

**NOTICE OF SIXTH ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** the Sixth Annual General Meeting ("6<sup>th</sup> AGM") of Revenue Group Berhad ("REVENUE" or "the Company") will be conducted on a virtual basis at the Broadcast Venue at B-21-1, Level 21, Tower B, Northpoint Mid Valley City, No. 1, Medan Syed Putra Utara, 59200 Kuala Lumpur, Wilayah Persekutuan through live streaming and online remote voting via the Remote Participation and Voting ("RPV") facilities at <https://revenue-agm.digerati.com.my> (Domain registration number D1A119533) provided by Digerati Technologies Sdn. Bhd. in Malaysia on Monday, 4 March 2024 at 9.00 a.m. or at any adjournment thereof for the transaction of the following businesses:

**AGENDA**

**As Ordinary Business:**

- To receive the Audited Financial Statements for the financial period ended 30 September 2023 together with the Reports of the Directors and Auditors thereon.
- 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 5 March 2024 until the conclusion of the next Annual General Meeting of the Company.
- To re-elect Ng Chee Keong who is retiring in accordance with Article 101 of the Company's Constitution.
- To re-elect the following Directors who are retiring in accordance with Article 107 of the Company's Constitution: -
  - Kamari Zaman Bin Juhari
  - Leong Seng Wui
  - Teh Chee Hoe
  - Azman Hisham Bin Che Doi
  - Chandera Sekaran @ Dawson
  - Krishnan A/L Dorairaju
  - Dato' Tang Ngat Ngoh
- To re-appoint ChengCo PLT as the Company's Auditors until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration.

(Please refer to  
**Explanatory Note 1**)

**Ordinary Resolution 1**

**Ordinary Resolution 2**

**Ordinary Resolution 3**

**Ordinary Resolution 4**

**Ordinary Resolution 5**

**Ordinary Resolution 6**

**Ordinary Resolution 7**

**Ordinary Resolution 8**

**Ordinary Resolution 9**

**Ordinary Resolution 10**

**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 11**

"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."

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

By order of the Board,

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

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

Company Secretaries

Kuala Lumpur

Dated 31 January 2024

- Notes:**
- Pursuant to Section 327(2) of the Companies Act, 2016, the Chairman will be present at the Broadcast Venue being the main venue of the 6<sup>th</sup> AGM. Members will not be allowed to attend the 6<sup>th</sup> AGM in person at the Broadcast Venue on the day of the meeting. Members are to participate, speak via real time submission of typed texts only and vote remotely. Please refer to the Administrative Guide on registration, participation and voting at the 6<sup>th</sup> AGM.
  - A member of the Company entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote in his stead. Where a member appoints more than one proxy to attend and vote at the Meeting, such appointment shall be invalid unless he/she shall specify the proportion of his/ her holdings to be represented by each proxy.
  - Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("omnibus account"), there is no limit to the number of proxies which the exempt authorized nominee may appoint in respect of each omnibus account it holds. An "exempt authorized nominee" refers to an authorised nominee defined under Securities Industry (Central Depositories) Act, 1991 ("SICDA") which is exempted from compliance with the provisions subsection 25A(1) of SICDA.
  - The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or, if the appointer is a corporation, either under the corporation's Seal or under the hand of an officer or an attorney duly authorised.
  - The 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 B-21-1, Level 21, Tower B, Northpoint Mid Valley City, No. 1, Medan Syed Putra Utara, 59200 Kuala Lumpur, Wilayah Persekutuan, Malaysia.
    - By electronic means**  
The proxy form can be electronically submitted with the Share Registrar of the Company at [admin@aldpro.com.my](mailto: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 23 February 2024. 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 B-21-1, Level 21, Tower B, Northpoint Mid Valley City, No. 1, Medan Syed Putra Utara, 59200 Kuala Lumpur, Wilayah Persekutuan, 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 B-21-1, Level 21, Tower B, Northpoint Mid Valley City, No. 1, Medan Syed Putra Utara, 59200 Kuala Lumpur, Wilayah Persekutuan, Malaysia. The certificate of appointment of authorised representative should be executed in the following manner:
    - If the corporate member has a common seal, the certificate of appointment of authorised representative should be executed under seal in accordance with the constitution of the corporate member.
    - If the corporate member does not have a common seal, the certificate of appointment of authorised representative should be affixed with the rubber stamp of the corporate member (if any) and executed by:
      - at least two (2) authorised officers, of whom one shall be a director; or
      - any director and/or authorised officers in accordance with the laws of the country under which the corporate member is incorporated.
  - Pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Securities, all resolutions set out in this Notice of 6<sup>th</sup> AGM will be put to vote by way of poll.
  - The Personal Data Protection Act 2010, which regulates the processing of personal data in commercial transactions, applies to the Company. By providing to us or our agents your personal data which may include your name, contact details and mailing address, you hereby consent, agree and authorise the processing and/ or disclosure of any personal data of or relating to you for the purposes of issuing the notice of this meeting and convening the meeting, including but not limited to preparation and compilation of documents and other matters, whether or not supplied by you. You further confirm to have obtained the consent, agreement and/or authorisation of all persons whose personal data you have disclosed and/or processed, in connection with the foregoing.

**EXPLANATORY NOTES: -**

- Audited Financial Statements for the financial period ended 30 September 2023**  
Agenda No. 1 is meant for discussion only as Section 340(1)(a) of the Act does not require formal approval of the shareholders. Hence, this Agenda item is not put forward for voting.
- Ordinary Resolution 1  
Payment of Directors' Fees and other benefits to Non-Executive Directors**  
Section 230(1) of the Act provides that the fees and any benefits payable to the Directors of the Company and its subsidiaries shall be approved at a general meeting.  
Pursuant thereto, the total estimated amount of Director's benefit payable is calculated based on the number of scheduled Board's and Board's Committee Meeting and other benefits from 5 March 2024 until the conclusion of the next AGM of the Company.  
In the event the proposed amount is insufficient (e.g. due to more meetings or enlarged board composition size), approval will be sought at the next AGM of the Company for additional fees to meet the shortfall.
- Ordinary Resolution 2  
Re-election of Director under Article 101 of the Company's Constitution**  
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.

For the purpose of determining the eligibility of the Director to stand for re-election at this AGM, the Board through its Nomination Committee had assessed the performance and contribution of each of the retiring Director. Based on the results of the respective Directors' performance evaluation conducted, the Board is satisfied with the Directors' performance and the level of contribution to the Board through their knowledge, skills and commitment as well as their abilities to act in the best interest of the Company. In addition, each of the Independent Directors has also provided his/her annual declaration/confirmation of independence.

The Board has therefore recommended Mr. Ng Chee Keong who is standing for re-election as Director of the Company in accordance with Article 101 of the Company's Constitution and being eligible, has offered himself for re-election at the 6<sup>th</sup> AGM of the Company. The profile of the retiring Director is set out in the Directors' Profile of the Annual Report 2023.

**4. Ordinary Resolution 3 to 9  
Re-election of Directors under Article 107 of the Company's Constitution**

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.

The date of the appointment of Directors for re-election under Article 107 of the Company's Constitution are as below:-

No.	Name of Directors	Appointment Date	Position
(a)	Kamari Zaman Bin Juhari	13 March 2023	Independent Non-Executive Chairman
(b)	Leong Seng Wui	17 January 2023	Executive Director
(c)	Teh Chee Hoe	13 March 2023	Executive Director
(d)	Azman Hisham Bin Che Doi	13 March 2023	Independent Non-Executive Director
(e)	Chandera Sekaran @ Dawson	13 March 2023	Independent Non-Executive Director
(f)	Krishnan A/L Dorairaju	13 March 2023	Independent Non-Executive Director
(g)	Dato' Tang Ngat Ngoh	24 March 2023	Independent Non-Executive Director

**5. Ordinary Resolution 10  
Re-appointment of Auditors**

The Board, through the Audit & Risk Management Committee had reviewed and was satisfied with the performance and independence of ChengCo PLT during the financial year under review. The Board has therefore recommended the re-appointment of ChengCo PLT as external auditors of the Company for the financial year ending 30 September 2024.

**6. Special Business - Ordinary Resolution 11  
Authority to Allot Shares Pursuant to Sections 75 and 76 of the Companies Act, 2016**

The proposed Ordinary Resolution 11, 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 5,273,179 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 5th AGM held on 6 December 2022 ("Previous Mandate") and will lapse at the conclusion of the 6th AGM of the Company.

With this General Mandate, the Company will be able to raise funds expeditiously for the purpose of funding future investment, working capital and/or acquisition(s) without having to convene a general meeting to seek shareholders' approval when such opportunities or needs arise.

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

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

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

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

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

16. The offer shall be made by noticed specifying the number of shares or securities offered, and limiting a time within which the offer, if not accepted, will be deemed to be declined, and, after the expiry of that time, or on the expiration of 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.



**REVENUE GROUP BERHAD**  
Registration No. 201701034150 (1248321-D)  
(Incorporated in Malaysia)

**Administrative Guide for 6<sup>th</sup> Annual General Meeting (“6<sup>th</sup> AGM”)**

Meeting Day and Date	: Monday, 4 March 2024
Time	: 9.00 a.m. or at any adjournment thereof
Broadcast Venue	: B-21-1, Level 21, Tower B, Northpoint Mid Valley City, No. 1, Medan Syed Putra Utara, 59200 Kuala Lumpur, Wilayah Persekutuan.
Online Meeting Platform	: <a href="https://revenue-agm.digerati.com.my">https://revenue-agm.digerati.com.my</a> (Domain registration number D1A119533)

**1. Virtual Meeting**

- 1.1 The 6<sup>th</sup> AGM will be conducted virtually through live streaming and online remote voting via Remote Participation and Voting (“RPV”) facilities.
- 1.2 Kindly ensure that you are connected to the internet at all times in order to participate and/or vote at our virtual Meeting. Therefore, it is your responsibility to ensure that connectivity for the duration of the Meeting is maintained. Kindly note that the quality of the live webcast is dependent on the bandwidth and stability of the internet connection of the participants. The Company, the Board and its management, registrar and other professional advisers (if any) shall not be held responsible or be liable for any disruption in internet line resulting in the participants being unable to participate and/or vote at the Meeting.

**2. Entitlement to Participate and Vote**

- 2.1 Only depositors whose names appear on the Record of Depositors as at **23 February 2024** shall be entitled to participate and/or vote at the meeting or appoint proxy(ies) / corporate representative(s) to participate and/or vote on his/her behalf by returning the duly executed Form(s) of Proxy.

**3. Appointment of Proxy**

- 3.1 If you are unable to attend and participate at the meeting via RPV facilities, you may appoint a proxy or the Chairman of the Meeting as your proxy and indicate the voting instructions in the Form of Proxy in accordance with the notes and instructions printed therein.

- 3.2 The instrument appointing a proxy and the power of attorney or other authority i.e. the corporate representatives / authorised nominees or exempt authorised nominees who wishes to attend and participate at the meeting via RPV facilities, please ensure the duly executed original Form(s) of Proxy or the original / duly certified Certificate(s) of Appointment of its corporate / authorised representative / power of attorney / letter of authority or other documents proving authority must be deposited to Aldpro Corporate Services Sdn Bhd. at B-21-1, Level 21, Tower B, Northpoint Mid Valley City, No. 1, Medan Syed Putra Utara, 59200 Kuala Lumpur, Wilayah Persekutuan or email to [admin@aldpro.com.my](mailto:admin@aldpro.com.my) at least 48 hours before the time appointed for holding the meeting i.e. not later than **Saturday, 2 March 2024 at 9.00 a.m.**
- 3.3 Shareholders who have appointed a proxy or attorney or corporate representative to participate at the 6<sup>th</sup> AGM via RPV must request his/her proxy to register himself/herself for RPV at <https://revenue-agm.digerati.com.my> provided by Digerati Technologies Sdn. Bhd. in Malaysia.

#### **4. Submission of Questions**

- 4.1 Members and proxies may submit their questions via the real time submission of typed texts through a text box at <https://revenue-agm.digerati.com.my> during the live streaming of the AGM. The questions and/or remarks submitted by the shareholders and/or proxies will be broadcasted and responded by the Chairman/Board/ relevant adviser during the meeting.

#### **5. Voting Procedure**

- 5.1 Pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, voting at the Meeting will be conducted by poll.
- 5.2 For the purpose of the Meeting, e-Voting can be carried out using personal smart mobile phones, tablets, personal computers or laptops.
- 5.3 The polling will commence from the scheduled starting time of the Meeting and close upon the Chairman announces the closing of voting period towards the end of the Meeting after the question-and-answer session.
- 5.4 The Independent Scrutineer will verify the poll results reports upon closing of the poll session by the Chairman. Thereafter, the Chairman will announce and declare whether the resolutions put to vote were successfully carried or not.

#### **6. Remote Participation and Voting (“RPV”)**

- 6.1 Please note that all shareholders including (i) individual shareholders; (ii) corporate shareholders; (iii) authorised nominees; and (iv) exempt authorised nominees, and proxies shall use the RPV facilities to participate and/or vote remotely at the meeting [(ii) to (iv) through their authorised representatives].
- 6.2 If you wish to participate in the Meeting, you will be able to view a live webcast of the Meeting, pose questions and/ or submit your votes in real time whilst the Meeting is in progress.
- 6.3 Kindly follow the procedures to register for RPV.

## REMOTE PARTICIPATION AND VOTING (“RPV”) FACILITIES

Members/proxies/corporate representatives/attorneys who wish to participate the AGM remotely using RPV must follow the following procedures:-

Step	Action	Procedure
A	<p>To register as a user at website:  <a href="https://revenue-agm.digerati.com.my">https://revenue-agm.digerati.com.my</a></p> 	<ul style="list-style-type: none"> <li>● Click ‘Register’ to sign up as new user.</li> <li>● Upload your identity documents.</li> <li>● Complete &amp; submit your registration.</li> <li>● Verify your email at your mailbox to complete the registration.</li> <li>● You will be notified upon successful or rejected registration.</li> <li>● You may pose your question, if any, to the Chairman/Board using the website.</li> <li>● Within 3 days before the AGM, you will be notified with login credentials to join the meeting upon approval.</li> <li>● Please check your spam mailbox if you do not receive emails from us</li> <li>● Registered user and proxy may skip this step.</li> <li>● Identity documents will be deleted after registration.</li> </ul>
B	<p>To appoint proxy or corporate representative at website (optional)</p>	<ul style="list-style-type: none"> <li>● Login your registered account at website.</li> <li>● Select “<b>REVENUE 6TH AGM</b>”.</li> <li>● Fill up the information to appoint proxy(s).</li> <li>● Closing time for appointment is 48 hours prior to the meeting. No request will be entertained after closing time.</li> <li>● Within 3 days before the AGM, you and your proxy(s) will be notified upon approval or rejection of RPV.</li> </ul>
C	<p>On the day of AGM</p>	<ul style="list-style-type: none"> <li>● Access to Broadcast and E-Poll Form using the website or through email links</li> <li>● If you have any question for the Chairman/Board, you may use the Q&amp;A section in the E-Poll Form to type your question.</li> <li>● Submit your voting within a specific period once the Chairman announces that the voting is open.</li> <li>● Voting will be closed upon the expiry of the voting period.</li> <li>● Broadcast will be terminated upon the announcement of the poll result by the Chairman.</li> </ul>

## **Enquiry**

If you have any enquiries prior to the AGM, please contact the following during office hours from Mondays to Fridays from 9.00a.m. to 5.30p.m. (except public holiday): -

### **The Share Registrar**

#### **Aldpro Corporate Services Sdn. Bhd.**

Address : B-21-1, Level 21, Tower B,  
Northpoint Mid Valley City,  
No. 1, Medan Syed Putra Utara,  
59200 Kuala Lumpur, Wilayah Persekutuan  
Email Address : [admin@aldpro.com.my](mailto:admin@aldpro.com.my)  
Contact Persons : Ms. Wong Fui Sin / Ms. Christine Cheng  
Telephone No. : +603 9770 2200

**OR**

### **RPV Technical Support**

If you have any enquiry in relation to registration, logging in and system related, please contact the Technical Support:

Technical Support : Digerati Technologies Sdn. Bhd.  
Tel No. : +6011-6338 8316  
Email : [support@digerati.com.my](mailto:support@digerati.com.my)