Securities Investors Association (Singapore)
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Email: admin@sias.org.sg www.sias.org.sg
UEN No: S99SS0111B
GST Reg No: M90367530Y

Issuer: Revez Corporation Ltd.

Stock code: RCU

Meeting details:
Date: 27 April 2021
Time: 2.00 p.m.

Due to the current COVID-19 pandemic, SIAS encourage shareholders to participate at AGMs via other means and not to attend any AGM physically. Where the AGM is webcast, they can stay on top of their investments by watching the webcast and submitting their question to the company in advance. Senior citizens should avoid attending AGMs altogether and stay home.

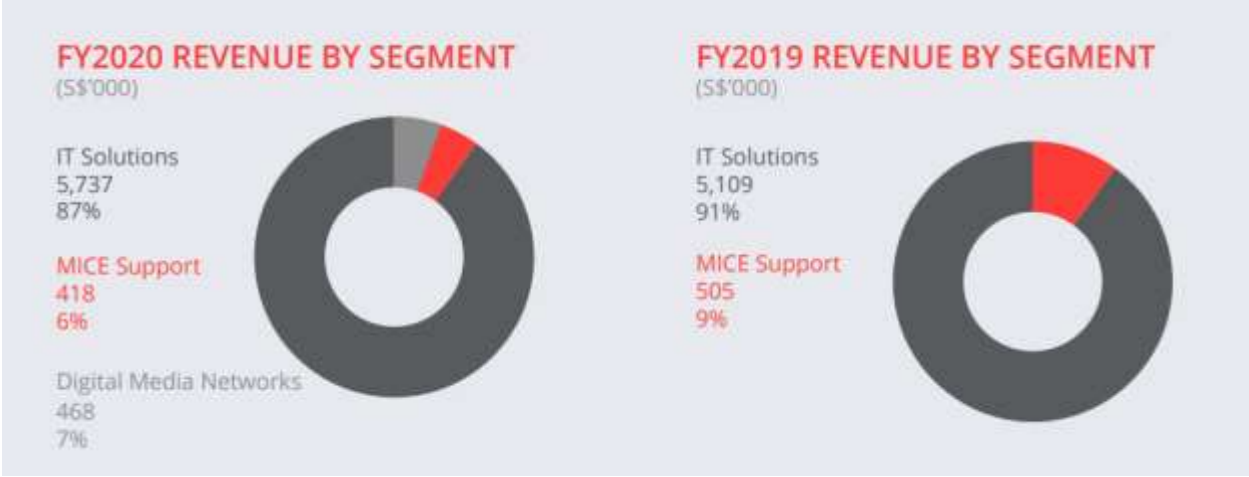
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Q1. The company is a CreativeTech group incorporating innovators, technologists and creative capabilities to drive enterprise and consumer value across its seven domain expertise (page 1 of the annual report).

The seven domains are (page 4):
- Immersive Multimedia
- Information and Communications Technology (ICT)
- Cybersecurity
- Deep Tech (Artificial Intelligence (AI) & Internet of Things (IoT))
- Smart Integrated Spaces
- Industrial Automation
- Digital Media Networks

In FY2020, the group grew its revenue by approximately $1 million (or 18%) to $6.6 million. The growth in revenue was due to better performance by the IT Solutions business segment following the expansion into Industrial Automation during the financial year and the acquisition of PGK Digital Media Networks Pte. Ltd. in October 2020, offset by lower revenue from MICE segment.

The breakdown of revenue by segment is shown on page 17 and reproduced below:



(Source: company annual report)

(i) **Can management provide shareholders with greater clarity on the range of products and services offered by the group and show a breakdown by revenue? What are the major services and products offered by the group?** As seen in Note 7 (page 81 – Segment information), more than 87% of revenue was derived from "IT Solutions".

(ii) **Would management consider doing a presentation to showcase to shareholders the top services/products for each of the major operating subsidiary?**

(iii) **How much of the group's revenue is recurring in nature?**

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(iv) **What is the profile of the group's customers? How does the group acquire new customers?**

(v) **How do the operating subsidiaries differentiate themselves from competitors?**

(vi) **With the technological landscape changing so fast, how does management ensure that it is focusing on the right domains, as well as attracting the right employees with relevant domain expertise?**

Q2. During the current financial year, the company completed the acquisition of the entire issued share capital of PGK Digital Networks Pte. Ltd. ("PGK") (Note 16(d)).

The purchase consideration comprised an initial cash payment of $2.4 million plus contingent consideration of $1.6 million which becomes payable if certain performance conditions are met over a 3-year period. Identifiable net assets acquired at fair value amounted to $683,345 (page 92). Accordingly, the company recognised goodwill amounting to $3,316,655.

In addition, as disclosed in Note 16(e), the company carried out an impairment test on Revez Motion Pte. Ltd. and the company recognised an impairment loss of approximately $9.3 million in relation to the investment in Revez Motion.

(i) **How does management ensure that it does not overpay for its acquisitions especially as public and private markets are flushed with capital chasing good investments?**

(ii) **What is management's strategy to ensure that there is a good fit between a target company and the group?**

(iii) **What advantages can the group offer to potential investees to differentiate itself from other investors?**

(iv) **How valuable is the group's CreativeTech ecosystem to potential investees?**

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Q3. As at the date of the annual report, the board comprises seven members, including three independent directors, one of whom is also the independent chairman.

The profiles of the directors can be found on pages 14 & 15 of the annual report.

The composition of the board is reviewed on an annual basis by the nominating committee (NC) to ensure that the board has the appropriate mix of expertise and experience, and collectively possesses the necessary core competencies for effective functioning and informed decision-making.

The board as a group provides an appropriate balance of diversity of skills, experience, gender and knowledge of the company, with core competencies in accounting and finance, business and management experience and requisite industry knowledge. The NC is of the view that the current board comprises members who as a group possess core competencies necessary to lead and manage the group effectively.

(i) **What is the level of industry knowledge in the board, especially the non-executive directors?**

(ii) **In addition, what is the board's experience in technological innovations and digital creativity?**

(iii) **Has the NC reviewed the overall desired competency matrix of the board and identified any gaps in skills or competencies that could be addressed in future director appointments?**

(iv) **Can the NC help shareholders understand if the non-executive directors collectively as a group have the appropriate balance and mix of skills, knowledge, experience, especially in technology and digital media, to engage in effective and constructive debate with the executive directors/management?**

^On 1 October 2020, the Accounting and Corporate Regulatory Authority ("ACRA"), the Monetary Authority of Singapore ("MAS") and Singapore Exchange Regulation ("SGX RegCo") published an updated checklist to guide listed entities on the conduct of general meetings arising from the latest updates from the Multi-Ministry Taskforce.

Issuers may continue to conduct their general meetings held on or before 30 June 2021 via electronic means, and are encouraged to do so.

^ Guidance on the Conduct of General Meetings Amid Evolving COVID-19 Situation (https://www.sgx.com/media-centre/20201001-guidance-conduct-general-meetings-amid-evolving-covid-19-situation)

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Issuers who, after due consideration of public health and other risks, wish to provide for physical attendance at their general meetings must ensure that they implement all relevant measures to comply with the safe management measures imposed by the Singapore Government.

Shareholders are welcome to use and/or adapt the questions prepared by SIAS and to forward them to the company.

Can't attend the AGM or view the webcast? Check out the latest questions on the annual reports of listed companies on SIAS website

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