased by 10.2% year-on-year (“YoY”) to RM95.0 million from RM86.3 million a year ago. The improvement was mainly driven by the electronic transaction processing (“ETP”) segment stemming from higher transaction processing value following wider adoption of e-commerce transactions. Sequentially, the Group’s FY2022 profit after tax after non-controlling interests (“PATNCI”) increased by 10.6% YoY to RM12.4 million as compared to RM11.2 million achieved in FY2021.

RECORD-BREAKING TOP & BOTTOM-LINE PERFORMANCE



FY2022 Revenue:

RM95.0
million
+10.2% YoY



FY2022 PATNCI:

RM12.4
million
+10.6% YoY

CHAIRMAN'S STATEMENT

On the other hand, REVENUE remained laser-focused on the execution of our growth strategies. The Group has been expanding our electronic payment network to further establish our market presence. At the same time, we continued to place strong emphasis and invest in our research and development ("R&D") and information technology ("IT") initiatives. This is crucial for us as it allows us to remain at the forefront of our industry and strengthen our competitive advantages.

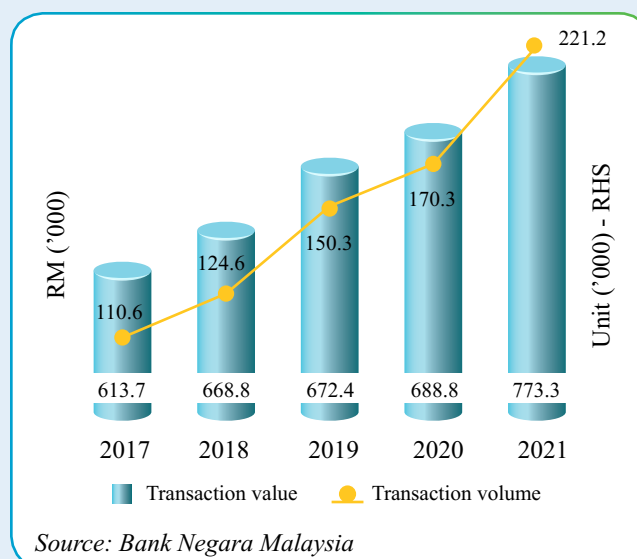
Beyond our business-to-business model, we are also pleased to share that we have made good headway on our plan to enhance our business-to-business-to-consumer ("B2B2C") ecosystem. This included undertaking mergers and acquisitions ("M&A") to expand our offerings and services in the B2B2C segment. The new services are then integrated into our platform and thus, enriching our value propositions to end-users.

In the financial year under review, our Group also reached a new milestone following the successful transfer of the listing of and quotation for the entire share capital of REVENUE from the ACE Market to the Main Market of Bursa Malaysia Securities Berhad ("Bursa Securities"). Once again, this is thanks to the phenomenal work by our team, who made this possible. This is a key accomplishment for us as the Main Market listing enhances the Group's stature and reputation, as well as accords us with greater recognition and acceptance by investors, particularly institutional shareholders. We now have greater access to the broader capital market to fund our future growth plans if necessary, while not forgetting the boost to confidence amongst our stakeholders.

LOOKING AHEAD

Moving forward, while the heightened global market uncertainties are expected to persist with the International Monetary Fund ("IMF") lowering its 2022 world GDP growth estimate from 3.6% to 3.2%, before moderating further to 2.9% in 2023. Domestically, Bank Negara Malaysia ("BNM") has maintained its 2022 GDP growth forecast at between 5.3% to 6.3% at this juncture. For 2023, the Asian Development Bank is projecting a slower GDP growth of 5.1%.

Notwithstanding the broadly muted atmosphere, we are keeping a more upbeat view on our prospects. The e-payment industry remains on healthy uptrend and we certainly will continue riding on it. According to market research and intelligence firm, Research & Markets, the global e-payment market has been growing steadily over the years, reaching USD6.75 trillion in 2021. This is forecasted to grow further to USD12.55 billion in 2027, representing a 6 year-compound annual growth rate ("CAGR") of 10.9%.



This is also a consistent trend back home where the e-payment transactions per capita has been rising. According to BNM, both the e-payment transaction value and volume achieved double-digit YoY growth of 12.3% and 29.9% in 2021 respectively, driven by the accelerated e-payment adoption following the pandemic.

Separately, our domestic total income for e-commerce transactions in 2021 surpassed the RM1.00 trillion mark for the first time in 2021, hitting a new high of RM1.09 trillion based on data from the Department of Statistics Malaysia ("DOSM"). The Malaysia Digital Economy Corporation ("MDEC") predicts the total e-commerce income to reach RM1.65 trillion by 2025. This certainly bodes well for REVENUE as we stand to benefit from the rising adoption of e-payment in the coming years while at the same time providing great opportunity to develop our B2B2C payment ecosystem.

On that note, our key focus remains on expanding our e-payment network by focusing on growing ETP and digital payment services. Concurrently, we will continually enhance and upgrade, RevPAY, our proprietary platform that facilitates the acceptance of payment transaction across multiple payment channels, to ensure high scalability.

rev PAY
made easy for everyone

CHAIRMAN'S STATEMENT



We will continue to grow our business-to-business (“B2B”) segment, which is established and mature, to expand and capture more market share. As for our B2B2C segment, it presents great potential and opportunities ahead but it is still at an infancy stage currently, which REVENUE will nurture for future growth.

All in all, we remain very excited by the promising prospects of the Group underpinned by the aforementioned factors. While we are also mindful of the ongoing challenges and market uncertainties, we are confident to navigate through by continuing to undertake a prudent and cautious approach.

APPRECIATION

On behalf of the Board, I would like to extend my heartfelt gratitude to our management and team for the dedication and contribution to the Group especially during such challenging times.

My sincere gratitude also goes to all our stakeholders, including but not limited to our valued shareholders, customers, business partners, bankers, suppliers for their unwavering support and confidence in us.

In addition, we are delighted to have Ms Jade Lee Gaik Suan and Madam Alwizah Al-Yafii Binti Ahmad Kamal onboard as our Independent Non-Executive Directors effective 3 January 2022 and 1 June 2022 respectively. They both bring with them a wealth of experience and industry knowledge, spurring further diversity in the Group. Meanwhile, I would like to take the opportunity to thank Mr. Ng Kuan Horng, who has relinquished his role as Chief Financial Officer (“CFO”), for his commitment and immense effort all these years. With this, I am pleased to welcome Mr. Adron Leow Weng Kiat as our new CFO. He brings with him more than 27 years of complex finance and business experience, which we are confident will drive REVENUE further forward.

Last but not least, I would like to thank my fellow Board members for their dedication, invaluable counsel and advice. I believe that the stewardship of our Board will certainly steer REVENUE to the next level.

Nor Azzam Bin Abdul Jalil
Independent Non-Executive Chairman

MANAGEMENT DISCUSSION & ANALYSIS STATEMENT

OVERVIEW

For the financial year ended 30 June 2022 (“FY2022”), REVENUE delivered a record-breaking set of results – both in terms of turnover and profitability. On top of that, we also achieved several key milestones that included the transfer of our listing to the Main Market of Bursa Malaysia Securities Berhad (“Bursa Securities”), the completion of several acquisition exercises and the soft launching of our WannaPay e-wallet.

BUSINESS & OPERATIONAL REVIEW

REVENUE is one of the leading cashless payment solution providers in Malaysia. We are predominantly in the Business-to-Business (“B2B”) space. Our solutions are categorised into three key segments – deployment of Electronic Data Capture (“EDC”) terminals; Electronic Transaction Processing (“ETP”); as well as provision of solutions & services (“S&S”) related to payment infrastructure.

Further information of our core business segments are as follows:

Segments	Principal activities	Revenue derived from:
EDC terminals	Distribution, deployment and maintenance of EDC terminals.	i. Monthly income from renting EDC terminals to customers; ii. Monthly income from maintenance of EDC terminals; and iii. Income from the sale of EDC terminals and component parts.
ETP	Provision of ETP for credit cards, debit cards and electronic money payment scheme, where we act as Acquirer, Master Merchant (“MM”) or Third-Party Payment Processor (“TPP”).	i. Net Merchant Discount Rate (“MDR”) earned from ETP transactions via EDC terminals; ii. Pre-determined commission earned from ETP transactions via e-commerce / mobile channel; and iii. A share of Net MDR earned as a TPP / MM.
Solutions & Services (S&S)	1. Provision of solutions and services in relation to payment gateway, payment network security and payment infrastructure. 2. Provision of digital payment solutions and services such as mobile top-ups, phone bill payments, game credits, entertainment, and ticketing services. 3. Provision of procurement services for consumer goods from overseas e-commerce websites, as well as cross-border logistics and last mile delivery in Malaysia.	i. Sales, development and licensing of software, payment network security solutions, as well as its related hardware including its maintenance services. ii. Commission earned on: a) Successful digital payment for mobile top-ups, phone bill and utilities bill payment, game credits, entertainment and ticketing services; and b) Successful transactions on services rendered with regards to procurement and/or logistics services provided to consumers.
Others	Provision of facilities for indoor games and trading of sports equipment and catering of food and beverages services.	Rental income from indoor games, trading of sports equipment as well as catering of food and beverages.

MANAGEMENT DISCUSSION & ANALYSIS STATEMENT

BUSINESS & OPERATIONAL REVIEW (CONT'D)

These are some of our EDC terminals:



A920 Android SmartPOS

Ideal for: F&B, fashion & retail, transportation, and delivery



PAX A50

Ideal for: F&B, fashion & retail, transportation, and delivery

Our EDC and ETP solutions are powered by our own proprietary platform, revPay, which provides front-end to back-end connectivity that facilitates the acceptance of payment transactions across various payment channels from physical EDC terminals to virtual payments via e-commerce and mobile commerce channels, as well as Quick Response ("QR") payment.



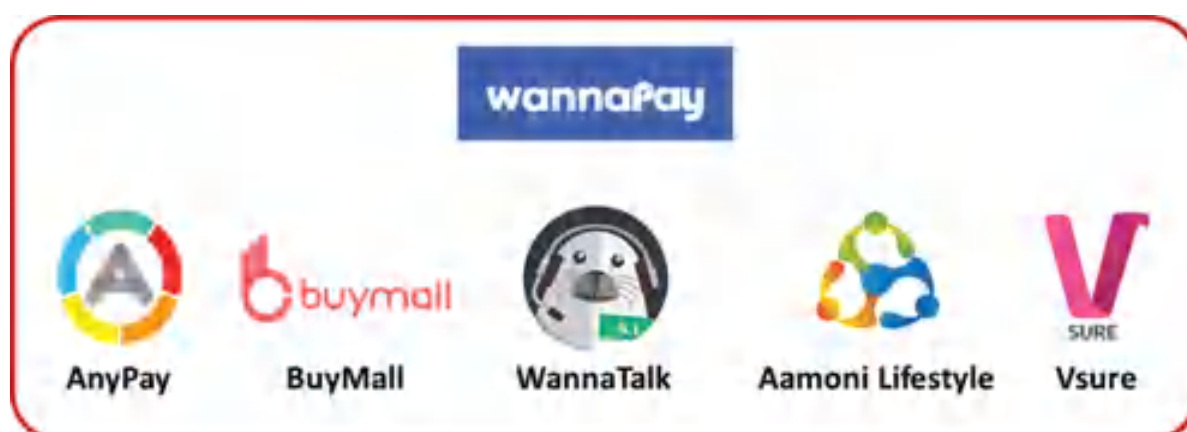
REVENUE has more than 100,000 terminals deployed in the country, processing in excess of 84,000 transactions daily with gross value exceeding RM7 million per day.

CORPORATE DEVELOPMENTS

On 28 January 2022, we completed the acquisition of a 51.0%-stake in Buymall Services Sdn. Bhd. ("Buymall") for RM3.3 million. To recap, Buymall operates an online marketplace via www.buymall.com.my and provides procurement services of consumer goods from overseas e-commerce websites as well as handling the cross-border logistics and last mile delivery to the Malaysian public. The acquisition is part of our strategy to strengthen our foray into the Business-to-Consumer ("B2C") space.

On 14 February 2022, REVENUE attained a significant milestone in our corporate history with the successful transfer of our listing onto the Main Market of Bursa Securities, having first got listed on the ACE Market in July 2018.

On the same auspicious day, we soft launched our very own Wannapay e-wallet. Wannapay app differentiates itself from other existing e-wallets in the market by targeting to be a financial app with comprehensive solutions. It is an integrated platform that combines various features we own including those of Anypay, BuyMall, WannaTalk, Aamoni Lifestyle and Vsure into a single app.



MANAGEMENT DISCUSSION & ANALYSIS STATEMENT

CORPORATE DEVELOPMENTS (CONT'D)

Anypay specialises in e-commerce, software and mobile application development on digital payment such as mobile top up, phone bill payment, utilities, game credits, entertainment and ticketing services. Meanwhile, WannaTalk focuses on the development of Artificial Intelligence (“AI”)-powered chatbot and messaging platform, which enables the Group to provide 24 hours daily customer engagement services. As for Aamoni Lifestyle, it is essentially a ticketing solutions provider to the attraction/theme park industry.

In March 2022, we have also completed the acquisition of 4 leasehold lands with buildings in Mukim Batu Kuala Lumpur for a total consideration of RM44.0 million. This allows us to expand, consolidate and house our administrative, operations and technical team under one roof to enhance operational efficiency. Moreover, it also provides us ample space for us to expand our operations in the future.

In June 2022, the acquisition of 49% equity interest in Revenue Secure Sdn Bhd (“Revenue Secure”) for RM31.9 million has been completed. To recap, Revenue Secure is principally involved in research, development, deployment of secured card issuing technology, provision of consultancy services on card programming and computer technology with encryption and high-end security features for all kinds of application. This is a strategic move for us as it enables REVENUE to streamline our group structure with full control of the technology and operation.

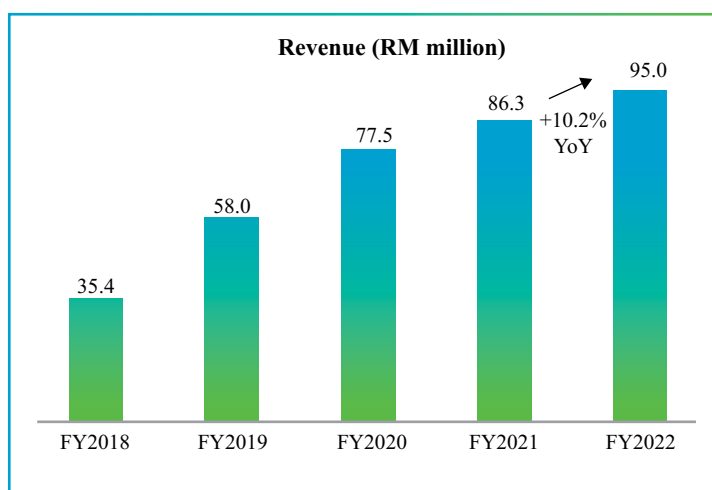
FINANCIAL REVIEW

Revenue

For the financial year under review, the Group posted its highest-ever revenue of RM95.0 million, surpassing FY2021’s record of RM86.3 million, representing an increase of 10.2% year-on-year (“YoY”). The commendable improvement was mainly driven by the growth in our ETP segment stemming from higher transaction processing value following wider adoption of e-commerce transactions.

Revenue from the ETP segment surged 58.7% YoY to RM28.2 million in FY2022 versus RM17.8 million achieved in the previous financial year. In addition, sales from the S&S segment in the financial year under review grew 20.0% YoY to RM15.1 million from RM12.6 million in the preceding financial year as well, which further augmented the Group’s top-line growth. On the other hand, FY2022 revenue from the EDC terminals segment stood at RM51.1 million as compared to RM55.9 million a year ago. Lastly, sales from others segment, which were contributed from the provision of facilities of indoor games, trading of sports equipment and catering of food and beverages services, amounted to RM0.6 million for FY2022.

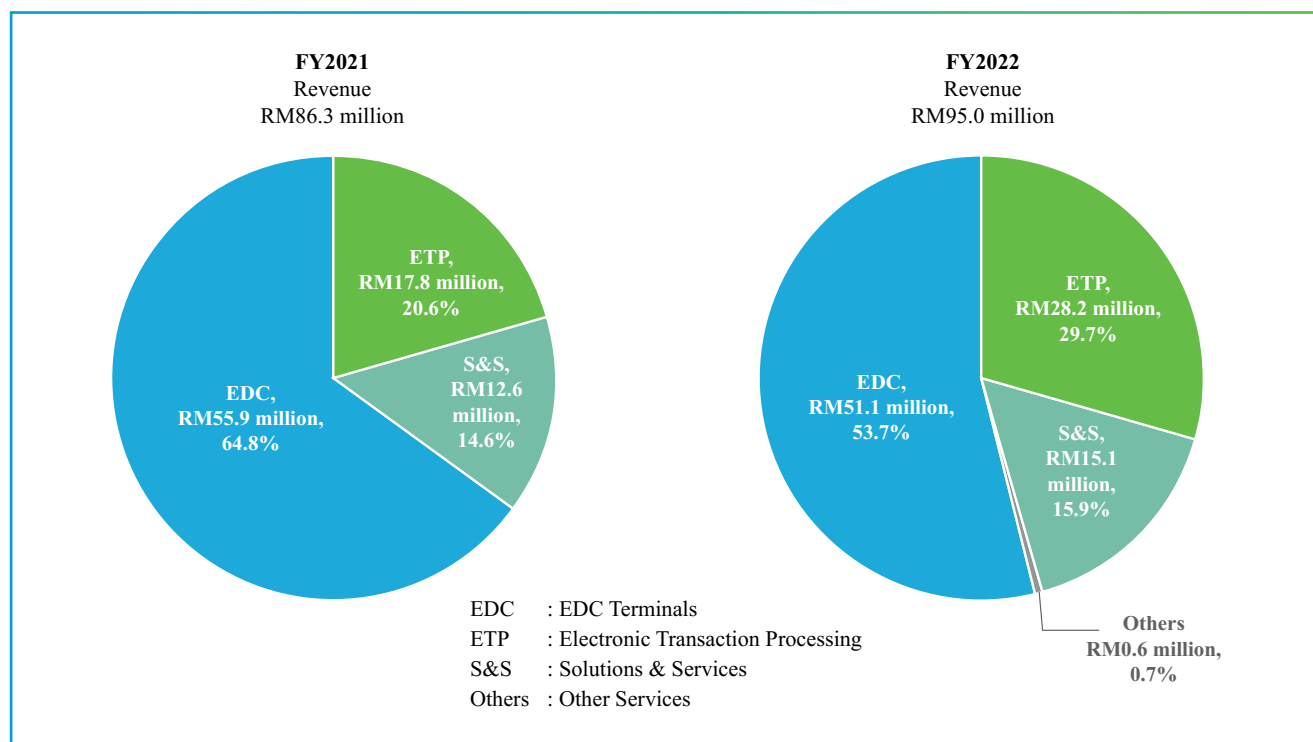
In terms of revenue contribution by segment, the EDC terminals business remained the Group’s anchor contributor, accounting for 53.7% of FY2022 total revenue. Meanwhile, the ETP, S&S and Others segments contributed 29.7%, 15.9% and 0.7% respectively in the financial year under review.



MANAGEMENT DISCUSSION & ANALYSIS STATEMENT

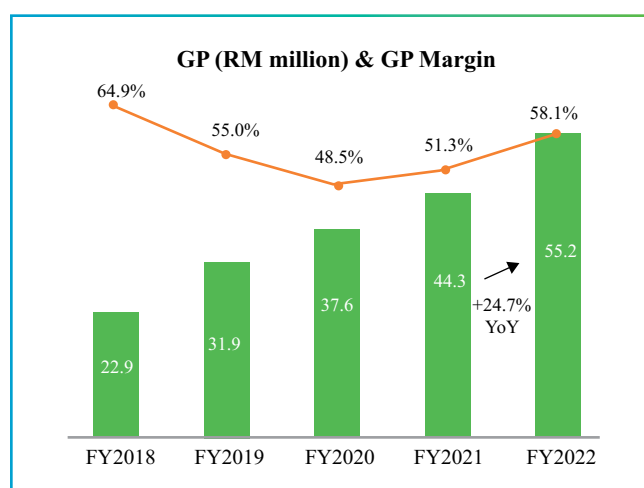
FINANCIAL REVIEW (CONT'D)

Revenue Breakdown by Business Segments



Gross Profit ("GP") & GP Margin

In tandem with the top-line performance, our GP rose 24.7% YoY to RM55.2 million in FY2022 from RM44.3 million a year ago. This translated into a healthy GP margin of 58.1%, an increase from 51.3% in FY2021. The improvement was credited to stronger contribution from our ETP segment, which carries higher profit margin.



Other Income

Other income stood at RM3.1 million in the financial year under review versus RM1.7 million in the previous financial year. The increase was chiefly due to fair value gain from investment properties.

MANAGEMENT DISCUSSION & ANALYSIS STATEMENT

FINANCIAL REVIEW (CONT'D)

Administrative Expenses & Share of Results of Associates, Net of Tax

FY2022 administrative expenses increased to RM36.3 million from RM30.3 million incurred a year ago. This was predominantly due to higher staff costs arising from the expansion of our talent pool to fuel our growth strategies (RM2.9 million), IT infrastructure cost stemming from Sim Card & Cloud Services (RM0.8 million), professional fees (RM0.5 million), depreciation and amortisation charges (RM1.2 million), unrealised foreign exchange loss (RM0.8 million) as well as increase in share of associates' losses (RM1.0 million).

It is noteworthy to mention that our full year staff costs was maintained at around 24.9% against total revenue for FY2022. More importantly, the administrative expenses over total revenue only rose 3.1% on a YoY basis, demonstrating our prudent and effective cost control measures to keep operating expenses under control.

Meanwhile, the share of associates' losses was in relation to our investment in Vsure Tech Sdn Bhd ("Vsure"), Malaysia's 1st insurtech company approved by Bank Negara Malaysia ("BNM") to offer on-demand general and life insurance protection plans. Currently, Vsure is still at its incubation stage. This is an investment into the future given the vast potential of insurtech.

Profit Before Tax ("PBT") & PBT Margin

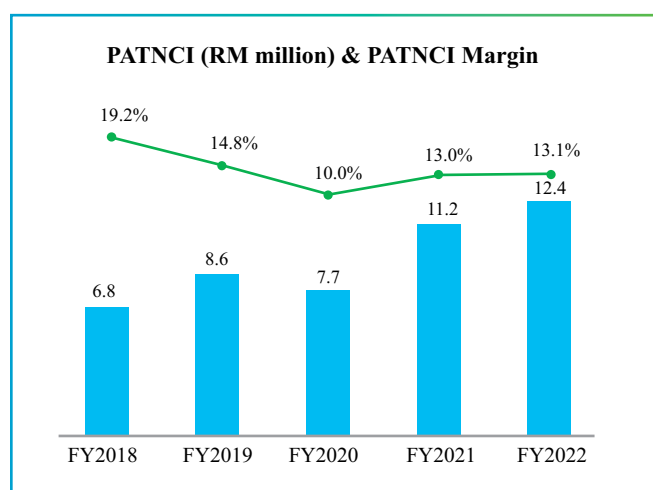
The Group's FY2022 PBT increased by 28.2% YoY to RM19.8 million as compared to RM15.5 million last year. The double-digit increase was primarily due to the aforementioned factors. In line with the GP margin improvement, PBT margin for the financial year under review too, expanded 3.0% percentage points to 20.9% from 17.9% in FY2021.

Taxation

The effective tax rate for FY2022 stood at 36.8%, which was higher than the statutory tax rate, following the expiry of the pioneer status for one of our subsidiary.

Profit After Tax After Non-Controlling Interests ("PATNCI") & PATNCI Margin

The all-time high turnover also flowed through to our bottom-line, where we posted the best-ever PATNCI in our corporate history. For the financial year under review, the Group's PATNCI soared 10.6% YoY to RM12.4 million from the previous record of RM11.2 million in FY2021. The smaller-than-proportionate YoY improvement in PATNCI as compared to PBT was a result of the higher taxation in FY2022.



Return on Equity ("ROE")

In tandem with the solid set of financial performance delivered, REVENUE has reversed the downtrend in ROE, with the metric rising to 7.9% from 7.6% a year ago.

MANAGEMENT DISCUSSION & ANALYSIS STATEMENT

FINANCIAL REVIEW (CONT'D)

Capital Structure & Capital Resources

As at end FY2022, our total assets stood at RM259.2 million, which was higher than RM189.2 million a year ago. The surge was attributed to increase in property, plant and equipment following our acquisitions of land to house all our subsidiaries and operations under one roof for enhanced operational efficiency; higher intangible assets; as well as rise in investment in associates and properties. Meanwhile, REVENUE Group's total cash and bank balances, including fixed deposits, as at 30 June 2022 amounted to RM82.8 million.

Shareholders' equity of the Group also maintained its uptrend from previous years. At the close of the financial year under review, shareholders' equity grew 5.5% YoY or RM8.3 million to RM157.0 million on the back of higher share capital, other reserves and retained earnings.

On the other hand, total liabilities increased to RM99.9 million at end FY2022 as compared to RM37.9 million in the previous financial year due to increase in bank borrowings owing to drawdown of loans for asset purchase and hike in other payables. Total borrowings at the close of the financial year stood at RM45.5 million.

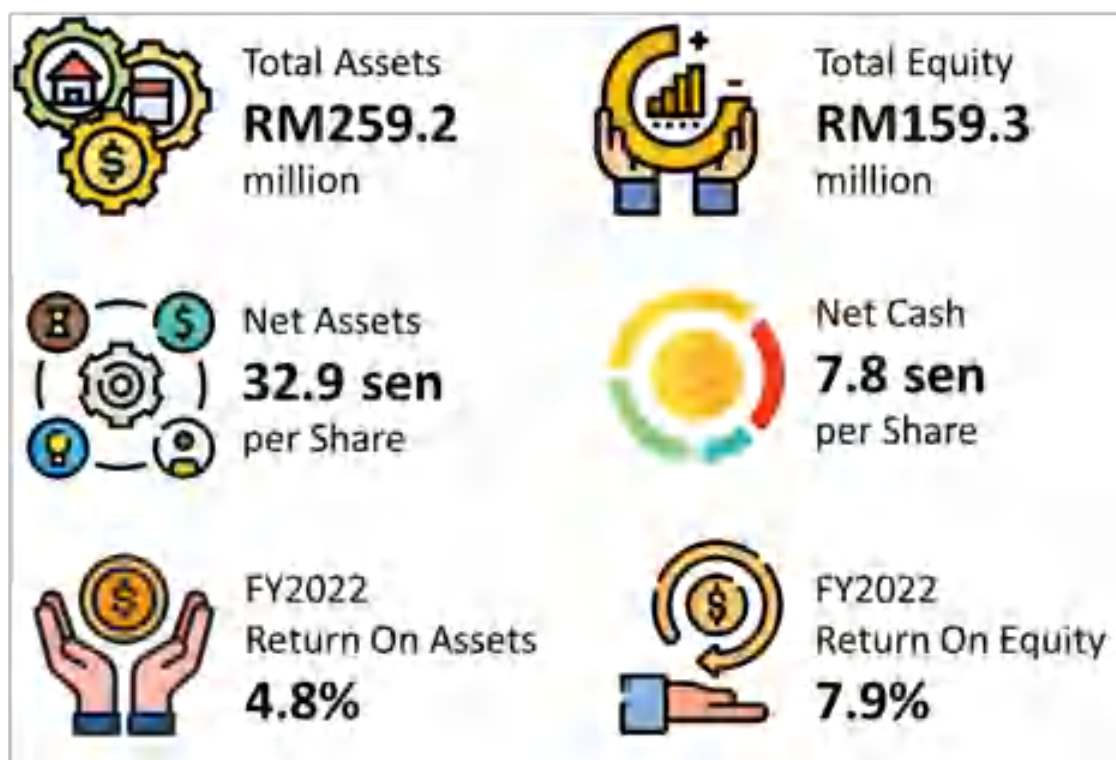
Net Cash Per Share

We continue to be in a net cash position with net cash per share of 7.8 sen per share at the end of the financial year under review.

Net Operating Cash Flow ("NOCF")

The Group generated a positive NOCF of RM20.4 million in FY2022. We have consistently generated positive NOCF every year since our listing in 2018.

Statements of Financial Position Highlights as at 30 June 2022



MANAGEMENT DISCUSSION & ANALYSIS STATEMENT

ANTICIPATED OR KNOWN RISKS

Operational Risks

Our business is dependent on our ability to record, process and monitor a large number of electronic transactions securely. Our operating systems, including those provided by third parties such as data centers, are subject to disruptions arising from events that are beyond our control, for instance, electrical system breakdown, natural disasters or other unanticipated damage to property or physical assets. The Group's dedicated IT team led by our Group Chief Technology Officer closely oversees the backend system to ensure it runs securely, smoothly and uninterrupted.

Changes in Regulations and Policies

The Board of Directors (the "Board") understands and acknowledge the importance of operating its business in a regulated environment. We believe that a robust compliance culture plays a key role in embedding in every business process and operation in this regulated environment that we operate within. To overcome challenges of fulfilling regulatory requirements that traditionally rely on manual processes, we continue to persevere by investing in technology solutions that create more efficient and robust business processes. REVENUE is highly committed to maintaining a sound and effective compliance practices predicated on a solid foundation of integrity and responsible business conduct.

As such, the Board and senior management have put in place an effective framework of internal controls and good risk management practices, implemented through the Audit and Risk Management Committee ("ARMC"). This framework supports our dynamic approach to compliance which ensure that appropriate checks and balances are in place to enable the Group to successfully manage uncertainties in an ever-evolving environment. The Board endorses the expectations on compliance management set by the regulators; hence the Board has taken note that compliance cost will continue to increase and will further invest to strengthen the talent bench-strength in order to manage future external head-wind challenges.

Fluctuation in Foreign Currency Exchange Rates

Our financial performance may be affected by fluctuations in foreign exchange rates as our purchases of EDC terminals are transacted in USD, while settlement to one of our merchants who operate an online marketplace in the People's Republic of China is transacted in Chinese Renminbi ("RMB"). A depreciation of Ringgit Malaysia ("RM") against these currencies may affect the Group's profitability. As part of our mitigation plan, we monitor our exposure to foreign currency movements closely in order to assess need to use financial instruments to hedge our currency exposure, after taking into account factors such as foreign currency involved, exposure period, and transaction costs.

Technology Risk

Our products and services are subject to rapid technological developments, evolving industry standards, changing ICT operating environments and software applications. We keep ourselves abreast with the latest news and development in our industry. At the same time, our team also continually undertakes research and development ("R&D") activities to develop new and innovative products as well as enhancing existing solutions.

LOOKING AHEAD

Moving forward, we anticipate the business operating landscape to remain challenging in the immediate term on the back of market uncertainties, among them are supply chain disruptions, volatility in commodity and raw material prices, global monetary tightening, recession risk and ongoing geopolitical conflicts.

Despite that, we are keeping a broadly positive view of our prospects given the ongoing and upcoming growth plans as well as the rising e-payment trend globally. According to the S&P Global Market Intelligence, the aggregate e-payment revenue in Indonesia, Thailand, Malaysia and Singapore is expected to reach USD905 million in 2025 from USD544 million in 2021.



MANAGEMENT DISCUSSION & ANALYSIS STATEMENT

LOOKING AHEAD (CONT'D)

On the home front, BNM has also launched a five-year Financial Sector Blueprint 2022-2026 earlier this year. This encompasses the vision and strategies for the development of Malaysia's financial sector and would anchor its effort to promote a financial system that would secure long-term growth planetary health and shared prosperity.

BNM will support industry-led strategies and efforts for digital payment adoption and to sustain its momentum, as well as to support the national agenda for digital payments under the Malaysia Digital Economy Blueprint. As a leading e-payment solutions provider in Malaysia, we stand to benefit from the wider adoption of e-payment.

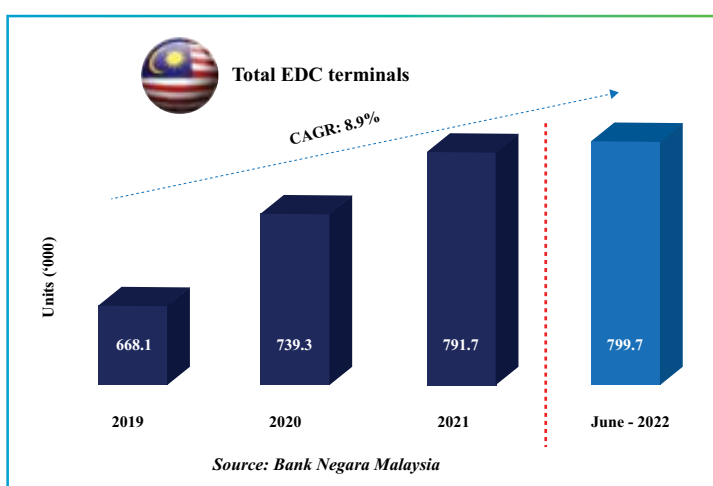
Meanwhile, we remain focused on the execution of our expansion plans, which form our multi-pronged growth catalysts.



Premised on the above and as part of the Group's plans to enhance its electronic payment network by expanding its electronic transaction processing and digital payment services, the Group has embarked on a series of business strategies such as collaborating with "Buy Now, Pay Later" providers to offer deferred payment services to merchants and develop an Easy Payment Plan ("EPP") solution which is an interest-free instalment payment plan for a predetermined period of time. These new solution and services are able to provide greater payment flexibility to both merchants and consumers.

Arising from the Covid-19 pandemic, the Government is prioritising the development of e-commerce and digital adoption. As such, the Group has continued to invest in research and development and information technology initiatives to allow the Group to strengthen its competitive advantages. In addition, the Group regularly upgrades and maintains the scalability of revPAY platform and its related software and systems to support the business expansion and technology advancement.

As for our EDC business, the Group is looking to broaden our electronic payment network in Malaysia by purchasing and deploying new digital payment terminals with the capability to accept payment cards and QR payment. We are currently working with our partner banks on the development, testing and certification of new digital payment terminals, which will be deployed in a few phases. Recently, we have secured another one of the leading bank as our major partner, who will be leveraging on our proprietary revPAY infrastructure for EDC machines and ETP. The number of EDC terminals in Malaysia has been growing yearly. As of June 2022, there were close to 800,000 units in Malaysia based on statistics by BNM. This was a healthy increase from 668,057 units in 2019.



MANAGEMENT DISCUSSION & ANALYSIS STATEMENT

LOOKING AHEAD (CONT'D)

At REVENUE, the number of EDC terminals has been growing at a faster rate and thus, resulting in the market share gained. The number of terminals maintained by the Group rose 15.7% YoY to 106,200 units as of end FY2022 from 91,800 units a year ago.

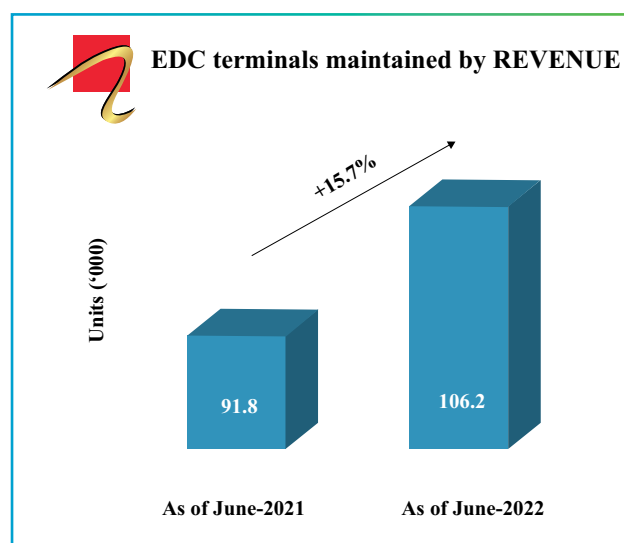
Separately, we also have plans to utilise our money lending license, and by doing so add a new stream of income to the Group. The initiative will involve the analysis of merchants' data gathered to provide short-term financial solutions to them.

In the past financial years, we have expanded our service offerings through various mergers and acquisitions ("M&A") activities. Our next step is to monetise these service solutions through our B2C platform, WannaPay, which has a good growth potential. Compared to our established and matured B2B business, the B2C segment is still at a nascent stage now.

Looking at the positive growth in the e-commerce industry and the digital adoption, the Group believes that its prospects and future plans in this industry remains favourable. However, with the global uncertainty due to war in Ukraine and with the weakening of Ringgit against the US Dollar, Malaysia economy will still heavily rely on domestic market for growth. Premised on the above, the Board is cautious on the lingering impact of the Covid-19 pandemic and the potential onset of global recession. As such, the Group has and will continue to embark on its business strategies to manage the Group's business with vigilance during this period.

Dividend

The Group did not declare dividend in respect of FY2022 and does not have any formal dividend policy. While it is the intention of our Board of Directors to pay dividends, it depends on various factors such as our financial performance, cash flow, financing commitments and planned capital expenditure.



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CORPORATE SUSTAINABILITY STATEMENT

The Board acknowledges that for long-term sustainability, its strategic orientation will need to look beyond the financial parameters and therefore it is important to pursue an agenda that upholds a good Economic, Environmental and Social (“EES”) practices.

In this aspect, the Group is committed to be a responsible corporate organisation and is also committed to operate in a sustainable manner which will help to create long term value for our stakeholders, our environment and our society.

The Group’s continued success in maintaining a sustainable business and creating long-term shareholder values is influenced by several internal and external sustainability factors. Each material sustainability factor presents unique risks and opportunities to the Group and its subsidiaries and serves as a key consideration in our approach to strategies and formulate the way we work in a sustainable way. We will regularly review these sustainability factors to assess their impacts on our business model over the near, medium and long term, as well as to discover new ways to address the sustainability issues face by our stakeholders, our environment and our society.

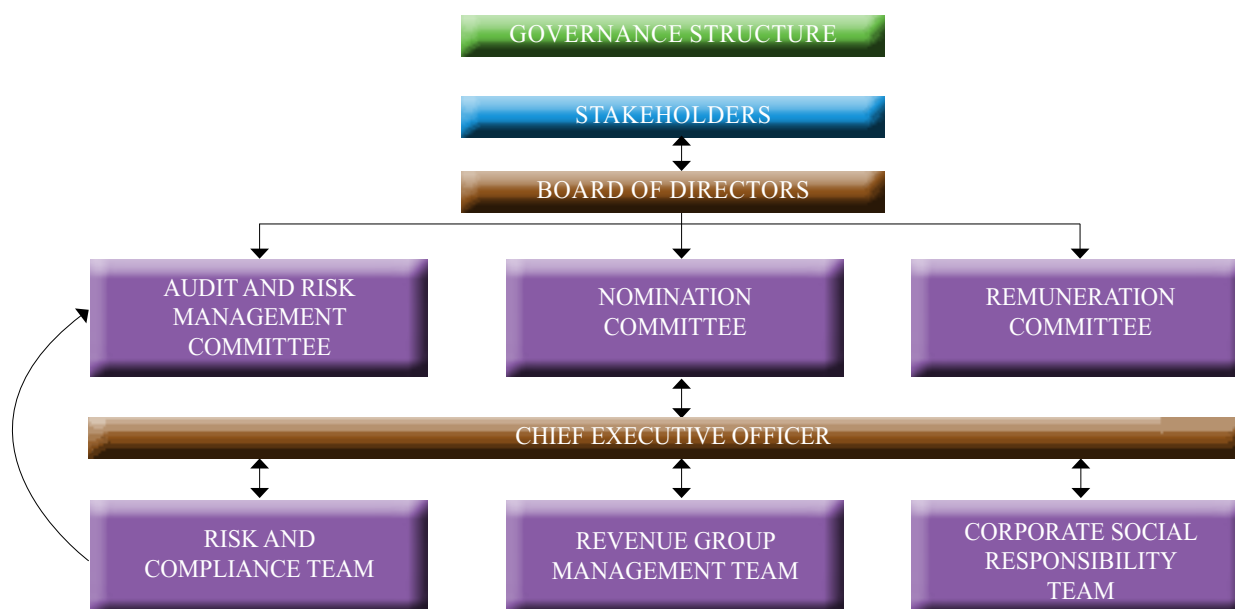
This Corporate Sustainability Statement (“CS Statement”) covers the sustainability performance of the Group and its subsidiaries in Malaysia for the financial year ended 30 June 2022. This CS Statement was prepared in line with the Bursa Securities’ Sustainability Reporting Guidelines.

SUSTAINABILITY CORPORATE STRUCTURE

Corporate Governance

The Board is responsible for the oversight of embedding sustainability into the Group and its business strategy, and that adequate resources, systems and processes are in place for managing sustainability matters. The Board plays a vital role in providing guidance and oversight in advancing sustainability across the organisation with the assistance from the Senior Management to oversee the implementation of the organisation’s sustainability approach and ensures that key targets are being met.

The Board is ultimately accountable for the oversight on the management of sustainability matters and is responsible for setting and embedding sustainability strategies in the Group’s business operations. The sustainability governance structure is as follows:



Ethical Business Practices

The Board recognises that the core sustainability of our Group’s business is founded on ethical business practices and effective governance across the operations in order to maintain the trust of our stakeholders.








Our business is conducted with integrity through good governance as mentioned by the Code of Conduct and Ethics. Our Whistle Blowing Policy provides all stakeholders a direct channel for reporting instances of misconduct that contradicts to our Code of Conduct and Ethics and/or non-compliance offences.

CORPORATE SUSTAINABILITY STATEMENT

STAKEHOLDERS ENGAGEMENT

We continued to engage our stakeholders throughout the financial year as we believe maintaining a good degree of communication and understanding with all the internal and external stakeholders will allow us to gain more understanding on the key aspects and impacts, which is essential in our journey to be a good corporate governance and sustainable business organisation.

The ongoing engagement with our key stakeholders' groups and their respective areas of interest as well as the type of engagement by which we engaged them, which are being conducted in accordance to the established and recommended guidelines and practices issued by the Government, are as follows:

Stakeholders	Engagement Aspects	Type pf Engagements
Customers 	<ul style="list-style-type: none"> Customer satisfactions Quality and performance of our products and services New and innovative product and solution offerings Strategic partnership 	<ul style="list-style-type: none"> Regular business meeting/updates Customer audit Product and services presentation Trainings for customers/merchants
Employees 	<ul style="list-style-type: none"> Remuneration policy Working condition and welfare Occupational Safety & Health Career development and talent development 	<ul style="list-style-type: none"> Staff performance appraisal and review Social events with employees Training and development Formal meeting and discussion
Government & Regulatory Bodies 	<ul style="list-style-type: none"> Regulatory compliance 	<ul style="list-style-type: none"> Adhere to all regulatory requirements Attending seminars organised by the relevant authorities Timely submission of reports to the relevant authorities
Suppliers 	<ul style="list-style-type: none"> Quality and performance of the products and services Competitive pricing Strategic partnership 	<ul style="list-style-type: none"> Regular business meeting Supplier's events and forums Site visits
Shareholders/Investors 	<ul style="list-style-type: none"> Financial and operational performance Strategic plan Corporate information updates Interim results 	<ul style="list-style-type: none"> Quarterly report Bursa announcements Investors presentations Annual & Extraordinary General Meetings Press releases Annual report
Analyst/Media 	<ul style="list-style-type: none"> Financial and operational performance Strategic plan 	<ul style="list-style-type: none"> Quarterly report Bursa announcements Analyst presentations Press releases
Community 	<ul style="list-style-type: none"> Job opportunities Social contribution 	<ul style="list-style-type: none"> Internship Sponsorship

CORPORATE SUSTAINABILITY STATEMENT

MATERIAL SUSTAINABILITY MATTERS

Economic Practices

Our Group is continuously on the lookout for growth and expansionary opportunities with a view to maximise profits, increasing wealth, creating jobs and optimising investment returns for its stakeholders and investors.

Shareholders

Our shareholders are entitled to timely and quality information on the Group's financial performance and position. The Group's corporate website at www.revenue.com.my also provides investor related information including quarterly and annual financial statements, announcements, financial information, annual reports and other pertinent information which are published on a timely basis. Our shareholders are encouraged to participate and inquire the Board and Senior Management on business operations and the financial performance and financial position of the Group during yearly Annual General Meeting ("AGM").

Customers

The Group values our customers and the Group's business activities are consistently aligned to the needs of the customers. Customer loyalty and satisfaction are critical success factors for the Group. In order to build a strong and conducive business relationship, our sales and marketing team schedule regular business meetings with our customers, both formal and informal, to provide updates and information pertaining to latest products development and services offering, as well as gathering customers' feedback and provide responses and actions to these feedbacks.

Suppliers

The Group aims to maintain viable and supportive supply chain through transparent, ethical and fair procurement practices. Suppliers are regularly reviewed to ensure value creation, on-time delivery, quality and timely response.

Environment Practices

The Group is mindful of the environment that we live and operate in and therefore, the Group has actively taken the initiative to raise awareness within the Group to reduce the impact of its business on the environment and to protect our environment.

Water Saving

Our water conservation effort includes educating our employees the needs to conserve water and improving the efficiency in the usage of water. Our Group has also put up signage with slogan and messages to remind our employees to save water.

Waste Management

The Group implements a "reduce, reuse and recycle" programme in the office. The employees are encouraged to reduce printing and photocopying, and to use double sided printing, if necessary. The Group also educates the employees on waste segregation on items such as plastic and cans.

Social Practices

The Group's aim is to create a safe and supportive working environment for every employee to contribute their best and the Board recognise the importance of our employees to feel proud and be inspired to work with our Group. The Group is also mindful of its responsibility in lending a helping hand and giving back to the society.

Talent development

The effective development of our employees and building capability are crucial for the Group's long-term sustainability and therefore, the Group is supportive and encourages the continuous personal and professional development of our employees through various training programmes, workshops and seminars to enhance the employees' career and personal development.

CORPORATE SUSTAINABILITY STATEMENT

MATERIAL SUSTAINABILITY MATTERS (CONT'D)

Social Practices (Cont'd)

Employees welfare and workplace

The unfolding Covid 19 crisis is challenging people, households and companies in unprecedented ways. The Group continuously to take care and support the well-being our employees, as well as their families, our clients, and communities around us are of utmost priority as we navigate through these uncertain times. Hence, the policy to conduct its business in a manner that protects the health and safety of our employees and others involved in its operations is still on-going practice.

During FY2022, a series of precautionary procedures and measure in accordance to recommend practices and guidelines issued by the Government are still in place:

- checking the body temperature of all staff and visitors to the premises (temperature checks no longer part of SOPs from 11 February 2022);
- compulsory registration of all visitors and employees via Government approved application (registration for all visitors and employees no longer required from 11 February 2022);
- from 1 April 2022 as announced by Government, face masks will no longer be required in offices or private premises. And our employees continue to wear face mask in office despite mask-wearing no longer required;
- re-arranging the work place to adhere to strict social distancing (from 1 April 2022, workplace employee capacity limits which were based on workforce vaccination coverage will no longer applied); and
- disinfected public and common areas on a regular basis.

The Community

In fiscal year 2022, the Group has participated in charity projects, including those which offered support to people with mental health disorders and help for the less fortunate single mothers and orphans.

This culture of giving to the less fortunate one become the Group's unique culture. The Group is committed and will continuously to initiate the charity works for those in need.



MATIC CHARITY EVENT. SPONSORSHIP AMOUNT RM3,000 HELD ON 29 MAY 2022 AT MALAYSIA TOURISM CENTRE JALAN AMPANG AND THE BENEFICIARY GROUP IS MALAYSIA HEALTH MENTAL ASSOCIATION (MHMA). MHMA AIMS TO PROMOTE MENTAL WELL-BEING IN THE COMMUNITY WHILST SUPPORTING PEOPLE WITH MENTAL HEALTH DISORDERS AND THEIR CAREGIVERS THROUGH ASSISTANCE IN SERVICE PROVISION, EDUCATION, TRAINING, RESEARCH AND ADVOCACY.

CORPORATE SUSTAINABILITY STATEMENT

*MATERIAL SUSTAINABILITY MATTERS (CONT'D)***Social Practices (Cont'd)**The Community (Cont'd)

#REVPAYCARES CSR INITIATIVE 2022 EVENT. SPONSORSHIP AMOUNT RM20,000 HELD ON 6 JUNE 2022 AT PERSATUAN KASIH SAYANG KANAK-KANAK PADMASAMBHAVA KLANG, SELANGOR. BENEFICIARY GROUP IS PERSATUAN KASIH SAYANG KANAK-KANAK PADMASAMBHAVA KLANG, SELANGOR. PERSATUAN KASIH SAYANG KANAK-KANAK PADMASAMBHAVA IS A HOME THAT HOUSES ORPHANS. IT STRIVES TO PROVIDE HELP AND HOPE TO THOSE IN NEED, IRRESPECTIVE OF RACE, RELIGION OR CREED. THE HOME CATERS FOR THE NEED OF MORE THAN 200 SINGLE MOTHERS AND ORPHANS WHO REGULARLY APPROACH THE HOME FOR THEIR NEEDS.

Conclusion

The Group is committed and remain steadfast in conducting our business in a responsible and meaningful manner by upholding good environmental and social values which will make a difference to our environment and societies.

The Group is continuously looking for new ways to incorporate sustainability practices into its business operations and continues to operate in a responsible manner by optimising the Group's resources.

CORPORATE GOVERNANCE OVERVIEW STATEMENT

The Board of REVENUE are committed to high standards of corporate governance by supporting and implementing the prescriptions of the principles, practices and guidance set out in the Malaysian Code on Corporate Governance (“Code”) issued by the Securities Commission Malaysia. The Board will enhance its accountability, transparency and sustainability in discharging its responsibilities with integrity and professionalism to protect and enhance the Group’s business, shareholders’ value and the financial position of the Group.

The Board will continuously evaluate the Group’s corporate governance practices and procedures, and where appropriate, will adopt and implement the best practices as enshrined in the Code to the best interest of the shareholders of the Company.

The Board presents this statement to provide shareholders with an overview of the Corporate Governance (“CG”) practices of the Group which were based on the principles and best practices as set out in the Code, the governance standards prescribed in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“Listing Requirements”) and the requirements under the Companies Act, 2016 and being applied under the leadership of the Board during FY2022.

The overview statement is to be read together with the CG Report 2022 (“CG Report”) of the Group which is available on the Group’s website at www.revenue.com.my. The detailed explanation on the application of the corporate governance practices are reported under the CG Report.

PRINCIPLE A: BOARD LEADERSHIP AND EFFECTIVENESS

PART I – BOARD RESPONSIBILITIES

STRATEGIC AIMS, VALUES AND STANDARDS

The Board is responsible in providing the overall governance, stewardship and oversight for the direction and management of the Group. The Board sets out the strategic directions and objectives, formulating the policies and executing the key strategic action plans of the Group. The Board regularly reviews the Group’s business operations, management performance and also ensure that the necessary resources are in place.

In the Group, the Board and the Senior Management work cohesively to formulate and implement the Group’s business strategy. The Group’s review and strategy-setting are an integral part of matters reserved for the Board.

The Board will scrutinise the sustainability, effectiveness and implementation of the strategic plans for the financial year under review and provide guidance and input to the Senior Management.

The key responsibilities of the Board are:

- (a) To provide leadership and oversee the overall conduct of our Group’s businesses to ensure that these are being properly managed;
- (b) To review and adopt strategic plans for our Group and to ensure that such strategic plans and the risk, performance and sustainability thereon are effectively integrated and appropriately balanced;
- (c) To review and adopt corporate governance best practices in relation to risk management, legal and compliance management and internal control systems, to safeguard our Group’s reputation, our employees and assets and to ensure compliance with applicable laws and regulations;
- (d) To ensure that our Group has effective Board Committees as required by the applicable laws, regulations, rules, directives and guidelines as recommended by the Code;
- (e) To review and approve our annual business plans, financial statements and annual reports;
- (f) To monitor the relationship between our Group and our management, shareholders and stakeholders, and to develop and implement an investor relations programme or shareholders’ communications policy for our Group; and
- (g) To appoint our Board committees, to delegate powers to such committees, to review the composition, performance and effectiveness of such committees, and to review the reports prepared by our Board Committees and deliberate on the recommendations thereon.

CORPORATE GOVERNANCE OVERVIEW STATEMENT

PRINCIPLE A: BOARD LEADERSHIP AND EFFECTIVENESS (CONT'D)**PART I – BOARD RESPONSIBILITIES (CONT'D)***STRATEGIC AIMS, VALUES AND STANDARDS (CONT'D)*

In order to discharge its duties and functions effectively, the Board has set up and delegates certain responsibilities to other Board Committees, which operates within the roles and responsibilities defined in the Terms of Reference, to assist the Board in leading and directing the Group towards realising the Group's corporate objectives in a sound and sustainable business operation and safeguarding shareholders' value.

The Committees set up are:

- (a) Audit and Risk Management Committee ("ARMC");
- (b) Nomination Committee ("NC"); and
- (c) Remuneration Committee ("RC").

The Chairman of the respective Committees will report to the Board the outcome of the Committees meetings for the Board's consideration and final decision. The Board retains full responsibility for the direction and control of the Group.

THE CHAIRMAN

The Board is led by Encik Nor Azzam Bin Abdul Jalil, the Independent Non-Executive Chairman of the Group. The roles and responsibilities of the Chairman of the Board have been clearly specified in Item 6.2 of the Board Charter, which is available on the Group's website at www.revenue.com.my.

The Chairman of the Board is not a member of the ARMC, NC and RC.

THE CHAIRMAN AND THE MANAGING DIRECTOR AND GROUP CHIEF EXECUTIVE OFFICER

The positions of the Chairman and the Managing Director and Group Chief Executive Officer of the Group are held by two different individuals with clear and distinct roles which are set out in the Board Charter of the Company. The roles of the Chairman and Executive Directors have been specified in Item 6.2 and Item 6.3 of our Board Charter respectively, which is available on the Group's website at www.revenue.com.my.

QUALIFIED AND COMPETENT COMPANY SECRETARIES

In compliance with Practice 1.5 of the Code, the Board is supported by qualified and competent Company Secretaries who are members of the Malaysian Institute of Chartered Secretaries and Administrators ("MAICSA") and Licensed Secretary ("LS"). The Company Secretaries provides advice and assists the Board and Committees in achieving good corporate governance by ensuring compliance to statutory laws, legislation, regulatory requirements, listing requirements and other relevant rules and regulations.

ACCESS TO INFORMATION AND ADVICE

The Board is provided with appropriate information and Board papers seven (7) days prior to the Board meetings to enable the Directors to discharge their duties and responsibilities competently and in a well-informed manner. The Senior Management is also invited to attend the Board and Board Committee's meetings and to brief and provide explanations to the Directors and Board on the operations of the Group. Upon conclusion of the meeting, minutes are circulated in a timely manner.

All Directors have full and unrestricted access to any information pertaining to the Group's affairs. Other information and/or report will also be supplied upon the specific request by the Board to enable them to discharge their duties and responsibilities.

CORPORATE GOVERNANCE OVERVIEW STATEMENT

PRINCIPLE A: BOARD LEADERSHIP AND EFFECTIVENESS (CONT'D)

PART I – BOARD RESPONSIBILITIES (CONT'D)

BOARD CHARTER

The Board Charter has been formalised and adopted by the Board, serves as a primary reference which sets out the composition of the Board, appointments of Directors, re-election of Directors, roles and responsibilities of the Board, Board Committees, Chairman, Executive Directors and Independent Non-Executive Directors.

The roles and responsibilities of the Board Committees, as well as the issues and decisions which required the Board Committees collective decision are also spelled out in the Terms of Reference of the respective Board Committees.

The Board will review the Board Charter from time to time to ensure that the Board Charter remains consistent with the Board's objectives, current law and practices.

CODE OF CONDUCT AND ETHICS

The Board is mindful of its leadership and stewardship that is pivotal in creating an ethical corporate culture. The Board has formalised and adopted the Code of Conduct & Ethics Policy which serves as a primary guidance on the ethical and behavioural conduct of the Group.

The Code of Conduct & Ethics Policy sets out the principles in dealing with conflicts of interest, insider dealings, compliance to laws and others.

The Board will review the Code of Conduct & Ethics Policy from time to time to ensure that it remains relevant and appropriate. The Code of Conduct & Ethics Policy is available on the Group's website at www.revenue.com.my.

WHISTLE BLOWING POLICY

The Board has in place a Whistle Blowing Policy that serves as a platform and laid out the procedures for employees to raise genuine concerns about any suspected and/or known unethical behaviour, malpractices, illegal acts or failure to comply with regulatory requirements that is taking place and/or has taken place and/or may take place in the future at the earliest opportunity, without being subject to victimisation, harassment or discriminatory treatment.

The Whistle Blowing Policy sets out the protection to Reporting Individual who has made the disclosure or report in good faith, the confidentiality and safeguarding in dealing with such disclosure or report, the communication channel and the procedural flow of making the disclosure or report.

The Board will review the Whistle Blower Policy from time to time to ensure that it remains relevant and appropriate. The Whistle Blower Policy is available on the Group's website at www.revenue.com.my.

CORPORATE LIABILITY POLICY

In line with the Corporate Liability Provision under the new Section 17A MACC (Amendment) Act 2018, the Board adopted Corporate Liability Policy to show the Group's commitment in doing businesses ethically and lawfully. Any forms of bribery and corruption are unacceptable and will not be tolerated. It has always been the Group's corporate philosophy and our principle of placing integrity before profits.

CORPORATE GOVERNANCE OVERVIEW STATEMENT

PRINCIPLE A: BOARD LEADERSHIP AND EFFECTIVENESS (CONT'D)

PART I – BOARD RESPONSIBILITIES (CONT'D)

DIRECTORS' FIT AND PROPER POLICY

The purpose to put in place the Directors' Fit and Proper policy is to guide the Nomination Committee and Board of Directors in their review and assessment of potential candidates for appointment as directors as well as for directors who are seeking for re-election in the Revenue Group Berhad and/or its subsidiaries.

This Policy is to ensure that Directors must have the character, integrity, relevant range of skill, knowledge, experience, competence and time commitment to carry out their roles and responsibilities effectively in the best interest of the Company and its stake holders.

The Directors' Fit and Proper Policy is available on the Group's website at www.revenue.com.my.

PART II – BOARD COMPOSITION

BOARD COMPOSITION AND BALANCE

The Board is committed in ensuring that its composition not only reflects the diversity as recommended by the Code, as best as it can, but also the right mix of skills and balance to contribute to the achievement of the Group's goal and business objectives.

The Board consists of ten (10) members, comprising four (4) Executive Directors and six (6) Independent Non-Executive Directors. The board composition of our Group fulfils the requirements as set out under the Listing Requirements which stipulates that at least two (2) directors or at least one-third (1/3) of the Board, whichever is higher, must be independent.

The Directors play an active role in the Board's decision-making process, offering vast experience and knowledge as well as independence and objectivity, acting in the best interests of the Company. All Independent Non-Executive Directors are independent of management and free from any relationship.

During the financial year, our NC assisted the Board in its annual assessment of the effectiveness of our Board as a whole, our Board Committee, the contribution of each individual Directors and assessment on the independence of the Independent Directors.

TENURE OF INDEPENDENT NON-EXECUTIVE DIRECTOR

Practice 5.3 of the MCCG states that the tenure of an Independent Non-Executive Director should not exceed a cumulative term of nine (9) years. Upon completion of the nine (9) years' term, an Independent Non-Executive Director may continue to serve on the Board subject to the Director's re-designation as a Non-Independent Non-Executive Director.

If the Board intends to retain an Independent Non-Executive Director beyond nine (9) years' term, it should justify and seeks annual shareholders' approval through a two-tier voting process. The Independent Non-Executive Director will not be further retained beyond the cumulative term of twelve (12) years.

The Group has established a policy that the tenure of the Independent Non-Executive Directors shall not exceed a cumulative term of nine (9) years. Currently, none of our Independent Non-Executive Directors has served the Group for a cumulative term of nine (9) years.

DIVERSE BOARD AND SENIOR MANAGEMENT TEAM

The appointments of our Board members and Senior Management are made based on merit, in the context of diversity in skills, experience, age, background, gender, ethnicity and other factors which is in the best interests of our Group.

The Group practice a segregation of duties between the Executive Directors and Independent Non-Executive Directors as set out in the Board Charter. The Executive Directors are responsible for the overall management of the Group, as well as overseeing the operations and the development and implementation of business and corporate strategies. The Independent Non-Executive Directors provide an independent view, advice and judgement to ensure that the interests of the minority shareholders and the general public are given due consideration in the decision-making process.

CORPORATE GOVERNANCE OVERVIEW STATEMENT

PRINCIPLE A: BOARD LEADERSHIP AND EFFECTIVENESS (CONT'D)

PART II – BOARD COMPOSITION (CONT'D)

GENDER DIVERSITY POLICY

Although the Group does not have a written policy on the gender diversity, the Board is supportive of diversity in gender, ethnicity and age as such diversity would enlarge the pool of skills, talents, perspective and ideas within the Board.

Our Board is of the view that gender is also an important aspect of diversity and will strive to ensure that female candidate(s) with the relevant skills and experience will be prioritised and included for consideration by the NC in future recruitment exercise. As of the date of this Statement, three (3) out of ten (10) of the Board members is female director. This is in compliance with Practice 5.9 of Malaysian Code on Corporate Governance (MCCG).

DIRECTORS' COMMITMENT

The Directors have demonstrated their ability to devote sufficient time and commitment to their roles and responsibilities as Directors of the Company. The Board is satisfied with the level of time and commitment given by the Directors of the Company towards fulfilling their duties and responsibilities.

The Board and Board Committees meetings for each calendar year are scheduled before the end of the calendar year, to allow the Directors and the members of the Committees to organise and plan their activities ahead to ensure that they are able to attend all meetings that have been scheduled for the following year.

The Board ordinarily meets at least four (4) times a year to review the operations, financial performance, reports from the various Board Committees and other significant matters of the Group. Additional meetings will also be convened when urgent and important decisions are required to be made in between scheduled meetings.

During the FY2022, six (6) Board Meetings were held and the attendance record of the Board members are set out below: -

Directors	No. of meetings attended
Nor Azzam Bin Abdul Jalil	6/6
Ooi Guan Hoe	6/6
Ng Chee Keong	6/6
Datuk Ng Chee Siong	5/6
Ng Shih Chiow	6/6
Ng Shih Fang	6/6
Lai Wei Keat	6/6
Loo Jo Anne	5/6
Jade Lee Gaik Suan (Appointed on 3 January 2022)	2/2
Alwizah Al-Yafii Binti Ahmad Kamal (Appointed on 1 June 2022)	N/A

Based on the above, all the Directors have complied with the minimum 50% attendance requirement in respect of Board Meetings as stipulated in Listing Requirements. The Board is satisfied with the time commitment given by the Directors and is confident that the Directors are able to devote sufficient time commitment to their roles and responsibilities as Directors of the Group.

CORPORATE GOVERNANCE OVERVIEW STATEMENT

PRINCIPLE A: BOARD LEADERSHIP AND EFFECTIVENESS (CONT'D)**PART II – BOARD COMPOSITION (CONT'D)****NOMINATION COMMITTEE**

The NC is established to ensure the Board are comprised of individuals with an optimal mix of qualifications, skills and experiences and also to recommend candidates for all directorships to the Board.

The current composition of NC comprises of four (4) members, all of whom are Independent Non-Executive Directors. The NC is being chaired by Ms. Loo Jo Anne. On 3 January 2022, Ms. Jade Lee Gaik Suan, was appointed as an additional member of the NC.

The NC is also responsible to undertake the annual evaluation of the effectiveness of the Board as a whole, the various Board Committees and the contribution of each individual Directors.

The Terms of Reference of the NC is available on the Group's website at www.revenue.com.my.

During FY2022, three (3) meetings was held and attended by all members and the activities carried out by the NC are as follows:

- reviewed and assessed the effectiveness and composition of the Board and Board Committees and contribution of each individual Director of the Company;
- reviewed and assessed the contribution and performance of the ARMC and each individual ARMC member;
- reviewed the Directors who were due for re-election at the Company's AGM to determine whether or not to recommend for their re-election;
- reviewed the size of the Board and had concluded that it was appropriate; and
- reviewed and assessed the proposed appointment of new Independent Non-Executive Director of Company.

The NC also assessed the training needs of the Board and remind the Board on the needs of continuous professional development and training to enhance their skills and knowledge to keep themselves abreast with the changes in the business environment, market condition, legislations and regulations affecting the Group. During FY2022, some of the seminars, conferences, training attended by the Directors are as follows:-

No.	Seminars / Conferences / Training Programmes Attended	Attendee(s)
1.	Post-Listing Obligation Under Listing Requirements of Bursa Malaysia Securities for ACE Market	Nor Azzam Bin Abdul Jalil
2.	Let's Catch Up with Finance Minister-Rebuilding the Economy Sustainably Post Covid19	
3.	MCCG Revision 2021 - Changing the Game in Corporate Governance	
4.	Launch of the 2020 Malaysian Practices Review Report	
5.	AOB Conversation with Audit Committees	
6.	Advocacy Sessions for Directors and Senior Management of ACE Market Listed Corporations	
7.	National OGSE Sustainability Forum	
8.	Creating a Collective Better Future - Stewardship Asia	
9.	An EU-Malaysian Dialogue: Fighting Climate Change with Market Mechanisms	
10.	ISO 37001 : 2016 specifies requirements and provides guidance for establishing, implementing, maintaining, reviewing and improving an anti-bribery management system. The workshop formulated and guided by the requirements of: - (a) Section 17A of the Malaysian Anti-Corruption Commission Act, 2009; and (b) the Ministerial Guidelines on Adequate Procedures issued pursuant to Section 17(A)(5) of the Malaysian Anti-Corruption Commission Act, 2009 (including Case studies issued (the "Ministerial Guidelines").	

CORPORATE GOVERNANCE OVERVIEW STATEMENT

PRINCIPLE A: BOARD LEADERSHIP AND EFFECTIVENESS (CONT'D)

PART II – BOARD COMPOSITION (CONT'D)

NOMINATION COMMITTEE (CONT'D)

No.	Seminars / Conferences / Training Programmes Attended	Attendee(s)
11.	The Indirect Tax Special Voluntary Disclosure & Amnesty Program by Royal Malaysian Customs Department	Ng Shih Chiow
12.	TTCS 2nd Virtual Tax Conference 2021	
13.	Advocacy Sessions for Directors and Senior Management of ACE Market Listed Corporations	
14.	ISO 37001 : 2016 specifies requirements and provides guidance for establishing, implementing, maintaining, reviewing and improving an anti-bribery management system. The workshop formulated and guided by the requirements of: - (a) Section 17A of the Malaysian Anti-Corruption Commission Act, 2009; and (b) the Ministerial Guidelines on Adequate Procedures issued pursuant to Section 17(A)(5) of the Malaysian Anti-Corruption Commission Act, 2009 (including Case studies issued) (the “Ministerial Guidelines”).	
15.	Sustainability in the Legal Profession: Can Diversity and Inclusion Narrow the Gender Gap?	Ng Shih Fang
16.	Managing the ESG Regulatory Life Cycle	
17.	Transforming from ITOPs to AIOps	
18.	Navigating the Rapidly Evolving Space of ESG Regulation	
19.	Innovation Pioneering A New Age of Governance	
20.	Social & Governance Risk Analysis	
21.	The Rise of Cybercrime and What You Can Do to Prevent It	
22.	Accelerate innovation and level up your AI/ML skills	
23.	ISO 37001 : 2016 specifies requirements and provides guidance for establishing, implementing, maintaining, reviewing and improving an anti-bribery management system. The workshop formulated and guided by the requirements of: - (a) Section 17A of the Malaysian Anti-Corruption Commission Act, 2009; and (b) the Ministerial Guidelines on Adequate Procedures issued pursuant to Section 17(A)(5) of the Malaysian Anti-Corruption Commission Act, 2009 (including Case studies issued) (the “Ministerial Guidelines”).	Lai Wei Keat
24.	Advocacy Sessions for Directors & Senior Management of ACE Market Listed Corporation	
25.	ISO 37001 : 2016 specifies requirements and provides guidance for establishing, implementing, maintaining, reviewing and improving an anti-bribery management system. The workshop formulated and guided by the requirements of: - (a) Section 17A of the Malaysian Anti-Corruption Commission Act, 2009; and (b) the Ministerial Guidelines on Adequate Procedures issued pursuant to Section 17(A)(5) of the Malaysian Anti-Corruption Commission Act, 2009 (including Case studies issued) (the “Ministerial Guidelines”).	

CORPORATE GOVERNANCE OVERVIEW STATEMENT

PRINCIPLE A: BOARD LEADERSHIP AND EFFECTIVENESS (CONT'D)

PART II – BOARD COMPOSITION (CONT'D)

NOMINATION COMMITTEE (CONT'D)

No.	Seminars / Conferences / Training Programmes Attended	Attendee(s)
26.	Advocacy Sessions for Directors and Senior Management of ACE Market Listed Corporation	Ooi Guan Hoe
27.	Audit Oversight Board Conversation with Audit Committee	
28.	ISO 37001 : 2016 specifies requirements and provides guidance for establishing, implementing, maintaining, reviewing and improving an anti-bribery management system. The workshop formulated and guided by the requirements of: - (a) Section 17A of the Malaysian Anti-Corruption Commission Act, 2009; and (b) the Ministerial Guidelines on Adequate Procedures issued pursuant to Section 17(A)(5) of the Malaysian Anti-Corruption Commission Act, 2009 (including Case studies issued (the “Ministerial Guidelines”).	
29.	Mandatory Accreditation Programme (MAP) Directors’ Training	Alwizah Al-Yafii Binti Ahmad Kamal
30.	Rising to the ESG Challenge: Routes Towards Effective Governance	Loo Jo Anne
31.	The EU Graylist – Implications for Hong Kong, Malaysia and Singapore	
32.	Wealth and Tax Considerations for High Net Worth Families in China	
33.	Introduction of Taiwan CFC’s and the Possible impact on the Trust Arrangement	
34.	Global HNW families and their wealth structures: current topics and innovations	
35.	The Purpose of Purpose Trusts	
36.	ISO 37001 : 2016 specifies requirements and provides guidance for establishing, implementing, maintaining, reviewing and improving an anti-bribery management system. The workshop formulated and guided by the requirements of: - (a) Section 17A of the Malaysian Anti-Corruption Commission Act, 2009; and (b) the Ministerial Guidelines on Adequate Procedures issued pursuant to Section 17(A)(5) of the Malaysian Anti-Corruption Commission Act, 2009 (including Case studies issued (the “Ministerial Guidelines”).	
37.	Mandatory Accreditation Programme (MAP) Directors’ Training	Jade Lee Gaik Suan
38.	Fraud Risk Management Workshop 2021	Ng Chee Keong
39.	ISO 37001 : 2016 specifies requirements and provides guidance for establishing, implementing, maintaining, reviewing and improving an anti-bribery management system. The workshop formulated and guided by the requirements of: - (a) Section 17A of the Malaysian Anti-Corruption Commission Act, 2009; and (b) the Ministerial Guidelines on Adequate Procedures issued pursuant to Section 17(A)(5) of the Malaysian Anti-Corruption Commission Act, 2009 (including Case studies issued (the “Ministerial Guidelines”).	
40.	ISO 37001 : 2016 specifies requirements and provides guidance for establishing, implementing, maintaining, reviewing and improving an anti-bribery management system. The workshop formulated and guided by the requirements of: - (a) Section 17A of the Malaysian Anti-Corruption Commission Act, 2009; and (b) the Ministerial Guidelines on Adequate Procedures issued pursuant to Section 17(A)(5) of the Malaysian Anti-Corruption Commission Act, 2009 (including Case studies issued (the “Ministerial Guidelines”).	Datuk Eddie Ng Chee Siong

CORPORATE GOVERNANCE OVERVIEW STATEMENT

PRINCIPLE A: BOARD LEADERSHIP AND EFFECTIVENESS (CONT'D)

PART II – BOARD COMPOSITION (CONT'D)

APPOINTMENT OF NEW DIRECTORS

In order to comply with good practice for the appointment of new Directors through a formal and transparent procedure, the NC, which comprises exclusively of Independent Non-Executive Directors, is responsible for making recommendation relating to any appointment to the Board. Any new nomination received is put to the full Board for assessment and approval.

For appointment of new Directors, the Nomination Committee assesses the suitability of the candidates, taking into consideration of the following:

- required mixed of skills, knowledge, expertise and experience;
- professionalism;
- integrity;
- competencies;
- time commitment; and
- in the case of candidates for the position of Independent Non-Executive Directors, the Nomination Committee shall evaluate the candidates' ability to discharge such responsibilities/functions as expected from Independent Non-Executive Directors.

The proposed re-election of existing Directors who are seeking for re-election at the AGM are first considered and evaluated by the NC. Upon its evaluation, the NC will make recommendation on the proposal to the Board for approval. The Board makes the final decision on the proposed re-election to be presented to the shareholders for approval.

The Board is entitled to the services of the Company Secretaries who ensure that all appointments are properly made, that all necessary information are obtained from Directors, both for the internal records and for the purposes of meeting statutory obligations, as well as obligations arising from Listing Requirements or other regulatory requirements.

ANNUAL ASSESSMENT

The Board undertakes an annual assessment and the NC has reviewed the independence of the Independent Directors for the FY2022 and is satisfied that they continue to bring independent and objective judgement to board deliberations. Peer and self- assessment are carried out by Directors once every year.

All assessments and evaluations carried out will be documented and minuted by the Company Secretary.

The results of all assessment and comments by Directors are summarised and deliberated at the NC meeting and thereafter, reported to the Board for deliberation.

PART III – REMUNERATION

REMUNERATION COMMITTEE

The current composition of RC comprises of four (4) members, all of whom are Independent Non-Executive Directors. The RC is being chaired by Mr. Ng Chee Keong. On 3 January 2022, Ms. Jade Lee Gaik Suan, was appointed as an additional member of the RC. The Terms of Reference which set out its duties and responsibilities, are available on the Group's website at www.revenue.com.my.

The Board has authorised the RC to establish a formal and transparent procedure for developing remuneration policies on executives' remuneration and for fixing the remuneration packages of individual Directors and senior management. The Board as a whole, with the assistance of the RC, determines the fees for Non-Executive Directors, with each Director concerned, abstaining from any decision with regards to his/her own remuneration.

The remuneration policies and procedures has been listed under Item 7.1 of the Terms of Reference of the Remuneration Committee.

CORPORATE GOVERNANCE OVERVIEW STATEMENT

PRINCIPLE A: BOARD LEADERSHIP AND EFFECTIVENESS (CONT'D)**PART III – REMUNERATION (CONT'D)**REMUNERATION POLICY

The Board has in place policies and procedures to ensure remuneration of the Directors reflect their responsibilities and commitment to be undertaken by them and also to attract and retain right talent in the Board and Senior Management to achieve the Group's business objectives.

The Board is of the view that the disclosure of the Senior Management's remuneration components will not be in the best interest of the Group, given the competitive human resources environment as such disclosure may give rise to talent recruitment and retention issue. Also premised on the security and confidentiality of the remuneration package of our Senior Management, the Board has opted a disclosure of our Senior Management remuneration in bands of RM50,000 on an unnamed basis.

The Board will recommend the Directors' fees and other benefits payable to Directors to the shareholders for approval in the AGM. Details of the remuneration of Directors and Senior Management for the financial year under review are provided in the CG Report.

PRINCIPLE B: EFFECTIVE AUDIT AND RISK MANAGEMENT**PART I – ARMC**

The current composition of ARMC comprises of four (4) members, all of whom are Independent Non-Executive Directors. On 3 January 2022, Ms. Jade Lee Gaik Suan, was appointed as an additional member of the ARMC. The ARMC is being chaired by Mr. Ooi Guan Hoe. The Terms of Reference set out its duties and responsibilities, are disclosed on the Group's website, www.revenue.com.my.

The ARMC has been established and is responsible for reviewing the audit, recurring audit-related and non-audit services provided by the external auditor. The ARMC has been explicitly accorded the power to communicate directly with both the external auditors and/or internal auditors without the presence of the Executive Directors and/or Senior Management.

The Board has established a Policy Statement on the Independence of External Auditors which has set the rules for engaging external auditors, the selection criteria, annual assessment and non-audit services.

The ARMC is comprised of members who are financially literate and also possess the appropriate level of expertise and experience. Further details on the work performed by ARMC in furtherance of its oversight role are set out in the ARMC Report of this Annual Report.

PART II – RISK MANAGEMENT AND INTERNAL CONTROL FRAMEWORK

The Board has authorised the ARMC to review the effectiveness of the internal audit function and to provide oversight on the establishment and implementation of a risk management framework. The ARMC reviews its effectiveness by identifying and managing risks and internal processes which include but not limited to ensuring the adequacy of risk management policy and infrastructure in order to facilitate the implementation of risk management's action plans.

The ARMC has established a Risk Management Framework and Compliance Framework ("Frameworks") and these Frameworks provide an on-going process for identifying, evaluating and managing the significant risks faced by the Group that may affect the achievement of the Group's business objectives.

The Statement on Risk Management and Internal Control is set out in the Annual Report 2022 which provides an overview of the state of risk management and internal controls within the Group.

CORPORATE GOVERNANCE OVERVIEW STATEMENT

PRINCIPLE C: INTEGRITY IN CORPORATE REPORTING AND MEANINGFUL RELATIONSHIP WITH STAKEHOLDERS PART

I – COMMUNICATION WITH STAKEHOLDERS

The Board is committed to provide effective, transparent and regular communication with its shareholders and other stakeholders regarding the business, operations and financial performance of the Group to enable them to make informed decisions.

Presently, the Board and the Senior Management of the Group communicate regularly with its shareholders and other stakeholders through corporate announcement made via Bursa Securities and the Group's website, www.revenue.com.my.

The AGM also serves as a principal forum for dialogue with the shareholders where they will be given the opportunity to seek and clarify any issues on the resolutions being proposed and also matters relating to the performance, developments within and the future direction of the Group.

As an ongoing effort to strengthen the Group's relationship with the shareholders, the Group will arrange programmes for meetings or interview with the investment community or press.

PART II – CONDUCT OF GENERAL MEETINGS

General meetings are important and effective platforms for Directors and Senior Management to communicate with the shareholders and other stakeholders. Shareholders are able to participate, engage the Board and Senior Management effectively and make informed voting decisions at general meetings.

Shareholders will receive annual reports and notices of AGM, which will be sent out at least 28 calendar days before the date of the AGM, in line with Practice 13.1 of the Code. In addition, the Notice of AGM and/or Extraordinary General Meeting ("EGM") will be advertised in the newspapers. The Board encourages shareholders to attend the forthcoming AGM and undertakes to answer all questions raised by shareholders.

Pursuant to the Listing Requirements of Bursa Securities, any resolution set out in the notice of any general meeting, or in any notice of resolution which may properly be moved and is intended to be moved at any general meeting, must be voted by poll. Hence, voting for all resolutions as set out in the Notice of the forthcoming AGM and future general meetings will be conducted by poll. An independent scrutineer will be appointed to validate the votes cast at the general meetings.

Barring unforeseen circumstances, all Directors as well as the Chairman of the respective Board Committees (i.e. ARMC, NC and RC) will present at the forthcoming AGM of the Group to enable the shareholders to raise questions and concerns directly to those responsible.

This Corporate Governance Overview Statement was approved by the Board on 27 October 2022.

STATEMENT OF DIRECTORS' RESPONSIBILITY IN RESPECT OF THE AUDITED FINANCIAL STATEMENTS

The Directors are responsible for the preparation of financial statements prepared for each financial year and ensure that the financial statements give a true and fair view of the financial position of the Group and of the Company as at 30 June 2022, and of their financial performance and their cash flows for the financial year then ended.

In ensuring the preparation of these financial statements, the Directors have observed the following criteria:

- (i) Adopting the appropriate accounting policies, which were applied consistently and prudently;
- (ii) Making judgements and estimations were reasonable and prudent; and
- (iii) Ensured applicable financial reporting standards in Malaysia were complied and assured that the financial statements were prepared on a going concern basis.

The Directors are responsible for ensuring that the Group and the Company keep proper accounting records and other records which are closed with reasonable accuracy at any time the financial position of the Group and of the Company.

The Directors are collectively responsible to ensure that the financial statements comply with the Listing Requirements of Bursa Securities, the requirements of the Companies Act 2016 and applicable approved accounting standards in Malaysia.

The Directors are also responsible for taking such reasonable steps to safeguard the assets of the Group and of the Company to minimise fraud and other irregularities.

The Directors are satisfied that in preparing the financial statements of the Group and of the Company for the FY2022, the Group and the Company have used the appropriate accounting policies and applied them consistently and supported by reasonable and prudent judgments and estimates. The Directors also consider that all applicable approved accounting standards have been complied with and further confirm that the financial statements have been prepared on a going concern basis.

AUDIT AND RISK MANAGEMENT COMMITTEE REPORT

The ARMC was established with the primary objective to provide additional assurance to the Board of the Group by giving an objective and independent review of financial, operational and administrative controls and procedures, establish and maintain internal controls, reinforce the independence of the Group's External Auditors, evaluate the quality of the Internal Audit function and oversee compliance with laws and regulations together with observance of a proper code of conduct.

1. COMPOSITION OF THE ARMC

The current composition of the ARMC are as follows: -

Chairman	Ooi Guan Hoe	Independent Non-Executive Director
Member	Ng Chee Keong	Independent Non-Executive Director
Member	Loo Jo Anne	Independent Non-Executive Director
Member	Jade Lee Gaik Suan (Appointed on 3 January 2022)	Independent Non-Executive Director

The ARMC comprises of all Independent Non-Executive Directors. Mr. Ooi Guan Hoe is a member of the Malaysian Institute of Accountants. The ARMC therefore meets the requirement of Paragraph 15.09(1)(c)(i) of the Listing Requirements of Bursa Securities and the Practice 9.4 of the Code.

2. Attendance of ARMC

During the FY2022, the ARMC held a total of five (5) meetings.

The details of the attendance of ARMC are as follows:

	No. of meetings attended
Ooi Guan Hoe	5/5
Ng Chee Keong	5/5
Loo Jo Anne	4/5
Jade Lee Gaik Suan (Appointed on 3 January 2022)	2/2

3. TERMS OF REFERENCE

The full Terms of Reference of the ARMC which set out its duties and responsibilities are accessible via the Group's website at www.revenue.com.my.

AUDIT AND RISK MANAGEMENT COMMITTEE REPORT

2. SUMMARY OF ACTIVITIES OF THE ARMC

- (a) Reviewed the quarterly unaudited financial reports of the Group and of the Company including the announcement pertaining thereto, before recommending to the board for their approval and release of the Group's results to Bursa Securities;
- (b) Reviewed with the external auditors on their audit planning memorandum on the statutory audit of the Group's for the FY2022;
- (c) Reviewed the annual audited financial statements of the Group before recommending to the Board for their approval and release of the Group's results to Bursa Securities;
- (d) Reviewed and discussed with the external auditors of their audit including of system evaluation, audit fees, issue raised, audit recommendations and management's response to these recommendations;
- (e) Evaluated the performance of the external auditors for the FY2022 covering areas such as quality, audit team resources and experience, audit scope, audit communication, audit governance and independence of the audit team and thereafter considered and make recommendation on the re-appointment of the external auditors;
- (f) Reviewed and assessed the adequacy of the scope and functions of the internal audit plan and to review the reports prepared by the Internal Auditors;
- (g) Reviewed the risk and compliance reports presented by our Risk & Compliance department;
- (h) Reviewed the updates on the risk profile and summary of risk presented by the management;
- (i) Reviewed the effectiveness of the Group's system of internal control;
- (j) Recommending the appointment of external and independent professional consulting firm to the Board as part of its effort to provide additional, adequate and effective internal control system;
- (k) Reviewed the proposed fees for the external auditors and internal auditors in respect of their audit of the Company and the Group;
- (l) Reviewed the related party transactions and conflict of interest situation that may arise within the Company or the Group;
- (m) Reviewed the Company's compliance with the Listing Requirements, applicable approved accounting standards and other relevant legal and regulatory requirements;
- (n) Reviewed the ARMC Report and Statement on Risk Management and Internal Control before recommending to the Board for approval and inclusion in the Annual Report; and
- (o) Report to the Board on its activities and significant findings and result.

3. INTERNAL AUDIT FUNCTION

The ARMC is supported by the Internal Audit team, which has been outsourced to GovernanceAdvisory.com Sdn Bhd. Its primary role is to assess the adequacy and effectiveness of the risk, control and governance framework for the Group. The Internal Auditors report directly to the ARMC and its role are to independently review the internal control system established by the management, its adequacy and effectiveness with the objectives set and to make appropriate recommendations for further improvement.

During FY2022, the Group had conducted review on the corporate governance and risk management systems of the Group in 2nd and 4th quarter of FY2022, focusing on Paynets's independent assessment, anti-bribery & anti-corruption and management of customer information and permitted disclosure.

This Audit and Risk Management Committee Report is made in accordance with the resolution of the Board on 27 October 2022.

STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROL

INTRODUCTION

The Board is pleased to provide the following Statement on Risk Management and Internal Control pursuant to paragraph 15.26(b) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“MMLR”), Malaysian Code on Corporate Governance and as guided by the Statement on Risk Management and Internal Control: Guidelines for Directors of Listed Issuers (“the Guidelines”).

The Board acknowledges that the Group cannot achieve its objectives and sustain success without an effective governance, risk management and internal control processes. An effective governance, risk management and internal control processes will enable the Group to achieve its corporate objectives and goals by taking appropriate risk to achieve a proper balance between risks incurred and potential returns to shareholders in accordance with the Group’s acceptable risk appetite.

BOARD’S RESPONSIBILITIES

The Board affirms its overall responsibilities and is committed to maintain a sound risk management and internal control system within the Group and will regularly review the adequacy, effectiveness and integrity of the system and policies that are in place to achieve the Group’s corporate objectives and strategies to safeguard the shareholders’ investment and the Group’s assets.

The Board has established and authorised the ARMC to provide oversight on the establishment and implementation of a risk management framework and internal control systems. The ARMC reviews the effectiveness of the risk management framework and internal control systems in identifying and managing risks and internal control processes which include but not limited to ensuring the adequacy of risk management policy and infrastructure to facilitate the implementation of action plans of risk management.

The system of risk management and internal controls covers not only financial aspect of the Group, but also operational and compliance aspect of the Group. However, the Board recognises that these systems are designed to manage, rather than eliminate, the risk of not adhering to the Group’s policies and failure to achieve corporate objectives and goals. The systems provide reasonable, but not absolute, assurance against the occurrence of any material misstatement, losses, fraud or breaches of laws or regulations.

The Board is assisted by the Managing Director and Group Chief Executive Officer, Executive Directors and Senior Management in implementing the Board approved policies and procedures on risk and control by identifying and analysing risk information; designing and operating suitable internal controls to manage and control these risks; and monitoring the effectiveness of the risk management and control activities.

The Board has established an ongoing process for identifying, evaluating and managing the significant risks that may affect the Group in achieving its corporate objectives and goals. Any issue that affects the Group are discussed in a monthly Risk Management meeting. Senior Management is also responsible in assisting the Board in identifying, evaluating, monitoring and reporting risks and internal controls throughout the period.

RISK MANAGEMENT

The Board recognises that an effective risk management framework will allow the Group to identify, evaluate and manage risks that may affect the achievement of the Group’s corporate objectives within defined risk parameters in a timely and effective manner.

The Group’s business plans, business strategies and investment proposals with risks consideration are being formulated by the Managing Director, Executive Directors and Senior Management and will be presented to the Board for review and deliberation to ensure proposed plans and strategies are in line with the Group’s risk appetite.

The Board and the Senior Management practice a proactive approach in identifying significant risks in the business operations, processes and activities of the Group. Strategic, operational and project risks will be highlighted and deliberated by the ARMC and/or the Board during ARMC committee and/or special meetings, as and when necessary.

The ARMC has established the Risk Management Framework and Compliance Framework (“Frameworks”) and these Frameworks provide an on-going process for identifying, evaluating and managing the significant risks faced by the Group that may affect the achievement of the Group’s corporate objectives.

STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROL

RISK MANAGEMENT (CONT'D)

The Group's Frameworks encompass the following key elements:

- (a) The underlying objective of an effective risk management and compliance framework is to contribute to a good corporate governance which will enable the Group to achieve its corporate's objectives;
- (b) Risk management shall be an integral part of the Group's culture and embedded into day-to-day management of operations, processes and structures and should be extensively applied in all decision-making and strategic planning;
- (c) Risk management processes applied should also aim to take advantage of opportunities by balancing risks incurred, managing uncertainties and minimising threats associated to the opportunities;
- (d) Regular monitoring and reporting of risks in a proactive, responsible and accountable manner.

The Group's risk management process can be briefly summarised as follows: -

OBJECTIVES	ACTIONS
Communication Awareness	<ul style="list-style-type: none"> • Communication & consultation with employees through meetings to raise the awareness on the profile of risks. • Identification and recording of risks in the Risk Register.
Policies, Procedures & Processes	<ul style="list-style-type: none"> • Sharing experiences and identifying improvement opportunities for the future. • Familiarisation process of Policies/ Procedures/ Processes. • Lead by example and empower employees.
Reporting	<ul style="list-style-type: none"> • Escalation and report of issues/incidents. • Report of results and actions taken.
Compliance	<ul style="list-style-type: none"> • Local rules and regulations. • Policies/ Procedures/ Processes. • Recommendation from internal report or external report, if any.
Continuous Improvement	<ul style="list-style-type: none"> • Best practices. • Learning outcomes. • Policies/ Procedures/ Processes update and/or amendment. • Implementation of recommendation from internal and/or external report.

INTERNAL CONTROL

The Senior Management receives and reviews regular reports on key financial data, performance indicators and regulatory matters. This is to ensure that matters requiring the Board's attention are highlighted for review, deliberation and decision-making on a timely basis. The Board will approve the appropriate responses or amendments to the Group's policies.

The Board acknowledges that a sound system of internal control reduces but cannot eliminate the possibility of poor judgement in decision-making, human error, control processes being deliberately circumvented by employees and others, management overriding controls; and the occurrence of unforeseeable circumstances.

The ARMC reviews internal control matters and updates the Board on significant control gaps, if any, for the Board's attention and action. Issues relating to the business operations are also highlighted to the Board's attention during Board meetings and any significant fluctuation or exceptional noted will be analysed and acted in a timely manner.

STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROL

INTERNAL CONTROL (CONT'D)

The key elements of the Group's internal control systems are as follows: -

- (a) The Board has delegated to the ARMC the task of undertaking a periodic review of the effectiveness, adequacy and integrity of the Group's risk management framework and internal control systems;
- (b) A formal organisation structure with well-defined scopes of responsibility, clear lines of accountability and appropriate levels of delegated authority;
- (c) The Group has developed and maintains documented policies, procedures and process flows for its key business operations with appropriate levels of delegated authority. The documented internal policies, procedures and processes are in place to ensure compliance with the internal control and relevant laws and regulations;
- (d) The Board has formalised and adopted the Code of Conduct & Ethics Policy which serves as a primary guidance on the ethical and behavioural conduct of the Group. The Code of Conduct & Ethics Policy sets out the principles on dealing with conflicts of interest, insider dealings, compliance to laws and others;
- (e) The Group has put in place a consistent human resource practice throughout the Group to ensure the Group's ability to operate in an effective and efficient manner by employing and retaining adequate competent employees possessing the necessary knowledge, skill and experience in order to carry out their duties and responsibilities effectively and efficiently;
- (f) Information pertaining to internal control policies, procedures and processes which are critical to the achievement of the Group's corporate objectives are communicated through established reporting lines across the Group via electronic mail system, internal meetings and briefings etc.;
- (g) Periodic management meetings are held to discuss and review financial data and operational performance of key business units of the Group. Issues and/or matters that require the Board and Senior Management's attention will be highlighted for review, deliberation and decision-making on a timely manner; and
- (h) Periodic reviews on adequacy and integrity of selected areas of internal control systems are carried out by outsource Internal Auditors and results of such reviews are reported to the ARMC for review, deliberation, decision-making and actions.

INTERNAL AUDIT

The Board acknowledges the importance of internal audit function and the Board has authorised the ARMC to review the effectiveness of the internal audit function.

The ARMC is currently assisted by GovernanceAdvisory.com Sdn Bhd who reports independently and directly to the Board. Any issue affecting the Group from achieving its corporate's objectives and the implementation of the action plans to address the risks identified, will be discussed during the ARMC meetings.

The GovernanceAdvisory.com. Sdn Bhd has unrestricted access to all documents and records of the Group which deemed necessary in the performance of his function. Any highlighted issues will be followed up closely to determine the extent of the recommendation that have been implemented by the management.

The Board has also appointed GovernanceAdvisory.com Sdn Bhd, a firm registered under the corporate member of the Institute of Internal Auditors Malaysia ("IIAM") as the outsource Internal Auditors. The internal audit exercise was led by Mr. Wong Tchen Cheg.

Mr. Wong Tchen Cheg holds a MIA, CPA, Master - Finance & Account and Master - International Business and he is associate member of IIAM.

STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROL

INTERNAL AUDIT FUNCTION

The ARMC is supported by the Internal Audit team, which has been outsourced to GovernanceAdvisory.com Sdn Bhd. Its primary role is to assess the adequacy and effectiveness of the risk, control and governance framework for the Group. The Internal Auditors report directly to the ARMC and its role are to independently review the internal control system established by the management, its adequacy and effectiveness with the objectives set and to make appropriate recommendations for further improvement.

During FY2022, the Group had conducted review on the corporate governance and risk management systems of the Group in 2nd and 4th quarter FY2022, focusing on Paynets's independent assessment, anti-bribery & anti-corruption and management of customer information and permitted disclosure.

For the financial year under review, the total costs incurred by the Group for maintaining the Internal Audit Functions was RM39,500.

The Board, under the recommendation by the ARMC, has agreed to continue to engage an external and independent professional consulting firm as part of its effort to provide an adequate and effective internal control system for our financial year ending 30 June 2023.

REVIEW OF THIS STATEMENT BY EXTERNAL AUDITORS

As required by paragraph 15.23 of the MMLR, the external auditors have reviewed this Statement on Risk Management and Internal Control.

Their review was performed in accordance with the Audit and Assurance Practice Guide ("AAPG") 3: *Guidance for Auditors on Engagements to Report on the Statement on Risk Management and Internal Control Included in Annual Report* issued by the Malaysian Institute of Accountants. AAPG 3 does not require the external auditors to form an opinion on the adequacy and effectiveness of the risk management and internal control systems of the Group.

Based on their review, the external auditor has reported to the Board that nothing has come to their attention that causes them to believe that this Statement on Risk Management and Internal Control is not prepared, in all material aspects, in accordance with the disclosures required by paragraph 41 and 42 of the Guidelines, nor is it factually inaccurate.

CONCLUSION

The Board has received assurance from the Managing Director and Group Chief Executive Officer and Group Chief Financial Officer, as well as Chief Compliance Officer, that the Group's risk management and internal control systems have been operating adequately and effectively, in all material aspects, during the FY2022 and up to the date of this Statement on Risk Management and Internal Control.

Taking this assurance into consideration, the Board is of the view that there were no significant weaknesses in the current system of internal control of the Group that may have material impact on the operations of the Group for the FY2022.

As the improvement of the system of internal controls is an on-going process and the Board and the Senior Management will continue to take necessary measures and on-going commitment to strengthen and improve its internal control environment and risk management.

This Statement on Risk Management and Internal Control is made in accordance with the resolution of the Board on 27 October 2022.

ADDITIONAL COMPLIANCE INFORMATION

PURSUANT TO BURSA MALAYSIA SECURITIES BERHAD – MAIN MARKET LISTING REQUIREMENTS

OTHER INFORMATION REQUIRED BY BURSA MALAYSIA SECURITIES BERHAD – MAIN MARKET LISTING REQUIREMENTS

UTILISATION OF PROCEEDS FROM CORPORATE EXERCISES

A. Utilisation of proceeds from the IPO

In conjunction with its listing on the ACE Market of Bursa Malaysia Securities Berhad, REVENUE issued its prospectus on 11 June 2018 and undertook a public issue of 55,712,000 new ordinary shares at an issue price of RM0.37 per ordinary share.

The entire enlarged issued and paid-up capital of the Group comprising 222,848,000 ordinary shares was listed on the ACE Market of Bursa Malaysia Securities Berhad on 18 July 2018.

The gross proceeds arising from the public issuance of RM20.61 million accrued entirely to the Group has been fully utilised in the following manner:-

Details of utilisation	Proposed Utilisation ⁽¹⁾ RM'000	Actual Utilisation RM'000	Balance Utilisation RM'000	Revised Utilisation RM'000	Estimated timeframe for utilisation upon listing	Revised timeframe for utilisation ⁽²⁾
Capital expenditure	8,100	8,100	-	-	24 months	12 months
Enhancement of revPAY and expansion of IT team	4,040	4,040	-	-	24 months	-
Repayment of bank borrowings	2,500	2,500	-	-	3 months	-
Business expansion	1,500	1,500	-	-	24 months	-
Working capital	1,773	1,773	-	-	24 months	-
Listing expenses	2,700	2,700	-	-	Immediately	-
	20,613	20,613	-	-		

Notes:

1. The utilisation of proceeds as disclosed above should be read in conjunction with the Prospectus of the Company dated 11 June 2018.
2. From 7 July 2021.
3. The Company has utilised RM1.03 million of the proceeds to purchase approximately 1,500 new digital payment terminals with the capability to accept QR payments to increase the Company's deployment of EDC terminals during the financial year 2022.

ADDITIONAL COMPLIANCE INFORMATION
PURSUANT TO BURSA MALAYSIA SECURITIES BERHAD – MAIN MARKET LISTING REQUIREMENTS

B. Utilisation of proceeds from the private placement (Special Issue)

The gross proceeds arising from the Special Issue amounting to RM58.49 million is intended to be utilised in the following manner:-

Details of utilisation	Proposed Utilisation RM'000	Actual Utilisation RM'000	Balance Utilisation RM'000	Estimated timeframe for utilisation upon listing
Capital expenditure	44,968	39,236	5,732	24 months
Enhancement of revPAY and expansion of IT team	8,670	7,703	967	24 months
Working capital	3,399	3,399	-	24 months
Expenses in relation to the Special Issue	1,450	618	832	Immediately
	58,487	50,956	7,531	

AUDIT AND NON-AUDIT FEES

During FY2022, the amount of audit and non-audit fees paid and payable by the Company and the Group to its External Auditors are as follows:

	Company RM'000	Group RM'000
Audit fees		
- Messrs. UHY	55	164
- Other Auditors	-	22
Non-audit fees - Review of Statement on Risk Management and Internal Control		
- Messrs. UHY	5	5

MATERIAL CONTRACTS

During FY2022, there was no material contracts entered into by the Group and its subsidiaries involving Directors' and major shareholders.

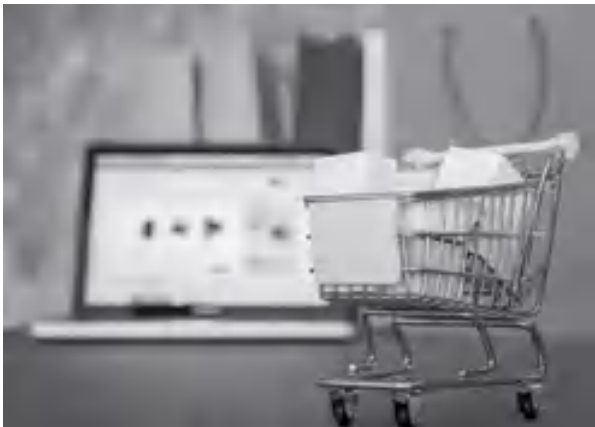
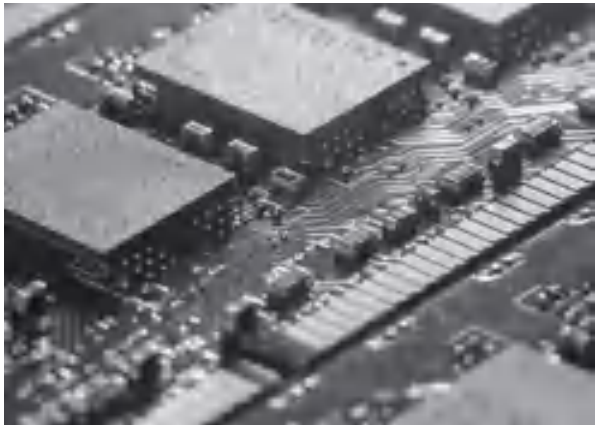
RECURRENT RELATED PARTY TRANSACTIONS

During FY2022, there was no Recurrent Related Party Transactions of a revenue or trading nature which requires shareholders' mandate.

FINANCIAL STATEMENTS



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DIRECTORS' REPORT

The Directors have pleasure in submitting their report together with the audited financial statements of the Group and of the Company for the financial year ended 30 June 2022.

Principal Activities

The principal activity of the Company is investment holding. The principal activities of the subsidiaries are disclosed in Note 8 to the financial statements.

There have been no significant changes in the nature of these activities during the financial year.

Financial Results

	Group RM	Company RM
Profit/(Loss) for the financial year, attributable to:		
- Owners of the parent	12,441,832	(1,546,911)
- Non-controlling interests	85,522	-
	<u>12,527,354</u>	<u>(1,546,911)</u>

Reserves and Provisions

There were no material transfers to or from reserves or provisions during the financial year other than as disclosed in the financial statements.

Dividends

There were no dividends proposed, declared or paid by the Company since the end of the previous financial year. The Directors do not recommend any dividend in respect of the current financial year.

DIRECTORS' REPORT

Issue of Shares and Debentures

During the financial year, the Company increased its issued and paid-up share capital from RM121,143,353 to RM147,123,327 by way of issuance of 23,950,801 new ordinary shares as follows:

- (i) 1,632,027 new ordinary shares at an issue price of RM0.7506 each for a total consideration of RM1,225,000 for the acquisition of an indirect subsidiary;
- (ii) 1,104,117 new ordinary shares at an issue price of RM0.7506 each for a total consideration of RM828,750 for the acquisition of an indirect subsidiary;
- (iii) 10,546,357 new ordinary shares at an issue price of RM1.51 each for a total consideration of RM15,925,000 for the acquisition of remaining non-controlling interests of an indirect subsidiary; and
- (iv) 10,668,300 new ordinary shares pursuant to the conversion of Warrants 2019/2024 at the exercise price of RM0.75 per ordinary share.

The new ordinary shares issued during the financial year ranked pari passu in all respect with the existing ordinary shares of the Company.

There was no issuance of debentures during the financial year.

Warrants

The Warrants 2019/2024 were constituted under the Deed Poll dated 27 December 2018.

The exercise period of the warrants expired on 14 January 2024.

As at 30 June 2022, the total number of warrants that remained unexercised were 156,485,057 (2021: 167,153,357).

The salient terms of the warrants are disclosed in Note 19(b) to the financial statements.

Details of the warrants issued to Directors are disclosed in the section of Directors' Interests in this report.

Options Granted Over Unissued Shares

No options were granted to any person to take up unissued shares of the Company during the financial year.

DIRECTORS' REPORT

Directors

The Directors in office since the beginning of the current financial year until the date of this report are:

Nor Azzam bin Abdul Jalil

Datuk Ng Chee Siong*

Ng Shih Chiow*

Ng Shih Fang*

Ooi Guan Hoe

Ng Chee Keong

Lai Wei Keat*

Loo Jo Anne*

Jade Lee Gaik Suan

(appointed on 3.1.2022)

Alwizah Al-Yafii Binti Ahmad Kamal

(appointed on 1.6.2022)

** Director of the Company and of its subsidiaries*

The Directors who held office in the subsidiaries (excluding Directors who are also Directors of the Company) since the beginning of the current financial year until the date of this report are:

Chung Wai Fong

Gan Swan Kiat

Chok Kennon Alexander

Low Chung Ming

Tan Lip Han

Teh Liang How

Yong Kim Fong

Ho Ee Lock

Keh Yih Tong

Leow Weng Kiat

Leong Phaik San

Felicia Ng Xin Yi

(appointed on 30.4.2022)

Yan Wai Seng

(resigned on 1.7.2021)

The information required to be disclosed pursuant to Section 253 of the Companies Act 2016 is deemed incorporated herein by such reference to the financial statements of the respective subsidiaries and made a part hereof.

DIRECTORS' REPORT

Directors' Interests in Shares

The interests and deemed interests in the shares and warrants of the Company and of its related corporations (other than wholly-owned subsidiary) of those who were Directors at financial year end according to the Register of Directors' Shareholdings are as follows:

	Number of ordinary shares			
	At 1.7.2021	Acquired	Disposed	At 30.6.2022
Interests in the Company				
Direct Interests				
Nor Azzam bin Abdul Jalil	250,333	-	90,000	160,333
Datuk Ng Chee Siong	52,717,086	-	5,322,500	47,394,586
Ng Shih Chiow	55,381,723	120,000	-	55,501,723
Ng Shih Fang	52,881,722	330,000	-	53,211,722
Ooi Guan Hoe	116,666	30,000	-	146,666
Lai Wei Keat	4,200,000	-	-	4,200,000

	Number of Warrants 2019/2024			
	At 1.7.2021	Acquired	Disposed	At 30.6.2022
Interests in the Company				
Direct Interests				
Datuk Ng Chee Siong	10,143,907	-	6,161,600	3,982,307
Ng Shih Chiow	23,274,195	-	-	23,274,195
Ng Shih Fang	23,274,195	-	-	23,274,195
Ooi Guan Hoe	-	110,000	-	110,000

By virtue of their interests in the shares of the Company, Datuk Ng Chee Siong, Ng Shih Fang, and Ng Shih Chiow are also deemed interested in the shares of the subsidiaries during the financial year to the extent that the Company has an interest under Section 8 of the Companies Act 2016.

None of the other Directors in office at the end of the financial year had any interest in shares in the Company or its related corporations during the financial year.

DIRECTORS' REPORT

Directors' Benefits

Since the end of the previous financial year, no Director of the Company has received or become entitled to receive a benefit (other than a benefit included in the aggregate amount of remuneration received or due and receivable by Directors as disclosed in the "Directors' Remuneration" of this report) by reason of a contract made by the Company or a related corporation with the Director or with a firm of which the Director is a member, or with a company in which the Director has a substantial financial interest.

Neither during nor at the end of the financial year, was the Company a party to any arrangement whose object was to enable the Directors to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

Directors' Remuneration

The details of the Directors' remuneration paid/payable to the Directors of the Company during the financial year are as follows:

	Group RM	Company RM
Directors of the Company		
Executive		
Fees	72,000	-
Salaries and other emoluments	2,849,657	-
Defined contribution plans	339,301	-
Social security contributions	3,315	-
Others	380	-
Benefit-in-kind	416,993	-
	<u>3,681,646</u>	<u>-</u>
Non-executive		
Fees	299,400	299,400
Other emoluments	45,500	45,500
	<u>344,900</u>	<u>344,900</u>
	<u>4,026,546</u>	<u>344,900</u>

Indemnity and Insurance Costs

There was no indemnity given to or insurance effected for any Directors, officers and auditors of the Company in accordance with Section 289 of the Companies Act 2016.

DIRECTORS' REPORT

Other Statutory Information

- (a) Before the financial statements of the Group and of the Company were prepared, the Directors took reasonable steps:
 - (i) to ascertain that action had been taken in relation to the writing off of bad debts and the making of allowance for doubtful debts and satisfied themselves that adequate allowance had been made for doubtful debts and there were no bad debts to be written off; and
 - (ii) to ensure that any current assets which were unlikely to be realised in the ordinary course of business including the value of current assets as shown in the accounting records of the Group and of the Company have been written down to an amount which the current assets might be expected so to realise.
- (b) At the date of this report, the Directors are not aware of any circumstances:
 - (i) which would render it necessary to write off any bad debts or the amount of the allowance for doubtful debts in the financial statements of the Group and of the Company inadequate to any substantial extent; or
 - (ii) which would render the values attributed to current assets in the financial statements of the Group and of the Company misleading; or
 - (iii) not otherwise dealt with in this report or the financial statements of the Group and of the Company which would render any amount stated in the financial statements misleading; or
 - (iv) which have arisen which would render adherence to the existing method of valuation of assets or liabilities of the Group and of the Company misleading or inappropriate.
- (c) At the date of this report, there does not exist:
 - (i) any charge on the assets of the Group and of the Company which has arisen since the end of the financial year which secures the liabilities of any other person; or
 - (ii) any contingent liability of the Group or of the Company which has arisen since the end of the financial year.

DIRECTORS' REPORT

Other Statutory Information (Cont'd)

(d) In the opinion of the Directors:

- (i) no contingent liability or other liability has become enforceable or is likely to become enforceable within the period of twelve months after the end of the financial year which will or may affect the ability of the Group and of the Company to meet their obligations as and when they fall due;
- (ii) the results of the operations of the Group and of the Company during the financial year were not substantially affected by any item, transaction or event of a material and unusual nature; and
- (iii) there has not arisen in the interval between the end of the financial year and the date of this report any item, transaction or event of a material and unusual nature likely to affect substantially the results of the operations of the Group and of the Company for the financial year in which this report is made.

Subsidiaries

The details of the subsidiaries are disclosed in Note 8 to the financial statements.

Significant Events

The significant events are disclosed in Note 41 to the financial statements.

Subsequent Event

The subsequent event is disclosed in Note 42 to the financial statements.

Auditors' Remuneration

The details of the auditors' remuneration for the financial year are as follows:

	Group RM	Company RM
Auditors' remuneration		
- Statutory audit	185,501	55,000
- Non-statutory audit	5,000	5,000
	<u>190,501</u>	<u>60,000</u>

DIRECTORS' REPORT

Auditors

The Auditors, Messrs. UHY, have expressed their willingness to continue in office.

Signed on behalf of the Board of Directors in accordance with a resolution of the Directors dated 27 October 2022.

DATUK NG CHEE SIONG

NG SHIH CHIOU

KUALA LUMPUR

STATEMENT BY DIRECTORS

PURSUANT TO SECTION 251(2) OF THE COMPANIES ACT 2016

We, the undersigned, being two of the Directors of the Company, do hereby state that, in the opinion of the Directors, the accompanying financial statements are drawn up in accordance with Malaysian Financial Reporting Standards, International Financial Reporting Standards and the requirements of the Companies Act 2016 in Malaysia so as to give a true and fair view of the financial position of the Group and of the Company as at 30 June 2022 and of their financial performance and cash flows for the financial year then ended.

Signed on behalf of the Board of Directors in accordance with a resolution of the Directors dated 27 October 2022.

DATUK NG CHEE SIONG

NG SHIH CHIEW

KUALA LUMPUR

STATUTORY DECLARATION

PURSUANT TO SECTION 251(1)(b) OF THE COMPANIES ACT 2016

I, Leow Weng Kiat (MIA Membership No: 15796), being the officer primarily responsible for the financial management of Revenue Group Berhad, do solemnly and sincerely declare that to the best of my knowledge and belief, the accompanying financial statements are correct and I make this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act 1960.

Subscribed and solemnly declared by the)
abovenamed at Kuala Lumpur in the)
Federal Territory on 27 October 2022)

LEOW WENG KIAT

Before me,

No. W790
ZAINUL ABIDIN BIN AHMAD

COMMISSIONER FOR OATHS

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF REVENUE GROUP BERHAD

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of Revenue Group Berhad, which comprise the statements of financial position as at 30 June 2022 of the Group and of the Company, and the statements of profit or loss and other comprehensive income, statements of changes in equity and statements of cash flows of the Group and of the Company for the financial year then ended, and notes to financial statements, including a summary of significant accounting policies, as set out on pages 77 to 202.

In our opinion, the accompanying financial statements give a true and fair view of the financial position of the Group and of the Company as at 30 June 2022, and of their financial performance and their cash flows for the financial year then ended in accordance with Malaysian Financial Reporting Standards, International Financial Reporting Standards and the requirements of the Companies Act 2016 in Malaysia.

Basis for Opinion

We conducted our audit in accordance with approved standards on auditing in Malaysia and International Standards on Auditing. Our responsibilities under those standards are further described in the *Auditors' Responsibilities for the Audit of the Financial Statements* section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence and Other Ethical Responsibilities

We are independent of the Group and of the Company in accordance with the *By-Laws (on Professional Ethics, Conduct and Practice)* of the Malaysian Institute of Accountants ("By-Laws") and the International Ethics Standards Board for Accountants' *International Code of Ethics for Professional Accountants (including International Independence Standards)* ("IESBA Code"), and we have fulfilled our other ethical responsibilities in accordance with the By-Laws and the IESBA Code.

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF REVENUE GROUP BERHAD

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the Group and of the Company for the current financial year. These matters were addressed in the context of our audit of the financial statements of the Group and of the Company as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key audit matters	How we addressed the key audit matters
<p>1. Fair value of investment properties</p> <p>As at 30 June 2022, the Group's investment properties amounting to RM22 million, representing approximately 18% of the Group's total non-current assets as at 30 June 2022.</p> <p>The Group's investment properties comprise leasehold lands and buildings. The Group engaged independent external valuer to determine the fair value of the investment properties at the reporting date.</p> <p>We have identified the valuation of investment properties as at 30 June 2022 as a key audit matter because of the significance of the amount and the valuation models used by the valuer included significant assumptions which are judgmental.</p>	<p>Our procedures included, among others:</p> <ul style="list-style-type: none"> • We reviewed the valuation report for the investment properties and assessed the appropriateness of the valuation model, property related data, including estimates used by the professional valuer. • We assessed and challenged the reasonableness of the assumptions used in the valuation and judgements made. • We considered the qualification and competence of the independent external valuer and assessed the scope of work of the external valuer to determine whether the valuation was appropriate to be applied for financial reporting purposes. • We reviewed and assessed the appropriateness and adequacy of the disclosures in the financial statements.

INDEPENDENT AUDITORS' REPORT
TO THE MEMBERS OF REVENUE GROUP BERHAD

Key Audit Matters (Cont'd)

Key Audit Matters	How we addressed the key audit matters
<p>2. Impairment assessment on goodwill on consolidation and intangible assets</p> <p>The carrying amounts of goodwill on consolidation and intangible assets of the Group as at 30 June 2022 are RM11.25 million and RM16.08 million respectively.</p> <p>This was one of the key judgemental areas we focused in our opinion because the assessment of the carrying amounts of goodwill on consolidation and intangible assets required the Group to exercise significant judgement due to the inherent uncertainty involved in forecasting and discounting future cash flows which were used as the basis for assessment of recoverable amount.</p>	<p>Our procedures included, among others:</p> <ul style="list-style-type: none"> • We assessed the reasonableness of cash flows projections by comparison to historical performance and future outlook, as well as discussion with management. • We challenged the reasonableness of the key bases and assumptions underpinning the model, including discount rate used. • We performed sensitivity analysis on the key inputs to the impairment model, to understand the impact that reasonably possible changes to key assumptions would have on the overall carrying amount of the goodwill on consolidation and intangible assets at the end of the reporting period. • We assessed the adequacy and appropriateness of the related disclosures in the financial statements.

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF REVENUE GROUP BERHAD

Key Audit Matters (Cont'd)

Key audit matters	How we addressed the key audit matters
<p>3. Impairment of trade receivables</p> <p>The Group has material credit exposures in its portfolio of trade receivables amounting to RM26.70 million as at 30 June 2022. Given the nature of these assets, the assessment of impairment involves significant estimation uncertainty, subjective assumptions and the application of significant judgement.</p>	<p>Our procedures included, among others:</p> <ul style="list-style-type: none"> • We have evaluated the Group's policy on its credit risk management through discussion with management. • We tested the trade receivables ageing report to ascertain the accuracy of the information used to assess the adequacy of impairment loss of trade receivables. • We have assessed the reasonableness of the methods and assumptions used by the management in estimating the recoverable amount and impairment loss both specific impairment and expected credit loss. • We have evaluated subsequent year end receipts and recoverability of outstanding trade receivables. • We have reviewed the appropriateness of the disclosures in the financial statements.

We have determined that there are no key audit matters in the audit of the financial statements of the Company to be communicated in our auditors' report.

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF REVENUE GROUP BERHAD

Information Other than the Financial Statements and Auditors' Report Thereon

The Directors of the Company are responsible for the other information. The other information comprises the annual report, but does not include the financial statements of the Group and of the Company and our auditors' report thereon.

Our opinion on the financial statements of the Group and of the Company does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements of the Group and of the Company, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements of the Group and of the Company, or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of the Directors for the Financial Statements

The Directors of the Company are responsible for the preparation of the financial statements of the Group and of the Company that give a true and fair view in accordance with Malaysian Financial Reporting Standards, International Financial Reporting Standards and the requirements of the Companies Act 2016 in Malaysia. The Directors are also responsible for such internal control as the Directors determine is necessary to enable the preparation of financial statements of the Group and of the Company that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements of the Group and of the Company, the Directors are responsible for assessing the Group's and the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Directors either intend to liquidate the Group or the Company or to cease operations, or have no realistic alternative but to do so.

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF REVENUE GROUP BERHAD

Auditors' Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements of the Group and of the Company as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with approved standards on auditing in Malaysia and International Standards on Auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with approved standards on auditing in Malaysia and International Standards on Auditing, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements of the Group and of the Company, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's and of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Directors.
- Conclude on the appropriateness of the Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosure in the financial statements of the Group and of the Company or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Group or the Company to cease to continue as a going concern.

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF REVENUE GROUP BERHAD

Auditors' Responsibilities for the Audit of the Financial Statements (Cont'd)

As part of an audit in accordance with approved standards on auditing in Malaysia and International Standards on Auditing, we exercise professional judgement and maintain professional scepticism throughout the audit. We also: (Cont'd)

- Evaluate the overall presentation, structure and content of the financial statements of the Group and of the Company, including the disclosures, and whether the financial statements of the Group and of the Company represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the financial statements of the Group. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with the Directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the Directors with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

From the matters communicated with the Directors, we determine those matters that were of most significance in the audit of the financial statements of the Group and of the Company for the current financial year and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

In accordance to the requirements of the Companies Act 2016 in Malaysia, we report that the subsidiaries of which we have not acted as auditors are disclosed in Note 8 to the financial statements.

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF REVENUE GROUP BERHAD

Other Matters

This report is made solely to the members of the Company, as a body, in accordance with Section 266 of the Companies Act 2016 in Malaysia and for no other purpose. We do not assume responsibility to any other person for the content of this report.

UHY

Firm Number: AF 1411

Chartered Accountants

YEOH AIK CHUAN

Approved Number: 02239/07/2024 J

Chartered Accountant

KUALA LUMPUR

27 October 2022

STATEMENTS OF FINANCIAL POSITION

AS AT 30 JUNE 2022

		Group		Company	
		2022	2021	2022	2021
Note		RM	RM	RM	RM
Assets					
Non-Current Assets					
Property, plant and equipment	4	26,365,551	27,882,399	-	-
Intangible assets	5	16,078,366	10,622,549	-	-
Investment properties	6	22,000,000	-	-	-
Right-of-use assets	7	28,536,167	2,971,433	-	-
Investment in subsidiaries	8	-	-	16,693,600	16,693,600
Investment in associates	9	17,403,368	6,767,904	-	-
Goodwill on consolidation	10	11,252,688	10,829,556	-	-
		<u>121,636,140</u>	<u>59,073,841</u>	<u>16,693,600</u>	<u>16,693,600</u>
Current Assets					
Inventories	11	12,033,357	7,998,843	-	-
Trade receivables	12	26,697,570	15,139,536	-	-
Other receivables	13	5,192,339	7,969,955	22,175	31,660
Amount due from subsidiaries	14	-	-	93,969,300	44,574,449
Other investments	15	7,734,700	-	-	-
Tax recoverable		3,077,640	1,476,414	-	-
Fixed deposits with licensed banks	16	258,932	254,526	-	-
Cash and bank balances	17	82,522,695	97,323,560	27,859,608	53,478,547
		<u>137,517,233</u>	<u>130,162,834</u>	<u>121,851,083</u>	<u>98,084,656</u>
Total Assets		259,153,373	189,236,675	138,544,683	114,778,256

STATEMENTS OF FINANCIAL POSITION

AS AT 30 JUNE 2022

		Group		Company	
	Note	2022 RM	2021 RM	2022 RM	2021 RM
Equity and Liabilities					
Equity					
Share capital	18	147,123,327	121,143,353	147,123,327	121,143,353
Reserves	19	(52,384,198)	(22,218,214)	-	-
Retained earnings/ (Accumulated losses)		62,304,543	49,862,711	(8,800,567)	(7,253,656)
Equity attributable to the owners of the parent		157,043,672	148,787,850	138,322,760	113,889,697
Non-controlling interests		2,234,840	2,511,301	-	-
Total Equity		159,278,512	151,299,151	138,322,760	113,889,697
Liabilities					
Non-Current Liabilities					
Bank borrowings	20	42,137,968	4,966,018	-	-
Lease liabilities	21	564,629	695,394	-	-
Deferred tax liabilities	22	1,113,852	576,454	-	-
		43,816,449	6,237,866	-	-
Current Liabilities					
Trade payables	23	22,654,142	16,625,569	-	-
Other payables	24	26,015,526	13,471,941	207,104	724,559
Contract liabilities	25	187,967	260,993	-	-
Amount due to a subsidiary	14	-	-	-	164,000
Amount due to an associate	26	38,160	-	-	-
Amount due to Directors	27	163,596	197,684	-	-
Bank borrowings	20	2,211,913	399,824	-	-
Lease liabilities	21	550,551	568,574	-	-
Tax payable		4,236,557	175,073	14,819	-
		56,058,412	31,699,658	221,923	888,559
Total Liabilities		99,874,861	37,937,524	221,923	888,559
Total Equity and Liabilities		259,153,373	189,236,675	138,544,683	114,778,256

The accompanying notes form an integral part of the financial statements.

STATEMENTS OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

FOR THE FINANCIAL YEAR ENDED 30 JUNE 2022

		Group		Company	
	Note	2022 RM	2021 RM	2022 RM	2021 RM
Revenue	28	95,043,713	86,276,724	-	-
Cost of sales		<u>(39,851,942)</u>	<u>(42,002,539)</u>	<u>-</u>	<u>-</u>
Gross profit		55,191,771	44,274,185	-	-
Other income		3,079,443	1,658,501	767,052	247,988
Administrative expenses		(36,345,580)	(30,318,753)	(2,260,119)	(2,265,109)
Net loss on impairment of financial instruments		(479,875)	(19,812)	(39,025)	(1,462,101)
Finance costs	29	(671,887)	(330,223)	-	-
Share of results of associates, net of tax		<u>(956,530)</u>	<u>192,027</u>	<u>-</u>	<u>-</u>
Profit/(Loss) before tax	30	19,817,342	15,455,925	(1,532,092)	(3,479,222)
Taxation	31	<u>(7,289,988)</u>	<u>(3,341,008)</u>	<u>(14,819)</u>	<u>-</u>
Profit/(Loss) for the financial year		<u>12,527,354</u>	<u>12,114,917</u>	<u>(1,546,911)</u>	<u>(3,479,222)</u>

STATEMENTS OF PROFIT OR LOSS
AND OTHER COMPREHENSIVE INCOME
FOR THE FINANCIAL YEAR ENDED 30 JUNE 2022

		Group		Company	
	Note	2022 RM	2021 RM	2022 RM	2021 RM
Other comprehensive (loss)/income for the financial year, net of tax					
<i>Items that are or may be reclassified subsequently to profit or loss</i>					
Exchange translation differences for foreign operations		(32,574)	(11,304)	-	-
Share of other comprehensive income of associates		1,195	-	-	-
		<u>(31,379)</u>	<u>(11,304)</u>	<u>-</u>	<u>-</u>
Total comprehensive income/(loss) for the financial year					
		<u>12,495,975</u>	<u>12,103,613</u>	<u>(1,546,911)</u>	<u>(3,479,222)</u>
Profit/(Loss) for the financial year attributable to:					
Owners of the parent		12,441,832	11,244,972	(1,546,911)	(3,479,222)
Non-controlling interests		85,522	869,945	-	-
		<u>12,527,354</u>	<u>12,114,917</u>	<u>(1,546,911)</u>	<u>(3,479,222)</u>
Total comprehensive income/(loss) attributable to:					
Owners of the parent		12,410,453	11,233,668	(1,546,911)	(3,479,222)
Non-controlling interests		85,522	869,945	-	-
		<u>12,495,975</u>	<u>12,103,613</u>	<u>(1,546,911)</u>	<u>(3,479,222)</u>
Earnings per share					
Basic earnings per share (sen)	32(a)	<u>2.68</u>	<u>2.72</u>		
Diluted earnings per share (sen)	32(b)	2.24	2.24		

The accompanying notes form an integral part of the financial statements.

STATEMENTS OF CHANGES IN EQUITY

FOR THE FINANCIAL YEAR ENDED 30 JUNE 2022

	Attributable to owners of the parent								
	Non-distributable			Distributable					
	Share capital RM	Merger reserve RM	Warrant reserve RM	Other reserves RM	Foreign currency translation reserve RM	Retained earnings RM	Total RM	Non-controlling interests RM	Total equity RM
Group									
At 1 July 2020	49,268,599	(15,693,600)	61,268,700	(67,554,223)	(27,234)	38,617,739	65,879,981	1,423,843	67,303,824
Profit for the financial year	-	-	-	-	-	11,244,972	11,244,972	869,945	12,114,917
Other comprehensive loss for the financial year	-	-	-	-	(11,304)	-	(11,304)	-	(11,304)
Total comprehensive (loss)/income for the financial year	-	-	-	-	(11,304)	11,244,972	11,233,668	869,945	12,103,613

Transactions with owners:

STATEMENTS OF CHANGES IN EQUITY FOR THE FINANCIAL YEAR ENDED 30 JUNE 2022

	Attributable to owners of the parent						
	Non-distributable			Distributable			
	Share capital RM	Merger reserve RM	Warrant reserve RM	Other reserves RM	Foreign currency translation reserve RM	Retained earnings RM	Total equity RM
Group							
At 1 July 2021	121,143,353	(15,693,600)	55,160,868	(61,646,944)	(38,538)	49,862,711	151,299,151
Profit for the financial year	-	-	-	-	-	12,441,832	12,527,354
Other comprehensive loss for the financial year	-	-	-	-	(31,379)	-	(31,379)
Total comprehensive (loss)/income for the financial year	-	-	-	-	(31,379)	12,441,832	12,495,975

STATEMENTS OF CHANGES IN EQUITY

FOR THE FINANCIAL YEAR ENDED 30 JUNE 2022

Attributable to owners of the parent									
Note	Non-distributable				Distributable				
	Share capital RM	Merger reserve RM	Warrant reserve RM	Other reserves RM	Foreign currency translation reserve RM	Retained earnings RM	Total RM	Non-controlling interests RM	Total equity RM
Transactions with owners:									
Net changes of non-controlling interests	8(a)	-	-	-	-	-	-	650,323	650,323
Changes of stakes in subsidiaries	8(b), 8(c)	-	-	(30,134,605)	-	-	(30,134,605)	(1,012,306)	(31,146,911)
Issuance of ordinary shares pursuant to:									
- Acquisition of subsidiaries	18(a)(i), 18(a)(ii), 18(a)(iii)	17,978,750	-	-	-	-	17,978,750	-	17,978,750
- Exercise of warrants	18(a)(iv)	8,001,224	-	(3,520,556)	3,520,556	-	8,001,224	-	8,001,224
Total transactions with owners		25,979,974	-	(3,520,556)	(26,614,049)	-	(4,154,631)	(361,983)	(4,516,614)
At 30 June 2022		147,123,327	(15,693,600)	51,640,312	(88,260,993)	(69,917)	62,304,543	157,043,672	159,278,512

STATEMENTS OF CHANGES IN EQUITY FOR THE FINANCIAL YEAR ENDED 30 JUNE 2022

	Attributable to owners of the parent			
	Non-distributable			Total equity RM
Company	Share capital RM	Warrant reserve RM	Other reserves RM	Accumulated losses RM
At 1 July 2020	49,268,599	61,268,700	(61,268,700)	(3,774,434)
Loss for the financial year, representing total comprehensive loss for the financial year	-	-	-	(3,479,222)
Transactions with owners:				
Issuance of ordinary shares pursuant to:				
- Special Issue	57,974,930	-	-	-
- Exercise of warrants	13,899,824	(6,107,832)	6,107,832	-
Total transactions with owners	71,874,754	(6,107,832)	6,107,832	-
At 30 June 2021	121,143,353	55,160,868	(55,160,868)	(7,253,656)
				113,889,697

Note

18(b)(i)
18(b)(ii)

STATEMENTS OF CHANGES IN EQUITY FOR THE FINANCIAL YEAR ENDED 30 JUNE 2022

	Note	Non-distributable			Accumulated losses	Total equity
		Share capital	Warrant reserve	Other reserves		
Company		RM	RM	RM	RM	RM
At 1 July 2021		121,143,353	55,160,868	(55,160,868)	(7,253,656)	113,889,697
Loss for the financial year, representing total comprehensive loss for the financial year		-	-	-	(1,546,911)	(1,546,911)
Transactions with owners:						
Issuance of ordinary shares pursuant to:						
- Acquisition of subsidiaries	18(a)(i), 18(a)(ii), 18(a)(iii)	17,978,749	-	-	-	17,978,749
- Exercise of warrants	18(a)(iv)	8,001,225	(3,520,556)	3,520,556	-	8,001,225
Total transactions with owners		25,979,974	(3,520,556)	3,520,556	-	25,979,974
At 30 June 2022		147,123,327	51,640,312	(51,640,312)	(8,800,567)	138,322,760

The accompanying notes form an integral part of the financial statements.

STATEMENTS OF CASH FLOWS

FOR THE FINANCIAL YEAR ENDED 30 JUNE 2022

	Group		Company	
	2022	2021	2022	2021
	RM	RM	RM	RM
Operating Activities				
Profit/(Loss) before tax	19,817,342	15,455,925	(1,532,092)	(3,479,222)
Adjustments for:				
Amortisation of intangible assets	3,346,053	2,321,257	-	-
Depreciation of:				
- property, plant and equipment	6,466,618	6,510,738	-	-
- right-of-use assets	832,766	653,057	-	-
Deposits written off	3,300	-	-	-
Fair value adjustment on contingent consideration	46,955	-	-	-
Fair value loss on financial assets at fair value through profit or loss	210,986	-	-	-
Finance costs	671,887	330,223	-	-
Property, plant and equipment written off	25,440	4,280	-	-
Impairment losses on:				
- amount due from a subsidiary	-	-	39,025	1,462,101
- investment in a subsidiary	-	-	-	30,800
- trade receivables	608,534	622,594	-	-
Fair value gain on investment properties	(1,415,151)	-	-	-
Gain on disposal of property, plant and equipment	(5,922)	(460)	-	-
Gain on termination of lease contract	(5,055)	-	-	-
Reversal of impairment losses on trade receivables	(128,659)	(602,782)	-	-
Income from rent concessions	-	(17,435)	-	-
Interest income	(831,033)	(291,298)	(728,027)	(238,706)
Share of results of associates	956,530	(192,027)	-	-
Unrealised loss/(gain) on foreign exchange	583,359	(235,386)	(39,025)	(9,282)
Operating profit/(loss) before working capital changes				
carried down	<u>31,183,950</u>	<u>24,558,686</u>	<u>(2,260,119)</u>	<u>(2,234,309)</u>

STATEMENTS OF CASH FLOWS

FOR THE FINANCIAL YEAR ENDED 30 JUNE 2022

	Group		Company	
	2022	2021	2022	2021
	RM	RM	RM	RM
Operating Activities (Cont'd)				
Operating profit/(loss) before working capital changes brought down	31,183,950	24,558,686	(2,260,119)	(2,234,309)
Changes in working capital:				
Inventories	(2,874,200)	2,418,618	-	-
Receivables	(8,293,534)	4,727,144	9,485	13,447
Payables	4,588,893	(14,287,434)	(517,455)	594,342
Contract liabilities	(73,026)	(229,022)	-	-
Amount due from subsidiaries	-	-	(31,580,101)	(18,432,949)
Amount due to an associate	38,160	(413,909)	-	-
Amount due to Directors	(62,088)	(91,318)	-	-
	<u>(6,675,795)</u>	<u>(7,875,921)</u>	<u>(32,088,071)</u>	<u>(17,825,160)</u>
Cash generated from/(used in) operations	24,508,155	16,682,765	(34,348,190)	(20,059,469)
Interest received	831,033	291,298	728,027	238,706
Interest paid	(671,887)	(330,223)	-	-
Tax paid	(4,292,332)	(5,150,882)	-	-
Tax refunded	-	1,146,229	-	-
	<u>(4,133,186)</u>	<u>(4,043,578)</u>	<u>728,027</u>	<u>238,706</u>
Net cash from/(used in) operating activities	<u>20,374,969</u>	<u>12,639,187</u>	<u>(33,620,163)</u>	<u>(19,820,763)</u>

STATEMENTS OF CASH FLOWS
FOR THE FINANCIAL YEAR ENDED 30 JUNE 2022

	Group		Company	
	2022	2021	2022	2021
	RM	RM	RM	RM
Investing Activities				
Acquisition of:				
- an associate [Note 9(a)]	(12,000,000)	(4,500,000)	-	-
- other investments	(7,945,686)	-	-	-
Net cash inflows/(outflows) arising from acquisition of subsidiaries [Note 8(a)]	169,913	(891,362)	-	-
Payment of prior year's investment in an associate [Note 24(b)(iii)]	(500,000)	-	-	-
Proceeds from disposal of an associate [Note 9(b)]	409,201	-	-	-
Proceeds from disposal of property, plant and equipment	8,700	2,790	-	-
Purchase of:				
- property, plant and equipment	(6,123,885)	(10,719,436)	-	-
- intangible assets	(8,801,870)	(4,107,251)	-	-
- investment properties [Note 6(b)]	(3,034,849)	-	-	-
- right-of-use assets [Note 7(a)]	(3,887,154)	(46,109)	-	-
Net cash used in investing activities	<u>(41,705,630)</u>	<u>(20,261,368)</u>	<u>-</u>	<u>-</u>
Financing Activities				
Decrease/(Increase) in fixed deposits pledged	254,526	(3,687)	-	-
Proceeds from issuance of shares (Note 18)	8,001,224	71,874,754	8,001,224	71,874,754
Payment of lease liabilities	(654,079)	(581,633)	-	-
Repayment of term loans	(711,577)	(199,663)	-	-
Net cash from financing activities	<u>6,890,094</u>	<u>71,089,771</u>	<u>8,001,224</u>	<u>71,874,754</u>

STATEMENTS OF CASH FLOWS
FOR THE FINANCIAL YEAR ENDED 30 JUNE 2022

	Group		Company	
	2022	2021	2022	2021
	RM	RM	RM	RM
Net (decrease)/increase in cash and cash equivalents	(14,440,567)	63,467,590	(25,618,939)	52,053,991
Cash and cash equivalents at the beginning of the financial year	97,104,657	33,973,841	53,478,547	1,424,556
Effect of exchange translation differences on cash and cash equivalents	117,530	(336,774)	-	-
Cash and cash equivalents at the end of the financial year	<u>82,781,620</u>	<u>97,104,657</u>	<u>27,859,608</u>	<u>53,478,547</u>
Cash and cash equivalents at the end of the financial year comprises:				
Fixed deposits with licensed banks	258,932	254,526	-	-
Cash and bank balances	82,522,695	97,323,560	27,859,608	53,478,547
Bank overdraft	(7)	(218,903)	-	-
	<u>82,781,620</u>	<u>97,359,183</u>	<u>27,859,608</u>	<u>53,478,547</u>
Less: Fixed deposits pledged to licensed banks	-	(254,526)	-	-
	<u>82,781,620</u>	<u>97,104,657</u>	<u>27,859,608</u>	<u>53,478,547</u>

The accompanying notes form an integral part of the financial statements.

NOTES TO THE FINANCIAL STATEMENTS

30 JUNE 2022

1. Corporate Information

The Company is a public limited liability company, incorporated and domiciled in Malaysia and is listed on the Main Market of Bursa Malaysia Securities Berhad.

The principal place of business of the Company is located at No. 12, Jalan Udang Harimau 2, Kepong Business Park, 51200 Kuala Lumpur.

The registered office of the Company is located at Level 5, Block B, Dataran PHB, Saujana Resort, Section U2, 40150 Shah Alam, Selangor Darul Ehsan.

The principal activity of the Company is investment holding. The principal activities of its subsidiaries are disclosed in Note 8. There have been no significant changes in the nature of the activities of the Company and its subsidiaries during the financial year.

2. Basis of Preparation

(a) Statement of compliance

The financial statements of the Group and of the Company have been prepared in accordance with Malaysian Financial Reporting Standards (“MFRS”), International Financial Reporting Standards and the requirements of the Companies Act 2016 in Malaysia.

The financial statements of the Group and of the Company have been prepared under the historical cost convention, unless otherwise indicated in the significant accounting policies below.

NOTES TO THE FINANCIAL STATEMENTS

30 JUNE 2022

2. Basis of Preparation (Cont'd)

(a) Statement of compliance (Cont'd)

Adoption of new and amended standards

During the financial year, the Group and the Company have adopted the following new standards and amendments to standards issued by the Malaysian Accounting Standards Board ("MASB") that are mandatory for current financial year:

Amendments to MFRS 9, MFRS 139, MFRS 7, MFRS 4 and MFRS 16	Interest Rate Benchmark Reform - Phase 2
Amendment to MFRS 16	Covid - 19 - Related Rent Concessions beyond 30 June 2021

The adoption of the amendments to standards did not have any significant impact on the financial statements of the Group and of the Company.

Standards issued but not yet effective

The Group and the Company have not applied the following new standards and amendments to standards that have been issued by the MASB but are not yet effective for the Group and for the Company:

		Effective dates for financial periods beginning on or after
Amendments to MFRS 3	Reference to the Conceptual Framework	1 January 2022
Amendments to MFRS 116	Property, Plant and Equipment - Proceeds before Intended Use	1 January 2022
Amendments to MFRS 137	Onerous Contracts - Cost of Fulfilling a Contract	1 January 2022
Annual Improvements to MFRS Standards 2018 - 2020:		1 January 2022
• Amendments to MFRS 1		
• Amendments to MFRS 9		
• Amendments to MFRS 16		
• Amendments to MFRS 141		

NOTES TO THE FINANCIAL STATEMENTS
30 JUNE 2022

2. Basis of Preparation (Cont'd)

(a) Statement of compliance (Cont'd)

Standards issued but not yet effective (Cont'd)

The Group and the Company have not applied the following new standards and amendments to standards that have been issued by the MASB but are not yet effective for the Group and for the Company: (Cont'd)

		Effective dates for financial periods beginning on or after
MFRS 17	Insurance Contracts	1 January 2023
Amendments to MFRS 17	Insurance Contracts	1 January 2023
Amendments to MFRS 17	Initial Application of MFRS 17 and MFRS 9 - Comparative Information	1 January 2023
Amendments to MFRS 101	Classification of Liabilities as Current or Non-current	1 January 2023
Amendments to MFRS 101	Disclosure of Accounting Policies	1 January 2023
Amendments to MFRS 108	Definition of Accounting Estimates	1 January 2023
Amendments to MFRS 112	Deferred Tax related to Assets and Liabilities arising from a Single Transaction	1 January 2023
Amendments to MFRS 10 and MFRS 128	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture	Deferred until further notice

The Group and the Company intend to adopt the above new standards and amendments to standards, if applicable, when they become effective.

The initial application of the above-mentioned new standards and amendments to standards are not expected to have any significant impacts on the financial statements of the Group and of the Company.

NOTES TO THE FINANCIAL STATEMENTS

30 JUNE 2022

2. Basis of Preparation (Cont'd)

(b) Functional and presentation currency

The financial statements are presented in Ringgit Malaysia (“RM”), which is the Company’s functional currency. All financial information is presented in RM and has been rounded to the nearest RM except when otherwise stated.

(c) Significant accounting judgements, estimates and assumptions

The preparation of the Group’s and of the Company’s financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the disclosure of contingent liabilities at the reporting date. However, uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amounts of the assets or liabilities affected in the future.

Judgements

The following are the judgements made by management in the process of applying the Group’s accounting policies that have the most significant effect on the amounts recognised in the financial statements:

Operating lease commitments - the Group as lessor

The Group has entered into leases on its Electronic Data Capture (“EDC”) terminals. The Group has determined that they retain all the significant risks and rewards of ownership of the equipment which are leased out as operating leases due to the lease term is not for the major part of the economic life of the asset.

Determining the lease term of contracts with renewal options - Group as lessee

The Group determines the lease term with any periods covered by an option to extend the lease if it is reasonably certain not to be exercised.

The Group has several lease contracts that include extension options. The Group applies judgement in evaluating whether to exercise the option to renew the lease. It considers all relevant factors that create an economic incentive for it to exercise the renewal option. After the commencement date, the Group reassesses the lease term if there is a significant event or change in circumstances that is within its control and affects its ability to exercise or not to exercise the option to renew.

The Group includes the renewal period as part of the lease term for such leases. The Group typically exercises its option to renew for those leases with renewal option.

NOTES TO THE FINANCIAL STATEMENTS
30 JUNE 2022

2. Basis of Preparation (Cont'd)

(c) Significant accounting judgements, estimates and assumptions (Cont'd)

Judgements (Cont'd)

Satisfaction of performance obligations in relation to contracts with customers

The Group is required to assess each of its contracts with customers to determine whether performance obligations are satisfied over time or at a point in time in order to determine the appropriate method for recognising revenue. This assessment was made based on the terms and conditions of the contracts, and the provisions of relevant laws and regulations:

The Group recognises revenue over time in the following circumstances:

- (a) the customer simultaneously receives and consumes the benefits provided by the Group's performance as the Group performs;
- (b) the Group does not create an asset with an alternative use to the Group and has an enforceable right to payment for performance completed to date; and
- (c) the Group's performance creates or enhances an asset that the customer controls as the asset is created or enhanced.

Where the above criteria are not met, revenue is recognised at a point in time. Where revenue is recognised at a point in time, the Group assesses each contract with customers to determine when the performance obligation of the Group under the contract is satisfied.

Key sources of estimation uncertainty

The key assumptions concerning the future and other key sources of estimation or uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next reporting period are set out below:

Useful lives of property, plant and equipment, intangible assets and right-of-use ("ROU") assets

The Group regularly reviews the estimated useful lives of property, plant and equipment, intangible assets and ROU assets based on factors such as business plan and strategies, expected level of usage and future technological developments. Future results of operations could be materially affected by changes in these estimates brought about by changes in the factors mentioned above. A reduction in the estimated useful lives of property, plant and equipment, intangible assets and ROU assets would increase the recorded depreciation and decrease the value of property, plant and equipment, intangible assets and ROU assets. The carrying amount of the property, plant and equipment, intangible assets and right-of-use assets is disclosed in Notes 4, 5 and 7 respectively.

NOTES TO THE FINANCIAL STATEMENTS

30 JUNE 2022

2. Basis of Preparation (Cont'd)

(c) Significant accounting judgements, estimates and assumptions (Cont'd)

Key sources of estimation uncertainty (Cont'd)

Software development costs

The Group capitalises software development costs for a project in accordance with the accounting policy. Initial capitalisation of software development costs is based on management's judgement that technological and economic feasibility is confirmed, usually when a product development project has reached a defined milestone according to an established project management model. In determining the amounts to be capitalised, management makes assumptions regarding the expected future cash generations of the project, discount rates to be applied and the expected period of benefits. The carrying amount at the reporting date for software development costs is disclosed in Note 5.

Fair value of investment properties

The Group carries its investment properties at fair value, with changes in fair value being recognised in profit or loss. The Group engaged an independent valuation specialist to assess fair value as at 30 June 2022 for investment properties. Valuation was based on the comparison approach where the comparison approach entails critical analysis of recent evidence of value of comparable properties in the neighbourhood and making adjustments for differences.

The key assumptions used to determine the fair value of the investment properties are disclosed in Note 6.

Impairment of investment in subsidiaries

The Company reviews its investment in subsidiaries when there are indicators of impairment. Impairment is measured by comparing the carrying amount of an investment with its recoverable amount. Significant judgement is required in determining the recoverable amount. Estimating the recoverable amount requires the Company to make an estimate of the expected future cash flows from the cash-generating units and also to determine a suitable discount rate in order to calculate the present value of those cash flows.

The carrying amount at the reporting date for investment in subsidiaries is disclosed in Note 8.

NOTES TO THE FINANCIAL STATEMENTS
30 JUNE 2022

2. Basis of Preparation (Cont'd)

(c) Significant accounting judgements, estimates and assumptions (Cont'd)

Key sources of estimation uncertainty (Cont'd)

Impairment of goodwill on consolidation

The Group determines whether goodwill is impaired at least on an annual basis. This requires an estimation of the value in use of the cash-generating units to which the goodwill is allocated. Estimating the value in use amount requires the Group to make an estimate of the expected future cash flows from the cash-generating unit and also to choose a suitable discount rate in order to calculate the present value of those cash flows. The key assumptions used to determine the value in use is disclosed in Note 10.

Determination of transaction prices

The Group is required to determine the transaction price in respect of each of its contracts with customers. In making such judgement, the Group assesses the impact of any variable consideration in the contract, due to discounts or penalties, the existence of any significant financing component and any non-cash consideration in the contract.

There is no estimation required in determining the transaction price, as revenue from sale of goods and rendering of services are based on invoiced values. Discounts are not considered as they are only given in rare circumstances.

Discount rate used in leases

Where the interest rate implicit in the lease cannot be readily determined, the Group uses the incremental borrowing rate to measure the lease liabilities. The incremental borrowing rate is the interest rate that the Group would have to pay to borrow over a similar term, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment. Therefore, the incremental borrowing rate requires estimation, particularly when no observable rates are available or when they need to be adjusted to reflect the terms and conditions of the lease. The Group estimates the incremental borrowing rate using observable inputs when available and is required to make certain entity-specific estimates.

NOTES TO THE FINANCIAL STATEMENTS

30 JUNE 2022

2. Basis of Preparation (Cont'd)

(c) Significant accounting judgements, estimates and assumptions (Cont'd)

Key sources of estimation uncertainty (Cont'd)

Provision for expected credit loss of financial assets at amortised cost

The Group uses a provision matrix to calculate expected credit loss for trade receivables. The provision rates are based on number of days past due.

The provision matrix is initially based on the Group's historical observed default rates. The Group will calibrate the matrix to adjust the historical credit loss experience. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

The assessment of the correlation between historical observed default rates, forecast economic conditions and expected credit loss is a significant estimate. The Group's historical credit loss experience and forecast of economic conditions may not be representative of customer's actual default in the future. Information about the expected credit loss are disclosed in Note 12.

Fair value measurement of contingent consideration

Contingent consideration, resulting from business combination, is valued at fair value at the acquisition date as part of the business combination. It is subsequently remeasured to fair value at each reporting date. The determination of the fair value is based on discounted cash flows. The key assumptions taken into consideration include the probability of meeting each performance target and the discounted factor. The carrying amount of contingent consideration is disclosed in Note 24.

Income taxes

Judgement is involved in determining the provision for income taxes. There are certain transactions and computations for which the ultimate tax determination is uncertain during the ordinary course of business.

The Group recognises liabilities for tax based on estimates of whether additional taxes will be due. Where the final tax outcome of these tax matters is different from the amounts that were initially recognised, such differences will impact the income tax and/or deferred tax provisions in the period in which such determination is made. As at 30 June 2022, the Group has tax recoverable of RM3,077,640 (2021: RM1,476,414) and tax payable of RM4,236,557 (2021: RM175,073) respectively. As at 30 June 2022, the Company has tax payable of RM14,819 (2021: RMNil).

NOTES TO THE FINANCIAL STATEMENTS

30 JUNE 2022

3. Significant Accounting Policies

The Group and the Company apply the significant accounting policies set out below, consistently throughout all periods presented in the financial statements unless otherwise stated.

(a) Basis of consolidation

(i) Subsidiaries

Subsidiaries are all entities (including structured entities) over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

Subsidiaries are consolidated using the acquisition method of accounting except for the business combination with Revenue Harvest Sdn. Bhd., which was accounted for under the merger method of accounting as the business combination of this subsidiary involved an entity under common control.

Under the merger method of accounting, the results of subsidiary are presented as if the merger had been effected throughout the current and previous years. The assets and liabilities combined are accounted for based on the carrying amounts from the perspective of the common control shareholder at the date of transfer. On consolidation, the cost of the merger is cancelled with the values of the shares received. Any resulting credit differences is classified as equity and regarded as a non-distributable reserve. Any resulting debit difference is adjusted against any suitable reserve. Any share premium, capital redemption reserve and any other reserves which are attributable to share capital of the merged entities, to the extent that they have not been capitalised by a debit difference, are reclassified and presented as movement in other capital reserves.

Under the acquisition method of accounting, subsidiaries are fully consolidated from the date on which control is transferred to the Group and de-consolidated from the date that control ceased. The consideration transferred for the acquisition of a subsidiary is the fair values of the assets transferred, the liabilities incurred to the former owners of the acquiree and the equity interests issued by the Group. The consideration transferred includes the fair value of any asset or liability resulting from a contingent consideration arrangement. Identifiable assets acquired and liabilities and contingent liabilities assumed in business combination are measured initially at their fair values at the acquisition date. The Group recognises any non-controlling interest in the acquiree on an acquisition-by-acquisition basis, either at fair value or at the non-controlling interest's proportionate share of the recognised amounts of acquiree's identifiable net assets.

NOTES TO THE FINANCIAL STATEMENTS

30 JUNE 2022

3. Significant Accounting Policies (Cont'd)

(a) Basis of consolidation (Cont'd)

(i) Subsidiaries (Cont'd)

Acquisition-related costs are expensed in profit or loss as incurred.

If the business combination is achieved in stages, the acquirer's previously held equity interest in the acquiree is re-measured at its acquisition date fair value and the resulting gain or loss is recognised in profit or loss.

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Group reports provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted during the measurement period (which cannot exceed one year from the acquisition date), or additional assets or liabilities are recognised, to reflect new information obtained about facts and circumstances that existed at the acquisition date, if known, would have affected the amounts recognised at that date.

Any contingent consideration to be transferred by the Group is recognised at fair value at the acquisition date. Contingent consideration classified as an asset or liability that is a financial instrument and within the scope of MFRS 9 *Financial Instruments* is measured at fair value with the changes in fair value recognised in profit or loss. Contingent consideration that is classified as equity is not remeasured, and its subsequent settlement is accounted for within equity.

Inter-company transactions, balances and unrealised gains or losses on transactions between Group companies are eliminated. Unrealised losses are eliminated only if there is no indication of impairment. Where necessary, accounting policies of subsidiaries have been changed to ensure consistency with the policies adopted by the Group.

In the Company's separate financial statements, investment in subsidiaries are stated at cost less accumulated impairment losses. On disposal of such investments, the difference between net disposal proceeds and their carrying amounts are recognised in profit or loss. Where an indication of impairment exists, the carrying amount of the investment is assessed and written down immediately to its recoverable amount. Refer accounting policy Note 3(o)(i) on impairment of non-financial assets.

NOTES TO THE FINANCIAL STATEMENTS
30 JUNE 2022

3. Significant Accounting Policies (Cont'd)

(a) Basis of consolidation (Cont'd)

(ii) Changes in ownership interests in subsidiaries without change of control

Transactions with non-controlling interests that do not result in loss of control are accounted for as equity transactions - that is, as transactions with the owners in their capacity as owners. The difference between fair value of any consideration paid and the relevant share acquired of the carrying value of net assets of the subsidiary is recorded in equity. Gains or losses on disposals to non-controlling interests are also recorded in equity.

(iii) Disposal of subsidiaries

If the Group loses control of a subsidiary, the assets and liabilities of the subsidiary, including any goodwill, and non-controlling interests are derecognised at their carrying value on the date that control is lost. Any remaining investment in the entity is recognised at fair value. The difference between the fair value of consideration received and the amounts derecognised and the remaining fair value of the investment is recognised as a gain or loss on disposal in profit or loss. Any amounts previously recognised in other comprehensive income in respect of that entity are accounted for as if the Group had directly disposed of the related assets or liabilities.

(iv) Goodwill on consolidation

The excess of the aggregate of the consideration transferred, the amount of any non-controlling interest in the acquiree and the acquisition date fair value of any previous equity interest in the acquiree over the fair value of the identifiable net assets acquired is recorded as goodwill. If the total consideration transferred, non-controlling interest recognised and previously held interest measured at fair value is less than the fair value of the net assets of the subsidiary acquired (ie. a bargain purchase), the gain is recognised in profit or loss.

Following the initial recognition, goodwill is measured at cost less accumulated impairment losses. Goodwill is not amortised but instead, it is reviewed for impairment annually or more frequent when there is objective evidence that the carrying value may be impaired. Refer accounting policy Note 3(o)(i) on impairment of non-financial assets.

NOTES TO THE FINANCIAL STATEMENTS

30 JUNE 2022

3. Significant Accounting Policies (Cont'd)

(b) Investment in associates

An associate is an entity over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee, but is not control or joint control over those policies.

On acquisition of an investment in an associate, any excess of the cost of investment over the Group's share of the net fair value of the identifiable assets and liabilities of the investee is recognised as goodwill and included in the carrying amount of the investment. Any excess of the Group's share of the net fair value of the identifiable assets and liabilities of the investee over the cost of investment is excluded from the carrying amount of the investment and is instead included as income in the determination of the Group's share of associate's profit or loss for the period in which the investment is acquired.

An associate is accounted for either at cost or equity method as described in MFRS 128 from the date on which the investee becomes an associate. Under the equity method, on initial recognition the investment in an associate is recognised at cost, and the carrying amount is increased or decreased to recognise the Group's share of profit or loss and other comprehensive income of the associate after the date of acquisition. When the Group's share of losses in an associate equals or exceeds its interest in the associate, the Group does not recognise further losses, unless it has incurred legal or constructive obligations or made payments on behalf of the associate.

Profits or losses resulting from upstream and downstream transactions between the Group and its associate are recognised in the Group's consolidated financial statements only to the extent of unrelated investors' interests in the associate. Unrealised losses are eliminated unless the transaction provides evidence of an impairment of the assets transferred.

The financial statements of the associate are prepared as of the same reporting date as the Group. Where necessary, adjustments are made to bring the accounting policies in line with those of the Group.

The requirements of MFRS 136 *Impairment of Assets* are applied to determine whether it is necessary to recognise any additional impairment loss with respect to its net investment in the associate. When necessary, the entire carrying amount of the investment is tested for impairment in accordance with MFRS 136 as a single asset, by comparing its recoverable amount (higher of value in use and fair value less costs to sell) with its carrying amount. Any impairment loss is recognised in profit or loss. Reversal of an impairment loss is recognised to the extent that the recoverable amount of the investment subsequently increases.

NOTES TO THE FINANCIAL STATEMENTS
30 JUNE 2022

3. Significant Accounting Policies (Cont'd)

(b) Investment in associates (Cont'd)

Upon loss of significant influence over the associate, the Group measures and recognises any retained investment at its fair value. Any difference between the carrying amount of the associate upon loss of significant influence and the fair value of the retained investment and proceeds from disposal is recognised in profit or loss.

In the Company's separate financial statements, investment in associates is either stated at cost less accumulated impairment losses. On disposal of such investments, the difference between net disposal proceeds and their carrying amounts are recognised in profit or loss. Where an indication of impairment exists, the carrying amount of the investment is assessed and written down immediately to its recoverable amount. Refer accounting policy Note 3(o)(i) on impairment of non-financial assets.

(c) Foreign currency translation

(i) Foreign currency transactions and balances

Transactions in foreign currency are recorded in the functional currency of the respective Group entities using the exchange rates prevailing at the dates of the transactions. At each reporting date, monetary items denominated in foreign currencies are retranslated at the rates prevailing on that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences arising on the settlement of monetary items or on translating monetary items at the reporting date are included in profit or loss except for exchange differences arising on monetary items that form part of the Group's net investment in foreign operation. These are initially taken directly to the foreign currency translation reserves within equity until the disposal of the foreign operations, at which time they are recognised in profit or loss. Exchange differences arising on monetary items that form part of the Company's net investment in foreign operation are recognised in profit or loss in the Company's financial statements or the individual financial statements of the foreign operation, as appropriate.

Exchange differences arising on the translation of non-monetary items carried at fair value are included in profit or loss for the reporting period except for the differences arising on the translation of non-monetary items in respect of which gains and losses are recognised in other comprehensive income. Exchange differences arising from such non-monetary items are also recognised in other comprehensive income.

NOTES TO THE FINANCIAL STATEMENTS

30 JUNE 2022

3. Significant Accounting Policies (Cont'd)

(c) Foreign currency translation (Cont'd)

(ii) Foreign operations

The assets and liabilities of foreign operations denominated in functional currencies other than RM, including goodwill and fair value adjustments arising on acquisition, are translated to RM at the rate of exchange prevailing at the reporting date, except for goodwill and fair value adjustments arising from business combinations before 1 January 2012 (the date of transition to MFRS) which are treated as assets and liabilities of the Company. The income and expenses of foreign operations, excluding foreign operations in hyperinflationary economies, are translated to RM at exchange rates at the dates of the transactions.

Foreign currency differences are recognised in other comprehensive income and accumulated in the foreign currency translation reserve ("FCTR") in equity. However, if the operation is a non-wholly owned subsidiary, then the relevant proportionate share of the translation difference is allocated to the non-controlling interests. When a foreign operation is disposed of such that control, significant influence or joint control is lost, the cumulative amount in the FCTR related that foreign operation is reclassified to profit or loss as part of the gain or loss on disposal.

When the Group disposes of only part of its interest in a subsidiary that includes a foreign operation, the relevant proportion of the cumulative amount is reattributed to non-controlling interests. When the Group disposes of only part of its investment in an associate that includes a foreign operation while retaining significant influence, the relevant proportion of the cumulative amount is reclassified to profit or loss.

(d) Property, plant and equipment

Property, plant and equipment are stated at cost less accumulated depreciation and accumulated impairment losses. The policy of recognition and measurement of impairment losses is in accordance with Note 3(o)(i) on impairment on non-financial assets.

(i) Recognition and measurement

Cost includes expenditures that are directly attributable to the acquisition of the assets and any other costs directly attributable to bringing the asset to working condition for its intended use, cost of replacing component parts of the assets, and the present value of the expected cost for the decommissioning of the assets after their use. The cost of self-constructed assets also includes the cost of materials and direct labour. For qualifying assets, borrowing costs are capitalised in accordance with the accounting policy on borrowing costs. All other repair and maintenance costs are recognised in profit or loss as incurred.

NOTES TO THE FINANCIAL STATEMENTS
30 JUNE 2022

3. Significant Accounting Policies (Cont'd)

(d) Property, plant and equipment (Cont'd)

(i) Recognition and measurement (Cont'd)

The cost of property, plant and equipment recognised as a result of a business combination is based on fair value at acquisition date. The fair value of property is the estimated amount for which a property could be exchanged on the date of valuation between a willing buyer and a willing seller in an arm's length transaction after proper marketing wherein the parties had each acted knowledgeably, prudently and without compulsion. The fair value of other items of plant and equipment is based on the quoted market prices for similar items.

When significant parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (major components) of property, plant and equipment.

Property, plant and equipment are derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Gains or losses arising on the disposal of property, plant and equipment are determined as the difference between the disposal proceeds and the carrying amount of the assets and are recognised in profit or loss.

Capital work-in-progress consists of computer system under installation for intended use. The amount is stated at cost.

(ii) Subsequent costs

The cost of replacing part of an item of property, plant and equipment is recognised in the carrying amount of the item if it is probable that the future economic benefits embodied within the part will flow to the Group and its cost can be measured reliably. The costs of the day-to-day servicing of property, plant and equipment are recognised in the profit or loss as incurred.

(iii) Depreciation

Depreciation is recognised in the profit or loss on a straight-line basis to write off the cost of each asset to its residual value over its estimated useful life. Freehold land is not depreciated. Capital work-in-progress are not depreciated until the assets are ready for its intended use.

NOTES TO THE FINANCIAL STATEMENTS

30 JUNE 2022

3. Significant Accounting Policies (Cont'd)

(d) Property, plant and equipment (Cont'd)

(iii) Depreciation (Cont'd)

Property, plant and equipment are depreciated based on the estimated useful lives of the assets as follows:

Freehold buildings	50 years
Computer, software and testing equipment	2 to 5 years
EDC terminals	5 years
Motor vehicles	5 to 7 years
Office equipment, furniture and fittings	4 to 10 years
Renovation	10 years
IT equipment	3 years

The residual values, useful lives and depreciation method are reviewed at the end of each reporting period to ensure that the amount, method and period of depreciation are consistent with previous estimates and the expected pattern of consumption of the future economic benefits embodied in the property, plant and equipment.

(e) Intangible assets

(i) Internally-generated intangible assets - research and development costs

Research costs are expensed as incurred. Development expenditures on an individual project are recognised as an intangible asset when the Group can demonstrate:

- the technical feasibility of completing the intangible asset so that the asset will be available for use or sale;
- its intention to complete and its ability and intention to use or sell the asset;
- how the asset will generate future economic benefits;
- the availability of resources to complete; and
- the ability to measure reliably the expenditure during development.

The amount initially recognised for internally-generated intangible assets is the sum of the expenditure incurred from the date when the intangible asset first meets the recognition criteria listed above. Where no internally-generated intangible asset can be recognised, development expenditure is recognised in profit or loss in the period in which it is incurred.

NOTES TO THE FINANCIAL STATEMENTS
30 JUNE 2022

3. Significant Accounting Policies (Cont'd)

(e) Intangible assets (Cont'd)

(i) Internally-generated intangible assets - research and development costs (Cont'd)

Following initial recognition of the development expenditure as an asset, the asset is carried at cost less any accumulated amortisation and accumulated impairment losses. Amortisation of the asset begins when development is complete and the asset is available for use. Amortisation is recognised on a straight-line basis over their estimated useful lives. The estimated useful lives and amortisation methods are reviewed at the end of each reporting date, with the effect of any changes in estimate being accounted for on a prospective basis.

(ii) Intangible assets acquired separately

Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortisation and accumulated impairment losses. Amortisation is recognised on a straight-line basis over their estimated useful lives. The estimated useful lives and amortisation methods are reviewed at the end of each reporting date, with the effect of any changes in estimate being accounted for on a prospective basis. Intangible assets with indefinite useful lives that are acquired separately are carried at cost less accumulated impairment losses.

Intangible assets are amortised based on the estimated useful lives of assets as follows:

Software	5 years
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Capital work-in-progress are not amortise until the assets are ready for its intended use.

(iii) Intangible assets acquired in a business combination

Intangible assets acquired in a business combination and recognised separately from goodwill are initially recognised at their fair values at the acquisition date (which is regarded as their cost).

Subsequent to initial recognition, intangible assets acquired in a business combination are reported at cost less accumulated amortisation and accumulated impairment losses, on the same basis as intangible assets that are acquired separately.

NOTES TO THE FINANCIAL STATEMENTS

30 JUNE 2022

3. Significant Accounting Policies (Cont'd)

(e) Intangible assets (Cont'd)

(iv) Derecognition of intangible assets

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, are recognised in profit or loss when the asset is derecognised.

The policy of recognition and measurement of impairment losses is in accordance with Note 3(o)(i) on impairment of non-financial assets.

(f) Investment properties

Investment properties are properties which are owned or held under a leasehold interest to earn rental income or for capital appreciation or for both, but not for sale in the ordinary course of business, use in the production or supply of goods or services or for administrative purposes.

Investment properties are measured initially at cost, including transaction costs. Subsequently, investment properties are measured at fair value which reflects market conditions at the reporting date. Gains and losses arising from changes in the fair values of investment properties are recognised in profit or loss for the period in which they arise. Where the fair value of the investment property under construction is not reliably determinable, the investment property under construction is measured at cost until either its fair value becomes reliably determinable or construction is complete, whichever is earlier.

Cost includes expenditure that is directly attributable to the acquisition of the investment property. The cost of self-constructed investment property includes the cost of materials and direct labour, any other costs directly attributable to bringing the investment property to a working condition for their intended use and capitalised borrowing costs.

Subsequent expenditure is capitalised to the asset's carrying amount only when it is probable that future economic benefits associated with the expenditure will flow to the Group and the cost of the item can be measured reliably. All other repairs and maintenance costs are expensed when incurred. When part of an investment property is replaced, the carrying amount of the replaced part is derecognised.

Investment properties are valued by independent professional qualified valuers, having appropriate recognised professional qualifications and recent experience in the locations and segments of the investment properties valued. The management team reviewed and discussed the valuations, including valuation processes, performed by the independent valuers for financial reporting purposes.

NOTES TO THE FINANCIAL STATEMENTS
30 JUNE 2022

3. Significant Accounting Policies (Cont'd)

(f) Investment properties (Cont'd)

Investment properties are derecognised when either they are disposed of or when they are permanently withdrawn from use and no future economic benefit is expected from the disposal. Any gain or loss on the retirement or disposal of an investment property is recognised in the profit or loss in the year of retirement or disposal.

Transfers are made to (or from) investment property only when there is a change in use. For a transfer from investment property to owner-occupied property, the deemed cost for subsequent accounting is the fair value at the date of change in use. If owner-occupied property becomes an investment property, the Group accounts for such property in accordance with the policy stated under property, plant and equipment up to the date of change in use.

(g) Leases

As lessee

The Group recognises a ROU asset and a lease liability at the lease's commencement date. The ROU asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or site on which it is located, less any lease incentives received.

The ROU asset is subsequently measured at cost less any accumulated depreciation, accumulated impairment loss and, if applicable, adjusted for any remeasurement of lease liabilities. The policy of recognition and measurement of impairment losses is in accordance with Note 3(o)(i) on impairment of non-financial assets.

The ROU asset under cost model is depreciated using the straight-line method from the commencement date to the earlier of the end of the useful lives of the ROU asset or the end of the lease term. The estimated useful lives of the ROU assets determined on the same basis as those of property, plant and equipment are as follows:

Leasehold lands and buildings	Over the remaining lease period
Leasehold building	Over the remaining lease period
Motor vehicles	Over the remaining lease period
Office	Over the remaining lease period

The ROU assets are subject to impairment.

The lease liability is initially measured at the present value of future lease payments at the commencement date, discounted using the respective Group entities' incremental borrowing rates. Lease payments included in the measurement of the lease liability include fixed payments, any variable lease payments, amount expected to be payable under a residual value guarantee, and exercise price under an extension option that the Group is reasonably certain to exercise.

NOTES TO THE FINANCIAL STATEMENTS

30 JUNE 2022

3. Significant Accounting Policies (Cont'd)

(g) Leases (Cont'd)

As lessee (Cont'd)

Variable lease payments that do not depend on an index or a rate and are dependent on a future activity are recognised as expenses in profit or loss in the period in which the event or condition that triggers the payment occurs.

The lease liability is measured at amortised cost using the effective interest method. It is remeasured when there is a change in future lease payments arising from a change in rate, or if the Group changes its assessment of whether it will exercise an extension or termination option.

Lease payments associated with short-term leases and leases of low value assets are recognised on a straight-line basis as an expense in profit or loss. Short-term leases are leases with a lease term of 12 months or less and do not contain a purchase option. Low value assets are those assets valued at less than RM20,000 each when purchased new.

As lessor

When the Group acts as a lessor, it determines at lease inception whether each lease is a finance lease or an operating lease. Leases in which the Group does not transfer substantially all the risks and rewards of ownership of an asset are classified as operating leases.

If the lease arrangement contains lease and non-lease components, the Group applies *MFRS 15 Revenue from Contracts with Customers* to allocate the consideration in the contract based on the stand-alone selling price.

The Group recognises assets held under a finance lease in its statements of financial position and presents them as a receivable at an amount equal to the net investment in the lease. The Group uses the interest rate implicit in the lease to measure the net investment in the lease.

The Group recognises lease payments under operating leases as income on a straight-line basis over the lease term unless another systematic basis is more representative of the pattern in which benefit from the use of the underlying asset is diminished. The lease payment recognised is included as part of "Other income". Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Contingent rents are recognised as revenue in the period in which they are earned.

NOTES TO THE FINANCIAL STATEMENTS
30 JUNE 2022

3. Significant Accounting Policies (Cont'd)

(h) Financial assets

Recognition and initial measurement

Financial assets are recognised in the statements of financial position when, and only when, the Group and the Company become a party to the contractual provisions of the financial instrument.

At initial recognition, the Group and the Company measure a financial asset at its fair value plus, for an item not at fair value through profit or loss, transaction costs that are directly attributable to its acquisition or issuance of the financial instruments. Transaction costs of financial assets carried at fair value through profit or loss ("FVTPL") are expensed in profit or loss.

Financial asset categories and subsequent measurement

The Group and the Company determine the classification of financial assets at initial recognition and are not reclassified subsequent to their initial recognition unless the Group or the Company changes its business model for managing financial assets, in which case all affected financial assets are reclassified on the first day of the first reporting period following the change in the business model.

The Group's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both.

The Group and the Company classify their financial assets as follows:

(i) Financial assets at amortised cost

The Group and the Company measure financial assets at amortised cost if both of the following conditions are met:

- The financial asset is held within a business model with the objective to hold financial assets in order to collect contractual cash flows; and
- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

NOTES TO THE FINANCIAL STATEMENTS

30 JUNE 2022

3. Significant Accounting Policies (Cont'd)

(h) Financial assets (Cont'd)

Financial asset categories and subsequent measurement (Cont'd)

The Group and the Company classify their financial assets as follows: (Cont'd)

(i) Financial assets at amortised cost (Cont'd)

Financial assets at amortised cost are subsequently measured using the effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains or losses and impairment are recognised in profit or loss. Any gain and loss on derecognition is recognised in profit or loss.

The Group's financial assets at amortised cost include trade and other receivables, fixed deposits with licensed banks and cash and bank balances. The Company's financial assets at amortised cost include other receivables, amount due from subsidiaries and cash and bank balances.

(ii) Financial assets at fair value through other comprehensive income ("FVTOCI")

The Group and the Company have not designated any financial assets at FVTOCI.

(iii) Financial assets at fair value through profit or loss

All financial assets not classified as measured at amortised cost or FVTOCI, as described above are measured at FVTPL. This includes derivative financial assets (except for a derivative that is a financial guarantee contract or a designated and effective hedging instrument). On initial recognition, the Group may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost or at FVTOCI as at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

Financial assets categorised as FVTPL are subsequently measured at their fair value. Net gains or losses, including any interest or dividend income are recognised in the profit or loss.

The Group's financial assets at FVTPL includes other investments. The Company has not designated any financial assets at FVTPL.

All financial assets, except for those measured at FVTPL and equity instruments measured at FVTOCI, are subject to impairment assessment as disclosed in Note 3(o)(ii) on impairment of financial assets.

NOTES TO THE FINANCIAL STATEMENTS
30 JUNE 2022

3. Significant Accounting Policies (Cont'd)

(h) Financial assets (Cont'd)

Regular way purchase or sale of financial assets

Regular way purchase or sale are purchase or sale of financial assets that require delivery of assets within the period generally established by regulation or convention in the marketplace concerned. All regular way purchase and sale of financial assets are recognised or derecognised on the trade date i.e., the date that the Group and the Company commit to purchase or sell the asset.

Derecognition

A financial asset or part of it is derecognised when, and only when the contractual rights to receive cash flows from the financial asset expire or transferred, or control of the asset is not retained or substantially all of the risks and rewards of ownership of the financial asset are transferred to another party. On derecognition of a financial asset, the difference between the carrying amount of the financial assets and the sum of consideration received (including any new asset obtained less any new liability assumed) is recognised in profit or loss.

(i) Financial liabilities

Recognition and initial measurement

Financial liabilities are recognised in the statements of financial position when, and only when, the Group and the Company become a party to the contractual provisions of the financial instrument.

At initial recognition, the Group and the Company measure a financial liability at its fair value less, for an item not at fair value through profit or loss, transaction costs that are directly attributable to its acquisition or issuance of the financial instruments.

Financial liability categories and subsequent measurement

The Group and the Company classify their financial liabilities as follows:

(i) Financial liabilities at amortised cost

Financial liabilities not categorised as fair value through profit or loss are subsequently measured at amortised cost using the effective interest method.

Interest expense and foreign exchange gains and losses are recognised in the profit or loss. Any gains or losses on derecognition are also recognised in the profit or loss.

The Group's financial liabilities designated as amortised cost comprise trade and other payables, amount due to an associate, amount due to Directors, lease liabilities and bank borrowings. The Company's financial liabilities designated as amortised cost comprise other payables and amount due to a subsidiary.

NOTES TO THE FINANCIAL STATEMENTS

30 JUNE 2022

3. Significant Accounting Policies (Cont'd)

(i) Financial liabilities (Cont'd)

Financial instrument categories and subsequent measurement (Cont'd)

The Group and the Company classify their financial liabilities as follows: (Cont'd)

(ii) Financial liabilities at fair value through profit or loss

The Group and the Company have not designated any financial liabilities at FVTPL.

Derecognition

A financial liability or part of it is derecognised when, and only when, the obligation specified in the contract is discharged or cancelled or expired. On derecognition of a financial liability, the difference between the carrying amount of the financial liability extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss.

(j) Financial guarantee contracts

A financial guarantee contract is a contract that requires the issuer to make specified payments to reimburse the holder for a loss it incurs when the guaranteed debtor fails to make payment when due.

Financial guarantee contracts are recognised initially as financial liabilities at fair value, net of transaction costs. Subsequently, the liability is measured at the higher of:

- the amount of the loss allowance; and
- the amount initially recognised less, when appropriate, the cumulative amount of income recognised in accordance with the principles of MFRS 15 *Revenue from Contracts with Customers*.

NOTES TO THE FINANCIAL STATEMENTS
30 JUNE 2022**3. Significant Accounting Policies (Cont'd)****(k) Offsetting of financial instruments**

Financial asset and financial liability are offset and the net amount is reported in the statements of financial position if, and only if, there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, or to realise the assets and settle the liabilities simultaneously.

(l) Inventories

Inventories are stated at the lower of cost and net realisable value.

Cost of inventories comprise cost of purchase and other costs incurred in bringing it to their present location and condition are determined on a first-in-first-out basis.

Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and the estimated costs necessary to make the sale.

(m) Cash and cash equivalents

Cash and cash equivalents comprise cash in hand, bank balances, demand deposits, bank overdrafts and short-term highly liquid investments that are readily convertible to known amount of cash and which are subject to an insignificant risk of changes in value. For the purpose of statements of cash flows, cash and cash equivalents are presented net of bank overdrafts and pledged deposits.

(n) Contract liabilities

Contract liabilities are the obligation to transfer goods or services to customers for which the Group has received the consideration or has billed to the customer. The contract liabilities of the Group comprise of deferred revenue where the Group has billed or has collected the payment before services are provided to the customers.

NOTES TO THE FINANCIAL STATEMENTS

30 JUNE 2022

3. Significant Accounting Policies (Cont'd)

(o) Impairment of assets

(i) Non-financial assets

The carrying amounts of non-financial assets (except for inventories and investment properties measured at fair value) are reviewed at the end of each reporting period to determine whether there is any indication of impairment. If any such indication exists, the asset's recoverable amount is estimated. For goodwill that have indefinite useful lives, or that are not yet available for use, the recoverable amount is estimated each period at the same time.

For the purpose of impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or cash-generating units. Subject to operating segment ceiling test, for the purpose of goodwill impairment testing, cash-generating units to which goodwill has been allocated are aggregated so that the level at which impairment testing is performed reflects the lowest level at which goodwill is monitored for internal reporting purposes. The goodwill acquired in a business combination, for the purpose of impairment testing, is allocated to a cash-generating unit or a group of cash-generating units that are expected to benefit from the synergies of the combination.

The recoverable amount of an asset or cash-generating unit is the greater of its value in use and its fair value less costs of disposal. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or cash-generating unit.

An impairment loss is recognised if the carrying amount of an asset or cash-generating unit exceeds its estimated recoverable amount. Impairment loss is recognised in profit or loss. Impairment losses recognised in respect of cash-generating units are allocated first to reduce the carrying amount of any goodwill allocated to the cash-generating unit (group of cash-generating units) and then to reduce the carrying amounts of the other assets in the cash-generating unit (group of cash-generating units) on a pro rata basis.

An impairment loss in respect of goodwill is not reversed. In respect of other assets, impairment losses recognised in prior periods are assessed at the end of each reporting period for any indications that the loss has decreased or no longer exists. An impairment loss is reversed only if there has been a change in the estimates used to determine the recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation or amortisation, had no impairment loss been recognised for asset in prior years. Such reversal is recognised in the profit or loss.

NOTES TO THE FINANCIAL STATEMENTS
30 JUNE 2022

3. Significant Accounting Policies (Cont'd)

(o) Impairment of assets (Cont'd)

(ii) Financial assets

The Group and the Company recognise an allowance for expected credit losses (“ECLs”) for all debt instruments not held at FVTPL. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group and the Company expect to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

ECLs are recognised in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12-months (“a 12-month ECL”). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (“a lifetime ECL”).

For trade and other receivables and inter-company balances, the Group and the Company apply a simplified approach in calculating ECLs. Therefore, the Group and the Company do not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. The Group and the Company have established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

(p) Share capital

An equity instrument is any contract that evidences a residual interest in the assets of the Group and of the Company after deducting all of its liabilities. Ordinary shares are equity instruments. Ordinary shares are recorded at the proceeds received, net of directly attributable incremental transaction costs. Ordinary shares are classified as equity.

Dividend distribution to the Company’s shareholders is recognised as a liability in the period they are approved by the Board of Directors except for the final dividend which is subject to approval by the Company’s shareholders.

NOTES TO THE FINANCIAL STATEMENTS

30 JUNE 2022

3. Significant Accounting Policies (Cont'd)

(q) Provisions

Provisions are recognised when there is a present legal or constructive obligation as a result of a past event, when it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and the amount of the obligation can be estimated reliably.

Provisions are reviewed at the end of each reporting period and adjusted to reflect the current best estimate. If it is no longer probable that an outflow of economic resources will be required to settle the obligation, the provision is reversed. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, where appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

Any reimbursement that the Group can be virtually certain to collect from a third party with respect to the obligation is recognised as a separate asset. However, this asset may not exceed the amount of the related provision. The expense relating to any provision is presented in the statements of profit or loss and other comprehensive income net of any reimbursement.

(r) Employee benefits

(i) Short-term employee benefits

Wages, salaries, bonuses and social security contributions are recognised as an expense in the reporting period in which the associated services are rendered by employees of the Group. Short-term accumulating compensated absences such as paid annual leave are recognised when services are rendered by employees that increase their entitlement to future compensated absences. Short-term non-accumulating compensated absences such as sick and medical leave are recognised when the absences occur.

The expected cost of accumulating compensated absences is measured as additional amount expected to be paid as a result of the unused entitlement that has accumulated at the end of the reporting period.

(ii) Defined contribution plans

As required by law, companies in Malaysia contribute to the state pension scheme, the Employee Provident Fund ("EPF"). Some of the Group's foreign subsidiaries also make contribution to their respective countries' pension scheme. Such contributions are recognised as an expense in the profit or loss as incurred. Once the contributions have been paid, the Group has no further payment obligations.

NOTES TO THE FINANCIAL STATEMENTS
30 JUNE 2022

3. Significant Accounting Policies (Cont'd)

(s) Revenue and other income

(i) Revenue from contracts with customers

Revenue is recognised when the Group satisfied a performance obligation (“PO”) by transferring a promised good or services to the customer, which is when the customer obtains control of the good or service. A PO may be satisfied at a point in time or over time. The amount of revenue recognised is the amount allocated to the satisfied PO.

The Group recognises revenue from the following major sources:

(a) Sale of EDC terminals

The Group is involved in the trading of EDC terminals. Sales are recognised in the accounting period when control of the products has been transferred, being when the products are delivered to the customer. Delivery occurs when the products have been shipped to the designated location, the risks of obsolescence and loss have been transferred to the customer, and either the customer has accepted the products with the sales contract, the acceptance provisions have lapsed, or the Group has objective evidence that all criteria for acceptance have been satisfied.

(b) Sale of airtime

The Group, being a distributor in the sale of prepaid airtime top-ups, is in substance acting as an agent for the operators. The revenue associated with the sale of prepaid airtime top-ups to end-users is recognised on a net basis, which represents the margin earned. The revenue is recognised at a point in time when the sale of prepaid airtime top-ups has been transferred to the customer and coincides with the delivery of prepaid airtime top-ups and acceptance by customers.

(c) Sale of goods

Revenue is measured at the fair value of consideration received or receivable, net of returns and allowances, trade discount and volume rebates. Revenue from sale of goods is recognised when the transfer of significant risk and rewards of ownership of the goods to the customer, recovery of the consideration is probable, the associated costs and possible return of goods can be estimated reliably, and there is no continuing management involvement with the goods.

NOTES TO THE FINANCIAL STATEMENTS

30 JUNE 2022

3. Significant Accounting Policies (Cont'd)

(s) Revenue and other income (Cont'd)

(i) Revenue from contracts with customers (Cont'd)

(d) Rendering of services

Revenue from rendering of services are recognised in the reporting period in which the services are rendered, which simultaneously received and consumes the benefits provided by the Group, and the Group has a present right to payment for the services.

(e) Commission

When the Group acts in the capacity of an agent rather than as the principal in a transaction, the revenue recognised is the net amount of commission made by the Group.

(f) Service maintenance fee

Service maintenance fee is accounted for on a straight-line basis over the services term of an ongoing services.

(ii) Rental of EDC terminals

Rental income is accounted for on a straight-line basis over the lease term of an ongoing lease.

(iii) Interest income

Interest income is recognised on accruals basis using the effective interest method.

(iv) Rental income

Rental income is accounted for on a straight-line basis over the lease terms. The aggregate costs of incentives provided to lessees are recognised as a reduction of rental income over the lease term on a straight-line basis.

NOTES TO THE FINANCIAL STATEMENTS
30 JUNE 2022

3. Significant Accounting Policies (Cont'd)

(t) Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of a qualifying asset, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are capitalised as part of the cost of the assets, until such time as the assets are substantially ready for their intended use or sale. All other borrowing costs are recognised in profit or loss in the period in which they are incurred. Borrowing costs consist of interest and other costs that the Group incurred in connection with the borrowing of funds.

The capitalisation of borrowing costs as part of the cost of a qualifying asset commences when expenditure for the asset is being incurred, borrowing costs are being incurred and activities that are necessary to prepare the asset for its intended use or sale are in progress. Capitalisation of borrowing costs is suspended or ceases when substantially all the activities necessary to prepare the qualifying asset for its intended use or sale are interrupted or completed.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

(u) Contingencies

Where it is not probable that an inflow or an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the asset or the obligation is disclosed as a contingent asset or contingent liability, unless the probability of inflow or outflow of economic benefits is remote. Possible obligations, whose existence will only be confirmed by the occurrence or non-occurrence of one or more future events, are also disclosed as contingent assets or contingent liabilities unless the probability of inflow or outflow of economic benefits is remote.

(v) Segments reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The chief operating decision-makers are responsible for allocating resources and assessing performance of the operating segments and make overall strategic decisions. The Group's operating segments are organised and managed separately according to the nature of the products and services provided, with each segment representing a strategic business unit that offers different products and serves different markets.

NOTES TO THE FINANCIAL STATEMENTS

30 JUNE 2022

3. Significant Accounting Policies (Cont'd)

(w) Income taxes

Tax expense in profit or loss comprises current and deferred tax. Current tax and deferred tax are recognised in profit or loss except to the extent that it relates to business combination or items recognised directly in equity or other comprehensive income.

Current tax is the expected tax payable or receivable on the taxable income or loss for the financial year, using tax rates enacted or substantively enacted by the end of the reporting period, and any adjustment to tax payable in respect of previous financial years.

Deferred tax is recognised using the liability method for all temporary differences between the carrying amounts of assets and liabilities in the statements of financial position and their tax bases. Deferred tax is not recognised for the temporary differences arising from the initial recognition of goodwill, the initial recognition of assets and liabilities in a transaction which is not a business combination and that affects neither accounting nor taxable profit or loss. Deferred tax is measured at the tax rates that are expected to be applied to the temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax is based on the expected manner of realisation or settlement of the carrying amount of the assets and liabilities at the end of the reporting period, except for investment properties carried at fair value model. Where investment properties measured using fair value model, the amount of deferred tax recognised is measured using the tax rates that would apply on sale of those assets at their carrying amounts at the reporting date unless the property is depreciable and is held with the objective to consume substantially all of the economic benefits embodied in the property over time, rather than through sale. Deferred tax assets and liabilities are not discounted.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realised simultaneously.

A deferred tax asset is recognised to the extent that it is probable that future taxable profits will be available against which the temporary difference can be utilised. Deferred tax assets are reviewed at the end of each reporting period and are reduced to the extent that it is no longer probable that the related tax benefit will be realised.

NOTES TO THE FINANCIAL STATEMENTS
30 JUNE 2022

3. Significant Accounting Policies (Cont'd)

(x) Fair value measurement

Fair value of an asset or a liability is determined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The measurement assumes that the transaction to sell the asset or transfer of the liability takes place either in the principal market or in the absence of a principal market, in the most advantageous market.

For non-financial asset, the fair value measurement takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

When measuring the fair value of an asset or a liability, the Group uses observable market data as far as possible. Fair value is categorised into different levels in a fair value hierarchy based on the input used in the valuation technique as follows:

- Level 1 : quoted prices (unadjusted) in active markets for identical assets or liabilities that the Group can access at the measurement date.
- Level 2 : inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.
- Level 3 : unobservable inputs for the asset or liability.

The Group recognises transfers between levels of the fair value hierarchy as of the date of the event or change in circumstances that caused the transfers.

NOTES TO THE FINANCIAL STATEMENTS

30 JUNE 2022

4. Property, Plant and Equipment

	At cost							
	At 1 July 2021 RM	Acquisition through business combination RM	Additions RM	Disposals RM	Transfer to inventories RM	Reclassi- fication RM	Written off RM	At 30 June 2022 RM
Group								
2022								
Freehold land	5,123,757	-	-	-	-	-	-	5,123,757
Freehold buildings	1,500,000	-	-	-	-	-	-	1,500,000
Computer, software and testing equipment	10,719,027	15,999	3,778,678	(4,109)	-	4,603,000	-	19,112,595
EDC terminals	25,515,731	-	1,564,433	(3,493)	(12,889,644)	-	(165,127)	14,021,900
Motor vehicles	567,439	-	-	-	-	-	-	567,439
Office equipment, furniture and fittings	967,766	13,888	53,594	-	-	-	-	1,035,248
Renovation	1,657,603	6,800	15,985	-	-	-	-	1,680,388
Capital work-in-progress	6,162,735	-	711,195	-	-	(4,603,000)	(25,440)	2,245,490
IT equipment	72,980	-	-	-	-	-	-	72,980
	52,287,038	36,687	6,123,885	(7,602)	(12,889,644)	-	(190,567)	45,359,797

NOTES TO THE FINANCIAL STATEMENTS
30 JUNE 2022

4. Property, Plant and Equipment (Cont'd)

	Accumulated depreciation							Carrying amount	
	Acquisition through business combination		Charge for the financial year	Disposals	Transfer to inventories	Reclassi- fication	Written off		At 30 June 2022
	At 1 July 2021 RM	RM	RM	RM	RM	RM	RM	RM	RM
Group									
2022									
Freehold land	-	-	-	-	-	-	-	-	5,123,757
Freehold buildings	205,000	-	30,000	-	-	-	-	235,000	1,265,000
Computer, software and testing equipment	5,347,792	11,203	2,503,986	(2,167)	-	3,951	-	7,864,765	11,247,830
EDC terminals	17,000,290	-	3,650,478	(2,657)	(11,729,330)	-	(165,127)	8,753,654	5,268,246
Motor vehicles	525,139	-	36,574	-	-	-	-	561,713	5,726
Office equipment, furniture and fittings	554,538	5,060	86,114	-	-	-	-	645,712	389,536
Renovation	705,495	6,007	152,871	-	-	(3,951)	-	860,422	819,966
Capital work-in-progress	-	-	-	-	-	-	-	-	2,245,490
IT equipment	66,385	-	6,595	-	-	-	-	72,980	-
	24,404,639	22,270	6,466,618	(4,824)	(11,729,330)	-	(165,127)	18,994,246	26,365,551

NOTES TO THE FINANCIAL STATEMENTS

30 JUNE 2022

4. Property, Plant and Equipment (Cont'd)

	At cost							
	Acquisition through business combination	At 1 July 2020	Disposals	Transfer to inventories	Transfer to intangible assets	Reclassification	Written off	At 30 June 2021
	RM	RM	RM	RM	RM	RM	RM	RM
Group 2021								
Freehold land	-	5,123,757	-	-	-	-	-	5,123,757
Freehold buildings	-	1,500,000	-	-	-	-	-	1,500,000
Computer, software and testing equipment	9,953	7,777,857	(4,422)	-	(237,806)	407,820	-	10,719,027
EDC terminals	-	24,120,089	(2,176)	(1,686,193)	-	-	-	25,515,731
Motor vehicles	-	567,439	-	-	-	-	-	567,439
Office equipment, furniture and fittings	7,064	907,552	-	-	-	-	-	967,766
Renovation	-	1,642,603	-	-	-	-	-	1,657,603
Capital work-in-progress	-	1,773,185	-	-	-	(407,820)	(4,280)	6,162,735
IT equipment	-	72,980	-	-	-	-	-	72,980
	17,017	43,485,462	(6,598)	(1,686,193)	(237,806)	-	(4,280)	52,287,038

NOTES TO THE FINANCIAL STATEMENTS
30 JUNE 2022

4. Property, Plant and Equipment (Cont'd)

	Accumulated depreciation						Carrying amount	
	Acquisition		Charge for the financial year	Disposals	Transfer to inventories	Transfer to intangible assets		
	At 1 July 2020	through business combination						
	RM	RM	RM	RM	RM	RM	At 30 June 2021	At 30 June 2021
	RM	RM	RM	RM	RM	RM	RM	RM
Group								
2021								
Freehold land	-	-	-	-	-	-	-	5,123,757
Freehold buildings	175,000	-	30,000	-	-	-	205,000	1,295,000
Computer, software and testing equipment	3,693,424	9,374	1,708,600	(2,222)	-	(61,384)	5,347,792	5,371,235
EDC terminals	13,743,747	-	4,460,328	(2,046)	(1,201,739)	-	17,000,290	8,515,441
Motor vehicles	470,027	-	55,112	-	-	-	525,139	42,300
Office equipment, furniture and fittings	470,690	1,683	82,165	-	-	-	554,538	413,228
Renovation	555,289	-	150,206	-	-	-	705,495	952,108
Capital work-in-progress	-	-	-	-	-	-	-	6,162,735
IT equipment	42,058	-	24,327	-	-	-	66,385	6,595
	19,150,235	11,057	6,510,738	(4,268)	(1,201,739)	(61,384)	24,404,639	27,882,399

NOTES TO THE FINANCIAL STATEMENTS

30 JUNE 2022

4. Property, Plant and Equipment (Cont'd)

(a) Assets pledged as securities to a licensed bank

The carrying amount of property, plant and equipment of the Group pledged as securities for bank borrowings as disclosed in Note 20(a) are as follows:

	Group	
	2022	2021
	RM	RM
Freehold land	5,123,757	5,123,757
Freehold buildings	1,265,000	1,295,000
	<u>6,388,757</u>	<u>6,418,757</u>

5. Intangible Assets

	Software	Capital work-	Total
	RM	in-progress	RM
	RM	RM	RM
Group			
2022			
At cost			
At 1 July 2021	17,117,060	1,931,407	19,048,467
Additions	6,274,038	2,527,832	8,801,870
Reclassification	1,834,206	(1,834,206)	-
At 30 June 2022	<u>25,225,304</u>	<u>2,625,033</u>	<u>27,850,337</u>
Accumulated amortisation			
At 1 July 2021	8,425,918	-	8,425,918
Charge for the financial year	3,346,053	-	3,346,053
At 30 June 2022	<u>11,771,971</u>	<u>-</u>	<u>11,771,971</u>
Carrying amount			
At 30 June 2022	<u>13,453,333</u>	<u>2,625,033</u>	<u>16,078,366</u>

NOTES TO THE FINANCIAL STATEMENTS
30 JUNE 2022

5. **Intangible Assets (Cont'd)**

	Software RM	Capital work- in-progress RM	Total RM
Group			
2021			
At cost			
At 1 July 2020	13,592,697	896,846	14,489,543
Additions	3,072,690	1,034,561	4,107,251
Transfer from property, plant and equipment	237,806	-	237,806
Acquisition through business combination	213,867	-	213,867
At 30 June 2021	<u>17,117,060</u>	<u>1,931,407</u>	<u>19,048,467</u>
Accumulated amortisation			
At 1 July 2020	6,029,019	-	6,029,019
Charge for the financial year	2,321,257	-	2,321,257
Transfer from property, plant and equipment	61,384	-	61,384
Acquisition through business combination	14,258	-	14,258
At 30 June 2021	<u>8,425,918</u>	<u>-</u>	<u>8,425,918</u>
Carrying amount			
At 30 June 2021	<u>8,691,142</u>	<u>1,931,407</u>	<u>10,622,549</u>

- (a) Software mainly represents the costs incurred in respect of the completed development and development in progress for online and offline payment gateway.
- (b) Recoverable amount on value in use

For the purpose of impairment testing, the recoverable amount of development expenditures at the end of the financial year was determined based on a value in use calculation by discounting the future cash flows generated from the continuing use of the cash-generating unit ("CGU") and was based on the following assumptions:

- (i) Pre-tax cash flow projection based on the most recent financial budgets covering a five years period;
- (ii) The anticipated annual revenue growth rate used in the cash flow budgets and plans of the CGU is 5% (2021: 5%); and
- (iii) Pre-tax discount rate of 9.7% (2021: 8.6%) per annum has been applied in determining the recoverable amount of the CGU. The discount rate was estimated based on the Group's weighted average cost of capital.

NOTES TO THE FINANCIAL STATEMENTS

30 JUNE 2022

5. Intangible Assets (Cont'd)

(b) Recoverable amount on value in use (Cont'd)

The value assigned to the key assumptions represent management's assessment of future trends in the industry and are based on both external sources and internal sources.

The management believes that any reasonably possible change in any of the above key assumptions would not cause the carrying amount of the CGU to materially exceed its recoverable amount.

6. Investment Properties

	Group	
	2022	2021
	RM	RM
Leasehold lands and buildings		
2022		
At fair value		
At 1 July	-	-
Additions	20,584,849	-
Change in fair value recognised in profit or loss	1,415,151	-
At 30 June	<u>22,000,000</u>	<u>-</u>

(a) Fair value basis of investment properties

The above leasehold investment properties were revalued by an independent firm of professional valuer on 30 June 2022. The independent professional qualified valuer holds recognised relevant professional qualifications and have recent experience in the locations and category of the investment properties being valued. The fair value is within level 2 of the fair value hierarchy. The fair value was determined based on comparison approach that entails critical analysis of the recent evidence of value of comparable properties in the neighbourhood and making adjustments for differences.

The increase in the fair value of the Group of RM1,415,151 (2021: RMNil) has been recognised in the profit or loss during the financial year.

NOTES TO THE FINANCIAL STATEMENTS
30 JUNE 2022

6. Investment Properties (Cont'd)

- (b) The aggregate costs for the investment properties of the Group during the financial year acquired under term loan financing and cash payments are as follows:

	Group	
	2022	2021
	RM	RM
Aggregate costs	20,584,849	-
Less: Term loan financing	(17,550,000)	-
Cash payments	<u>3,034,849</u>	<u>-</u>

- (c) The remaining lease term of the leasehold lands and buildings is 58 years (2021: Nil).
- (d) The carrying amount of leasehold lands and buildings of the Group amounted to RM22,000,000 (2021: RMNil) are pledged as securities for bank borrowing as disclosed in Note 20(b).
- (e) Income and expenses recognised in profit or loss

The following are recognised in profit or loss in respect of investment properties:

	Group	
	2022	2021
	RM	RM
Rental income	206,800	-
Direct operating expenses		
- income generating properties	<u>4,317</u>	<u>-</u>

NOTES TO THE FINANCIAL STATEMENTS

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7. Right-of-use Assets

	Leasehold lands and buildings RM	Leasehold building RM	Motor vehicles RM	Office RM	Total RM
Group					
2022					
At cost					
At 1 July 2021	-	1,750,000	1,634,825	825,730	4,210,555
Additions	25,864,354	-	113,500	478,651	26,456,505
Acquisition through business combination	-	-	-	35,868	35,868
Termination of contract	-	-	-	(252,994)	(252,994)
Expiration of contracts	-	-	-	(572,736)	(572,736)
At 30 June 2022	<u>25,864,354</u>	<u>1,750,000</u>	<u>1,748,325</u>	<u>514,519</u>	<u>29,877,198</u>
Accumulated depreciation					
At 1 July 2021	-	119,593	596,282	523,247	1,239,122
Charge for the financial year	149,289	18,166	280,533	384,778	832,766
Termination of contract	-	-	-	(158,121)	(158,121)
Expiration of contracts	-	-	-	(572,736)	(572,736)
At 30 June 2022	<u>149,289</u>	<u>137,759</u>	<u>876,815</u>	<u>177,168</u>	<u>1,341,031</u>
Carrying amount					
At 30 June 2022	<u>25,715,065</u>	<u>1,612,241</u>	<u>871,510</u>	<u>337,351</u>	<u>28,536,167</u>

NOTES TO THE FINANCIAL STATEMENTS
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7. **Right-of-use Assets (Cont'd)**

	Leasehold building RM	Motor vehicles RM	Office RM	Total RM
Group 2021				
At cost				
At 1 July 2020	1,750,000	1,368,716	1,361,552	4,480,268
Additions	-	266,109	-	266,109
Expiration of contracts	-	-	(535,822)	(535,822)
At 30 June 2021	<u>1,750,000</u>	<u>1,634,825</u>	<u>825,730</u>	<u>4,210,555</u>
Accumulated depreciation				
At 1 July 2020	101,427	346,078	674,382	1,121,887
Charge for the financial year	18,166	250,204	384,687	653,057
Expiration of contracts	-	-	(535,822)	(535,822)
At 30 June 2021	<u>119,593</u>	<u>596,282</u>	<u>523,247</u>	<u>1,239,122</u>
Carrying amount				
At 30 June 2021	<u>1,630,407</u>	<u>1,038,543</u>	<u>302,483</u>	<u>2,971,433</u>

- (a) The aggregate additional costs for the right-of-use assets of the Group during the financial year acquired under term loan financing, lease financing and cash payments are as follows:

	Group 2022 RM	2021 RM
Aggregate costs	26,456,505	266,109
Less: Term loan financing	(22,000,000)	-
Less: Lease financing	(569,351)	(220,000)
Cash payments	<u>3,887,154</u>	<u>46,109</u>

- (b) The remaining lease term of the leasehold lands and buildings is 58 years (2021: Nil).
- (c) The carrying amount of leasehold lands and buildings of the Group amounted to RM25,715,065 (2021: RMNil) are pledged as securities for bank borrowing as disclosed in Note 20(b).
- (d) Included in the right-of-use assets of the Group are motor vehicles with carrying amount of RM871,510 (2021: RM1,038,543) which are pledged as securities for the related lease liabilities as disclosed in Note 21.

NOTES TO THE FINANCIAL STATEMENTS

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8. Investment in Subsidiaries

	Company	
	2022 RM	2021 RM
Unquoted shares, at cost		
- In Malaysia	16,693,600	16,693,600
- Outside Malaysia	30,800	30,800
	<u>16,724,400</u>	<u>16,724,400</u>
Less: Accumulated impairment losses	(30,800)	(30,800)
	<u>16,693,600</u>	<u>16,693,600</u>

Movements in the allowance for impairment losses of investment in a subsidiary is as follows:

	Company	
	2022 RM	2021 RM
At 1 July	30,800	-
Impairment losses recognised	-	30,800
At 30 June	<u>30,800</u>	<u>30,800</u>

Details of the subsidiaries are as follows:

Name of company	Place of business/ Country of incorporation	Effective interest (%)		Principal activities
		2022	2021	
Direct holding				
Revenue Harvest Sdn. Bhd. ("Revenue Harvest")	Malaysia	100	100	Distribution and maintenance of EDC terminals, provision of merchant acquisition services, provision of electronic transaction processing services, provision of money lending services and investment holding

NOTES TO THE FINANCIAL STATEMENTS
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8. **Investment in Subsidiaries (Cont'd)**

Details of the subsidiaries are as follows: (Cont'd)

Name of company	Place of business/ Country of incorporation	Effective interest (%)		Principal activities
		2022	2021	
Direct holding (Cont'd)				
Revenue Harvest Pte. Ltd.*	Singapore	100	100	Investment holding
Indirect holding				
Subsidiaries of				
Revenue Harvest				
Revenue Commerce Sdn. Bhd.	Malaysia	100	100	Distribution and maintenance of EDC terminals, provision of merchant acquisition services, as well as the provision of electronic transaction processing services
Revenue Solution Sdn. Bhd.	Malaysia	100	100	Distribution and maintenance of EDC terminals, provision of merchant acquisition services, as well as the provision of electronic transaction processing services
Revenue Techpark Sdn. Bhd.	Malaysia	100	100	Engaged in research and development, sale and licensing of software, as well as the development, maintenance and provision of support services for the payment infrastructure and technology

NOTES TO THE FINANCIAL STATEMENTS

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8. Investment in Subsidiaries (Cont'd)

Details of the subsidiaries are as follows: (Cont'd)

Name of company	Place of business/ Country of incorporation	Effective interest (%)		Principal activities
		2022	2021	
Indirect holding (Cont'd)				
<i>Subsidiaries of Revenue Harvest</i>				
Revenue Safe Nets Sdn. Bhd.	Malaysia	100	100	Sale and provision of maintenance services for information technology hardware and software, sale and maintenance of EDC terminals
Revenue Privilege Card Sdn. Bhd.	Malaysia	100	100	Business in selling of incentive reward points for gift redemption and e-commerce platform
Next Revenue Sdn. Bhd.	Malaysia	100	100	Engaged in provision of facilities of all kinds of indoor games, rental or lease of sports equipment, agent for sports equipment, organiser for games or competitions on all levels, catering of food and beverages for participants, sport-health care supplies and accessories with online booking, ticketing and reservations
Anypay Sdn. Bhd. ("Anypay")	Malaysia	70	70	Engaged in e-commerce, software and mobile application development on digital payment

NOTES TO THE FINANCIAL STATEMENTS
30 JUNE 2022

8. **Investment in Subsidiaries (Cont'd)**

Details of the subsidiaries are as follows: (Cont'd)

Name of company	Place of business/ Country of incorporation	Effective interest (%)		Principal activities
		2022	2021	
Indirect holding (Cont'd)				
<i>Subsidiaries of Revenue Harvest</i>				
Buymall Services Sdn. Bhd.* ("Buymall")	Malaysia	51	51	Engaged in provision of procurement services of consumer goods from e-commerce websites
Revenue Secure Sdn. Bhd. ("Revenue Secure")	Malaysia	100	51	Engage in research, development, deployment of secured card issuing technology, provision of consultancy services on card programming and computer technology with encryption and high end security features for all kinds of application
Wannapay Sdn. Bhd. ("WannaPay")	Malaysia	97.1	95.8	Provision of electronic commerce services which include online and electronic payment service provider
Aamoni Lifestyle Sdn. Bhd. * (formerly known as ALLF Management Group Sdn. Bhd.) ("Aamoni")	Malaysia	51	-	Provision of information technology consultancy, other related information technology activities and the trading of sanitising products

NOTES TO THE FINANCIAL STATEMENTS

30 JUNE 2022

8. Investment in Subsidiaries (Cont'd)

Details of the subsidiaries are as follows: (Cont'd)

Name of company	Place of business/ Country of incorporation	Effective interest (%)		Principal activities
		2022	2021	
<i>Indirect holding (Cont'd)</i>				
<i>Subsidiary of</i>				
<i>Revenue Secure</i>				
Dax Venture Sdn. Bhd. (“DAX”)	Malaysia	100	51	Engage in the business of digital platform and e-services
<i>Subsidiaries of DAX</i>				
Rentdax Sdn. Bhd. #	Malaysia	-	51	Dormant
Loandax Sdn. Bhd. #	Malaysia	-	51	Dormant

* *Subsidiary not audited by UHY*

Struck off during the financial year

(a) Acquisition of subsidiaries

During the financial year

On 25 February 2022, Revenue Harvest, a wholly-owned subsidiary of the Company, entered into a share subscription agreement with Aamoni to subscribe for 52,145 new ordinary shares in Aamoni for a total cash consideration of RM1,100,000. The share subscription had been completed on 8 April 2022 and consequently, Aamoni became a 51% owned subsidiary of Revenue Harvest.

In the previous financial year

On 12 August 2020, Revenue Harvest entered into a Shareholders Agreement with the shareholders of WannaPay to acquire 838,400 ordinary shares, representing 80% of equity interest in WannaPay for a total cash consideration of RM1,000,000. Consequently, WannaPay became a 80% owned subsidiary of Revenue Harvest.

NOTES TO THE FINANCIAL STATEMENTS
30 JUNE 2022

8. **Investment in Subsidiaries (Cont'd)**

(a) Acquisition of subsidiaries (Cont'd)

The following summarises the major classes of consideration transferred, and the recognised amounts of assets acquired and liabilities assumed at the acquisition date:

	Group	
	2022	2021
	RM	RM
<u>Fair value of consideration transferred</u>		
Purchase consideration settled in cash	1,100,000	1,000,000
Total consideration transferred	1,100,000	1,000,000

Fair value of identifiable assets acquired and liabilities assumed

	Group	
	2022	2021
	RM	RM
Property, plant and equipment	14,417	5,960
Intangible assets	-	199,609
Right-of-use asset	35,868	-
Trade receivables	1,013,807	-
Other receivables	28,567	4,300
Cash and bank balances	1,269,913	108,638
Trade payables	(104,510)	(55,273)
Other payables	(502,491)	(156,318)
Amount due to Directors	(28,000)	(24,116)
Bank borrowing	(364,512)	-
Lease liability	(35,868)	-
Total identifiable assets and liabilities	1,327,191	82,800

Net cash (inflows)/outflows arising from acquisition of subsidiaries

	Group	
	2022	2021
	RM	RM
Purchase consideration settled in cash	1,100,000	1,000,000
Less: Cash and cash equivalents acquired	(1,269,913)	(108,638)
	(169,913)	891,362

NOTES TO THE FINANCIAL STATEMENTS

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8. Investment in Subsidiaries (Cont'd)

(a) Acquisition of subsidiaries (Cont'd)

Goodwill arising from business combination

	Group	
	2022	2021
	RM	RM
Fair value of consideration transferred	1,100,000	1,000,000
Fair value of identifiable assets acquired and liabilities assumed	(1,327,191)	(82,800)
	<u>(227,191)</u>	<u>917,200</u>
Non-controlling interests, based on their proportionate interest in the recognised amounts of the assets and liabilities of the acquiree	650,323	16,560
Goodwill arising from business combination	<u>423,132</u>	<u>933,760</u>

Acquisition-related costs

The Group incurred acquisition-related costs of RM50,880 (2021: RM18,011) related to external legal fees and due diligence costs. The expenses have been included in administrative expenses in the profit or loss.

Impact of the acquisition on the Statements of Profit or Loss and Other Comprehensive Income

From the date of acquisition, acquired subsidiaries have contributed RM34 and loss of RM406,866 (2021: RM899 and loss of RM317,022) to the Group's revenue and profit for the financial year and other comprehensive income respectively. If the combination had taken place at the beginning of the financial year, the Group's revenue and profit for the financial year would have been RM95,426,783 and profit of RM12,355,278 (2021: RM86,276,747 and profit of RM12,012,186) respectively.

NOTES TO THE FINANCIAL STATEMENTS
30 JUNE 2022

8. Investment in Subsidiaries (Cont'd)

(b) Changes in equity interests in a subsidiary

During the financial year

- (i) On 11 November 2021, WannaPay increased its paid-up share capital from 5,000,000 to 7,000,000 ordinary shares. Revenue Harvest has subscribed for additional 2,000,000 ordinary shares in WannaPay for total cash consideration of RM2,000,000. Consequently, WannaPay became a 97% owned subsidiary of Revenue Harvest.
- (ii) On 30 May 2022, WannaPay increased its paid-up share capital from 7,000,000 to 7,300,000 ordinary shares. Revenue Harvest has subscribed for additional 300,000 ordinary shares in WannaPay for total cash consideration of RM300,000. Consequently, WannaPay became a 97.1% owned subsidiary of Revenue Harvest.

In the previous financial year

- (i) On 19 January 2021, WannaPay increased its paid-up share capital from 1,048,000 to 1,500,000 ordinary shares. Revenue Harvest has subscribed for additional 451,600 ordinary shares in WannaPay for total cash consideration of RM451,600. Consequently, WannaPay become 86% owned subsidiary of Revenue Harvest.
- (ii) On 1 April 2021, WannaPay increased its paid-up share capital from 1,500,000 to 5,000,000 ordinary shares. Revenue Harvest has subscribed for additional 3,500,000 ordinary shares in WannaPay for total cash consideration of RM3,500,000. Consequently, WannaPay become 95.8% owned subsidiary of Revenue Harvest.

The effect of changes in the equity interest in WannaPay that is attributable to owners of the Company:

	Group	
	2022	2021
	RM	RM
Carrying amount of non-controlling interests acquired	196,177	(200,953)
Consideration received from non-controlling interests	-	400
Increase/(Decrease) in parent's equity	196,177	(200,553)

NOTES TO THE FINANCIAL STATEMENTS

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8. Investment in Subsidiaries (Cont'd)

(c) Acquisition of non-controlling interests

On 8 April 2022, Revenue Harvest entered into a conditional share sale agreement (“SSA”) with Ho Ee Lock and Chang Chew Soon (“the Vendors”) to acquire the remaining 245,000 ordinary shares, representing 49% of equity interest in Revenue Secure for a purchase consideration of RM31,850,000 to be satisfied via the issuance of 21,092,715 new ordinary shares in the Company (“Revenue Secure Consideration Shares”) at an issue price of RM1.51 per share.

The purchase consideration is to be satisfied in the following manners:

(i) Tranche 1

A sum of RM15,925,000 of the purchase consideration, being the first tranche purchase consideration, is payable to the Vendors no later than the completion date of Revenue Secure’s SSA by way of issuance of 10,546,357 Revenue Secure Consideration Shares.

(ii) Tranche 2

A sum of RM7,962,500 of the purchase consideration, being the second tranche purchase consideration shall be paid by Revenue Harvest to the Vendors within fourteen (14) days from the receipt of the auditors’ report for the financial year ended 30 June 2022, by way of issuance of 5,273,179 Revenue Secure Consideration Shares.

(iii) Tranche 3

A sum of RM7,962,500 of the purchase consideration, being the third tranche purchase consideration shall be paid by Revenue Harvest to the Vendors within fourteen (14) days from the receipt of the auditors’ report for the financial year ending 30 June 2023, by way of issuance of 5,273,179 Revenue Secure Consideration Shares, subject to an adjustment in case that combined minimum profit after tax guarantee of Revenue Secure for the financial year ended 30 June 2022 and financial year ending 30 June 2023 of RM5,000,000, could not be met.

The acquisition had been completed on 7 June 2022. Consequently, Revenue Secure became a wholly-owned subsidiary and DAX became an indirect wholly-owned subsidiary of Revenue Harvest.

The effect of changes in the equity interest in Revenue Secure and DAX that is attributable to owners of the Company:

	Group 2022 RM
Carrying amount of non-controlling interests acquired	816,129
Consideration paid to non-controlling interests	(31,146,911)
Decrease in parent’s equity	<u>(30,330,782)</u>

NOTES TO THE FINANCIAL STATEMENTS
30 JUNE 2022

8. **Investment in Subsidiaries (Cont'd)**

(d) **Strike off of subsidiaries**

Below mentioned subsidiaries were struck off from the register of the Companies Commission of Malaysia with publication of the Gazette pursuant to Section 551(3) of the Companies Act 2016:

- (i) Rentdax Sdn. Bhd., a 51% indirect owned subsidiary of the Company was struck off on 30 September 2021.
- (ii) Loandax Sdn. Bhd., a 51% indirect owned subsidiary of the Company was struck off on 3 December 2021.

(e) **Material partly owned subsidiaries**

Set out below are the Group's subsidiaries that have material non-controlling interests:

Name of company	Proportion of ownership, interest and voting rights held by non-controlling interests		Profit allocated to non-controlling interests		Accumulated non-controlling interests	
	2022	2021	2022	2021	2022	2021
	%	%	RM	RM	RM	RM
Aamoni	49	-	(199,364)	-	450,959	-
Anypay	30	30	300,328	144,542	1,176,535	876,207
Buymall	49	49	(102,736)	220,578	462,887	565,623
Revenue Secure	-	49	-	367,929	-	824,364
Individually immaterial subsidiaries with non-controlling interests					144,459	245,107
Total non-controlling interests					2,234,840	2,511,301

NOTES TO THE FINANCIAL STATEMENTS

30 JUNE 2022

8. Investment in Subsidiaries (Cont'd)

(e) Material partly owned subsidiaries (Cont'd)

The summarised financial information of the Group's subsidiaries that have material non-controlling interests (amount before inter-company elimination) are as follows:

(i) Summarised Statements of Financial Position

	Aamoni		Anypay		Buymall		Revenue Secure	
	2022 RM	2021 RM	2022 RM	2021 RM	2022 RM	2021 RM	2022 RM	2021 RM
Non-current assets	50,687	-	353,113	367,717	1,056,065	1,072,896	-	2,863,326
Current assets	1,614,275	-	14,947,716	10,827,878	1,269,856	1,890,911	-	1,281,817
Non-current liabilities	(345,904)	-	(208,611)	(262,515)	(60,441)	(48,746)	-	(27,677)
Current liabilities	(398,733)	-	(11,170,850)	(8,012,806)	(1,324,325)	(1,764,241)	-	(2,435,091)
Net assets	920,325	-	3,921,368	2,920,274	941,155	1,150,820	-	1,682,375

NOTES TO THE FINANCIAL STATEMENTS
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8. **Investment in Subsidiaries (Cont'd)**

(e) Material partly owned subsidiaries (Cont'd)

The summarised financial information of the Group's subsidiaries that have material non-controlling interests (amount before inter-company elimination) are as follows: (Cont'd)

(ii) Summarised Statements of Profit or Loss and Other Comprehensive Income

	Aamoni		Anypay		Buymall		Revenue Secure	
	2022	2021	2022	2021	2022	2021	2022	2021
	RM	RM	RM	RM	RM	RM	RM	RM
Revenue	34	-	2,127,486	1,415,492	6,345,408	7,603,059	-	1,565,799
Total comprehensive (loss)/income for the financial year	(406,866)	-	1,001,094	481,807	(209,665)	450,159	-	750,876

NOTES TO THE FINANCIAL STATEMENTS

30 JUNE 2022

8. Investment in Subsidiaries (Cont'd)

(e) Material partly owned subsidiaries (Cont'd)

The summarised financial information of the Group's subsidiaries that have material non-controlling interests (amount before inter-company elimination) are as follows: (Cont'd)

(iii) Summarised Statements of Cash Flows

	Aamoni		Anypay		Buymall		Revenue Secure	
	2022	2021	2022	2021	2022	2021	2022	2021
	RM	RM	RM	RM	RM	RM	RM	RM
Net cash (used in)/from operating activities	(454,113)	-	2,572,298	3,895,726	(173,327)	953,643	-	1,435,815
Net cash (used in)/from investing activities	(5,823)	-	(48,002)	(79,795)	(371,808)	(444,650)	-	(1,372,041)
Net cash from/(used in) financing activities	1,096,210	-	(100,457)	(47,704)	(207,702)	(230,893)	-	-
Net increase/(decrease) in cash and cash equivalents	636,274	-	2,423,839	3,768,227	(752,837)	278,100	-	63,774

NOTES TO THE FINANCIAL STATEMENTS
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9. **Investment in Associates**

	Group	
	2022	2021
	RM	RM
Unquoted shares, at cost		
- In Malaysia	17,000,000	5,000,000
- Outside Malaysia	1,167,475	1,576,676
	<u>18,167,475</u>	<u>6,576,676</u>
Share of post acquisition reserve	(764,107)	191,228
	<u>17,403,368</u>	<u>6,767,904</u>

Details of the associates is as follows:

Name of company	Place of business/ Country of incorporation	Effective interest (%)		Principal activities
		2022	2021	
Indirect holding				
<i>Associates of Revenue</i>				
<i>Harvest Pte. Ltd.</i>				
PT Sarana Pembayaran Syariah * # ("PT Sarana")	Indonesia	20	20	Provision of computer facility management and service provider of payment solutions and system
Revenue Link Company Limited * ("Revenue Link")	Myanmar	-	30	Dormant
<i>Associates of Revenue</i>				
<i>Harvest</i>				
Wannataalk Malaysia Sdn. Bhd. * ("Wannataalk")	Malaysia	40	40	Engaged in the development of mobile applications, computer programming activities and research and development on information communication technology

NOTES TO THE FINANCIAL STATEMENTS

30 JUNE 2022

9. Investment in Associates (Cont'd)

Details of the associates is as follows: (Cont'd)

Name of company	Place of business/ Country of incorporation	Effective interest (%)		Principal activities
		2022	2021	
Indirect holding				
<i>Associates of Revenue</i>				
<i>Harvest (Cont'd)</i>				
Vsure Tech Sdn. Bhd. * # ("Vsure")	Malaysia	25	-	Engaged in the business of digitalised insurance platform, management consultancy services and e-commerce business

* *Not audited by UHY*

The financial information is disclosed based on management accounts

(a) Acquisition of associates

During the financial year

On 16 August 2021, Revenue Harvest, a wholly-owned subsidiary of the Company, entered into the following agreements for the acquisition of Vsure:

- (i) A Share Sale and Purchase Agreement ("SSPA") with Wong Kok Hoe, Ho Kin Ming, Tan Kah Seong, Lee Chuey Wei, Lim Woei Jein, Jong Jar Shin, Sanjay Vivekanandan, Jonathan Leigh Joseph, Wee Hsien Paul, Koh Yang Mun, Kevin Eu Kee Yam, Donna Lim, Loh Tsuey Fah and Yong Kok Man (collectively, "Vendors") for the acquisition of 2,550 ordinary shares of Vsure, representing approximately 2.5% of the entire current issued share capital of Vsure, for a cash consideration of RM1,200,000; and
- (ii) A Share Subscription Agreement ("SSA") with Vsure relating to the subscription of 30,614 new ordinary shares of Vsure, representing approximately 23% of the enlarged issued share capital of Vsure, for a subscription sum of RM10,800,000.

The acquisition had been completed during the financial year. Consequently, Vsure became a 25% owned associate of Revenue Harvest.

NOTES TO THE FINANCIAL STATEMENTS
30 JUNE 2022

9. Investment in Associates (Cont'd)

(a) Acquisition of associates (Cont'd)

In the previous financial year

On 10 August 2020, Revenue Harvest has acquired 6,000 ordinary shares, representing 40% equity interest of Wannatalk for a total consideration of RM5,000,000.

The purchase consideration is to be satisfied in the following manners:

- (i) A sum of RM4,000,000 of the total consideration shall be paid to the Tan Sze Hoo ("Vendor") not later than 14 days after the completion date by way of cash;
- (ii) A sum of RM500,000 of the total consideration shall be paid to the vendor by way of cash upon Wannatalk's financial year ended 31 December 2020; and
- (iii) A sum of RM500,000 being the balance of the total consideration shall be paid to the vendor upon Wannatalk achieving the combined minimum profit after tax of RM800,000 for the financial year ended 31 December 2020 and for the financial year ending 31 December 2021 or upon Wannatalk achieving combined minimum profit after tax shortfall by financial year ending 31 December 2022, whichever is earlier.

The acquisition had been completed during the financial year. Consequently, Wannatalk became a 40% owned associate of Revenue Harvest.

(b) Disposal of an associate

During the financial year, Revenue Harvest Pte. Ltd., a wholly-owned subsidiary of the Company had disposed an associate, Revenue Link for a disposal consideration of RM409,201.

NOTES TO THE FINANCIAL STATEMENTS

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9. Investment in Associates (Cont'd)

- (c) Summarised financial information of the Group's material associates are set out below:

Summarised statements of financial position

	Vsure		Wannataalk		Revenue Link		PT Sarana	
	2022 RM	2021 RM	2022 RM	2021 RM	2022 RM	2021 RM	2022 RM	2021 RM
Non-current assets	950,840	-	903,850	443,558	-	-	3,951,021	1,649,931
Current assets	5,348,433	-	633,493	741,217	-	1,264,500	1,913,970	4,069,783
Non-current liabilities	-	-	(105,000)	(1,100)	-	-	-	-
Current liabilities	(1,014,327)	-	(142,897)	(161,905)	-	-	-	-
Net assets	5,284,946	-	1,289,446	1,021,770	-	1,264,500	5,864,991	5,719,714

NOTES TO THE FINANCIAL STATEMENTS
30 JUNE 2022

9. Investment in Associates (Cont'd)

(c) Summarised financial information of the Group's material associates are set out below: (Cont'd)

Summarised statements of profit or loss and other comprehensive income

	Vsure		Wannatalak		Revenue Link		PT Sarana	
	2022	2021	2022	2021	2022	2021	2022	2021
	RM	RM	RM	RM	RM	RM	RM	RM
(Loss)/Profit for financial year	(4,210,242)	-	281,522	482,244	-	-	(46,197)	(4,352)
Other comprehensive (loss)/income for the financial year	(3,188)	-	4,502	-	-	-	-	-
Total comprehensive (loss)/income for the financial year	(4,213,430)	-	286,024	482,244	-	-	(46,197)	(4,352)

NOTES TO THE FINANCIAL STATEMENTS

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10. Goodwill on Consolidation

	Group	
	2022	2021
	RM	RM
Cost		
At 1 July	10,945,721	10,011,961
Addition through business combination [Note 8(a)]	423,132	933,760
At 30 June	<u>11,368,853</u>	<u>10,945,721</u>
Accumulated impairment losses		
At 1 July/30 June	<u>116,165</u>	<u>116,165</u>
Carrying amount		
At 30 June	<u>11,252,688</u>	<u>10,829,556</u>

Goodwill acquired through business combination has been allocated to the following CGUs as follows:

	2022	2021
	RM	RM
EDC terminals	2,048,996	2,048,996
Solutions & services	9,203,692	8,780,560
	<u>11,252,688</u>	<u>10,829,556</u>

(a) Impairment test for goodwill on consolidation

Goodwill on consolidation has been allocated to the Group's cash-generating unit ("CGU") which is the Group's principal activities as below:

EDC terminals

Distribution, deployment and maintenance of EDC terminals, provision of merchant acquisition services and provision of electronic transaction processing services.

Solutions & services

Provision of solutions and services in relation to:

- (i) payment gateway, payment network security, payment infrastructure;
- (ii) software solutions and development;
- (iii) digital payment solutions and services; and
- (iv) provision of e-commerce platform and transactions, procurement services of consumer goods from e-commerce websites, provision of cross border logistics and last mile delivery in Malaysia.

NOTES TO THE FINANCIAL STATEMENTS
30 JUNE 2022

10. **Goodwill on Consolidation (Cont'd)**

(b) Key assumptions used to determine recoverable amount

For the purpose of impairment testing, the recoverable amount of goodwill at the reporting date was determined based on a value in use calculation by discounting the future cash flows generated from the continuing use of the CGU and was based on the following assumptions:

Pre-tax cash flow projection based on the most recent financial budgets covering a five years period (2021: five years period).

	EDC terminals		Solutions & services	
	2022	2021	2022	2021
Growth rate	5%	5%	5%	5%
Budgeted gross margins	26%	26%	22% to 50%	35% to 50%
Pre-tax discount rate	9.7%	8.6%	9.7%	8.6%

The value assigned to the key assumptions represent management's assessment of future trends in the industry and are based on both external sources and internal sources.

(c) Sensitivity to changes in assumptions

The management believes that any reasonably possible change in any of the above key assumptions on which management has based on its determination of the CGU's recoverable amount would not cause the CGU's carrying amount to exceed its recoverable amount.

11. **Inventories**

	Group	
	2022	2021
	RM	RM
EDC terminals	6,471,144	4,479,809
Prepaid airtime	5,359,681	3,519,034
Consumables	202,532	-
	<u>12,033,357</u>	<u>7,998,843</u>
Recognised in profit or loss		
Inventories recognised as cost of sales	<u>14,425,348</u>	<u>17,509,350</u>

NOTES TO THE FINANCIAL STATEMENTS

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12. Trade Receivables

	Group	
	2022 RM	2021 RM
Trade receivables	28,024,745	15,942,112
Less: Accumulated impairment losses	(1,327,175)	(802,576)
	<u>26,697,570</u>	<u>15,139,536</u>

Trade receivables are non-interest bearing and are generally on 30 days (2021: 30 days) term. They are recognised at their original invoice amounts which represent their fair values on initial recognition.

Movements in the allowance for impairment losses of trade receivables are as follows:

	Lifetime allowance RM	Credit impaired RM	Loss allowance RM
Group			
2022			
At 1 July 2021	256,271	546,305	802,576
Acquisition through business combination	44,724	-	44,724
Impairment losses recognised	493,067	115,467	608,534
Impairment losses reversed	(15,159)	(113,500)	(128,659)
At 30 June 2022	<u>778,903</u>	<u>548,272</u>	<u>1,327,175</u>
2021			
At 1 July 2020	552,261	230,503	782,764
Impairment losses recognised	253,670	368,924	622,594
Impairment losses reversed	(549,660)	(53,122)	(602,782)
At 30 June 2021	<u>256,271</u>	<u>546,305</u>	<u>802,576</u>

The loss allowance account in respect of trade receivables is used to record loss allowance. Unless the Group is satisfied that recovery of the amount is possible, the amount considered irrecoverable is written off against the receivable directly.

NOTES TO THE FINANCIAL STATEMENTS
30 JUNE 2022

12. Trade Receivables (Cont'd)

The ageing analysis of trade receivables at the end of the reporting period are as follows:

	Gross amount RM	Loss allowance RM	Net amount RM
Group			
2022			
Not past due	15,903,403	(206,394)	15,697,009
Past due			
Less than 30 days	9,443,493	(236,370)	9,207,123
31 to 60 days	154,586	(2,576)	152,010
61 to 90 days	799,315	(44,810)	754,505
More than 90 days	1,175,676	(288,753)	886,923
	11,573,070	(572,509)	11,000,561
Credit impaired			
Individually impaired	548,272	(548,272)	-
	<u>28,024,745</u>	<u>(1,327,175)</u>	<u>26,697,570</u>
2021			
Not past due	10,965,220	(184,120)	10,781,100
Past due			
Less than 30 days	2,085,754	(32,576)	2,053,178
31 to 60 days	762,596	(8,891)	753,705
61 to 90 days	1,240,735	(9,091)	1,231,644
More than 90 days	341,502	(21,593)	319,909
	4,430,587	(72,151)	4,358,436
Credit impaired			
Individually impaired	546,305	(546,305)	-
	<u>15,942,112</u>	<u>(802,576)</u>	<u>15,139,536</u>

Trade receivables that are neither past due nor impaired are creditworthy receivables with good payment records with the Group.

As at 30 June 2022, gross trade receivables of the Group of RM11,573,070 (2021: RM4,430,587) were past due but not individually impaired. These relate to a number of independent customers from whom there is no recent history of default.

The trade receivables of the Group that is individually assessed to be impaired amounting to RM548,272 (2021: RM546,305), relate to customers that are in financial difficulties and have defaulted on payments. These balances are expected to be recovered through the debts recovery process.

The Group's credit exposure is concentrated mainly on 4 debtors (2021: 2 debtors), which accounted for 69% (2021: 62%) of total gross trade receivables as at 30 June 2022.

NOTES TO THE FINANCIAL STATEMENTS

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13. Other Receivables

	Group		Company	
	2022 RM	2021 RM	2022 RM	2021 RM
Other receivables	424,503	288,672	-	-
Accrued revenue	1,222,498	-	-	-
Deposits	635,209	3,533,060	8,950	17,350
Prepayments	825,801	1,692,922	13,225	14,310
Goods and Services				
Tax receivable	162,544	162,544	-	-
Deferred costs	1,921,784	2,292,757	-	-
	<u>5,192,339</u>	<u>7,969,955</u>	<u>22,175</u>	<u>31,660</u>

Accrued revenue relates to the Group's unconditional rights to consideration for services rendered but not yet billed at the reporting date.

Deferred costs comprise payment collection fees and shipping costs for undelivered goods, as well as salaries of personnel involved in the on-going development and design of software. The deferred costs are charged to cost of sales when the related revenue is recognised.

14. Amount Due from/(to) Subsidiaries

(a) Amount due from subsidiaries

	Company	
	2022 RM	2021 RM
Amount due from subsidiaries	95,470,426	46,036,550
Less: Accumulated impairment losses	<u>(1,501,126)</u>	<u>(1,462,101)</u>
	<u>93,969,300</u>	<u>44,574,449</u>

This represents unsecured, non-interest bearing advances and repayable on demand.

Movements in the allowance for impairment losses of amount from subsidiaries are as follows:

	Company	
	2022 RM	2021 RM
At 1 July	1,462,101	-
Impairment losses recognised	<u>39,025</u>	<u>1,462,101</u>
At 30 June	<u>1,501,126</u>	<u>1,462,101</u>

NOTES TO THE FINANCIAL STATEMENTS
30 JUNE 2022

14. **Amount Due from/(to) Subsidiaries (Cont'd)**

(b) Amount due to a subsidiary

This represents unsecured, non-interest bearing advances and repayable on demand.

15. **Other Investments**

	Group	
	2022	2021
	RM	RM
Financial assets at fair value through profit or loss		
Quoted shares in Malaysia	<u>7,734,700</u>	<u>-</u>

The fair value of quoted shares were determined by reference to the quoted price in the share market at the reporting date.

16. **Fixed Deposits with Licensed Banks**

In the previous financial year, fixed deposits of the Group with licensed banks amounting to RM254,526 are pledged as security for acting as the bank's Master Merchant.

The fixed deposits of the Group are subject to interest at rate of 1.75% (2021: range from 3.15% to 3.20%) per annum and have maturity period range from 30 days to 365 days (2021: 30 days to 365 days).

17. **Cash and Bank Balances**

Included in the cash and bank balances of the Group are monies held in trust amounting to RM127,057 (2021: RM110,047). The funds in the trust account are used to make refunds to e-money users for any unremitted monies, remittances, payment of services fees, and any charges related to the administration of the trust account. The trust account is subject to regulatory restrictions and therefore not available for general use by the Group.

NOTES TO THE FINANCIAL STATEMENTS

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18. Share Capital

		Group/Company			
		Number of shares		Amount	
		2022	2021	2022	2021
	Note	Units	Units	RM	RM
Issued and fully paid ordinary shares					
At 1 July		452,971,361	389,842,162	121,143,353	49,268,599
Issuance of ordinary shares					
- Special Issue	(b)(i)	-	44,596,100	-	57,974,930
- Acquisition of subsidiaries	(a)(i), (a)(ii), (a)(iii)	13,282,501	-	17,978,750	-
Exercise of warrants	(a)(iv), (b)(ii)	10,668,300	18,533,099	8,001,224	13,899,824
At 30 June		476,922,162	452,971,361	147,123,327	121,143,353

- (a) During the financial year, the Company increased its issued and paid-up share capital from RM121,143,353 to RM147,123,327 by way of issuance of 23,950,801 new ordinary shares as follows:
- (i) 1,632,027 new ordinary shares at an issue price of RM0.7506 each for a total consideration of RM1,225,000 for the acquisition of an indirect subsidiary.
 - (ii) 1,104,117 new ordinary shares at an issue price of RM0.7506 each for a total consideration of RM828,750 for the acquisition of an indirect subsidiary.
 - (iii) 10,546,357 new ordinary shares at an issue price of RM1.51 each for a total consideration of RM15,925,000 for the acquisition of remaining non-controlling interests of an indirect subsidiary.
 - (iv) 10,668,300 new ordinary shares pursuant to the conversion of Warrants 2019/2024 at the exercise price of RM0.75 per ordinary share.
- (b) In the previous financial year, the Company increased its issued and paid-up share capital from RM49,268,599 to RM121,143,353 by way of issuance of 63,129,199 new ordinary shares as follows:
- (i) The issuance of 44,596,100 new ordinary shares for a total cash consideration of RM57,974,930 through Special Issue at an issue price of RM1.30 per ordinary share; and
 - (ii) 18,533,099 new ordinary shares pursuant to the conversion of Warrants 2019/2024 at the exercise price of RM0.75 per ordinary share.

NOTES TO THE FINANCIAL STATEMENTS
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18. Share Capital (Cont'd)

The new ordinary shares issued during the financial year rank pari passu in all respects with the existing ordinary shares of the Company.

The holders of ordinary shares are entitled to receive dividends as declared from time to time, and are entitled to one vote per share at meetings of the Company. All ordinary shares rank equally with regards to the Company's residual assets.

19. Reserves

	Note	Group		Company	
		2022 RM	2021 RM	2022 RM	2021 RM
Merger reserve	(a)	(15,693,600)	(15,693,600)	-	-
Warrant reserve	(b)	51,640,312	55,160,868	51,640,312	55,160,868
Other reserves	(c)	(88,260,993)	(61,646,944)	(51,640,312)	(55,160,868)
Foreign currency translation reserves	(d)	(69,917)	(38,538)	-	-
		<u>(52,384,198)</u>	<u>(22,218,214)</u>	<u>-</u>	<u>-</u>

(a) Merger reserve

The merger reserve arises from the difference between the nominal value of shares issued by the Company and the nominal value of shares of the subsidiary acquired under the merger method of accounting.

(b) Warrant reserve

	Group/Company			
	2022 Units	2021 Units	2022 RM	2021 RM
At 1 July	167,153,357	185,686,456	55,160,868	61,268,700
Realisation of warrants reserve	(10,668,300)	(18,533,099)	(3,520,556)	(6,107,832)
At 30 June	<u>156,485,057</u>	<u>167,153,357</u>	<u>51,640,312</u>	<u>55,160,868</u>

This represents the fair value of the warrants issued and is non-distributable.

NOTES TO THE FINANCIAL STATEMENTS

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19. Reserves (Cont'd)

(b) Warrant reserve (Cont'd)

On 22 January 2019, the Company had issued 111,424,000 warrants pursuant to bonus issue of warrants to all the entitled shareholders of the Company on the basis of one (1) warrant for every two (2) existing ordinary shares held in the Company.

The warrants are constituted under a Deed Poll executed on 27 December 2018 and each warrant entitles the registered holder the right at any time during the exercise period from 15 January 2019 to 14 January 2024 to subscribe in cash for one new ordinary share of the Company at an exercise price of RM1.25 each.

On 24 December 2019, pursuant to the completion of corporate exercise in relation to bonus issue, the exercise price of the warrants was adjusted from RM1.25 to RM0.75 and 74,274,056 additional warrants were issued to the existing holders of Warrants 2019/2024 based on the ratio of two additional warrants for every three warrants held by the existing holders of Warrants.

The new ordinary shares allotted and issued upon exercise of the warrants shall rank pari passu in all respects with the existing ordinary shares of the Company, save and except that they shall not be entitled to any dividends, rights, allotments and/or other distributions, the entitlement date of which is prior to the date of allotment of the new ordinary shares arising from the exercise of the warrants.

As at 30 June 2022, the total number of warrants that remained unexercised were 156,485,057 (2021: 167,153,357).

(c) Other reserves

Other reserves comprise of the followings:

- (i) the difference between the Group's share of net assets before and after the acquisition of equity interest from its non-controlling interests, and any consideration paid; and
- (ii) fair value of warrants issued.

(d) Foreign currency translation reserve

The foreign currency translation reserve represents exchange differences arising from the translation of the financial statements of foreign operations whose functional currencies are different from that of the Group's presentation currency.

NOTES TO THE FINANCIAL STATEMENTS
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20. **Bank Borrowings**

	Group	
	2022	2021
	RM	RM
Secured		
Term loans	44,349,874	5,146,939
Bank overdraft	7	218,903
	<u>44,349,881</u>	<u>5,365,842</u>
Analysed as:		
Non-Current		
Term loans	<u>42,137,968</u>	<u>4,966,018</u>
Current		
Term loans	2,211,906	180,921
Bank overdraft	7	218,903
	<u>2,211,913</u>	<u>399,824</u>
	<u>44,349,881</u>	<u>5,365,842</u>

The bank facilities of the Group obtained from licensed banks are secured by the followings:

- (a) legal charge over freehold land and buildings as disclosed in Note 4(a);
- (b) first party open charge over the leasehold lands and buildings as disclosed in Note 6(d) and 7(c) respectively;
- (c) deed of assignment of rental proceeds;
- (d) guarantee by Syarikat Jaminan Pembiayaan Perniagaan Berhad;
- (e) joint and several guarantee by certain Directors of a subsidiary; and
- (f) corporate guarantees provided by the Company.

NOTES TO THE FINANCIAL STATEMENTS

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20. Bank Borrowings (Cont'd)

Maturities of bank borrowings are as follows:

	Group	
	2022	2021
	RM	RM
Within one year	2,211,913	399,824
Between one and two years	2,233,236	190,367
Between two and three years	2,246,155	200,306
Between three and four years	2,259,780	210,764
Between four and five years	2,274,243	221,768
After five years	33,124,554	4,142,813
	<u>44,349,881</u>	<u>5,365,842</u>

The effective interest rates per annum of the Group at the reporting date are as follows:

	Group	
	2022	2021
	%	%
Term loans	4.10 - 8.92	3.60
Bank overdraft	<u>6.85</u>	<u>10.75</u>

NOTES TO THE FINANCIAL STATEMENTS
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21. Lease Liabilities

	Group	
	2022	2021
	RM	RM
At 1 July	1,263,968	1,643,036
Acquisition through business combination	35,868	-
Additions	569,351	220,000
Payments	(732,186)	(667,581)
Rent concessions related to Covid-19	-	(17,435)
Accretion of interest	78,107	85,948
Termination of lease contract	(99,928)	-
At 30 June	<u>1,115,180</u>	<u>1,263,968</u>
Presented as:		
Non-current	564,629	695,394
Current	550,551	568,574
	<u>1,115,180</u>	<u>1,263,968</u>

The maturity analysis of lease liabilities of the Group at the end of the reporting period are as follows:

	Group	
	2022	2021
	RM	RM
Within one year	601,026	618,277
Later than one year and not later than two years	319,892	282,590
Later than two years and not later than five years	251,178	426,941
Later than five years	29,983	43,018
	<u>1,202,079</u>	<u>1,370,826</u>
Less: Future finance charges	(86,899)	(106,858)
Present value of lease liabilities	<u>1,115,180</u>	<u>1,263,968</u>

The Group leases various offices and motor vehicles. Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions.

The weighted average incremental borrowing rate applied to lease liabilities of the Group at the reporting date range from 1.68% to 9.69% (2021: 1.68% to 8.50%).

NOTES TO THE FINANCIAL STATEMENTS

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22. Deferred Tax Liabilities

	Group	
	2022	2021
	RM	RM
At 1 July	576,454	677,121
Recognised in profit or loss (Note 31)	537,398	(100,667)
At 30 June	<u>1,113,852</u>	<u>576,454</u>

The net deferred tax liabilities and assets shown on the statements of financial position after appropriate offsetting are as follows:

	Group	
	2022	2021
	RM	RM
Deferred tax liabilities	2,425,860	926,182
Deferred tax assets	<u>(1,312,008)</u>	<u>(349,728)</u>
	<u>1,113,852</u>	<u>576,454</u>

The components and movements of deferred tax liabilities and assets are as follows:

Deferred tax liabilities

	Accelerated capital allowances RM	Fair value adjustment on investment properties RM	Others RM	Total RM
Group				
2022				
At 1 July 2021	926,182	-	-	926,182
Recognised in profit or loss	1,321,490	141,515	35,691	1,498,696
Under provision in prior year	982	-	-	982
At 30 June 2022	<u>2,248,654</u>	<u>141,515</u>	<u>35,691</u>	<u>2,425,860</u>
2021				
At 1 July 2020	907,697	-	(9,837)	897,860
Recognised in profit or loss	84,092	-	9,837	93,929
Over provision in prior year	(65,607)	-	-	(65,607)
At 30 June 2021	<u>926,182</u>	<u>-</u>	<u>-</u>	<u>926,182</u>

NOTES TO THE FINANCIAL STATEMENTS
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22. Deferred Tax Liabilities (Cont'd)

The components and movements of deferred tax liabilities and assets are as follows:
(Cont'd)

Deferred tax assets

	Unutilised capital allowances RM	Unused tax losses RM	Others RM	Total RM
Group				
2022				
At 1 July 2021	(163,023)	-	(186,705)	(349,728)
Recognised in profit or loss	(805,125)	-	(130,369)	(935,494)
Under provision in prior year	(26,636)	-	(150)	(26,786)
At 30 June 2022	<u>(994,784)</u>	<u>-</u>	<u>(317,224)</u>	<u>(1,312,008)</u>
2021				
At 1 July 2020	(213,467)	-	(7,272)	(220,739)
Recognised in profit or loss	(54,255)	3,610	(8,740)	(59,385)
Over/(Under) provision in prior year	104,699	(3,610)	(170,693)	(69,604)
At 30 June 2021	<u>(163,023)</u>	<u>-</u>	<u>(186,705)</u>	<u>(349,728)</u>

Deferred tax assets have not been recognised in respect of the following temporary differences:

	Group	
	2022 RM	2021 RM
Decelerated capital allowances	1,634	5,766
Unutilised capital allowances	543,095	222,324
Unused tax losses	5,664,606	3,488,800
Other temporary differences	126,101	216,093
	<u>6,335,436</u>	<u>3,932,983</u>

NOTES TO THE FINANCIAL STATEMENTS

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22. Deferred Tax Liabilities (Cont'd)

Deferred tax assets have not been recognised in respect of these items as they may not have sufficient taxable profits to be used to offset or it has arisen in subsidiaries that have a recent history of losses.

Pursuant to an amendment to Section 44(5F) of the Income Tax Act 1967, effective from year of assessment 2019 onwards, the time limit on the carried forward unused tax losses has been extended to maximum of ten (10) consecutive years of assessment. Accordingly, any unused tax losses from year of assessment 2019 onwards shall be carried forward for a maximum of ten (10) years immediately following that originating year of assessment and any accumulated unused tax losses up to year of assessment 2018 can be carried forward until year of assessment 2028.

The recognised and unrecognised unused tax losses will expire in the following year of assessment:

	Group	
	2022	2021
	RM	RM
2029	2,511,949	2,511,949
2030	642,413	642,413
2031	334,438	334,438
2032	2,175,806	-
	<u>5,664,606</u>	<u>3,488,800</u>

23. Trade Payables

The normal trade credit terms granted to the Group range from 14 to 30 days (2021: 30 days) depending on the terms of the contracts.

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24. Other Payables

	Note	Group		Company	
		2022 RM	2021 RM	2022 RM	2021 RM
Other payables		6,088,443	6,546,640	115,704	669,669
Accruals		2,848,847	2,321,749	91,400	54,890
Deposits		1,561,759	1,878,965	-	-
Goods and Services					
Tax payable		240	240	-	-
Provision		6,000	6,670	-	-
Sales and Service					
Tax payable		271,895	205,892	-	-
E-money liabilities	(a)	16,431	4,990	-	-
Contingent consideration	(b)	15,221,911	2,506,795	-	-
		<u>26,015,526</u>	<u>13,471,941</u>	<u>207,104</u>	<u>724,559</u>

- (a) E-money liabilities relate to the unutilised amount of e-money which has been issued and the utilised amount of e-money which are pending payments to merchants.
- (b) The contingent consideration of the Group comprises the followings:
- (i) An amount of RMNil (2021: RM1,200,255) for the acquisition of 70% equity interest in Anypay in the financial year ended 30 June 2019. The contingent consideration was settled during the financial year by way of issuance of 1,632,027 new ordinary shares in the Company.
 - (ii) An amount of RMNil (2021: RM806,540) for the acquisition of 51% equity interest in Buymall in the financial year ended 30 June 2019. In the previous financial year, Revenue Harvest and the Vendors have mutually agreed to extend the Audited Profit After Tax guarantee of Buymall for the financial year ended 30 September 2020 for additional 3 months to 31 December 2020 ("Extension of Time"). The Extension of Time was approved by the shareholders of the Company at the extraordinary general meeting held on 20 January 2022. The contingent consideration was settled during the financial year by way of issuance of 1,104,117 new ordinary shares in the Company.
 - (iii) An amount of RMNil (2021: RM500,000) for the acquisition of 40% equity interest in Wannatalk in the financial year ended 30 June 2021. The contingent consideration was settled during the financial year by way of cash.
 - (iv) An amount of RM15,221,911 (2021: RMNil) for the acquisition of remaining 49% equity interest in Revenue Secure as disclosed in Note 8(c).

There have been no changes in the fair value of the contingent consideration since the acquisition date.

NOTES TO THE FINANCIAL STATEMENTS

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25. Contract Liabilities

	Group	
	2022	2021
	RM	RM
Deferred revenue	187,967	260,993

Deferred revenue represents advance consideration received (or an amount of consideration is due) from the customer in respect of services which are yet to be provided. The deferred revenue will be recognised as revenue when the related services is rendered.

26. Amount Due to an Associate

This represents unsecured, non-interest bearing advances and repayable on demand.

27. Amount Due to Directors

This represents unsecured, non-interest bearing advances and repayable on demand.

28. Revenue

	Group	
	2022	2021
	RM	RM
Revenue from contracts with customers		
Gross receivables from electronic transactions	1,688,412,676	1,048,583,486
Less: Gross payables for electronic transactions	(1,664,673,034)	(1,031,958,792)
Net receivables from electronic transactions	23,739,642	16,624,694
Payment gateway	4,480,716	1,161,204
Sale of EDC terminals	27,506,112	23,961,542
Software development	2,755,904	722,000
Service rendered	6,459,988	7,603,059
Sale of prepaid airtime	5,188,653	3,502,242
Service maintenance fee	1,039,731	772,605
Sale of goods	299,379	-
	71,470,125	54,347,346
Other revenue		
Rental of EDC terminals	23,573,588	31,929,378
	95,043,713	86,276,724

NOTES TO THE FINANCIAL STATEMENTS
30 JUNE 2022

28. **Revenue (Cont'd)**

	Group	
	2022	2021
	RM	RM
Revenue from contracts with customers		
- Sale of goods and prepaid airtime	32,994,144	27,463,784
- Rendering of services	38,475,981	26,883,562
	<u>71,470,125</u>	<u>54,347,346</u>
Timing of revenue recognition		
At a point in time	68,118,594	53,574,741
Over time	3,351,531	772,605
Total revenue from contracts with customers	<u>71,470,125</u>	<u>54,347,346</u>

The following table is disaggregation of the Group's revenue from contracts with customers:

	EDC terminals RM	Electronic transaction processing RM	Solutions & services RM	Others RM	Total RM
Group					
2022					
Type of goods and services					
Sale of goods	27,506,112	-	5,188,653	299,379	32,994,144
Rendering of services	-	28,220,358	9,935,109	320,514	38,475,981
Total revenue from contracts with customers	<u>27,506,112</u>	<u>28,220,358</u>	<u>15,123,762</u>	<u>619,893</u>	<u>71,470,125</u>
Geographical market					
Malaysia	27,506,112	28,220,358	15,123,762	619,893	71,470,125
	<u>27,506,112</u>	<u>28,220,358</u>	<u>15,123,762</u>	<u>619,893</u>	<u>71,470,125</u>
Timing of revenue recognition					
At a point in time	27,506,112	28,220,358	11,772,231	619,893	68,118,594
Over time	-	-	3,351,531	-	3,351,531
Total revenue from contracts with customers	<u>27,506,112</u>	<u>28,220,358</u>	<u>15,123,762</u>	<u>619,893</u>	<u>71,470,125</u>

NOTES TO THE FINANCIAL STATEMENTS

30 JUNE 2022

28. Revenue (Cont'd)

The following table is disaggregation of the Group's revenue from contracts with customers: (Cont'd)

	EDC terminals RM	Electronic transaction processing RM	Solutions & services RM	Total RM
Group				
2021				
Type of goods and services				
Sale of goods	23,961,542	-	3,502,242	27,463,784
Rendering of services	-	17,785,898	9,097,664	26,883,562
Total revenue from contracts with customers	<u>23,961,542</u>	<u>17,785,898</u>	<u>12,599,906</u>	<u>54,347,346</u>
Geographical market				
Malaysia	23,961,542	17,785,898	12,599,906	54,347,346
	<u>23,961,542</u>	<u>17,785,898</u>	<u>12,599,906</u>	<u>54,347,346</u>
Timing of revenue recognition				
At a point in time	23,961,542	17,785,898	11,827,301	53,574,741
Over time	-	-	772,605	772,605
Total revenue from contracts with customers	<u>23,961,542</u>	<u>17,785,898</u>	<u>12,599,906</u>	<u>54,347,346</u>

Contract value yet to be recognised as revenue

Revenue expected to be recognised in the future relating to performance obligations that are unsatisfied at the end of the reporting period are as follows:

	Group	
	2022 RM	2021 RM
Within one year	<u>480,000</u>	<u>1,478,400</u>

NOTES TO THE FINANCIAL STATEMENTS
30 JUNE 2022

29. **Finance Costs**

	Group	
	2022	2021
	RM	RM
Interest expenses on:		
- Bank overdraft	20,798	56,021
- Lease liabilities	78,107	85,948
- Term loans	572,982	188,254
	671,887	330,223

30. **Profit/(Loss) before Tax**

Profit/(Loss) before tax is arrived at after charging/(crediting):

	Group		Company	
	2022	2021	2022	2021
	RM	RM	RM	RM
Amortisation of intangible assets	3,346,053	2,321,257	-	-
Auditors' remuneration				
- Statutory	185,001	165,787	55,000	48,000
- Under provision in prior years	500	1,200	-	-
- Non-statutory	5,000	13,000	5,000	5,000
Depreciation of:				
- Property, plant and equipment	6,466,618	6,510,738	-	-
- Right-of-use assets	832,766	653,057	-	-
Deposits written off	3,300	-	-	-
Fair value adjustment on contingent consideration	46,955	-	-	-
Fair value loss on financial assets at FVTPL	210,986	-	-	-
Property, plant and equipment written off	25,440	4,280	-	-
<u>Non-executive Directors' remuneration</u>				
- Fees	299,400	219,000	299,400	219,000
- Other emoluments	45,500	46,500	45,500	46,500

NOTES TO THE FINANCIAL STATEMENTS

30 JUNE 2022

30. Profit/(Loss) before Tax (Cont'd)

Profit/(Loss) before tax is arrived at after charging/(crediting): (Cont'd)

	Group		Company	
	2022	2021	2022	2021
	RM	RM	RM	RM
Impairment losses on:				
- Amount due from a subsidiary	-	-	39,025	1,462,101
- Investment in a subsidiary	-	-	-	30,800
- Trade receivables	608,534	622,594	-	-
Loss/(Gain) on foreign exchange:				
- Realised	115,843	(13,396)	-	1,257
- Unrealised	583,359	(235,386)	(39,025)	(9,282)
Lease expenses relating to:				
- Low-value asset	47,999	1,176	-	-
- Short-term leases	402,474	224,693	-	-
Bad debts recovered	(22,132)	(18,026)	-	-
Fair value gain on investment properties	(1,415,151)	-	-	-
Gain on disposal of property, plant and equipment	(5,922)	(460)	-	-
Gain on termination of lease contract	(5,055)	-	-	-
Income from rent concessions	-	(17,435)	-	-
Interest income	(831,033)	(291,298)	(728,027)	(238,706)
Rental income	(246,400)	(33,000)	-	-
Reversal of impairment losses on trade receivables	(128,659)	(602,782)	-	-

NOTES TO THE FINANCIAL STATEMENTS
30 JUNE 2022

31. **Taxation**

	Group		Company	
	2022	2021	2022	2021
	RM	RM	RM	RM
Tax expenses recognised in profit or loss				
Malaysian income tax				
Current tax provision	6,372,300	2,889,881	14,819	-
Under provision in prior years	380,290	551,794	-	-
	<u>6,752,590</u>	<u>3,441,675</u>	<u>14,819</u>	<u>-</u>
Deferred tax (Note 22)				
Relating to origination and reversal of temporary differences	563,202	34,544	-	-
Over provision in prior years	(25,804)	(135,211)	-	-
	<u>537,398</u>	<u>(100,667)</u>	<u>-</u>	<u>-</u>
	<u>7,289,988</u>	<u>3,341,008</u>	<u>14,819</u>	<u>-</u>

Malaysian income tax is calculated at the statutory tax rate of 24% (2021: 24%) of the estimated assessable profits for the financial year. Taxation for other jurisdiction is calculated at the rates prevailing in the respective jurisdictions.

NOTES TO THE FINANCIAL STATEMENTS

30 JUNE 2022

31. Taxation (Cont'd)

A reconciliation of income tax expenses applicable to profit/(loss) before tax at the statutory income tax rate to income tax expenses at the effective income tax rate of the Group and of the Company are as follows:

	Group		Company	
	2022	2021	2022	2021
	RM	RM	RM	RM
Profit/(Loss) before tax	<u>19,817,342</u>	<u>15,455,925</u>	<u>(1,532,092)</u>	<u>(3,479,222)</u>
At Malaysian statutory tax rate of 24% (2021: 24%)	4,756,162	3,709,422	(367,702)	(835,013)
Expenses not deductible for tax purposes	2,054,026	1,108,305	447,784	894,530
Effect on income not subject to tax	(451,275)	(514,659)	(65,263)	(59,517)
Effect on income exempted under pioneer status	-	(1,388,553)	-	-
Deferred tax assets not recognised	633,463	19,202	-	-
Utilisation of brought forward tax losses	(56,874)	(9,292)	-	-
Under/(Over) provision in prior years				
- income tax	380,290	551,794	-	-
- deferred tax	<u>(25,804)</u>	<u>(135,211)</u>	<u>-</u>	<u>-</u>
Tax expenses for the financial year	<u>7,289,988</u>	<u>3,341,008</u>	<u>14,819</u>	<u>-</u>

The Group has unutilised capital allowances and unused tax losses amounting to RM4,688,030 and RM5,664,606 (2021: RM1,012,569 and RM3,488,800) respectively, available for carry forward to set-off against future taxable profits. The said amount is subject to approval by the tax authorities.

NOTES TO THE FINANCIAL STATEMENTS
30 JUNE 2022

32. Basic Earnings Per Share

(a) Basic earnings per share

The basic earnings per share are calculated based on the consolidated profit for the financial year attributable to owners of the parent and the weighted average number of ordinary shares in issue during the financial year as follows:

	Group	
	2022	2021
Profit for the financial year, attributable to owners of the parent (RM)	<u>12,441,832</u>	<u>11,244,972</u>
Weighted average number of ordinary shares in issue:		
Issued ordinary shares at 1 July	452,971,361	389,842,162
Effect of ordinary shares issued during the financial year	<u>11,710,082</u>	<u>23,952,482</u>
Weighted average number of ordinary shares as at 30 June	<u>464,681,443</u>	<u>413,794,644</u>
Basic earnings per ordinary share (sen)	<u>2.68</u>	<u>2.72</u>

NOTES TO THE FINANCIAL STATEMENTS

30 JUNE 2022

32. Basic Earnings Per Share (Cont'd)

(b) Diluted earnings per share

Diluted earnings per share are calculated based on the adjusted consolidated profit for the financial year attributable to the owners of the parent and the adjusted weighted average number of ordinary shares in issue during the financial year have been adjusted for the dilutive effects of all potential ordinary shares as follows:

	Group	
	2022	2021 Restated
Profit for the financial year, attributable to owners of the parent (RM)	<u>12,441,832</u>	<u>11,244,972</u>
Weighted average number of ordinary shares used in the calculation of basic earnings per share	464,681,443	413,794,644
Adjusted for:		
Effect of conversion of warrants	79,693,044	85,901,388
Contingently issuable ordinary shares for acquisition of subsidiaries	<u>10,546,358</u>	<u>1,641,686</u>
Adjusted weighted average number of ordinary shares as at 30 June	<u>554,920,845</u>	<u>501,337,718</u>
Diluted earnings per ordinary share (sen)	<u>2.24</u>	<u>2.24</u>

NOTES TO THE FINANCIAL STATEMENTS
30 JUNE 2022

33. **Staff Costs**

	Group	
	2022	2021
	RM	RM
Fees	436,000	373,000
Salaries, wages and other emoluments	19,975,494	16,355,326
Defined contribution plans	2,295,820	1,877,819
Social security contributions	155,797	148,112
Others	425,148	389,905
Benefit-in-kind	416,993	208,430
	<u>23,705,252</u>	<u>19,352,592</u>

Included in staff costs is aggregate amount of remuneration received/receivable by the Executive Directors of the Company and of the subsidiaries during the financial year as below:

	Group	
	2022	2021
	RM	RM
Executive Directors of the Company		
Fees	72,000	18,000
Salaries and other emoluments	2,849,657	2,320,502
Defined contribution plans	339,301	277,919
Social security contributions	3,315	3,315
Others	380	380
Benefit-in-kind	416,993	208,430
	<u>3,681,646</u>	<u>2,828,546</u>
Executive Directors of the subsidiaries		
Fees	364,000	355,000
Salaries and other emoluments	816,800	658,334
Defined contribution plans	93,168	76,128
Social security contributions	3,315	3,177
Others	380	364
	<u>1,277,663</u>	<u>1,093,003</u>
Total remuneration of Executive Directors		
Company's Directors	3,681,646	2,828,546
Subsidiaries' Directors	1,277,663	1,093,003
	<u>4,959,309</u>	<u>3,921,549</u>

NOTES TO THE FINANCIAL STATEMENTS

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34. Financial Guarantees

	Group	
	2022	2021
	RM	RM
Secured		
Performance guarantee given to Payment Network Malaysia Sdn. Bhd.	<u>360,000</u>	<u>560,000</u>
	Company	
	2022	2021
	RM	RM
Unsecured		
Corporate guarantees given to licensed banks for banking facilities granted to subsidiaries	<u>43,985,049</u>	<u>5,365,842</u>

NOTES TO THE FINANCIAL STATEMENTS
30 JUNE 2022

35. **Reconciliation of Liabilities Arising from Financing Activities**

The table below show the detail changes in the liabilities of the Group arising from financing activities:

		At 1 July	Acquisition through business combination	Financing cash flows	New lease [Note 7(a)]/ term loan financing	Other changes	At 30 June
	Note	RM	[Note 8(a)] RM	(i) RM	[Note 6(b), 7(a)] RM	(ii) RM	RM
Group 2022							
Term loans	20	5,146,939	364,512	(711,577)	39,550,000	-	44,349,874
Lease liabilities	21	1,263,968	35,868	(654,079)	569,351	(99,928)	1,115,180
		<u>6,410,907</u>	<u>400,380</u>	<u>(1,365,656)</u>	<u>40,119,351</u>	<u>(99,928)</u>	<u>45,465,054</u>
2021							
Term loans	20	5,346,602	-	(199,663)	-	-	5,146,939
Lease liabilities	21	1,643,036	-	(581,633)	220,000	(17,435)	1,263,968
		<u>6,989,638</u>	<u>-</u>	<u>(781,296)</u>	<u>220,000</u>	<u>(17,435)</u>	<u>6,410,907</u>

- (i) The financing cash flows include the repayments of term loans and payments of lease liabilities in the statements of cash flows.
- (ii) Other changes include termination of lease contract and income from rent concessions.

NOTES TO THE FINANCIAL STATEMENTS

30 JUNE 2022

36. Capital Commitment

	Group	
	2022	2021
	RM	RM
Authorised and contracted for:		
Purchase of property, plant and equipment	<u>127,200</u>	<u>877,000</u>

37. Related Party Disclosures

(a) Identifying related parties

For the purposes of these financial statements, parties are considered to be related to the Group and/or the Company if the Group and/or the Company have the ability, directly or indirectly, to control or joint control the party or exercise significant influence over the party in making financial and operating decisions, or vice versa, or where the Group or the Company and the party are subject to common control. Related parties may be individuals or other entities.

Related parties also include key management personnel defined as those persons having authority and responsibility for planning, directing and controlling the activities of the Group and/or of the Company either directly or indirectly. The key management personnel comprise the Directors and management personnel of the Group, having authority and responsibility for planning, directing and controlling the activities of the group entities directly or indirectly.

(b) Significant related party transactions

Related party transactions have been entered into in the normal course of business under negotiated terms. In addition to the related party balances disclosed elsewhere in the financial statements, the significant related party transaction of the Group are as follows:

	Group	
	2022	2021
	RM	RM
Transaction with a Director of the Company		
have substantial financial interest		
Lease payment	<u>148,350</u>	<u>120,655</u>

NOTES TO THE FINANCIAL STATEMENTS
30 JUNE 2022

37. Related Party Disclosures (Cont'd)

(c) Compensation of key management personnel

Remuneration of the Directors and other members of key management are as follows:

	Group		Company	
	2022	2021	2022	2021
	RM	RM	RM	RM
Fees	735,400	592,000	299,400	219,000
Salaries and other emoluments	5,497,282	4,348,674	45,500	46,500
Defined contribution plans	640,469	502,296	-	-
Social security contributions	11,671	11,226	-	-
Others	1,337	1,218	-	-
Benefit-in-kind	416,993	208,430	-	-
	<u>7,303,152</u>	<u>5,663,844</u>	<u>344,900</u>	<u>265,500</u>

38. Segment Information

The Group has three major reporting segments, as described below, which are the Group's strategic business units. Segment information is primarily presented in respect of the Group's business segment which is based on the Group's management and internal reporting structure. For each of the strategic business units, the Group's managing director reviews internal management reports at least on quarterly basis. The following summary describes the operations in each of the Group's reportable segments:

NOTES TO THE FINANCIAL STATEMENTS

30 JUNE 2022

38. Segment Information (Cont'd)

The main business segments of the Group comprise the followings:

- | | | |
|-----------------------------------|---|---|
| EDC terminals | : | Distribution, deployment and maintenance of EDC terminals |
| Electronic transaction processing | : | Provision of electronic transaction processing services for credit/debit cards and electronic money payment scheme, where the Group acts as Acquirer, Master Merchant or Third-Party Payment Processor |
| Solutions & services | : | Provision of solutions and services in relation to payment gateway, payment network security and payment infrastructure
Provision of digital payment solutions and services such as mobile top up, phone bill payment, utilities bill payment, game credits, entertainment and ticketing services
Provision of procurement services for consumer goods from e-commerce websites, provision of cross border logistics and last mile delivery in Malaysia |
| Others | : | Provision of facilities of indoor games and trading of sports equipment and catering of food and beverages services. |

Others business segments include provision of facilities of indoor games and trading of sports equipment and catering of food and beverages services, none of which are of a sufficient size to be reported separately. The accounting policies of the segments are consistent with the accounting policies of the Group.

Management monitors the operating results of its business units separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on gross profit of each segment and is measured consistently with gross profit in the consolidated financial statements.

Transactions between segments are carried out on agreed terms between both parties. The effects of such inter-segment transactions are eliminated on consolidation. The measurement basis and classification are consistent with those adopted in the previous financial year.

Information about segment assets and liabilities are neither included in the internal management reports nor provided regularly to the management. Hence, no disclosures are made on segment assets and liabilities.

NOTES TO THE FINANCIAL STATEMENTS
30 JUNE 2022

38. **Segment Information (Cont'd)**

	EDC terminals RM	Electronic transaction processing RM	Solutions & services RM	Others RM	Total RM
2022					
Total revenue	69,686,153	28,220,358	26,912,832	619,893	125,439,236
Inter-segment revenue	(18,606,453)	-	(11,789,070)	-	(30,395,523)
Revenue from					
external customers	51,079,700	28,220,358	15,123,762	619,893	95,043,713
Cost of sales	(24,399,628)	(8,172,644)	(7,078,255)	(201,415)	(39,851,942)
Segment gross profit	<u>26,680,072</u>	<u>20,047,714</u>	<u>8,045,507</u>	<u>418,478</u>	<u>55,191,771</u>
Other income					2,248,410
Interest income					831,033
Administrative expenses					(36,345,580)
Net loss on impairment of financial instruments					(479,875)
Finance costs					(671,887)
Share of results of associates, net of tax					<u>(956,530)</u>
Profit before tax					19,817,342
Taxation					<u>(7,289,988)</u>
Profit for the financial year					<u>12,527,354</u>

NOTES TO THE FINANCIAL STATEMENTS

30 JUNE 2022

38. Segment Information (Cont'd)

	EDC terminals RM	Electronic transaction processing RM	Solutions & services RM	Total RM
2021				
Total revenue	79,057,143	17,785,898	22,812,004	119,655,045
Inter-segment revenue	(23,166,223)	-	(10,212,098)	(33,378,321)
Revenue from external customers	55,890,920	17,785,898	12,599,906	86,276,724
Cost of sales	(30,452,402)	(5,814,814)	(5,735,323)	(42,002,539)
Segment gross profit	25,438,518	11,971,084	6,864,583	44,274,185
Other income				1,367,203
Interest income				291,298
Administrative expenses				(30,318,753)
Net loss on impairment of financial instruments				(19,812)
Finance costs				(330,223)
Share of results of associates, net of tax				192,027
Profit before tax				15,455,925
Taxation				(3,341,008)
Profit for the financial year				12,114,917

Adjustments and eliminations

- (i) Inter-segment revenues are eliminated on consolidation.
- (ii) Interest income, finance costs, depreciation and amortisation and other non-cash items are not allocated to individual segments as the underlying instruments are managed on a group basis.
- (iii) current taxes and deferred tax liabilities are not allocated to individual segments as the underlying instruments are managed on a group basis.

Geographic information

Revenue based on the geographical location of customers are as follows:

	2022 RM	2021 RM
Malaysia	95,043,713	86,276,724

NOTES TO THE FINANCIAL STATEMENTS
30 JUNE 2022

38. **Segment Information (Cont'd)**

Major customers

Revenue from major customers with revenue equal or more than 10% of the Group's revenue is as follows:

		Revenue	
		2022 RM	2021 RM
Company A	Electronic transaction processing	-	9,868,189
Company B	EDC terminals and electronic transaction processing and solutions & services	13,727,723	17,874,051
Company C	EDC terminals and electronic transaction processing	16,159,900	17,046,828
Company D	EDC terminals and electronic transaction processing	-	8,752,237
		<u>29,887,623</u>	<u>53,541,305</u>

NOTES TO THE FINANCIAL STATEMENTS

30 JUNE 2022

39. Financial Instruments

(a) Classification of financial instruments

Financial assets and financial liabilities are measured on an ongoing basis either at fair value or at amortised cost. The principal accounting policies in Note 3 describe how the classes of financial instruments are measured, and how income and expense, including fair value gains and losses, are recognised.

The following table analyses the financial assets and financial liabilities in the statements of financial position by the class of financial instruments to which they are assigned, and therefore by the measurement basis:

	Financial assets measured at FVTPL RM	Financial assets measured at amortised cost RM	Financial liabilities measured at amortised cost RM	Total carrying amount RM
Group 2022				
Financial assets				
Other investments	7,734,700	-	-	7,734,700
Trade receivables	-	26,697,570	-	26,697,570
Other receivables *	-	2,282,210	-	2,282,210
Fixed deposits with licensed banks	-	258,932	-	258,932
Cash and bank balances	-	82,522,695	-	82,522,695
	<u>7,734,700</u>	<u>111,761,407</u>	<u>-</u>	<u>119,496,107</u>
Financial liabilities				
Trade payables	-	-	22,654,142	22,654,142
Other payables #	-	-	25,737,391	25,737,391
Amount due to an associate	-	-	38,160	38,160
Amount due to Directors	-	-	163,596	163,596
Bank borrowings	-	-	44,349,881	44,349,881
Lease liabilities	-	-	1,115,180	1,115,180
	<u>-</u>	<u>-</u>	<u>94,058,350</u>	<u>94,058,350</u>

NOTES TO THE FINANCIAL STATEMENTS
30 JUNE 2022

39. Financial Instruments (Cont'd)

(a) Classification of financial instruments (Cont'd)

The following table analyses the financial assets and financial liabilities in the statements of financial position by the class of financial instruments to which they are assigned, and therefore by the measurement basis: (Cont'd)

	Financial assets measured at amortised cost RM	Financial liabilities measured at amortised cost RM	Total carrying amount RM
Group			
2021			
Financial assets			
Trade receivables	15,139,536	-	15,139,536
Other receivables *	3,821,732	-	3,821,732
Fixed deposits with licensed banks	254,526	-	254,526
Cash and bank balances	97,323,560	-	97,323,560
	<u>116,539,354</u>	<u>-</u>	<u>116,539,354</u>
Financial liabilities			
Trade payables	-	16,625,569	16,625,569
Other payables #	-	13,259,139	13,259,139
Amount due to Directors	-	197,684	197,684
Bank borrowings	-	5,365,842	5,365,842
Lease liabilities	-	1,263,968	1,263,968
	<u>-</u>	<u>36,712,202</u>	<u>36,712,202</u>

NOTES TO THE FINANCIAL STATEMENTS

30 JUNE 2022

39. Financial Instruments (Cont'd)

(a) Classification of financial instruments (Cont'd)

The following table analyses the financial assets and financial liabilities in the statements of financial position by the class of financial instruments to which they are assigned, and therefore by the measurement basis: (Cont'd)

	Financial assets measured at amortised cost RM	Financial liabilities measured at amortised cost RM	Total carrying amount RM
Company			
2022			
Financial assets			
Other receivables *	8,950	-	8,950
Amount due from subsidiaries	93,969,300	-	93,969,300
Cash and bank balances	27,859,608	-	27,859,608
	<u>121,837,858</u>	<u>-</u>	<u>121,837,858</u>
Financial liability			
Other payables #	<u>-</u>	<u>207,104</u>	<u>207,104</u>
2021			
Financial assets			
Other receivables *	17,350	-	17,350
Amount due from subsidiaries	44,574,449	-	44,574,449
Cash and bank balances	53,478,547	-	53,478,547
	<u>98,070,346</u>	<u>-</u>	<u>98,070,346</u>
Financial liabilities			
Other payables #	-	724,559	724,559
Amount due to a subsidiary	-	164,000	164,000
	<u>-</u>	<u>888,559</u>	<u>888,559</u>

* excluding prepayments, Goods and Services Tax receivable and deferred costs

excluding Goods and Services Tax payable, provision and Sales and Service Tax payable

NOTES TO THE FINANCIAL STATEMENTS
30 JUNE 2022

39. Financial Instruments (Cont'd)

(b) Financial risk management objectives and policies

The Group's and the Company's financial risk management policy is to ensure that adequate financial resources are available for the development of the Group's and of the Company's operations whilst managing its credit, liquidity, foreign currency, interest rate and market price risks. The Group and the Company operate within clearly defined guidelines that are approved by the Board and the Group's and the Company's policy are not to engage in speculative transactions.

The following sections provide details regarding the Group's and the Company's exposure to the abovementioned financial risks and the objectives, policies and processes for the management of these risks.

(i) Credit risk

Credit risk is the risk of a financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations. The Group's exposure to credit risk arises principally from its receivables from customers and deposits with banks. The Company's exposure to credit risk arises principally from amount due from subsidiaries, deposits with banks and financial guarantees given to banks for bank facilities granted to certain subsidiaries. There are no significant changes as compared to prior year.

The Group has adopted a policy of only dealing with creditworthy counterparties. Management has a credit policy in place to control credit risk by dealing with creditworthy counterparties and deposits with banks and financial institutions with good credit rating. The exposure to credit risk is monitored on an ongoing basis and action will be taken for long outstanding debts.

The Company provides unsecured advances to subsidiaries. The Company monitors on an ongoing basis the results of the subsidiaries and repayments made by the subsidiaries.

At each reporting date, the Group assesses whether any of the receivables are credit impaired.

The gross carrying amounts of credit impaired trade receivables are written off (either partial or full) when there is no realistic prospect of recovery. This is generally the case when the Group determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off. Nevertheless, trade receivables that are written off could still be subject to enforcement activities.

NOTES TO THE FINANCIAL STATEMENTS

30 JUNE 2022

39. Financial Instruments (Cont'd)

(b) Financial risk management objectives and policies (Cont'd)

(i) Credit risk (Cont'd)

The carrying amounts of the financial assets recorded on the statements of financial position at the end of the reporting period represent the Group's and the Company's maximum exposure to credit risk, except for financial corporate guarantees given to licensed banks granted to certain subsidiaries. The Company's maximum exposure to credit risk is RM43,985,049 (2021: RM5,365,842), representing the outstanding banking facilities of the subsidiaries as at the end of the reporting period. There was no indication that any subsidiary would default on repayment as at the end of the reporting period.

The Group has no significant concentration of credit risk except as disclosed in Note 12. The Company has no significant concentration of credit risk except for advances to its subsidiaries where risks of default have been assessed to be low.

Financial guarantee has not been recognised since the fair value on initial recognition was deemed not material and the probability of the subsidiaries defaulting its banking facilities is remote.

(ii) Liquidity risk

Liquidity risk refers to the risk that the Group and the Company will encounter difficulty in meeting its financial obligations as they fall due. The Group's and the Company's exposure to liquidity risk arises primarily from mismatches of the maturities of financial assets and liabilities.

The Group's and the Company's funding requirements and liquidity risk are managed with the objective of meeting business obligations on a timely basis. The Group finances its liquidity through internally generated cash flows and minimises liquidity risk by keeping committed credit lines available.

NOTES TO THE FINANCIAL STATEMENTS
30 JUNE 2022

39. **Financial Instruments (Cont'd)**
- (b) Financial risk management objectives and policies (Cont'd)
- (ii) Liquidity risk (Cont'd)

The following table analyses the remaining contractual maturity for financial liabilities. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group and the Company can be required to pay.

	On demand or within 1 year RM	1 to 2 years RM	2 to 5 years RM	After 5 years RM	Total contractual cash flows RM	Total carrying amount RM
Group						
2022						
Non-derivative financial liabilities						
Trade payables	22,654,142	-	-	-	22,654,142	22,654,142
Other payables	25,737,391	-	-	-	25,737,391	25,737,391
Amount due to an associate	38,160	-	-	-	38,160	38,160
Amount due to Directors	163,596	-	-	-	163,596	163,596
Bank borrowings	4,061,297	3,983,721	11,419,065	43,546,839	63,010,922	44,349,881
Lease liabilities	601,026	319,892	251,178	29,983	1,202,079	1,115,180
Financial guarantees*	360,000	-	-	-	360,000	-
	53,615,612	4,303,613	11,670,243	43,576,822	113,166,290	94,058,350

NOTES TO THE FINANCIAL STATEMENTS

30 JUNE 2022

39. Financial Instruments (Cont'd)

(b) Financial risk management objectives and policies (Cont'd)

(ii) Liquidity risk (Cont'd)

The following table analyses the remaining contractual maturity for financial liabilities. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group and the Company can be required to pay. (Cont'd)

Group	On demand or within 1 year RM	1 to 2 years RM	2 to 5 years RM	After 5 years RM	Total contractual cash flows RM	Total carrying amount RM
2021						
Non-derivative financial liabilities						
Trade payables	16,625,569	-	-	-	16,625,569	16,625,569
Other payables	13,259,139	-	-	-	13,259,139	13,259,139
Amount due to Directors	197,684	-	-	-	197,684	197,684
Bank borrowings	658,128	439,225	1,317,675	5,658,067	8,073,095	5,365,842
Lease liabilities	618,277	282,590	426,941	43,018	1,370,826	1,263,968
Financial guarantees*	560,000	-	-	-	560,000	-
	31,918,797	721,815	1,744,616	5,701,085	40,086,313	36,712,202

NOTES TO THE FINANCIAL STATEMENTS
30 JUNE 2022

39. **Financial Instruments (Cont'd)**

(b) Financial risk management objectives and policies (Cont'd)

(ii) Liquidity risk (Cont'd)

The following table analyses the remaining contractual maturity for financial liabilities. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group and the Company can be required to pay. (Cont'd)

	On demand or within 1 year RM	Total contractual cash flows RM	Total carrying amount RM
Company			
2022			
Non-derivative financial liabilities			
Other payables	207,104	207,104	207,104
Financial guarantees*	43,985,049	43,985,049	-
	<u>44,192,153</u>	<u>44,192,153</u>	<u>207,104</u>
2021			
Non-derivative financial liabilities			
Other payables	724,559	724,559	724,559
Amount due to a subsidiary	164,000	164,000	164,000
Financial guarantees*	5,365,842	5,365,842	-
	<u>6,254,401</u>	<u>6,254,401</u>	<u>888,559</u>

* Based on the maximum amount that can be called for under the financial guarantee contract.

NOTES TO THE FINANCIAL STATEMENTS

30 JUNE 2022

39. Financial Instruments (Cont'd)

(b) Financial risk management objectives and policies (Cont'd)

(iii) Market risks

(a) Foreign currency risk

The Group is exposed to foreign currency risk on transactions that are denominated in currencies other than the respective functional currencies of Group entities. The currencies giving rise to this risk are primarily United States Dollar ("USD"), Chinese Renminbi ("RMB"), Singapore Dollar ("SGD") and Euro ("Euro").

In order to mitigate the Group's and the Company's foreign currency risk, the Group continues to monitor its exposure to foreign currency movements on a regular basis in order for the management to assess on the need to utilise financial instruments to hedge its currency exposure, taking into account factors such as the foreign currency involved, exposure periods and transaction costs.

The carrying amounts of the Group's and of the Company's foreign currency denominated monetary assets and monetary liabilities at the end of the reporting period are as follows:

	USD RM	Denominated in			Euro RM	Total RM
		RMB RM	SGD RM			
Group						
2022						
Cash and bank balances	1,034,687	892,352	407,891	-	-	2,334,930
Trade payables	(16,613,070)	-	-	-	-	(16,613,070)
Other payables	(105,945)	-	-	(169,450)	(275,395)	
	(15,684,328)	892,352	407,891	(169,450)	(14,553,535)	

NOTES TO THE FINANCIAL STATEMENTS
30 JUNE 2022

39. **Financial Instruments (Cont'd)**

(b) Financial risk management objectives and policies (Cont'd)

(iii) Market risks (Cont'd)

(a) Foreign currency risk (Cont'd)

The carrying amounts of the Group's and of the Company's foreign currency denominated monetary assets and monetary liabilities at the end of the reporting period are as follows: (Cont'd)

	USD RM	Denominated in		Euro RM	Total RM
		RMB RM	SGD RM		
Group					
2021					
Other receivables	47,285	-	-	-	47,285
Cash and bank balances	4,142,843	595,802	407,891	-	5,146,536
Trade payables	(8,791,074)	-	-	-	(8,791,074)
Other payables	-	-	-	(173,181)	(173,181)
	<u>(4,600,946)</u>	<u>595,802</u>	<u>407,891</u>	<u>(173,181)</u>	<u>(3,770,434)</u>

NOTES TO THE FINANCIAL STATEMENTS

30 JUNE 2022

39. Financial Instruments (Cont'd)

(b) Financial risk management objectives and policies (Cont'd)

(iii) Market risks (Cont'd)

(a) Foreign currency risk (Cont'd)

The carrying amounts of the Group's and of the Company's foreign currency denominated monetary assets and monetary liabilities at the end of the reporting period are as follows: (Cont'd)

	Denominated in		
	USD RM	SGD RM	Total RM
Company			
2022			
Amount due from subsidiaries	-	1,501,126	1,501,126
Other payables	(105,945)	-	(105,945)
	(105,945)	1,501,126	1,395,181
2021			
Amount due from subsidiaries	-	1,462,101	1,462,101

Foreign currency risk sensitivity

The following table demonstrates the sensitivity of the Group's and of the Company's profit/(loss) before tax to a reasonably possible change in the USD, RMB, SGD and Euro exchange rates against RM, with all other variables held constant.

2022			2021		
	Change in currency rate	Effect on profit before tax RM		Change in currency rate	Effect on profit before tax RM
Group					
USD	Strengthened by 1%	(156,843)	Strengthened by 1%	(46,009)	
	Weakened by 1%	156,843	Weakened by 1%	46,009	
RMB	Strengthened by 1%	8,924	Strengthened by 1%	5,958	
	Weakened by 1%	(8,924)	Weakened by 1%	(5,958)	
SGD	Strengthened by 1%	4,079	Strengthened by 1%	4,079	
	Weakened by 1%	(4,079)	Weakened by 1%	(4,079)	
Euro	Strengthened by 1%	(1,695)	Strengthened by 1%	(1,732)	
	Weakened by 1%	1,695	Weakened by 1%	1,732	

NOTES TO THE FINANCIAL STATEMENTS
30 JUNE 2022

39. Financial Instruments (Cont'd)

(b) Financial risk management objectives and policies (Cont'd)

(iii) Market risks (Cont'd)

(a) Foreign currency risk (Cont'd)

Foreign currency risk sensitivity (Cont'd)

The following table demonstrates the sensitivity of the Group's and of the Company's profit/(loss) before tax to a reasonably possible change in the USD, RMB, SGD and Euro exchange rates against RM, with all other variables held constant. (Cont'd)

2022			2021	
	Change in currency rate	Effect on loss before tax RM	Change in currency rate	Effect on loss before tax RM
Company				
USD	Strengthened by 1%	(1,059)	Strengthened by 1%	-
	Weakened by 1%	1,059	Weakened by 1%	-
SGD	Strengthened by 1%	15,011	Strengthened by 1%	14,621
	Weakened by 1%	<u>(15,011)</u>	Weakened by 1%	<u>(14,621)</u>

(b) Interest rate risk

The Group's fixed rate deposits placed with licensed banks and borrowings are exposed to a risk of change in their fair value due to changes in interest rates. The Group's variable rate borrowings are exposed to a risk of change in cash flows due to changes in interest rates.

The Group manages the interest rate risk of its deposits with licensed banks and financial institutions by placing them at the most competitive interest rates obtainable, which yield better returns than cash at bank and maintaining a prudent mix of short and long-term deposits.

The Group manages its interest rate risk exposure from interest bearing borrowings by obtaining financing with the most favourable interest rates in the market. The Group constantly monitors its interest rate risk by reviewing its debts portfolio to ensure favourable rates are obtained. The Group does not utilise interest swap contracts or other derivative instruments for trading or speculative purposes.

NOTES TO THE FINANCIAL STATEMENTS

30 JUNE 2022

39. Financial Instruments (Cont'd)

(b) Financial risk management objectives and policies (Cont'd)

(iii) Market risks (Cont'd)

(b) Interest rate risk (Cont'd)

The interest rate profile of the Group's significant interest-bearing financial instruments, based on carrying amounts at the end of the reporting period was:

	Group	
	2022	2021
	RM	RM
Fixed rate instruments		
Fixed deposits with licensed banks	258,932	254,526
Lease liabilities	(1,115,180)	(1,263,968)
	<u>(856,248)</u>	<u>(1,009,442)</u>
Floating rate instruments		
Bank overdraft	(7)	(218,903)
Term loans	(44,349,874)	(5,146,939)
	<u>(44,349,881)</u>	<u>(5,365,842)</u>

Interest rate risk sensitivity analysis

Cash flow sensitivity analysis for floating rate instruments

A change in 1% interest rate at the end of the reporting period would have increased/(decreased) the Group's profit before tax by RM443,499 (2021: RM53,658), arising mainly as a result of lower/higher interest expense on floating rate loans and borrowings. This analysis assumes that all other variables remain constant. The assumed movement in basis points for interest rate sensitivity analysis is based on the currently observable market environment.

NOTES TO THE FINANCIAL STATEMENTS
30 JUNE 2022

39. Financial Instruments (Cont'd)

(b) Financial risk management objectives and policies (Cont'd)

(iv) Market price risk

Market price risk is the risk that the fair value or future cash flows of the Group's financial instruments will fluctuate because of changes in market prices (other than interest or exchange rates).

The Group is exposed to equity price risk arising from its investment in quoted instrument. These investments are listed on Bursa Malaysia Securities Berhad and are classified as financial assets at FVTPL.

(c) Fair value of financial instruments

The carrying amounts of short-term receivables and payables, cash and cash equivalents and short-term loans and borrowings approximate their fair value due to the relatively short-term nature of these financial instruments and insignificant impact of discounting.

The carrying amount of long-term floating rate loans and borrowings approximate their fair value as the loans will be re-priced to market interest rate on or near reporting date.

It was not practicable to estimate the fair value of investment in unquoted equity due to the lack of comparable quoted prices in an active market and the fair value cannot be reliably measured.

The table below analyses financial instruments carried at fair value, together with their fair value and carrying amount shown in the statements of financial position.

	Fair value of financial instruments carried at fair value			Carrying amount
	Level 1	Level 2	Level 3	
	RM	RM	RM	
Group				
2022				
Financial asset				
Other investments	7,734,700	-	-	7,734,700

The fair value above has been determined using the following basis:

- The fair value of other investments was determined by reference to the quoted price in the share market.

Transfer between levels of fair value hierarchy

There is no transfer between levels of fair value hierarchy during the financial year.

NOTES TO THE FINANCIAL STATEMENTS

30 JUNE 2022

40. Capital Management

The Group's and the Company's objectives when managing capital are to safeguard the Group's and the Company's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Group and the Company may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

The Group and the Company monitor capital using a gearing ratio, which is the net debt divided by total equity. The Group's and the Company's policy is to maintain a prudent level of gearing ratio that complies with debt covenants and regulatory requirements.

The gearing ratios at the end of the reporting period are as follows:

	Group		Company	
	2022	2021	2022	2021
	RM	RM	RM	RM
Bank borrowings (exclude bank overdraft)	44,349,874	5,146,939	-	-
Lease liabilities	1,115,180	1,263,968	-	-
Total debts	45,465,054	6,410,907	-	-
Less: Cash and cash equivalents	(82,781,620)	(97,104,657)	(27,859,608)	(53,478,547)
Total excess funds	(37,316,566)	(90,693,750)	(27,859,608)	(53,478,547)
Total equity	159,278,512	151,299,151	138,322,760	113,889,697
Gearing ratio (times)	*	*	#	#

* Gearing ratio is not applicable to the Group as the cash and cash equivalents as at 30 June 2022 and 30 June 2021 was sufficient to cover the entire borrowings obligation.

Gearing ratio is not applicable to the Company as the Company has no loans and borrowings as at 30 June 2022 and 30 June 2021.

There were no changes in the Group's and the Company's approach to capital management during the financial year.

NOTES TO THE FINANCIAL STATEMENTS
30 JUNE 2022

41. Significant Events

During the financial year, the following significant events took place for the Company and its subsidiaries:

- (a) On 16 August 2021, Next Revenue Sdn. Bhd. (“Next Revenue”), a wholly-owned subsidiary of Revenue Harvest and an indirect wholly-owned subsidiary of the Company, had entered into 2 conditional sale and purchase agreements with Starplus Corporation Sdn. Bhd. for the:
 - (i) Acquisition of 2 plots of leasehold lands together with buildings erected thereon, held under Pajakan Negeri 38021 Lot 37629 and Pajakan Negeri 38022 Lot 37630, all in Mukim Batu, Kuala Lumpur for a total cash consideration of RM24.5 million; and
 - (ii) Acquisition of 2 plots of leasehold lands together with buildings erected thereon, held under HSD 34672 Lot 37631 and HSD 34673 Lot 37632, all in Mukim Batu, Kuala Lumpur for a total cash consideration of RM19.5 million.

The acquisition had been completed during the financial year.

- (b) On 14 February 2022, the Board announced that the listing of and quotation for the entire share capital of REVENUE have been transferred from the ACE Market to the Main Market of Bursa Malaysia Securities Berhad.

42. Subsequent Event

On 14 October 2022, the Company proposed to undertake a bonus issue of up to 105,567,870 warrants (“Warrant(s) B”) on the basis of 1 Warrant B for every 6 existing ordinary shares held in REVENUE held by the entitled shareholders at the date to be determined and announced later.

NOTES TO THE FINANCIAL STATEMENTS

30 JUNE 2022

43. Comparative Information

The following reclassification were made to the financial statements of prior year to be consistent with current year presentation.

	As previously stated RM	Reclassification RM	As restated RM
2021			
Group			
Statements of financial position			
Property, plant and equipment	27,370,398	512,001	27,882,399
Intangible assets	11,134,550	(512,001)	10,622,549

44. Date of Authorisation for Issue of Financial Statements

The financial statements of the Group and of the Company for the financial year ended 30 June 2022 were authorised for issue in accordance with a resolution of the Board of Directors on 27 October 2022.

LIST OF PROPERTIES

Postal Address	Description of Property/ Existing Use	Registered Owner	Land Area/ Built-up Area	Tenure	Date of Purchase	Age of Building (Years)	Carrying Amount as at 30 June 2022 (RM)
No. 12, Jalan Undang Harimau 2, Kepong Business Park, 51200 Kuala Lumpur	2 ½-storey detached commercial building/ Head Office	Revenue Harvest Sdn Bhd	13,380/ 12,076 square feet	Freehold	15 September, 2014	10	6,388,757
No. 25, Jalan Pertama 4, Pusat Dagangan Danga Utama, 81200, Johor Bahru, Johor Darul Takzim	3-storey shop office with mezzanine floor/ Branch Office	Revenue Harvest Sdn Bhd	1,760/6,000 square feet	Leasehold expiring 13 April 2111	30 December, 2014	9	1,612,241
Lot 37629 & 37630, Jalan 6/37A, Taman Bukit Maluri Industrial Area, 52100 Kepong, Kuala Lumpur	A single storey detached warehouse/ Owned occupied for * Others business	Next Revenue Sdn Bhd	52,441,72/ 31,036 square feet	Leasehold expiring 27 April 2079	16 August, 2021	1	25,715,065
Lot 37631 & 37632, Jalan 6/37A, Taman Bukit Maluri Industrial Area, 52100 Kepong, Kuala Lumpur	A single storey detached factory with a annexed double storey office	Next Revenue Sdn Bhd	40,378,59/ 23,881 square feet	Leasehold expiring 27 April 2079	16 August, 2021	1	22,000,000

ANALYSIS OF SHAREHOLDINGS

AS AT 26 SEPTEMBER 2022

SHARE CAPITAL

Total Number of Issued Shares	:	476,922,162
Class of Shares	:	Ordinary Shares
Voting Rights	:	One vote for each ordinary share held

DISTRIBUTION OF SHAREHOLDINGS AS AT 26 SEPTEMBER 2022

Size of Holding	No. of Shareholders	% of Shareholders	No. of Shares Held	% of Shares Held
1 – 99	890	4.380	41,586	0.009
100 - 1,000	4,469	21.993	2,958,192	0.621
1,001 - 10,000	11,130	54.774	50,349,654	10.557
10,001 - 100,000	3,519	17.318	99,550,210	20.873
100,001 to less than 5% of issued shares	310	1.525	248,969,356	52.203
5% and above of issued shares	2	0.010	75,053,164	15.737
Total	20,320	100.000	476,922,162	100.000

DIRECTORS' SHAREHOLDINGS

The Directors' Shareholdings based on the Register of Directors' Shareholdings of the Company as at 26 September 2022 are as follows: -

No.	Name of Directors	Direct Interest	No. of shares held		%
			%	Indirect Interest	
1	Nor Azzam Bin Abdul Jalil	120,333	0.025	-	-
2	Datuk Ng Chee Siong	47,394,586	9.938	-	-
3	Ng Shih Chiow	55,501,723	11.637	-	-
4	Ng Shih Fang	53,211,722	11.157	-	-
5	Lai Wei Keat	4,200,000	0.881	-	-
6	Ooi Guan Hoe	146,666	0.031	-	-
7	Ng Chee Keong	-	-	-	-
8	Loo Jo Anne	-	-	-	-
9	Jade Lee Gaik Suan	-	-	-	-
10	Alwizah Al-Yafii Binti Ahmad Kamal	-	-	-	-

SUBSTANTIAL SHAREHOLDERS

The substantial shareholders (holding 5% or more of the issued capital) based on the Register of Substantial Shareholders of the Company as at 26 September 2022 and their shareholdings are as follows: -

No.	Name of Substantial Shareholders	Direct Interest	No. of shares held		%
			%	Indirect Interest	
1	Datuk Ng Chee Siong	47,394,586	9.938	-	-
2	Ng Shih Chiow	55,501,723	11.637	-	-
3	Ng Shih Fang	53,211,722	11.157	-	-

ANALYSIS OF SHAREHOLDINGS AS AT 26 SEPTEMBER 2022

LIST OF TOP 30 LARGEST SECURITIES ACCOUNTS HOLDERS (ACCORDING TO THE REGISTER OF DEPOSITORS AS AT 26 SEPTEMBER 2022)

No.	Name of Shareholders	No. of Shares	%
1	NG SHIH FANG	40,215,056	8.432
2	NG SHIH CHIEW	34,838,108	7.305
3	CITIGROUP NOMINEES (TEMPATAN) SDN BHD EXEMPT AN FOR KENANGA INVESTORS BHD	22,699,950	4.760
4	CIMSEC NOMINEES (TEMPATAN) SDN BHD CIMB FOR DATUK NG CHEE SIONG (PB)	22,052,600	4.624
5	CIMB GROUP NOMINEES (TEMPATAN) SDN BHD CIMB COMMERCE TRUSTEE BERHAD – KENANGA GROWTH FUND	21,525,400	4.513
6	NG SHIH CHIEW	18,363,615	3.850
7	CIMSEC NOMINEES (TEMPATAN) SDN BHD CIMB FOR NG SHIH FANG (PB)	12,996,666	2.725
8	DATUK NG CHEE SIONG	10,285,243	2.157
9	AMANAHRAYA TRUSTEES BERHAD PUBLIC STRATEGIC SMALLCAP FUND	8,400,000	1.761
10	TOKIO MARINE LIFE INSURANCE MALAYSIA BHD AS BENEFICIAL OWNER (TMEF)	7,040,000	1.476
11	ALLIANCEGROUP NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR DATUK NG CHEE SIONG	5,000,000	1.048
12	CIMB GROUP NOMINEES (TEMPATAN) SDN BHD CIMB BANK BERHAD (EDP2)	4,990,200	1.046
13	AMSEC NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT – AMBANK (M) BERHAD FOR ONG KAH HOE (SMART)	4,814,200	1.009
14	CITIGROUP NOMINEES (TEMPATAN) SDN BHD EMPLOYEES PROVIDENT FUND BOARD (AM INV)	4,663,100	0.978
15	AMANAHRAYA TRUSTEES BERHAD PB GROWTH FUND	4,522,200	0.948
16	CIMB GROUP NOMINEES (TEMPATAN) SDN BHD CIMB COMMERCE TRUSTEE BERHAD FOR KENANGA GROWTH OPPORTUNITIES FUND (50154 TR01)	4,125,533	0.865
17	HLIB NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR DATUK NG CHEE SIONG	4,056,743	0.851
18	LAI WEI KEAT	4,000,000	0.839
19	MAYBANK NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR DATUK NG CHEE SIONG	3,500,000	0.734

ANALYSIS OF SHAREHOLDINGS AS AT 26 SEPTEMBER 2022

LIST OF TOP 30 LARGEST SECURITIES ACCOUNTS HOLDERS (CONT'D) (ACCORDING TO THE REGISTER OF DEPOSITORS AS AT 26 SEPTEMBER 2022)

No.	Name of Shareholders	No. of Shares	%
20	CGS-CIMB NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR DATUK NG CHEE SIONG (MY4521)	2,500,000	0.524
21	CIMSEC NOMINEES (TEMPATAN) SDN BHD CIMB FOR NG SHIH CHIOU (PB)	2,000,000	0.419
22	RHB NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR KEH CHUAN SENG	1,750,000	0.367
23	AMANAHRAYA TRUSTEES BERHAD PB SMALLCAP GROWTH FUND	1,441,000	0.302
24	DB (MALAYSIA) NOMINEE (TEMPATAN) SENDIRIAN BERHAD DEUTSCHE TRUSTEES MALAYSIA BERHAD FOR HONG LEONG WHOLESALE EQUITY FUND 2	1,436,500	0.301
25	AMANAHRAYA TRUSTEES BERHAD PUBLIC SELECT TREASURES EQUITY FUND	1,424,833	0.299
26	CGS-CIMB NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR TAY MOY KOH (SEGAMAT-CL)	1,376,600	0.289
27	AMANAHRAYA TRUSTEES BERHAD PUBLIC ISLAMIC GROWTH BALANCED FUND	1,310,000	0.275
28	AMSEC NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR GOH PHAIK LIM	1,218,000	0.255
29	MAYBANK NOMINEES (TEMPATAN) SDN BHD MAYBANK TRUSTEES BERHAD FOR KENANGA ONEPRS GROWTH FUND (420119)	1,123,733	0.236
30	ALLIANCEGROUP NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR CHU KERD YEE (7010755)	1,030,000	0.216

ANALYSIS OF WARRANTS HOLDINGS

AS AT 26 SEPTEMBER 2022

Issued Size : 156,485,057 Warrants 2019/2024 issued pursuant to the Bonus Issue of Warrants
 Number of Warrants Holders : 3,912

DISTRIBUTION OF WARRANTS HOLDINGS AS AT 26 SEPTEMBER 2022

Size of Holding	No. of Warrants Holders	% of Warrants Holders	No. of Warrants Held	% of Warrants Held
1 – 99	757	19.351	44,994	0.029
100 - 1,000	417	10.659	263,807	0.169
1,001 - 10,000	1,469	37.551	7,710,816	4.927
10,001 - 100,000	1,084	27.710	35,614,079	22.759
100,001 to less than 5% of issued warrants	182	4.652	66,452,971	42.466
5% and above of issued warrants	3	0.077	46,398,390	29.650
Total	3,912	100.000	156,485,057	100.000

DIRECTORS' WARRANTS HOLDINGS

The Directors' Warrants holdings based on the Register of Directors' Warrants holdings of the Company as at 26 September 2022 are as follows: -

No.	Name of Directors	Direct Interest	No. of warrants Held % Indirect Interest	%
1	Nor Azzam Bin Abdul Jalil	-	-	-
2	Ooi Guan Hoe	110,000	0.070	-
3	Ng Chee Keong	-	-	-
4	Loo Jo Anne	-	-	-
5	Datuk Ng Chee Siong	3,982,307	2.545	-
6	Ng Shih Chiow	23,274,195	14.873	-
7	Ng Shih Fang	23,274,195	14.873	-
8	Lai Wei Keat	-	-	-
9.	Jade Lee Gaik Suan	-	-	-
10.	Alwizah Al-Yafii Binti Ahmad Kamal	-	-	-

ANALYSIS OF WARRANTS HOLDINGS AS AT 26 SEPTEMBER 2022

LIST OF TOP 30 LARGEST WARRANTS HOLDERS (ACCORDING TO THE REGISTER OF DEPOSITORS AS AT 26 SEPTEMBER 2022)

No.	Name of Warrants holders	No. of Warrants	%
1	NG SHIH FANG	23,274,195	14.873
2	NG SHIH CHIEW	13,942,387	8.910
3	NG SHIH CHIEW	9,181,808	5.868
4	DATUK NG CHEE SIONG	3,982,307	2.545
5	MAYBANK NOMINEES (TEMPATAN) SDN BHD MAYBANK PRIVATE WEALTH MANAGEMENT FOR MOHAMED NAZIM BIN ABDUL RAZAK (PW-M00363) (408782)	3,415,000	2.182
6	JERALD ALLEN A/L GOMEZ	2,770,000	1.770
7	LIM TONG YONG @ LIM TONG YAIM	2,641,000	1.688
8	PAOS INDUSTRIES SDN.BHD.	2,000,000	1.278
9	MAYBANK NOMINEES (TEMPATAN) SDN BHD SIAW SOON LEE	1,639,700	1.048
10	HSBC NOMINEES (ASING) SDN BHD EXEMPT AN FOR BANK JULIUS BAER & CO. LTD. (SINGAPORE BCH)	1,600,000	1.022
11	JOHNATHAN JAYA-SUDHIR	1,580,900	1.010
12	CGS-CIMB NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR TAY MOY KOH (SEGAMAT-CL)	1,537,700	0.983
13	WONG YOON CHEE	1,467,500	0.938
14	RHB CAPITAL NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR ANAD KRISHNAN A/L MUTHUSAMY	1,281,500	0.819
15	TAN SIONG KEN	1,163,900	0.744
16	LOO SUO LI	1,023,400	0.654
17	TAN YIK SIN	968,500	0.619
18	MAYBANK NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR LEE TIAN FATT	905,000	0.578
19	YONG MEW SENG	891,900	0.570
20	LIM YENG NEE	865,000	0.553
21	MAYBANK NOMINEES (TEMPATAN) SDN BHD SIAW LIM LOONG TENG HIAN PHIN	862,500	0.551

ANALYSIS OF WARRANTS HOLDINGS AS AT 26 SEPTEMBER 2022

LIST OF TOP 30 LARGEST WARRANTS HOLDERS (CONT'D) (ACCORDING TO THE REGISTER OF DEPOSITORS AS AT 26 SEPTEMBER 2022)

No.	Name of Warrants holders	No. of Warrants	%
22	GAN KOK KENG	800,000	0.511
23	CIMSEC NOMINEES (TEMPATAN) SDN BHD CIMB FOR BOEY TZE NIN (PB)	798,000	0.510
24	TAN AI LING	669,000	0.428
25	LIM SIEW GAIK	630,100	0.403
26	KENANGA NOMINEES (TEMPATAN) SDN BHD RAKUTEN TRADE SDN BHD FOR YVONNE KALATHINI A/P M.VIJAYARAJ	626,200	0.400
27	YONG SIEW NGEE	542,100	0.346
28	CGS-CIMB NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR TAY MOY KOH (MY3164)	515,000	0.329
29	LEE LENG CHUAN	500,000	0.320
30	ONG ENG KOOI	500,000	0.320

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:

1. 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)*
2. 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*
3. To re-elect the following Directors who are retiring in accordance with Article 101 of the Company’s Constitution: -
 - (i) Nor Azzam Bin Abdul Jalil *Ordinary Resolution 2*
 - (ii) Datuk Ng Chee Siong *Ordinary Resolution 3*
 - (iii) Loo Jo Anne *Ordinary Resolution 4*
4. To re-elect the following Directors who are retiring in accordance with Article 107 of the Company’s Constitution: -
 - (i) Jade Lee Gaik Suan *Ordinary Resolution 5*
 - (ii) Alwizah Al-Yafii Binti Ahmad Kamal *Ordinary Resolution 6*
5. 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: -

6. **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.”

NOTICE OF ANNUAL GENERAL MEETING

7. **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:-

- (i) 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;
- (ii) 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:-

- (i) 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;
- (ii) the expiration of the period within which the AGM of the Company is required by law to be held; or
- (iii) 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.”

8. 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 Pooh (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

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. *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.*
2. *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.*
3. *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.*
4. *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:*
 - (i) *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.
 - (ii) *By electronic means*
The proxy form can be electronically submitted with the Share Registrar of the Company at admin@aldpro.com.my.
5. *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.*
6. *Any 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.*
7. *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:*
 - (i) *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.*
 - (ii) *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:*
 - (a) *at least two (2) authorised officers, of whom one shall be a director; or*
 - (b) *any director and/or authorised officers in accordance with the laws of the country under which the corporate member is incorporated.*
8. *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.*
9. *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.*

NOTICE OF ANNUAL GENERAL MEETING

EXPLANATORY NOTES: -**1. 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.

2. 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.

3. 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.

4. 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.

5. 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.

NOTICE OF ANNUAL GENERAL MEETING

6. 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 issues 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 notice 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.

7. 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.

STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING

1. The Directors who are seeking re-election as Directors of the Company at the 5th AGM of the Company are:

- a) Encik Nor Azzam Bin Abdul Jalil (Article 101);
- b) Datuk Ng Chee Siong (Article 101);
- c) Ms. Loo Jo Anne (Article 101);
- d) Ms. Jade Lee Gaik Suan (Article 107); and
- e) Madam Alwizah Al-Yafii Binti Ahmad Kamal (Article 107).

The profile of the retiring Directors is set out in the Directors' Profile of the Annual Report 2022.

2. Statement relating to general mandate for issue of securities in accordance with Paragraph 6.04 of the Main Market of Listing Requirements of Bursa Securities.

Details of the general mandate to allot shares in the Company pursuant to Sections 75 & 76 of the Act are set out in Explanatory Note of the Notice of the 5th AGM.

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

Number of shares held:-	
CDS account no.:-	

PROXY FORM

I/We, _____
(Full name in capital letters)

NRIC No _____

of _____

(Full address)

being a *Member/Members of **REVENUE GROUP BERHAD** [Registration No. 201701034150 (1248321-D)] hereby appoint (Proxy 1)
(*NRIC No./Passport No. _____) of

_____ and* failing him/her * (Proxy 2) _____

(*NRIC No./Passport No. _____)

of _____

aand* failing him/her *, the Chairman of the Meeting as my/our proxy to vote for me/us and on my/our behalf at the Fifth Annual General Meeting ("5th AGM") will be held 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 to vote as indicated below:-

The proportions of my/our holdings to be represented by our proxy(ies) as follows:-

Proxy 1 - _____ %

Proxy 2 - _____ %

**strike out whichever is inapplicable*

(Please indicate with an "X" in the space provided below on how you wish your vote to be cast. If you do not do so, the proxy will vote or abstain from voting at his discretion)

No.	Agenda	Resolution	FOR	AGAINST
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		
2.	To re-elect Encik Nor Azzam Bin Abdul Jalil as Director	Ordinary Resolution 2		
3.	To re-elect Datuk Ng Chee Siong as Director	Ordinary Resolution 3		
4.	To re-elect Ms. Loo Jo Anne as Director	Ordinary Resolution 4		
5.	To re-elect Ms. Jade Lee Gaik Suan as Director	Ordinary Resolution 5		
6.	To re-elect Madam Alwizah Al-Yafii Binti Ahmad Kamal as Director	Ordinary Resolution 6		
7.	To re-appoint Messrs. UHY as Auditors of the Company and to authorise the Directors to fix their remuneration	Ordinary Resolution 7		
8.	As Special Business : Authority to Allot Shares Pursuant to Sections 75 and 76 of the Companies Act, 2016	Ordinary Resolution 8		
9.	Proposed Share Buy-Back	Ordinary Resolution 9		

Signed on this _____ day of _____ 2022.

Signature of Shareholder or Common Seal

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 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 authorised 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.
- Any 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 8.294 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.

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Share Registrar of
REVENUE GROUP BERHAD
Registration No. 201701034150 (1248321-D)
Aldpro Corporate Services Sdn Bhd
Level 5, Block B, Dataran PHB,
Saujana Resort, Section U2,
40150 Shah Alam, Selangor

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G R O U P B E R H A D
REVENUE GROUP BERHAD
Registration No. 201701034150 (1248321-D)

Wisma Revenue, No.12, Jalan Udang Harimau 2,
Kepong Business Park, 51200 Kuala Lumpur.

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