

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to the course of action to be taken, you should consult your stockbroker, bank manager, solicitor, accountant or any other professional adviser immediately.

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STATEMENT TO SHAREHOLDERS

IN RELATION TO

**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")**

The resolution in respect of the above proposal will be tabled as a Special Business at the Fifth Annual General Meeting ("5th AGM") of Revenue Group Berhad ("REVENUE" or "the Company") to be held on Ballroom I & II, Main Wing, Tropicana Golf & Country Resort, Jalan Kelab Tropicana, 47410 Petaling Jaya, Selangor Darul Ehsan on Tuesday, 6 December 2022 at 10.00 a.m. or at any adjournment thereof. The notice of the 5th AGM and the Form of Proxy are set out in the Annual Report 2022 which are also available to be downloaded from the Company's website at www.revenue.com.my.

The Form of Proxy must be lodged at the Share Registrar of the Company at Aldpro Corporate Services Sdn Bhd's office at Level 5, Block B, Dataran PHB, Saujana Resort, Section U2, 40150 Shah Alam, Selangor or email to admin@aldpro.com.my not later than forty-eight (48) hours before the time stipulated for holding the meeting. The lodging of the Form of Proxy will not preclude you from attending and voting in person at the meeting should you subsequently wish to do so

Last date and time for lodging the Form of Proxy : Sunday, 4 December 2022 at 10.00 a.m.

Date and time of the 5th AGM : Tuesday, 6 December 2022 at 10.00 a.m. or at any adjournment thereof

This Circular is dated 31 October 2022

DEFINITIONS

For the purposes of this Statement, except where the context otherwise requires, the following definitions shall apply:

“Act”	: The Companies Act, 2016 and any amendments made thereto from time to time, and includes every statutory modification or any re-enactment thereof for the time being in force
“AGM”	: Annual General Meeting
“Board”	: The Board of Directors of REVENUE
“Bursa Securities”	: Bursa Malaysia Securities Berhad [Registration No. 200301033577 (635998-W)]
“CDS”	: Central Depository System
“CMSA”	: Capital Markets and Services Act, 2007
“Code”	: Malaysia Code on Take-overs and Mergers, 2016 issued by the SC and as may be amended, modified and re-enacted from time to time
“Director”	: Shall have the meaning given in Section 2(1) of the CMSA and includes any person who is or was within the preceding six (6) months of the date on which the terms of the transaction were agreed upon, a director or a chief executive of REVENUE or any other company which is a subsidiary of REVENUE or a holding of REVENUE
“EPS”	: Earnings per Share
“LPD”	: 14 October 2022 being the latest practicable date prior to the printing and dispatch of this Circular
“Listing Requirements”	: Main Market Listing Requirements of Bursa Securities
“NA”	: Net assets attributable to ordinary equity holders of REVENUE
“Purchased REVENUE Shares”	: Shares purchase by REVENUE pursuant to Section 127 of the Act
“Proposed Share Buy-Back”	: 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
“REVENUE” or “the Company”	: Revenue Group Berhad [Registration No. 201701034150 (1248321-D)]
“REVENUE Group” or “the Group”	: REVENUE and its subsidiaries
“REVENUE Share(s)” or “Share(s)”	: Ordinary share(s) of REVENUE

DEFINITIONS (CONT'D)

"RM" and "sen"	: Ringgit Malaysia and sen, respectively
"SC"	: Securities Commission Malaysia
"Shareholders"	: Shareholders of REVENUE
"Substantial Shareholder(s)"	: A person who has interest or interests in one or more voting shares in the Company and the nominal amount of that share, or aggregate of the nominal amount of those shares, is not less than 5% of the aggregate of the nominal amount of all the voting shares in the Company
"VWAP"	: Volume-weighted average market price

Words incorporating the singular shall, where applicable, include the plural and vice versa and words incorporating the masculine gender shall, where applicable, include the feminine and neuter genders and vice versa. Reference to persons shall include a corporation, unless otherwise specified.

Any reference in this Circular to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any reference to a time of a day in this Circular shall be a reference to Malaysian time, unless otherwise specified.

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r e v e n u e
REVENUE GROUP BERHAD
201701034150 (1248321-D)
(Incorporated in Malaysia)

Registered Office

Level 5, Block B, Dataran PHB
Saujana Resort, Section U2
40150 Shah Alam
Selangor

31 October 2022

Board of Directors: -

Nor Azzam Bin Abdul Jalil (*Independent Non-Executive Chairman*)
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*)
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*)
Alwizah Al-Yafii Binti Ahmad Kamal (*Independent Non-Executive Director*)

To : The Shareholders of REVENUE

Dear Sir/Madam,

PROPOSED SHARE BUY-BACK

1. INTRODUCTION

On 20 October 2022, the Board of Directors of REVENUE announced the Company's intention to seek the approval of the shareholders of REVENUE for the Proposed Share Buy-Back at the forthcoming 5th AGM of the Company.

The purpose of this Circular is to provide you with the relevant information of the Proposed Share Buy-Back, to set out your Board's recommendation thereon and to seek your approval for the resolution pertaining to the Proposed Share Buy-Back to be tabled at the forthcoming 5th AGM to be convened. The full text of the ordinary resolution pertaining to the Proposal is set out in the Notice of the Company's 5th AGM as set out in the Annual Report 2022.

THE PURPOSE OF THIS CIRCULAR IS TO PROVIDE YOU WITH THE RELEVANT INFORMATION OF THE PROPOSED SHARE BUY-BACK, TO SET OUT OUR BOARD'S RECOMMENDATION ON THE PROPOSED SHARE BUY-BACK AND TO SEEK YOUR APPROVAL, FOR THE RESOLUTION PERTAINING TO THE PROPOSED SHARE BUY-BACK TO BE TABLED AT OUR FORTHCOMING 5th AGM.

YOU ARE ADVISED TO READ AND CONSIDER THE CONTENTS OF THIS CIRCULAR TOGETHER WITH APPENDICES CONTAINED HEREIN CAREFULLY BEFORE VOTING ON THE RESOLUTION PERTAINING TO THE PROPOSED SHARE BUY-BACK TO BE TABLED AT OUR FORTHCOMING 5th AGM.

2. DETAILS OF THE PROPOSAL SHARE BUY-BACK

In accordance with Section 127 of the Act, the Company's Constitution, the Listing Requirements and any prevailing laws, orders guidelines, rules and regulations issued by the relevant authorities at the time of the purchase, the Company is allowed to purchase its own Shares on Bursa Securities through its appointed stockbroker(s) as approved by Bursa Securities.

Accordingly, the Board proposes to seek the authority from the shareholders of REVENUE to purchase and/or hold from time to time and at any time up to 10% of its issued Shares for the time being quoted on Bursa Securities through stockbroker(s) to be appointed at a later date.

2.1 Maximum number or percentage of REVENUE Shares to be acquired

As at the LPD, REVENUE has a total of 476,922,162 Shares. Pursuant to the Proposed Share Buy-Back, REVENUE may purchase up to 47,692,216 REVENUE Shares, representing up to 10% of its total number of issued Shares as at the LPD.

The computation of the total number of issued REVENUE Shares assuming that the Proposed Share Buy-Back is to be implemented in full is illustrated as follows:

	Minimum Scenario	Maximum Scenario
Total number of REVENUE Shares as at the LPD	476,922,162	476,922,162
To be issued assuming full exercise of the total outstanding warrants issued pursuant to conversion of Warrants	-	156,485,057
Resultant Issued Share Capital	476,922,162	633,407,219
Less: Maximum number of REVENUE Shares that may be purchased and cancelled pursuant to the Proposed Share Buy-Back	(47,692,216)	(63,340,722)
Shares purchased amounting to 10% of the total number of issued Shares and cancelled pursuant to the Proposed Share Buy-Back	429,229,946	570,066,497

2.2 Maximum amount of funds to be allocated and the source of funds

Paragraph 12.10(1) of the Listing Requirements stipulates that the Proposed Share Buy-Back must be made wholly out of the retained earnings of the Company. Accordingly, 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 purchase.

Based on the latest audited financial statements of REVENUE for the financial year ended 30 June 2022, the Company's audited accumulated profit is approximately RM12,527,354.

Notwithstanding the above, the Proposed Share Buy-Back may be funded using the internally generated funds of REVENUE and/or external borrowings. The exact proportion/quantum of which has yet to be determine at this juncture. The source of funding the Proposed Share Buy-Back will only be determined at a later stage depending on, amongst others, the availability of internally generated funds, the retained earnings and financial resources of the Company at the time of the purchase(s), the actual number of REVENUE Shares to be purchased and other relevant cost factors.

The actual number of REVENUE Shares to be purchased and the timing of such purchases will depend on, amongst others, the market conditions and sentiments of the stock market as well as the retained earnings and the financial resources available to the Company.

2.3 Duration of the Proposed Share Buy-Back

The implementation of the Proposed Share Buy-Back would be effective immediately upon the passing of the ordinary resolution for the Proposed Share Buy-Back by the shareholders of REVENUE at the forthcoming AGM. Pursuant to Paragraph 12.07(3) of the Listing Requirements, the Proposed Share Buy-Back shall be valid until:-

- (a) the conclusion of the next AGM of the Company following at which time the authority will lapse unless by ordinary resolution passed at the meeting, the authority is renewed, either unconditionally or subject to terms and conditions;
- (b) the expiration of the period within which the next AGM of the Company is required by law to be held; or
- (c) revoked or varied by an ordinary resolution passed by the shareholders of the Company in the general meeting,

whichever occurs first (“**Authority Period**”).

The Proposed Share Buy-Back will allow the Board to exercise the power of the Company to purchase its own Shares at any time during the Authority Period.

2.4 Treatment of Purchased Shares

In accordance with Section 127(4) of the Act, the Board is able to deal with the Purchased Shares in the following manner:

- i) to cancel the Purchased Shares;
- ii) to retain the Purchased Shares as treasury shares; or
- iii) to retain part of the Purchased Shares as treasury shares and cancel the remainder.

Accordingly, based on Section 127(7) of the Act, where such Purchased Shares are held as treasury shares, the Board may, at their discretion:-

- i) distribute the Purchased Shares as dividends to REVENUE shareholders, such dividends to be known as “share dividends”;
- ii) resell the Purchased Shares or any of the Purchased Shares in accordance with the relevant rules of Bursa Securities;
- iii) transfer the Purchased Shares or any of the Purchased Shares for the purpose of or under an employee’s share scheme;
- iv) transfer the Purchased Shares or any of the Purchased Shares as purchase consideration;
- v) cancel the Purchased Shares or any of the Purchased Shares; or
- vi) sell, transfer or otherwise use the Purchased Shares for such other purposes as the Minister charged with the responsibility for companies (as set out in the Act) may by order prescribe.

2.4 Treatment of Purchased Shares (cont'd)

Pursuant to Section 127(8) of the Act, if the Purchased Shares are held as treasury shares, the rights attached to them in relation to voting, dividends and participation in any other distribution and otherwise are suspended. In accordance with Section 127(9) of the Act, the treasury shares or of a class of shares in the Company for any purposes including substantial shareholding, takeovers, notices, the requisitioning of meetings, the quorum for a meeting and the result of a vote on a resolution at meetings.

The decision whether to retain the Purchased Shares as treasury shares, or to cancel the Purchased Shares or a combination of both, will be determined by the Board at the appropriate time.

The Company will make an immediate announcement to Bursa Securities of any purchase or resale of REVENUE Shares and whether the Purchased Shares will be cancelled or retained as treasury shares or a combination of both.

2.5 Pricing

Pursuant to Paragraph 12.17 of the Listing Requirements, REVENUE may only purchase its own Shares at a price which is not more than fifteen percent (15%) above VWAP of REVENUE Shares immediately preceding the date of the purchase(s).

Pursuant to Paragraph 12.18 of the Listing Requirements, REVENUE may only resell or transfer of any treasury shares on Bursa Securities at a price which is:-

- i) not less than the 5-day VWAP of REVENUE Shares immediately before the day of the resale or transfer; or
- ii) a discounted price of not more than 5% to the 5-day VWAP of REVENUE Shares immediately before the date of resale or transfer, provided that:-
 - a) the resale or transfer takes place not earlier than 30 days from the date of the purchase; and
 - b) the resale or transfer price is not less than the cost of purchase of the REVENUE Shares being resold or transferred.

2.6 Public Shareholding Spread of REVENUE

The Proposed Share Buy-Back will be carried out in accordance with the prevailing laws at the time of the purchase including compliance with the 25% shareholding spread requirements as set out in Paragraph 8.02(1) of the Listing Requirements.

As at LPD, the public shareholding spread of the Company stood at 66.33%.

The Board is mindful of the requirement that any purchase of REVENUE Shares by the Company must not result in the public shareholding spread of REVENUE failing below 25% of the total number of issued Shares.

2.7 Previous purchases, resale and cancellation of treasury shares

Presently, the Company does not have an existing authority to purchase its Shares. Hence, the Company currently does not hold any treasury shares and has not purchased, resold and/or cancelled any Shares during the last 12 months preceding the LPD.

2.8 Implications Relating to the Code

Pursuant to the Code, a mandatory offer obligation arises when a person obtains control in the company or a person holding more than 33% but not more than 50% of the voting shares or voting rights of the company increases his/her holding of the voting shares or voting rights of the company by more than 2% in any 6 month period.

2.9 Potential Advantages and Disadvantages of the Proposed Share Buy-Back

The potential advantages of the Proposed Share Buy-Back are as follows:

- (a) The Proposed Share Buy-Back, if implemented, will allow the Company to take preventive measure against speculation which would in turn, stabilise the market price of REVENUE Shares and hence, enhance investor's confidence.
- (b) The Company would have the opportunity to realise potential capital gains if the Purchased Shares are resold at prices higher than the purchase prices and such proceeds may be subsequently utilised for working capital and investment opportunities arising in the future.
- (c) The Purchased Shares (if retained as treasury shares) may serve as an alternative to reward the shareholders of the Company in the event the Company distributes the treasury shares as share dividends.

The potential disadvantages of the Proposed Share Buy-Back are as follows:

- a) The Proposed Share Buy-Back will reduce the amount of resources available for distribution to the shareholders of the Company and may result in the Group having to forego feasible investment opportunities that may surface in the future. However, the financial resources of the Group may increase if the Purchased Shares are resold at prices higher than the acquisition cost.
- b) The Proposed Share Buy-Back will reduce the trading liquidity of Shares in the open market as a result of a decrease in the number of outstanding Shares.

The Board does not expect the Proposed Share Buy-Back to result in any material disadvantage to the Company and its shareholders as it will be implemented only after taking into consideration that there is adequate cash flow to fund REVENUE Group's working capital requirements and dividends to be paid to the shareholders prior to allocating the available resources for the Proposed Share Buy-Back. The Board, in exercising any decision to purchase any REVENUE Shares will be mindful of the interests of the Company, the Group and the shareholders in implementing the Proposed Share Buy-Back.

3. RATIONALE FOR THE PROPOSED SHARE BUY-BACK

The Proposed Share Buy-Back will enable REVENUE to utilise any of its surplus financial resources, which is not immediately required for other uses, to purchase its own Shares from the market. With the Share Buy-Back mandate being procured, the Company will be able to stabilise the supply and demand of REVENUE Shares traded on Bursa Securities and thereby supports its fundamental value, if required.

In addition, the Purchased Shares may be held as treasury shares and resold on Bursa Securities with the intention of realising a potential gain without affecting the total issued shares of the Company. Should any treasury shares be distributed as share dividends, this would serve to reward the shareholders of the Company.

The Proposed Share Buy-Back is not expected to have any potential material disadvantages to the Company and its shareholders, and it will be implemented only after taking into consideration, amongst others, the financial resources of REVENUE Group, and of the resultant impact on the shareholders of the Company. The Board will be mindful of the best interests of the Company and its shareholders when undertaking the Proposed Share Buy-Back.

4. EFFECTS OF THE PROPOSED SHARE BUY-BACK

The effects of the Proposed Share Buy-Back on issued share capital, NA, working capital, earnings and shareholdings of Directors and Substantial Shareholders of the Company are set out below:

4.1 Issued Share Capital

The effect of the Proposed Share Buy-Back on the Company's issued share capital will depend on whether the Purchased Shares are cancelled or retained as treasury shares.

In the event that the maximum number of REVENUE Shares (of up to 10% of the latest total number of issued shares) authorised under the Proposed Share Buy-Back are purchased and retained as treasury shares, there would be no effect to the issued share capital of REVENUE.

However, assuming that the maximum number of REVENUE Shares (of up to 10% of the latest total number of issued shares) authorised under the proposed Share Buy-Back are purchased and cancelled, the effects of the Proposed Share Buy-Back are set out below:-

Minimum Scenario: Assuming none of the outstanding Warrants is exercised into new Shares.

Maximum Scenario: Assuming all the outstanding Warrants is exercised into new Shares.

	Minimum Scenario	Maximum Scenario
Total number of issued shares as at LPD	476,922,162	476,922,162
New Shares issued pursuant to conversion of Warrants	-	156,485,057
Enlarged Number of Issued Shares	476,922,162	633,407,219
Shares purchased amounting to 10% of the total number of issued Shares and cancelled pursuant to the Proposed Share Buy-Back	(47,692,216)	(63,340,722)
Resultant Share Capital	429,229,946	570,066,497

4.2 NA and gearing

The effects of the shares repurchase on the NA of the REVENUE Group is dependent on factors such as the number of REVENUE Shares which the Company will buy-back, purchase price of the REVENUE Shares at the time of the buy-back, the treatment of the Shares purchased and the funding cost, if any.

The Purchased Shares that are retained as treasury shares would decrease the consolidated NA by the acquisition cost of the treasury shares as the treasury shares are required to be carried at cost and would offset against the equity. The acquisition costs for future shares buy-back are unknown at this juncture. If the treasury shares are subsequently cancelled or distributed as share dividends, there will be no additional effect on the consolidated NA of REVENUE.

In the event that the Purchased Shares that are retained as treasury shares are resold in the open market on Bursa Securities, the consolidated NA of REVENUE will be affected by the resale value of the Shares. In the event the resale value is higher than the cost, there would be a net increase in the consolidated NA of REVENUE. On the contrary, in the event the cost is higher than the resale value, there would be a net decrease on the consolidated NA of the Company.

If the Purchased Shares are retained as treasury shares, cancelled and/or distributed as share dividends, the consolidated NA will decrease if the purchase price of REVENUE Shares exceeds the consolidated NA, and if the consolidated NA exceeds the purchase price of REVENUE Shares, the consolidated NA will increase. On the contrary, the converse effect would apply in the event the treasury shares are resold on Bursa Securities.

4.3 Earnings and EPS

The effects of the Proposed Share Buy-Back on the earnings of the Group are dependent on the purchase price of REVENUE Shares and the effective funding cost of such purchases or loss in interest income to the Group, if internally generated funds are utilised.

4.3 Earnings and EPS (cont'd)

Furthermore, the Proposed Share Buy-Back, regardless if the Purchased Shares are maintained as treasury shares or cancelled, will result in a lower number of Shares being used for the purposes of computing the EPS. Hence, the Proposed Share Buy-Back will improve the EPS of REVENUE, which in turn is expected to have a positive influence on the market price of REVENUE Shares.

In the event the Purchased Shares which are retained as treasury shares and subsequently resold, the extent of the effect on the earnings of REVENUE Group will depend on the actual selling price, the number of treasury shares resold and the effective gain or the interest savings is arising from the exercise.

4.4 Working Capital

The Proposed Share Buy-Back will result in cash outflow, thereby reducing the working capital of the REVENUE Group, the quantum of which is dependent on the purchase prices of the REVENUE Shares and the number of REVENUE Shares repurchased and the funding costs, if any. Nevertheless, the Board will take into consideration the interests of REVENUE and its shareholders as well as assess the working capital requirements of the Group prior to the Proposed Share Buy-Back.

4.5 Dividends

The Proposed Share Buy-Back is not expected to have any material impact on the policy of the Board in recommending future dividends. Nonetheless, the Proposed Share Buy-Back may have an impact on the Company's dividend policy as it would reduce the cash available for dividend payment, which may otherwise be used for dividend payment. Notwithstanding the above, the REVENUE Shares purchased which are held as treasury shares may be distributed as Share dividends to shareholders of the Company, if the Board decides to do so.

4.6 Directors' and Substantial Shareholders' Shareholdings

For illustration purposes only, based on the Record of Directors' Shareholding and Substantial Shareholders as at the LPD and assuming the repurchase of REVENUE Shares by the Company pursuant to the Proposed Share Buy-Back is carried out in full, the pro forma effects of such purchase on the shareholdings of the substantial shareholders and directors' of REVENUE are as follows:-

4.6.1 Minimum Scenario: Assuming none of the 156,485,057 outstanding Warrants 2019/2024 ("Outstanding Warrants") is exercised into new Shares.

	Shareholdings as at the LPD				After the Proposed Share Buy-Back			
	Direct		Indirect		Direct		Indirect	
	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%
<u>Directors & Substantial Shareholders</u>								
Datuk Ng Chee Siong	47,394,586	9.94	-	-	47,394,586	11.04	-	-
Ng Shih Chiow	55,501,723	11.64	-	-	55,501,723	12.93	-	-
Ng Shih Fang	53,211,722	11.16	-	-	53,211,722	12.40	-	-
<u>Directors</u>								
Nor Azzam Bin Abdul Jalil	110,333	0.02	-	-	110,333	0.03	-	-
Ooi Guan Hoe	146,666	0.03	-	-	146,666	0.03	-	-
Lai Wei Keat	4,200,000	0.98	-	-	4,200,000	0.98	-	-
Ng Chee Keong	-	-	-	-	-	-	-	-
Loo Jo Anne	-	-	-	-	-	-	-	-
Jade Lee Gaik Suan	-	-	-	-	-	-	-	-
Alwizah Al-Yafii Binti Ahmad Kamal	-	-	-	-	-	-	-	-

4.6.2 Maximum Scenario: Assuming all outstanding Warrants 2019/2024 (“Outstanding Warrants”) is exercised into new Shares.

	Shareholdings as at the LPD				After the Proposed Share Buy-Back			
	Direct		Indirect		Direct		Indirect	
	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%
<u>Directors & Substantial Shareholders</u>								
Datuk Ng Chee Siong	47,394,586	7.48	-	-	51,376,893	9.01	-	-
Ng Shih Chiow	55,501,723	8.76	-	-	78,775,918	13.82	-	-
Ng Shih Fang	53,211,722	8.40	-	-	76,485,917	13.42	-	-
<u>Directors</u>								
Nor Azzam Bin Abdul Jalil	110,333	0.02	-	-	110,333	0.02	-	-
Ooi Guan Hoe	146,666	0.02	-	-	146,666	0.03	-	-
Lai Wei Keat	4,200,000	0.66	-	-	4,200,000	0.74	-	-
Ng Chee Keong	-	-	-	-	-	-	-	-
Loo Jo Anne	-	-	-	-	-	-	-	-
Jade Lee Gaik Suan	-	-	-	-	-	-	-	-
Alwizah Al-Yafii Binti Ahmad Kamal	-	-	-	-	-	-	-	-

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5. APPROVAL REQUIRED

The Proposal Share Buy-Back is subject to and conditional upon the shareholders' approval being obtained at the 5th AGM of REVENUE to be convened.

The Proposed Share Buy-Back is not conditional upon any other proposals undertaken or to be undertaken by the Company.

6. INTEREST OF DIRECTORS, SUBSTANTIAL SHAREHOLDERS AND/OR PERSON CONNECTED TO THEM

Save for the proportionate increase in percentage of shareholdings and/or voting rights of shareholders of the Company as a result of the Proposed Share Buy-Back, none of the Directors and Substantial Shareholders of the Company and/or persons connected with them have any interests, direct or indirect, in the proposed purchase of shares or resale of treasury shares, if any in the future.

7. HISTORICAL SHARE PRICES

The monthly highest and lowest prices of REVENUE Shares traded on Bursa Securities for the past twelve (12) months are as follows:

	Highest RM	Lowest RM
2021		
September	2.000	1.850
October	1.920	1.780
November	1.830	1.400
December	1.560	1.400
2022		
January	1.660	1.400
February	1.730	1.510
March	1.780	1.290
April	1.540	1.190
May	1.240	0.960
June	1.140	0.920
July	1.070	0.910
August	1.080	0.945
September	1.050	0.905

The last transacted price of REVENUE Shares on 14 October 2022, being the LPD, was RM0.90.

(Source: *shareinvestor.com*)

8. DIRECTORS' RECOMMENDATION

The Board, having considered all aspects of the Proposed Share Buy-Back, including the rationale and the effects of the Proposed Share Buy-Back, is of the opinion that the Proposed Share Buy-Back is in the best interest of the Company. Accordingly, the Board recommends that you vote in favour of the ordinary resolution in respect of the Proposed Share Buy-Back to be tabled at the forthcoming 5th AGM.

9. 5TH AGM

The 5th AGM will be held at **Ballroom I & II, Main Wing, Tropicana Golf & Country Resort, Jalan Kelab Tropicana, 47410 Petaling Jaya, Selangor Darul Ehsan** on **Tuesday, 6 December 2022, at 10.00 a.m.** or any adjournment thereof, for the purpose of considering and, if thought fit, passing the resolution to give effect to the Proposed Share Buy-Back. An extract of the relevant resolution in relation to the Proposed Share Buy-Back as set out in the Notice of the 5th AGM is enclosed in this Circular.

If you are unable to attend and vote in person at the 5th AGM, you should complete, sign and return the Form of Proxy in accordance with the instruction provided thereon so as to arrive at the office of our Company's Share Registrar, Aldpro Corporate Services Sdn. Bhd. at Level 5, Block B, Dataran PHB, Saujana Resort, Section U2, 40150 Shah Alam, Selangor or email to admin@aldpro.com.my not less than forty-eight (48) hours before the time appointed for holding the AGM or any adjournment thereof.

The lodging of the Form of Proxy does not preclude you from attending and voting in person at the AGM should you subsequently.

10. FURTHER INFORMATION

Shareholders are advised to refer to Appendix for further information.

Yours faithfully,
For and on behalf of the Board of
REVENUE GROUP BERHAD

DATUK NG CHEE SIONG
MANAGING DIRECTOR AND CHIEF EXECUTIVE OFFICER

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APPENDIX I – FURTHER INFORMATION

1. DIRECTORS' RESPONSIBILITY STATEMENT

This Circular has been seen and approved by the Directors of REVENUE who individually and collectively accept full responsibility for the accuracy of the information contained in this Circular and confirm that after making all reasonable enquiries and to the best of their knowledge and belief, there are no other facts the omission of which would make any statement herein misleading.

2. MATERIAL LITIGATION

The Board has confirmed that as at the LPD, neither REVENUE nor its subsidiaries is engaged in any material litigation, claims or arbitration either as plaintiff or defendant and the Board has no knowledge of any proceeding pending or threatened against REVENUE Group or of any facts likely to give rise to any proceeding which may materially and adversely affect the financial position or business of the REVENUE Group.

3. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection by the shareholders of REVENUE at the Registered Office of REVENUE a at Level 5, Block B, Dataran PHB, Saujana Resort, Section U2, 40150 Shah Alam, Selangor during normal office hours between Monday to Friday (except public holidays) from the date of this Circular up to and including the date of the AGM:

- (i) The Constitution of REVENUE;
- (ii) The audited financial statements of REVENUE for the past two (2) financial years ended 30 June 2020 and 2021 respectively; and
- (iii) The unaudited consolidated financial results of REVENUE for the quarter ended 30 June 2022.

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REVENUE GROUP BERHAD
201701034150 (1248321-D)
(Incorporated in Malaysia)

Extract Notice of the 5th AGM of the Company to be held at Ballroom I & II, Main Wing, Tropicana Golf & Country Resort, Jalan Kelab Tropicana, 47410 Petaling Jaya, Selangor Darul Ehsan on Tuesday, 6 December 2022, at 10.00 a.m. or any adjournment thereof, for the purpose of considering and if thought, passing with the following resolution:

Ordinary Resolution 9

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")

"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."

