

**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 other professional advisers immediately.**

Bursa Malaysia Securities Berhad takes no responsibility for its contents, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this Circular.

This Circular has been reviewed and approved by M & A Securities Sdn Bhd, who is the Adviser for the Proposed Bonus Issue of Warrants (as defined herein) to Revenue Group Berhad.



## **CIRCULAR TO SHAREHOLDERS**

### **IN RELATION TO THE**

**PROPOSED BONUS ISSUE OF UP TO 105,567,870 WARRANTS B ("WARRANT(S) B") IN REVENUE GROUP BERHAD ("REVENUE") ON THE BASIS OF 1 WARRANT B FOR EVERY 6 EXISTING ORDINARY SHARES HELD BY THE ENTITLED SHAREHOLDERS OF REVENUE ON AN ENTITLEMENT DATE TO BE DETERMINED LATER ("PROPOSED BONUS ISSUE OF WARRANTS")**

**AND**

### **NOTICE OF EXTRAORDINARY GENERAL MEETING**

*Adviser*



**M&A SECURITIES SDN BHD**  
(197301001503 (15017-H))  
(A Wholly-Owned Subsidiary of Insas Berhad)  
(A Participating Organisation of Bursa Malaysia Securities Berhad)

The Notice of the Extraordinary General Meeting ("**EGM**") in respect of the Proposed Bonus Issue of Warrants 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 10.30 a.m. or immediately after the conclusion or adjournment (as the case maybe) of the 5th Annual General Meeting of REVENUE which will be held at the same venue and on the same day at 10.00 a.m., whichever is later, or any adjournment thereof, together with the Proxy Form, are enclosed.

The completed and signed Proxy Form should be lodged at the Share Registrar of the Company, Aldpro Corporate Services Sdn Bhd ("**Aldpro**") at Level 5, Block B, Dataran PHB, Saujana Resort, Section U2, 40150 Shah Alam, Selangor Darul Ehsan, or submit electronically with the Share Registrar of the Company at [admin@aldpro.com.my](mailto:admin@aldpro.com.my) on or before the date and time indicated below in order for it to be valid. The lodging of the Proxy Form will not preclude you from attending and voting in person at the EGM should you wish to do so.

Last date and time for lodging the Proxy Form : Sunday, 4 December 2022, at 10.30 a.m.

Date and time for the EGM : Tuesday, 6 December 2022, at 10.30 a.m. or immediately after the conclusion or adjournment (as the case maybe) of the 5th Annual General Meeting of REVENUE which will be held at the same venue and on the same day at 10.00 a.m., whichever is later, or any adjournment thereof

This Circular is dated 17 November 2022

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## DEFINITION

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Except where the context otherwise requires, the following definition shall apply throughout this Circular:

“Board”	:	Board of Directors of REVENUE
“Bursa Securities”	:	Bursa Malaysia Securities Berhad (200301033577 (635998-W))
“Circular”	:	This circular to the shareholders of REVENUE in relation to the Proposed Bonus Issue of Warrants
“Deed Poll A”	:	Deed poll dated 27 December 2018 constituting Warrants A and governing the rights of the holders of Warrants A
“Deed Poll B”	:	Deed poll constituting Warrants B and governing the rights of the Warrants B Holders to be executed by the Company, and as may be supplemented from time to time
“EDC”	:	Electronic data capture
“EGM”	:	Extraordinary general meeting
“Entitled Shareholders”	:	Shareholders of REVENUE whose names appear in REVENUE’s Record of Depositors on the Entitlement Date
“Entitlement Date”	:	5:00 p.m. on a date, to be determined by the Board and announced later, on which the names of shareholders of REVENUE must appear on the Record of Depositors of REVENUE as at the close of business on that date in order to be entitled to participate in the Proposed Bonus Issue of Warrants
“EPS”	:	Earnings per Share
“FYE”	:	Financial year ended/ending 30 June
“LPD”	:	31 October 2022, being the latest practicable date prior to the date of printing of this Circular
“M&A Securities”	:	M & A Securities Sdn Bhd (197301001503 (15017-H))
“Maximum Scenario”	:	Assuming that: <ul style="list-style-type: none"><li>• all Warrants A are exercised into new REVENUE Shares prior to the Entitlement Date;</li><li>• issuance of 105,567,870 Warrants B under this scenario pursuant to the Proposed Bonus Issue of Warrants; and</li><li>• 105,567,870 Warrants B issued under this scenario are exercised into new REVENUE Shares</li></ul>

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**DEFINITION (cont'd)**

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"Minimum Scenario"	: Assuming that: <ul style="list-style-type: none"><li>• none of the Warrants A are exercised into new REVENUE Shares prior to the Entitlement Date;</li><li>• issuance of 79,487,027 Warrants B under this scenario pursuant to the Proposed Bonus Issue of Warrants; and</li><li>• 79,487,027 Warrants B issued under this scenario are exercised into new REVENUE Shares</li></ul>
"MMLR"	: Main Market Listing Requirements of Bursa Securities, as may be amended from time to time
"NA"	: Net assets
"Official List"	: The list specifying all securities listed on the Main Market of Bursa Securities
"Proposed Bonus Issue of Warrants"	: Proposed bonus issue of up to 105,567,870 Warrants B on the basis of 1 Warrant B for every 6 existing REVENUE Shares held on the Entitlement Date
"Record of Depositors"	: A record of securities holders established and maintained by Bursa Malaysia Depository Sdn Bhd under the rules of Bursa Malaysia Depository Sdn Bhd
"REVENUE" or "Company"	: Revenue Group Berhad (201701034150 (1248321-D))
"REVENUE Group" or "Group"	: REVENUE and its subsidiaries, collectively
"REVENUE Share(s)" or "Share(s)"	: Ordinary share(s) in REVENUE
"RM" and "sen"	: Ringgit Malaysia and sen, respectively
"Warrant(s) A"	: 156,485,057 outstanding warrants 2019/2024 issued by REVENUE governed by the Deed Poll A
"Warrant(s) B"	: Up to 105,567,870 free warrants to be issued pursuant to the Proposed Bonus Issue of Warrants
"Warrant(s) B Holders"	: Any person for the time being holding Warrants B in the Company
"5D-VWAP"	: Five (5)-day volume weighted average market price

Any reference in this Circular to any statutes, rules, regulations or rules of the stock exchange is a reference to such statutes, rules, regulations or rules of the stock exchange currently in force and as may be amended from time to time and any re-enactment thereof.

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**DEFINITION (cont'd)**

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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 day in this Circular shall be a reference to Malaysian time, unless otherwise specified.

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## EXECUTIVE SUMMARY

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**THIS EXECUTIVE SUMMARY HIGHLIGHTS THE SALIENT INFORMATION OF THE PROPOSED BONUS ISSUE OF WARRANTS. SHAREHOLDERS OF REVENUE ARE ADVISED TO READ THE CIRCULAR AND APPENDIX I FOR FURTHER DETAILS AND NOT TO SOLELY RELY ON THIS EXECUTIVE SUMMARY IN FORMING A DECISION ON THE PROPOSED BONUS ISSUE OF WARRANTS BEFORE VOTING AT THE FORTHCOMING EGM.**

Our Board is recommending our shareholders to vote **IN FAVOUR** of the resolution in relation to the Proposed Bonus Issue of Warrants to be tabled at the forthcoming EGM to be convened.

<b>Key information</b>	<b>Description</b>	<b>Reference to Circular</b>
<b>Summary</b>	: Up to 105,567,870 Warrants B will be issued on the basis of 1 Warrant B for every 6 existing Shares held by the Entitled Shareholders on the Entitlement Date.	Section 2
<b>Rationale</b>	: The Proposed Bonus Issue of Warrants will: <ul style="list-style-type: none"><li>(i) reward the existing shareholders of the Company for their continuous support by enabling them to participate in convertible securities of the Company which are tradeable on Bursa Securities without incurring any cost;</li><li>(ii) provide the existing shareholders of the Company with an opportunity to increase their equity participation in the Company at a predetermined price during the tenure of the Warrants B;</li><li>(iii) allow the existing shareholders of the Company to benefit from any potential capital appreciation of the Warrants B; and</li><li>(iv) help to strengthen the Company's capital base and shareholders' funds as well as potentially provide additional funds for working capital, for the Group, as and when the Warrants B are exercised.</li></ul>	Section 4
<b>Approvals required</b>	The Proposed Bonus Issue of Warrants is subject to the following approvals: <ul style="list-style-type: none"><li>(i) Bursa Securities, which was obtained vide its letter dated 14 November 2022, for the following:<ul style="list-style-type: none"><li>(a) admission to the Official List and the listing of and quotation for up to 105,567,870 Warrants B to be issued pursuant to the Proposed Bonus Issue of Warrants B; and</li><li>(b) listing of and quotation for up to 105,567,870 new REVENUE Shares to be issued pursuant to the exercise of Warrants B,  on the Main Market of Bursa Securities;</li></ul></li><li>(ii) the shareholders of REVENUE at the forthcoming EGM to be convened; and</li><li>(iii) any other relevant authority, if required.</li></ul>	Section 7



**Registered Office:**

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

17 November 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*)  
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 Group Berhad**

Dear Sir/Madam,

**PROPOSED BONUS ISSUE OF WARRANTS**

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**1. INTRODUCTION**

On 14 October 2022, M&A Securities, on behalf of the Board, had announced that the Company proposes to undertake the Proposed Bonus Issue of Warrants.

On 15 November 2022, M&A Securities, on behalf of the Board, announced that Bursa Securities had vide its letter dated 14 November 2022 approved in-principle the following:

- (i) admission to the Official List and listing of and quotation for up to 105,567,870 Warrants B to be issued pursuant to the Proposed Bonus Issue of Warrants; and
- (ii) listing of and quotation for up to 105,567,870 new REVENUE Shares to be issued from the exercise of Warrants B,

on the Main Market of Bursa Securities.

Bursa Securities' approval-in-principle is subject to the following conditions:

<b>Conditions</b>	<b>Status of Compliance</b>
(i) Revenue and M&A Securities must fully comply with the relevant provisions under the MMLR pertaining to the implementation of the Proposed Bonus Issue of Warrants.	To be complied
(ii) Revenue and M&A Securities to inform Bursa Securities upon the completion of the Proposed Bonus Issue of Warrants.	To be complied
(iii) Revenue to furnish Bursa Securities with a written confirmation of its compliance with the terms and conditions of Bursa Securities' approval once the Proposed Bonus Issue of Warrants is completed.	To be complied
(iv) Revenue to furnish Bursa Securities on a quarterly basis a summary of the total number of Shares listed pursuant to the exercise of Warrants B as at the end of each quarter together with a detailed computation of listing fees payable.	To be complied

**THE PURPOSE OF THIS CIRCULAR IS TO PROVIDE YOU WITH THE RELEVANT INFORMATION ON THE PROPOSED BONUS ISSUE OF WARRANTS AS WELL AS TO SEEK YOUR APPROVAL FOR THE RESOLUTION PERTAINING TO THE PROPOSED BONUS ISSUE OF WARRANTS TO BE TABLED AT THE FORTHCOMING EGM. THE NOTICE OF THE EGM AND PROXY FORM ARE ENCLOSED TOGETHER WITH THIS CIRCULAR.**

**YOU ARE ADVISED TO READ AND CONSIDER CAREFULLY THE CONTENTS OF THIS CIRCULAR TOGETHER WITH APPENDIX I BEFORE VOTING ON THE RESOLUTION PERTAINING TO THE PROPOSED BONUS ISSUE OF WARRANTS TO BE TABLED AT THE FORTHCOMING EGM.**

## **2. DETAILS OF THE PROPOSED BONUS ISSUE OF WARRANTS**

As at LPD, REVENUE has:

- (i) an issued share capital of RM147,123,327 comprising 476,922,162 REVENUE Shares; and
- (ii) 156,485,057 outstanding Warrants A which are exercisable into 156,485,057 new REVENUE Shares at an exercise price of RM0.75 each and are expiring on 14 January 2024.

### **2.1 Basis and number of Warrants B to be issued**

The Proposed Bonus Issue of Warrants entails the issuance of up to 105,567,870 Warrants B on the basis of 1 Warrant B for every 6 existing REVENUE Shares held by the Entitled Shareholders on the Entitlement Date assuming that all the Warrants A are exercised into new Shares prior to the Entitlement Date.

The entitlement basis for the Proposed Bonus Issue of Warrants was determined after taking into consideration the compliance with Paragraph 6.50 of the MMLR, which states that the number of new shares that will arise from the exercise or conversion of all outstanding convertible equity securities, does not exceed 50.0% of the total number of issued shares (excluding treasury shares and before the exercise of the convertible equity securities) at all times.



Fractional entitlements of the Warrants B arising from the Proposed Bonus Issue of Warrants, if any, will be disregarded and dealt with as the Board shall in their absolute discretion deem fit and expedient, and in the best interest of the Company.

The actual number of Warrants B to be issued will depend on the total number of issued Shares on the Entitlement Date. The Entitlement Date will be determined and announced at a later date by the Board upon receipt of all relevant approvals.

The Proposed Bonus Issue of Warrants will be implemented in a single tranche.

## **2.2 Basis and justification for the exercise price of the Warrants B**

The exercise price of the Warrants B will be determined and fixed by the Board at a later date after receipt of all relevant approvals but before the announcement of the Entitlement Date, after taking into consideration the following:

- (i) the Warrants B will be issued at no cost to the Entitled Shareholders;
- (ii) trading and liquidity of REVENUE Shares; and
- (iii) the 5D-VWAP of REVENUE Shares on the market day preceding the price-fixing date for the Warrants B and prevailing market conditions.

In any event, the exercise price of the Warrants B shall be fixed at a discount of not more than 10% of the 5D-VWAP immediately preceding the price-fixing date for Warrants B. An announcement will be made by the Board at a later date on the basis of arriving at the exercise price of the Warrants B and justifications for the pricing.

For illustrative purpose only, the exercise price of the Warrants B is assumed to be at RM0.90 each ("**Indicative Exercise Price**"), which represents a discount of approximately 5.5% to the 5D-VWAP of REVENUE Shares up to and including the LPD of RM0.9519 per Share.

The Board wishes to emphasise that the Indicative Exercise Price should not be taken as an indication of or reference to the actual exercise price of the Warrants B which will be determined and announced at a later date.

## **2.3 Ranking of the Warrants B and the new REVENUE Shares to be issued arising from the exercise of the Warrants B**

The Warrants B Holders will not be entitled to any voting rights or right to participate in any form of distribution and/or offer of further securities in REVENUE (save as disclosed in the Deed Poll B) until and unless such Warrant B Holders exercise their Warrants B into new Shares.

The new REVENUE Shares to be issued arising from the exercise of the Warrants B will, upon allotment and issuance, rank equally in all respects with the existing issued Shares, save and except the holders of such new Shares shall not be entitled to any dividends, rights, allotments and/or other distributions which may be declared, made or paid to the shareholders, the entitlement date of which is prior to the date of allotment and issuance of such new Shares.

## 2.4 Indicative salient terms of the Warrants B

<b>Terms</b>	<b>Details</b>
Issue size	: Up to 105,567,870 Warrants B.
Form	: The Warrants B will be issued in registered form and constituted by Deed Poll B.
Tenure	: 5 years commencing from and including the date of issuance of the Warrants B (" <b>Issue Date</b> ").
Exercise Rights	: Each Warrant B entitles the Warrant B Holder to subscribe for 1 new REVENUE Share at the Exercise Price at any time during the Exercise Period, subject to the adjustments in accordance with provisions of the Deed Poll B.
Exercise Price	: The exercise price of the Warrants B shall be determined and fixed by the Board and announced at a later date, after obtaining the relevant approvals but before the announcement of the Entitlement Date.  Kindly refer to Section 2.2 for the basis of determining the Exercise Price.
Exercise Period	: The Warrants B may be exercised at any time during the Tenure commencing on and including the Issue Date and ending at the close of business at 5.00 p.m. on the Expiry Date.  Any Warrants B not exercised during the Exercise Period will thereafter lapse and cease to be valid for any purpose.
Expiry Date	: The day which falls on a market day immediately preceding the date which is the 5 <sup>th</sup> anniversary of the Issue Date and if such a date is not a market day, on the immediate preceding market day.
Mode of exercise	: The Warrant B Holders are required to lodge an exercise form with the Company's registrar, duly completed, signed and stamped or by electronic submission via email or fax as set out in the exercise form together with payment by way of electronic transfer to the Company's bank account or banker's draft or cashier's order or money order or postal order drawn on a bank or post office in Malaysia in accordance with the Deed Poll B for the aggregate of the Exercise Price payable when exercising their Warrants B to subscribe for new REVENUE Shares. The payment of such fee must be made in Ringgit Malaysia.
Adjustment in the Exercise Price and/or the number of Warrants	: Subject to the provisions of the Deed Poll B, the Exercise Price and/or the number of unexercised Warrants B held by each Warrant B Holder shall be adjusted by the Board in consultation with an approved adviser appointed by the Company and certification by the auditors of REVENUE in the event of alteration to the share capital of the Company, capital distribution or issue of shares in accordance with the provisions of the Deed Poll B and as permissible under the MMLR.

<b>Terms</b>	<b>Details</b>
Modification of rights of Warrant holder	<p>: The Company may, from time to time, without the consent or sanction of the Warrant B Holders but in accordance with the Deed Poll B, modify the Deed Poll B, if such modification made does not materially prejudice the interests of the Warrant B Holders or is made to correct a manifest error or to comply with prevailing laws of Malaysia, Rules of the Bursa Malaysia Depository Sdn Bhd, Securities Industry (Central Depositories) Act, 1991 and/or the MMLR.</p> <p>Subject to the approval of Bursa Securities (if required), any modifications to the Deed Poll B may be effected only by a further deed poll, executed by the Company and expressed to be supplemental to the Deed Poll B and comply with the requirements of the Deed Poll B. The Company must notify the Warrant B Holders of any modification within 30 days after such modification is effected in accordance with the Deed Poll B.</p>
Rights of Warrant B Holders	<p>: The Warrant B Holders are not entitled to any voting rights and/or to participate in any distribution, right, allotment and/or offer of further securities in the Company until and unless they are issued with new REVENUE Shares arising from their exercise of the Warrants B and become a shareholder of the Company.</p>
Rights in the event of winding up, liquidation or an event of default	<p>: Where a resolution has been passed by the Company for a members' voluntary winding-up ("<b>Resolution</b>") or there is a compromise or arrangement, whether or not for the purpose of or in connection with a scheme for the reconstruction of the Company or the amalgamation of the Company with one or more companies, then:</p> <p>(a) if such a winding-up, compromise or arrangement has been approved by the Warrant B Holders or some persons designated by them for such purposes by special resolution, the terms of such winding-up, compromise or arrangement shall be binding on all the Warrant B Holders; and</p> <p>(b) in any other case, every Warrant B Holders shall be entitled at any time within 6 weeks after the passing of such Resolution or within 6 weeks after the granting of the court order approving the compromise or arrangement, by irrevocable surrender of his Warrants B together with payment of the relevant Exercise Price, to elect to be treated as if he had immediately prior to the commencement of such winding-up, compromise or arrangement, exercised the Exercise Rights represented by such Warrants B, to the extent specified in the exercise form and had on such date been the holder of the REVENUE Shares, to which he would have become entitled pursuant to such exercise; and the liquidator of the Company shall give effect to such election accordingly.</p> <p>Subject to the foregoing, if the Company is wound up or an order has been granted for such compromise or arrangement, all Exercise Rights which have not been exercised within 6 weeks of the passing of such resolution or the granting of the court order shall lapse and the Warrants B will cease to be valid for any purpose.</p>

<b>Terms</b>	<b>Details</b>
Board Lot	: For the purposes of trading on the Bursa Securities, 1 board lot of the Warrants B shall be 100 Warrants B carrying the Exercise Rights to subscribe for 100 new REVENUE Shares at any time during the Exercise Period or such other denomination as may be prescribed by Bursa Securities.
Listing	: The Warrants B will be listed on the Main Market of Bursa Securities.
Transferability	: The Warrants B are transferable in accordance with the provisions of the Securities Industry (Central Depositories) Act, 1991 and the Rules of Bursa Malaysia Depository Sdn Bhd.
Governing law	: Laws of Malaysia.

### 3. UTILISATION OF PROCEEDS

The Proposed Bonus Issue of Warrants is not expected to raise immediate funds for REVENUE as the Warrants B will be issued at no cost to the Entitled Shareholders.

The eventual proceeds to be raised from the exercise of the Warrants B (if any) is dependent on the number of Warrants B exercised during the tenure of the Warrants B as well as the exercise price of the Warrants B, which will be determined and fixed at a later date. As such, the exact timeframe and breakdown for the utilisation of proceeds is not determinable at this juncture.

For illustrative purpose only, the gross proceeds to be raised upon full exercise of the Warrants B based on the Indicative Exercise Price is as follows:

	<b>No. of Warrants B exercised</b>	<b>Gross proceeds raised (RM)</b>
<b>Minimum Scenario</b>	79,487,027	71,538,324
<b>Maximum Scenario</b>	105,567,870	95,011,083

Such proceeds to be raised, as and when the Warrants B are exercised, will be utilised as additional working capital for REVENUE Group. The proceeds may be utilised to finance, amongst others the Group's day-to-day operating cost such as communication expenses, marketing expenses and promotions to recruit new merchants, courier charges, transportation and other costs related to the installation and deployment of EDC terminals.

The proceeds that are not immediately used may be placed in deposits with financial institutions or short-term money market instruments. Interest derived from such deposits or gains from such money market instruments will be used as additional working capital for the Group such as the Group's day-to-day operating costs as mentioned above.

#### 3.1 Details of equity fund-raising exercises undertaken in the past 12 months

REVENUE has not undertaken any equity fund-raising exercise in the past 12 months before the announcement of the Proposed Bonus Issue of Warrants.

#### 4. RATIONALE FOR THE PROPOSED BONUS ISSUE OF WARRANTS

After due consideration, the Board is of the view that the Proposed Bonus Issue of Warrants is the most appropriate avenue of rewarding the existing shareholders of the Company as the Proposed Bonus Issue of Warrants will:

- (i) reward the existing shareholders of the Company for their continuous support by enabling them to participate in convertible securities of the Company which are tradeable on Bursa Securities without incurring any cost;
- (ii) provide the existing shareholders of the Company with an opportunity to increase their equity participation in the Company at a predetermined price during the tenure of the Warrants B;
- (iii) allow the existing shareholders of the Company to benefit from any potential capital appreciation of the Warrants B; and
- (iv) help to strengthen the Company's capital base and shareholders' funds as well as potentially provide additional funds for working capital, for the Group, as and when the Warrants B are exercised.

#### 5. FINANCIAL EFFECTS OF THE PROPOSED BONUS ISSUE OF WARRANTS

##### 5.1 Issued share capital

The pro forma effects of the Proposed Bonus Issue of Warrants on the issued share capital of REVENUE are set out below:

	Minimum Scenario		Maximum Scenario	
	No. of Shares	RM	No. of Shares	RM
Issued share capital as at LPD	476,922,162	147,123,327	476,922,162	147,123,327
Assuming full exercise of Warrants A	-	-	156,485,057	<sup>(1)</sup> 117,363,793
	476,922,162	147,123,327	633,407,219	264,487,120
Assuming full exercise of Warrants B pursuant to the Proposed Bonus Issue of Warrants	79,487,027	<sup>(2)</sup> 71,538,324	105,567,870	<sup>(2)</sup> 95,011,083
<b>Enlarged issued share capital</b>	<b>556,409,189</b>	<b>218,661,651</b>	<b>738,975,089</b>	<b>359,498,203</b>

##### Notes:

- (1) Assuming all of the outstanding Warrants A are exercise at the exercise price of RM0.75 per Warrant A.
- (2) Calculated based on the Indicative Exercise Price.

##### 5.2 Existing convertible securities

Save for Warrants A, the Company does not have any other outstanding convertible securities as at LPD. As at LPD, there are 156,485,057 outstanding Warrants A, which have an exercise price of RM0.75 each and are expiring on 14 January 2024.

The implementation of the Proposed Bonus Issue of Warrants will not give rise to any adjustments to the number of the outstanding Warrants A but may give rise to adjustments to the exercise price of Warrants A (if applicable) in accordance with the provisions of Deed Poll A.

Strictly for illustrative purposes, the adjustments on the exercise price of Warrants A arising from the Proposed Bonus Issue of Warrants are based on the following parameters:

- (a) the Entitlement Date has been fixed on the LPD;
- (b) the 5D-VWAP of the Shares as at LPD is RM0.9519;
- (c) indicative exercise price of RM0.90 per Warrant B, representing a discount of approximately 5.5% discount to the 5D-VWAP of REVENUE Shares;
- (d) the following formula as provided for in Deed Poll A:

$$\text{Adjusted exercise price of Warrants B} = \frac{C - D}{C} \times \text{Existing exercise price of Warrants A}$$

where:

C = the 5D-VWAP of each Share up to and including the market day immediately preceding the date, on which the capital distribution or as the case may be, the offer or invitation is publicly announced to Bursa Securities or (failing such announcement), immediately preceding the date of the capital distribution, or, as the case may be, of the offer or invitation

D = the value of rights attributable to 1 Share shall be calculated in accordance with the formula:

$$\frac{C - E}{F + 1}$$

where:

C = as defined above

E = the subscription consideration for 1 additional REVENUE Share under the terms of such offer or invitation or 1 additional security convertible into REVENUE Shares or 1 additional security with rights to acquire or subscribe for REVENUE Shares under the invitation, as the case may be; and

F = the number of REVENUE Shares which it is necessary to hold in order to be offered or invited to acquire or subscribe for 1 additional REVENUE Share or security convertible into REVENUE Shares or rights to acquire or subscribe for REVENUE Shares, as the case may be.

The value of rights attributable to 1 Share is as follows:

$$D = \frac{0.9519 - 0.90}{6 + 1}$$

$$D = 0.007$$

Hence, the adjustments to the exercise price of Warrants A are as follows:

$$\begin{aligned}\text{Adjusted exercise price of Warrants A} &= \frac{0.9519 - 0.007}{0.9519} \times \text{RM0.75} \\ &= \text{RM0.7444}\end{aligned}$$

(Under this illustration, no adjustment will be made to the exercise price of Warrants A as the rounding up of the adjusted price is less than 1 sen in accordance to the provisions of the Deed Poll A.)

Any necessary adjustments pertaining to the exercise price of the outstanding Warrants A arising from the Proposed Bonus Issue of Warrants (if any) will only be finalised by the Board on the Entitlement Date. The rights and obligations of the holders of the outstanding Warrants A will remain unchanged, save for the adjustment to the exercise price of existing Warrants A (if any).

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### 5.3 NA and gearing

Based on the audited consolidated statement of financial position of REVENUE as at 30 June 2022, the pro forma effects of the Proposed Bonus Issue of Warrants on the NA and gearing of the REVENUE Group are as follows:

#### **Minimum Scenario**

	<b>As at 30 June 2022</b>	<b>I After Proposed Bonus Issue of Warrants</b>	<b>II After I and assuming full exercise of Warrants B</b>
	<b>RM' 000</b>		
Share capital	147,123	147,123	218,662
Reserves	(52,384)	(52,384)	(52,384)
Retained profits	62,305	<sup>(1)</sup> 62,105	62,105
<b>Equity attributable to the owners of the Company</b>	<b>157,044</b>	<b>156,844</b>	<b>228,383</b>
Non-controlling interest	2,235	2,235	2,235
<b>Shareholders' funds/ NA</b>	<b>159,279</b>	<b>159,079</b>	<b>230,618</b>
No. of Shares ('000)	476,922	476,922	556,409
NA per Share (RM)	0.33	0.33	0.41
Borrowings (RM'000)	45,465	45,465	45,465
Gearing (times)	0.29	0.29	0.20



## Maximum Scenario

	As at 30 June 2022	I <sup>(2)</sup> Assuming full exercise of Warrants A	II After I and Proposed Bonus Issue of Warrants	III After II and assuming full exercise of Warrants B
	RM'000			
Share capital	147,123	264,487	264,487	359,498
Reserves	(52,384)	(52,384)	(52,384)	(52,384)
Retained profits	62,305	62,305	<sup>(1)</sup> 62,105	62,105
<b>Equity attributable to the owners of the Company</b>	<b>157,044</b>	<b>274,408</b>	<b>274,208</b>	<b>369,219</b>
Non-controlling interest	2,235	2,235	2,235	2,235
<b>Shareholders' funds/ NA</b>	<b>159,279</b>	<b>276,643</b>	<b>276,443</b>	<b>371,454</b>
No. of Shares ('000)	476,922	633,407	633,407	738,975
NA per Share (RM)	0.33	0.44	0.44	0.50
Borrowings (RM'000)	45,465	45,465	45,465	45,465
Gearing (times)	0.29	0.17	0.17	0.12

### Notes:

- <sup>(1)</sup> After deducting estimated expenses of RM200,000 for the Proposed Bonus Issue of Warrants, which will be funded via the Group's internally-generated funds.
- <sup>(2)</sup> Assuming full exercise of 156,485,057 Warrants A into 156,485,057 new REVENUE Shares at the exercise price of RM0.75 per Warrant A.

## 5.4 Earnings and EPS

The Proposed Bonus Issue of Warrants is not expected to have any material effect on the earnings of REVENUE Group for the financial year ending 30 June 2023. However, the EPS of the REVENUE Group may be diluted as a result of the issuance of new REVENUE Shares from the exercise of Warrants B.

## 5.5 Substantial shareholders' shareholdings

The Proposed Bonus Issue of Warrants will not have any immediate effect on the substantial shareholders' percentage of shareholding in the Company as the Warrants will be allotted on a pro-rated basis to all shareholders of the Company. However, the number of REVENUE Shares held by each substantial shareholder will increase proportionately assuming full exercise of the Warrants B.

The pro forma effects of the Proposed Bonus Issue of Warrants on the shareholdings of the substantial shareholders of the Company are set out below:

### Minimum Scenario

Substantial shareholders	Existing as at LPD				Assuming full exercise of Warrants B			
	Direct		Indirect		Direct		Indirect	
	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%
Datuk Ng Chee Siong	47,394,586	9.9	-	-	55,293,684	9.9	-	-
Ng Shih Chiow	55,501,723	11.6	-	-	64,752,010	11.6	-	-
Ng Shih Fang	53,211,722	11.2	-	-	62,080,342	11.2	-	-

### Maximum Scenario

Substantial shareholders	(I)				(II)							
	Existing as at LPD		Assuming full exercise of Warrants A		After I and assuming full exercise of Warrants B							
	Direct		Indirect		Direct		Indirect					
	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%				
Datuk Ng Chee Siong	47,394,586	9.9	-	-	51,376,893	8.1	-	-	59,939,709	8.1	-	-
Ng Shih Chiow	55,501,723	11.6	-	-	78,775,918	12.4	-	-	91,905,238	12.4	-	-
Ng Shih Fang	53,211,722	11.2	-	-	76,485,917	12.1	-	-	89,233,570	12.1	-	-

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## **6. OUTLOOK AND PROSPECTS**

### **6.1 Overview and prospects of the Malaysian economy**

The Malaysian economy registered a stronger growth of 8.9% in the second quarter of 2022 (1Q 2022: 5.0%) from 3.1% in 2021. While the Gross Domestic Product was lifted to some extent by the low base from the Full Movement Control Order in June 2021, growth in April and May 2022 was particularly robust. Domestic demand continued to strengthen, underpinned by the steady recovery in labour market conditions and ongoing policy support. The higher growth was also reflective of normalising economic activity as the country moved towards endemicity and reopened international borders. Exports remain supported by strong demand for electrical and electronics products. By sector, the services and manufacturing sectors continued to drive growth. On a quarter-on-quarter seasonally-adjusted basis, the economy increased by 3.5% (1Q 2022: 3.8%).

During the quarter, headline and core inflation increased to 2.8% and 2.5%, respectively (1Q 2022: 2.2% and 1.7%, respectively). The higher core inflation reflected an improvement in demand conditions amid the high-cost environment, with price increases mainly driven by food away from home and other food items.

The ringgit depreciated by 4.6% against the US dollar in the second quarter of 2022 (YTD until 10 August 2022: -6.3%), broadly in line with the movement of regional currencies (2Q 2022: -4.7%; YTD: -5.8%). This largely reflected the continued strengthening of the US dollar following aggressive US monetary policy tightening, increased investors' risk aversion due to the weaker global growth outlook and the military conflict in Ukraine. Nonetheless, elevated commodity prices and Malaysia's economic recovery helped to cushion the downward impact from the external developments on the ringgit during the quarter. Going forward, while domestic financial markets will continue to be subjected to episodes of heightened volatility, spill overs to domestic financial intermediation are expected to remain broadly contained, supported by Malaysia's healthy external position and strong banking system.

Net financing to the private sector grew by 4.9% (1Q 2022: 4.5%) amid higher growth in outstanding loans (5.4%; 1Q 2022: 4.4%). Outstanding corporate bond growth moderated (3.4%; 1Q 2022: 4.6%) as growth in bond redemptions continued to outpace that of issuances. Outstanding business loan grew by 5.5% (1Q 2022: 4.3%), following strong expansion in loan disbursements for both working capital and investments. For households, outstanding loan growth increased further (5.7%; 1Q 2022: 4.8%), with higher growth recorded across all loan purposes. Loan disbursements remained robust amid strong loan demand, particularly for the purchase of cars and houses. Overall, loan repayments for both the business and household segments have been encouraging upon the lapse of repayment assistance programmes and the reopening of the economy.

With growth in the first half of 2022 at 6.9% (2021: 3.1%), the Malaysian economy is projected to expand further for the remainder of the year. Commenting on the outlook for 2022, Bank Negara Malaysia Governor Tan Sri Nor Shamsiah explained, "While external demand could face headwinds from slower global growth, the Malaysian economy will continue to be supported by firm domestic demand. Growth would also benefit from improving labour market conditions and higher tourist arrivals, as well as continued implementation of multi-year investment projects". However, Malaysia's growth remains susceptible to a weaker-than-expected global growth, further escalation of geopolitical conflicts and worsening supply chain disruptions.

Headline inflation is projected to trend higher in some months during the remainder of the year, due partly to the base effect from the discount on electricity prices implemented in 3Q 2021. Core inflation is expected to average higher in 2022, as demand continues to improve amid the high-cost environment. The extent of upside pressures on inflation is expected to remain partly contained by the existing price control measures, fuel subsidies and the continued spare capacity in the economy. Nevertheless, the inflation outlook continues to be contingent on upside risks stemming from the strength of domestic demand, global price developments, and domestic policy measures.

*(Source: Economic and Financial Developments in Malaysia in the Second Quarter of 2022, Bank Negara Malaysia ("**BNM**"), 12 August 2022)*

The transition towards endemicity and the reopening of Malaysia's international borders on 1 April 2022 are among the factors that will keep the growth momentum going throughout the year. As a result, Malaysia's GDP forecast for this year is in between 6.5% – 7% before slowing to 4%-5% in 2023. The slower growth seen for 2023 is against the backdrop of softening world economic growth and trade activities due to inflationary pressure, tightening of financial conditions, supply strains and geopolitical fragmentation.

*(Source: 2023 Economic Outlook report, Ministry of Finance, 7 October 2022)*

## **6.2 Overview and prospects of the electronic payments industry in Malaysia**

On 24 January 2022, BNM launched a five-year Financial Sector Blueprint 2022-2026 with 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. Amongst the key strategies, BNM will support industry-led strategies and efforts for digital payments adoption and to sustain the momentum of digital payments adoption and development, as well as support the broader national aspirations for digital payments under Malaysia Digital Economy Blueprint ("**MyDigital Blueprint**"), which was launched on 19 February 2021, with the federal and state agencies playing a pivotal role to adopt cashless payments.

*(Source: Financial Sector Blueprint 2022-2026, dated 24 January 2022)*

Under the MyDigital Blueprint, the Government of Malaysia ("**Government**") had devised multiple strategic thrusts to transform Malaysia into a digitally-driven, high income nation and a regional leader in digital economy. Amongst the key thrusts is to drive digital transformation in the public sector with an aim to have all ministries and agencies to provide cashless payment option by 2022 in creating behavioural shifts towards greater digital adoption, as well as accelerate the National Digital Identity implementation by 2025 to improve security, service delivery and convenience to ensure online transactions are performed in a flexible and secure digital environment. Other aspects of the MyDigital Blueprint are to boost the economic competitiveness through digitalisation with the aim to enable 800,000 micro small and medium enterprises to adopt digitalisation by 2025 and create an inclusive digital society by promoting electronic payment onboarding programme for both merchants and consumers towards a cashless society with an aim to achieve 400 electronic payment transaction made per capita by 2022.

*(Source: Malaysia Digital Economy Blueprint, dated 19 February 2022)*

According to GlobalData's Payment Cards Analytics, the Malaysian card payments recorded a strong growth of 15.9% in 2021, after observing a 5.4% decline in 2020 due to the reduced consumer spending amid the COVID-19 uncertainty and is set to record a growth of 15.2% in 2022, supported by the gradual growth in consumer spending, government financial inclusion measures and increasing preference in contactless payments. The value of card payments is forecasted to register a compound annual growth rate of 11.5% over 2022 to 2026.

*(Source: Card payments in Malaysia to grow by 15.2% in 2022, GlobalData, dated 8 August 2022, <https://www.globaldata.com/media/banking/card-payments-in-malaysia-to-grow-by-15-2-in-2022-forecasts-globaldata/> )*

Against the above backdrop, BNM will continue to play a key role by regulating and supervising industry players in order to maintain confidence and promote the safety, efficiency, reliability and integrity of payment services. In 2021, BNM had focused its oversight activities on few key risk areas, amongst other, payment fraud. It had also reviewed several policies aimed at enhancing the safety and efficiency of payment services while strengthening user protection and public confidence, as well as ensuring the cost of accepting payment cards continues to remain fair and reasonable and strengthening of merchants' ability to manage payment card acceptance cost.

*(Source: BNM Annual Report 2021)*

The key initiatives put forth by the Government and BNM have echoed the findings in a survey conducted by Baymard in 2022 pertaining to the reasons for abandonments during checkout whereby approximately 48% of the respondents stated that the extra cost of the transaction is too high (shipping, tax, fees etc.), approximately 18% of the respondents indicated that they do not trust the site with their credit card information, approximately 17% of the respondents mentioned that the checkout process is too complicated / too long and approximately 9% of the respondents cited there weren't enough payment methods.

*(Source: <https://baymard.com/lists/cart-abandonment-rate>)*

### **6.3 Prospects of the Group**

The Government had on 24 March 2022 announced the reopening of Malaysia's international borders for travellers from all countries with effect from 1 April 2022 as part of its transition to endemicity. Revenue Group believes that the arrival of international travellers to Malaysia in the near future will help spur the spending in the country, and in turn benefit the electronic transaction processing segment of the Company.

Premised on the above and as part of the Group's plans to enhance the 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 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.

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 RM 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.

*(Source: Management of REVENUE)*

## 7. APPROVALS REQUIRED AND CONDITIONALITY

The Proposed Bonus Issue of Warrants is subject to the following approvals:

- (i) Bursa Securities, which was obtained vide its letter dated 14 November 2022, for the following:
  - (a) admission to the Official List and the listing of and quotation for up to 105,567,870 Warrants B to be issued pursuant to the Proposed Bonus Issue of Warrants B; and
  - (b) listing of and quotation for up to 105,567,870 new REVENUE Shares to be issued pursuant to the exercise of Warrants B,  
on the Main Market of Bursa Securities;
- (ii) the shareholders of REVENUE at the forthcoming EGM to be convened; and
- (iii) any other relevant authority, if required.

The Proposed Bonus Issue of Warrants is not conditional upon any other proposals undertaken or to be undertaken by the Company.

## 8. HISTORICAL SHARE PRICES

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

	<u>High</u>	<u>Low</u>
	<u>RM</u>	<u>RM</u>
<b><u>2021</u></b>		
November	1.830	1.400
December	1.570	1.400
<b><u>2022</u></b>		
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

	<u>High</u>	<u>Low</u>
	<u>RM</u>	<u>RM</u>
September	1.050	0.905
October	0.98	0.895

The last transacted price of REVENUE Shares on the date preceding the announcement of the Proposed Bonus Issue of Warrants on 13 October 2022 and as at LPD was RM0.90 and RM0.935 per REVENUE Share respectively.

*(Source: Bloomberg)*

#### **9. INTEREST OF DIRECTORS, MAJOR SHAREHOLDERS, CHIEF EXECUTIVE AND/OR PERSONS CONNECTED WITH THEM**

None of the Directors, major shareholders, chief executive of the Company and/or persons connected with them have any interest, direct and/or indirect, in the Proposed Bonus Issue of Warrants, other than their respective entitlements as shareholders of the Company under the Proposed Bonus Issue of Warrants, the rights of which are also available to all other existing shareholders of the Company as at the Entitlement Date.

#### **10. DIRECTORS' STATEMENT AND RECOMMENDATION**

After having considered all aspects of the Proposed Bonus Issue of Warrants, the Board is of the opinion that the Proposed Bonus Issue of Warrants is in the best interest of the Company, and accordingly recommends that the shareholders vote in favour of the resolution pertaining to the Proposed Bonus Issue of Warrants to be tabled at the forthcoming EGM of the Company.

#### **11. TENTATIVE TIMETABLE**

The tentative timetable in relation to the Proposed Bonus Issue of Warrants is as follows:

<u>Date</u>	<u>Events</u>
Early December 2022	EGM to approve the Proposed Bonus Issue of Warrants
Mid December 2022	Announcement on the Entitlement Date
Early January 2023	Entitlement Date
Mid January 2023	<ul style="list-style-type: none"> <li>• Admission of the Warrants B to the Official List and the listing of and quotation for the Warrants B on the Main Market of Bursa Securities</li> <li>• Completion of the Proposed Bonus Issue of Warrants</li> </ul>

Barring any unforeseen circumstances and subject to receipt of all relevant approvals, the Proposed Bonus Issue of Warrants are expected to be completed by the first half of 2023.

## **12. OUTSTANDING CORPORATE PROPOSALS ANNOUNCED BUT PENDING COMPLETION**

As at LPD, save for the following, there are no other corporate proposals that have been announced but have yet to be completed:

- (a) Proposed acquisition by Revenue Harvest Sdn Bhd, a wholly-owned subsidiary of REVENUE, of 49.0% equity interest in Revenue Secure Sdn Bhd for a total purchase consideration of RM31.85 million. 10,546,357 REVENUS Shares had been issued and listed on 8 June 2022 as initial consideration shares at an issue price of RM1.51, which is expected to be completed by the second half of 2023.

## **13. EGM**

The EGM, the notice of which is enclosed in this Circular, 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 10.30 a.m. or immediately after the conclusion or adjournment (as the case maybe) of the 5th Annual General Meeting of REVENUE which will be held at the same venue and on the same day at 10.00 a.m., whichever is later, or any adjournment thereof, for the purpose of considering and, if thought fit, passing with or without modification, the resolution to give effect to the Proposed Bonus Issue of Warrants.

If you are unable to attend and vote in person at the EGM, you may complete and return the enclosed Proxy Form in accordance with the instructions contained, to be deposited at the Share Registrar of the Company, Aldpro Corporate Services Sdn Bhd at Level 5, Block B, Dataran PHB, Saujana Resort, Section U2, 40150 Shah Alam, Selangor Darul Ehsan or submit electronically with the Share Registrar of the Company at [admin@aldpro.com.my](mailto:admin@aldpro.com.my) not less than 48 hours before the time appointed for holding the EGM.

## **14. FURTHER INFORMATION**

Please refer to the attached appendix for further information.

Yours faithfully,  
for and on behalf of the Board of Directors of  
**REVENUE GROUP BERHAD**

**DATUK NG CHEE SIONG**  
Managing Director and Group Chief Executive Officer



**1. DIRECTORS' RESPONSIBILITY STATEMENT**

This Circular has been seen and approved by the Board and they individually and collectively accept full responsibility for the accuracy of the information given in this Circular and confirm that, after making all enquiries as were reasonable in the circumstances 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. CONSENT AND DECLARATION*****Consents***

M&A Securities has given and has not subsequently withdrawn its written consent to the inclusion of its name and all references thereon in the form and context in which they appear in this Circular.

***Declaration of conflict of interests***

M&A Securities, being the Adviser has confirmed that no conflict of interest exists or is likely to exist by virtue of its engagement in relation to the Proposed Bonus Issue of Warrants.

**3. MATERIAL LITIGATION, CLAIMS OR ARBITRATION**

As at LPD, neither REVENUE nor its subsidiaries are engaged in any material litigation, claims or arbitrations, either as plaintiff or defendant, and to the best of the Board's knowledge and belief, the Board is not aware of any proceedings pending or threatened, against REVENUE Group, or of any facts likely to give rise to any proceedings which may materially and adversely affect REVENUE Group.

**4. MATERIAL COMMITMENTS**

Saved as disclosed below, as at LPD, the Board is not aware of any material commitment, incurred or known to be incurred by REVENUE Group, that is likely to have an impact on the REVENUE Group's profits or NA upon becoming enforceable:

Approved and contracted for:  
Purchase of software

**RM'000**

**32**

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**5. CONTINGENT LIABILITIES**

Save as disclosed below, as at LPD, the Board is not aware of any contingent liabilities incurred or known to be incurred by REVENUE Group, which upon becoming enforceable, may have a material impact in the ability of the Group to meet the obligations as and when they fall due:

	<b>RM'000</b>
<b>Secured:</b>	
Performance guarantee given to Payments Network Malaysia Sdn Bhd, a subsidiary of BNM as a guarantee that REVENUE will perform its duty as third party acquirers <sup>(1)</sup>	360
<b>Unsecured:</b>	
Corporate guarantee given by REVENUE to licensed bank for banking facilities granted to subsidiaries of REVENUE	43,260

**Note:**

- (1) A third party acquirer is contracted by card scheme members (i.e. organisation which manages and controls the operation and clearing of card payment transaction such as MyDebit<sup>(a)</sup> and FPX<sup>(b)</sup>) and is responsible for recruiting merchants, receiving payment transaction details from the merchants and passing these to the card scheme members. Upon settlement of a transaction, the third party acquirer will transmit the funds to the merchants.

**Notes:**

- (a) Being Malaysia's domestic debit card scheme, which allows point-of-sale payments using automated teller machine cards issued by banks in Malaysia.
- (b) Being a direct-to-bank internet payment gateway, which facilitates internet payments and e-commerce purchases using savings and current accounts.

**6. DOCUMENTS AVAILABLE FOR INSPECTION**

Copies of the following documents are available for inspection at the Registered Office of the Company at Level 5, Block B, Dataran PHB, Saujana Resort, Section U2, 40150 Shah Alam, Selangor Darul Ehsan during normal business hours (except public holidays) from the date of this Circular up to and including the date of EGM:

- (i) Constitution of REVENUE;
- (ii) Audited consolidated financial statements of REVENUE for FYE 30 June 2021 and FYE 30 June 2022;
- (iii) Consent letter and declaration of conflict of interests referred to in Section 2 of Appendix I above; and
- (iv) Draft Deed Poll B.



## **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** an Extraordinary General Meeting (“**EGM**”) 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 Darul Ehsan on Tuesday, 6 December 2022 at 10.30 a.m. or immediately after the conclusion or adjournment (as the case maybe) of the 5th Annual General Meeting of REVENUE which will be held at the same venue and on the same date at 10.00 a.m., whichever is later, or any adjournment thereof, for the purpose of transacting the following resolution:

### **ORDINARY RESOLUTION 1**

**PROPOSED BONUS ISSUE OF UP TO 105,567,870 WARRANTS B IN REVENUE (“WARRANT(S) B”) ON THE BASIS OF 1 WARRANT B FOR EVERY 6 EXISTING ORDINARY SHARES HELD IN REVENUE (“REVENUE SHARE(S)”) ON AN ENTITLEMENT DATE TO BE DETERMINED LATER (“PROPOSED BONUS ISSUE OF WARRANTS”)**

**“THAT** subject to approvals of all relevant authorities being obtained, the Board of Directors of the Company (“**Board**”) be and is hereby authorised to issue up to 105,567,870 Warrants B to the shareholders of the Company whose names appear in the Record of Depositors of the Company on an entitlement date to be determined and announced by the Board (“**Entitlement Date**”), on the basis of 1 Warrant B for every 6 existing REVENUE Shares held;

**THAT** the Board be and is hereby authorised to issue and allot such appropriate number of new REVENUE Shares arising from the exercise of the Warrants B by the holders of the Warrants B in accordance with the provisions of a deed poll to be executed (“**Deed Poll B**”);

**THAT** the new REVENUE Shares to be issued arising from the exercise of the Warrants B will, upon allotment and issuance, rank equally in all respects with each other, except that such new REVENUE Shares will not be entitled to any dividends, rights, allotments and/or any other forms of distributions that may be declared, made or paid to the shareholders, the Entitlement Date of which precedes the date of allotment and issuance of such new REVENUE Shares;

**THAT** the Board be and is hereby authorised to deal with any fractional entitlements from the Proposed Bonus Issue of Warrants, if any, in such a manner at its absolute discretion as the Board may deem fit and expedient and in the best interest of the Company;

**THAT** the Warrants B be constituted under the Deed Poll B and the Board be and is hereby authorised to enter into and execute the Deed Poll B with full powers to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or imposed by the relevant authorities or deemed necessary by the Board, and subject to all provisions and adjustments contained in the Deed Poll B, to assent to any modifications and/or amendment to the exercise price, exercise period and/or number of Warrants B as may be required or permitted to be revised as consequence of any adjustments under the provisions of the Deed Poll B with full power to implement and give effects to the terms and conditions of the Deed Poll B, and to take all steps as the Board deems fit or expedient in order to implement, finalise and give full effect to the Deed Poll B;

**AND THAT** the Board be and is hereby authorised to sign and execute all documents, do all acts, deeds and things as may be required to give effect to and to complete the Proposed Bonus Issue of Warrants with full power to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or permitted by any relevant authorities and to deal with all matters relating thereto and to take all such steps and do all acts, deeds and things for and on behalf of the Company in any manner as they may deem fit or necessary or expedient to implement, finalise and give full effect to the Proposed Bonus Issue of Warrants."

**BY ORDER OF THE BOARD**

**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)  
Company Secretaries  
Selangor  
17 November 2022

**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 EGM 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 Darul Ehsan, Malaysia.*
  - (ii) *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).*
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 Darul Ehsan, Malaysia not less than forty-eight (48) hours before the time appointed for holding this EGM 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 Darul Ehsan, 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 EGM 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.*



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

NUMBER OF ORDINARY SHARES HELD	CDS ACCOUNT NO.
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**PROXY FORM**

I/We (Full Name in Block Letters).....  
 NRIC No. /Passport No. /Company No. ....of.....  
 .....email address..... Mobile No.....  
 being a member / members of REVENUE GROUP BERHAD hereby appoint: .....  
 .....NRIC No. /Passport No. ....of.....  
 .....email address..... Mobile No.....  
 And/or , ..... NRIC No. /Passport No. ....of.....  
 .....email address..... Mobile No.....  
 # You are required to fill in the contact no. and email address to participate the Extraordinary General Meeting, otherwise, we are unable to register you as the participant of the meeting.

or failing \*him/her, the Chairman of the meeting as my / our proxy to vote and act on my / our behalf at the Extraordinary General Meeting ("EGM") of Revenue Group Berhad ("REVENUE" or "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 10.30 a.m. or immediately after the conclusion or adjournment (as the case maybe) of the 5th Annual General Meeting of REVENUE which will be held at the same venue and on the same day at 10.00 a.m., whichever is later, or any adjournment thereof.

No.	Resolution	For	Against
1.	<b>Proposed Bonus Issue of Warrants</b>		

**(Please indicate with an "X" how you wish to cast your vote. In the absence of specific directions, the proxy may vote or abstain from voting on the resolution as he/she may think fit.)**

Signed this ..... day of ..... 2022		The proportions of my/our holdings to be represented by my/our proxies are as follows:-	
		<b>First Proxy</b>	
Signature :		No. of Shares:	.....
(if shareholder is a corporation, this form should be executed under seal)		Percentage:	.....%
		<b>Second Proxy</b>	
		No. of Shares:	.....
		Percentage:	.....%

*\*Strike out whichever is not applicable*

**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 EGM 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 Darul Ehsan, Malaysia.
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The proxy form can be electronically submitted with the Share Registrar of the Company at [admin@aldpro.com.my](mailto:admin@aldpro.com.my).
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    - (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 EGM 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.

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Affix  
Stamp

**SHARE REGISTRAR OF  
REVENUE GROUP BERHAD (201701034150 (1248321-D))  
ALDRPO CORPORATE SERVICES SDN BHD**  
Level 5, Block B  
Dataran PHB, Saujana Resort  
Section U2  
40150 Shah Alam  
Selangor Darul Ehsan

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