

CATCHA DIGITAL BERHAD
(Formerly known as REV ASIA BERHAD)
[Registration No. 201001033020 (916943-W)]

MINUTES OF THE TWELFTH ANNUAL GENERAL MEETING OF CATCHA DIGITAL BERHAD (FORMERLY KNOWN AS REV ASIA BERHAD) (“THE COMPANY” OR “CATCHA”) CONDUCTED ON A FULL-VIRTUAL BASIS THROUGH ONLINE MEETING PLATFORM AT [HTTPS://MEETING.BOARDROOMLIMITED.MY](https://meeting.boardroomlimited.my) ON 30 JUNE 2022 AT 10.00 A.M.

PRESENT:

DIRECTORS

- *Dato’ Larry Gan Nyap Liou @ Gan Nyap Liow (“Dato’ Larry Gan”) (‘Chairman’)
- *Mr Mah Yong Sun (“Mr Mah”) (via video conferencing)
- *Mr Patrick YKin Grove (“Mr Patrick Grove”) (via video conferencing)
- *Mr Lucas Robert Elliott (via video conferencing)
- *Dato’ Justin Leong Ming Loong (“Dato Justin Leong”) (via video conferencing)
- *Encik Wan Mohd Firdaus Bin Wan Mohd Fuaad (“Encik Firdaus”) (via video conferencing)

IN ATTENDANCE

- *Ms Chia Mei Thee – Representing the Company Secretary

Note:

*Participated vide online platform at <https://meeting.boardroomlimited.my>

The list of shareholders, proxies and invitees who participated in the Twelfth Annual General Meeting (“12th AGM” or “the Meeting”) of the Company are set out in the Attendance Sheets and shall form an integral part of these Minutes.

INTRODUCTION BY THE CHAIRMAN

The Chairman, Dato’ Larry Gan welcomed all shareholders, proxies and invitees to the 12th AGM of the Company which was conducted through live streaming and online remote participation by using Remote Participation and Electronic Voting (“RPV”) Facilities, in accordance with Section 327 of the Companies Act 2016 and Clause 65 of the Constitution of the Company.

QUORUM

Upon confirmation by the representative of the Company Secretary that the requisite quorum was present in accordance with Clause 74 of the Constitution of the Company, the Chairman called the Meeting to order at 10.00 a.m.

The Chairman then proceeded to introduce the Members of the Board and advisers to the shareholders.

NOTICE OF MEETING

With the consent of the members present, the Notice convening the Meeting having been circulated for the prescribed period was taken as read.

SUMMARY OF PROXIES RECEIVED

The Company had received in total 6 proxy forms from the shareholders for a total of 62,233,977 ordinary shares, representing 46.22% of the total issued and paid up share capital of the Company. Out of these, there were 2 shareholders who have appointed the Chairman of the Meeting as proxy to vote on their behalf and the shares so represented stood at 972,948 which represented 0.72% of the total issued and paid-up share capital of the Company.

POLLING AND ADMINISTRATIVE DETAILS

In accordance with Rule 8.31A of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”), all resolutions set out in the Notice of Meeting would be voted by poll. The Chairman demanded for a poll to be taken on all resolutions set out in the Notice of Meeting pursuant to the Constitution of the Company.

The Chairman further informed the Meeting that the poll would be conducted via electronic and remote poll voting. The Company had appointed Boardroom Share Registrars Sdn Bhd, the Company’s Share Registrar as Poll Administrator to conduct the electronic polling process and Messrs GovernAce Advisory & Solutions Sdn Bhd as Independent Scrutineer to verify the polling procedure and process as well as the eventual poll results. The Meeting was briefed on the electronic and remote poll voting to be conducted and the housekeeping rules for the electronic and remote poll voting process.

AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

The Chairman informed the Meeting that the Audited Financial Statements of the Group and the Company for the financial year ended 31 December 2021 (“**AFS 2021**”) were meant for discussion only and will not be put to vote by shareholders of the Company.

There being no question from the shareholders, the Chairman declared that the AFS 2021 together with the Directors’ Report and Auditors’ Report thereon were received and noted by the shareholders.

After the Chairman went through each of the motions set out in the Notice of the Meeting, the Chairman informed the Meeting that the Company has received several questions from the members prior and during the Meeting.

The questions raised by the members were succinctly addressed, details of which were as follows:-

- 1) ***Was there any subsequent update on the Proposed Regularisation Plan (“PRP”) after the announcement made to Bursa Malaysia Securities Berhad on 5 April 2022?***

The Chairman informed that all the shareholders would have received the Notice of EGM on the PRP which was announced on 29 June 2022 and the shareholders could obtain further information from the Company’s website at www.catchadigital.com.my.

- 2) ***Would the Board of Directors kindly consider giving shareholders with Touch n Go e-wallet as a token of appreciation for attending the meeting?***

As they were several questions received from the shareholders requesting for door gift, e-wallet or e-voucher, the Chairman informed that the Company is currently in the midst of regularisation plan in which due consideration would be given to the shareholders’ request and hopefully would have good news for the shareholders at the forthcoming Extraordinary General Meeting (“EGM”).

3) ***Is the Company part of Catcha Group Pte Ltd?***

The Company is part of Catcha Group Pte Ltd in which they are the major shareholder of the Company.

4) ***How much does the Company spend on this virtual AGM?***

The total cost for conducting the AGM was approximately RM30,000.

After having addressed all the questions raised, the Chairman proceeded to announce the results of the poll as follows:-

POLL RESULTS

The Chairman announced the poll results as follows:-

1. **ORDINARY RESOLUTION 1**

- PAYMENT OF DIRECTORS' FEES AND BENEFITS PAYABLE TO THE DIRECTORS OF THE COMPANY AND ITS SUBSIDIARIES UP TO AN AGGREGATE AMOUNT OF RM500,000 FROM THIS 12TH AGM UNTIL THE NEXT AGM OF THE COMPANY

The Chairman announced the results of the poll as follows:-

Resolution	Votes in favour		Votes against		Results
Ordinary Resolution 1	No. of Shareholders:	19	No. of Shareholders:	16	Accepted
	No. of Shares:	62,131,877	No. of Shares:	6,089,136	
	% of Voted Shares:	91.0744	% of Voted Shares:	8.9256	

It was RESOLVED:-

“That the payment of Directors’ fees and benefits payable to the Directors of the Company and its subsidiaries up to an aggregate amount of RM500,000 from this 12th AGM until the next AGM of the Company be and is hereby approved.”

2. **ORDINARY RESOLUTION 2**

- RE-ELECTION OF LUCAS ROBERT ELLIOTT AS DIRECTOR WHO IS RETIRING PURSUANT TO CLAUSE 96 OF THE CONSTITUTION OF THE COMPANY

The Chairman announced the results of the poll as follows:-

Resolution	Votes in favour		Votes against		Results
Ordinary Resolution 2	No. of Shareholders:	25	No. of Shareholders:	9	Accepted
	No. of Shares:	68,192,712	No. of Shares:	801	
	% of Voted Shares:	99.9988	% of Voted Shares:	0.0012	

It was RESOLVED:-

“That Lucas Robert Elliott who retired pursuant to Clause 96 of the Constitution of the Company be and is hereby re-elected as Director of the Company.”

3. **ORDINARY RESOLUTION 3**
 - **RE-ELECTION OF PATRICK YKIN GROVE AS DIRECTOR WHO IS RETIRING PURSUANT TO CLAUSE 96 OF THE CONSTITUTION OF THE COMPANY**

The Chairman announced the results of the poll as follows:-

Resolution	Votes in favour		Votes against		Results
Ordinary Resolution 3	No. of Shareholders:	25	No. of Shareholders:	9	Accepted
	No. of Shares:	68,192,712	No. of Shares:	801	
	% of Voted Shares:	99.9988	% of Voted Shares:	0.0012	

It was RESOLVED:-

“That Patrick Ykin Grove who retired pursuant to Clause 96 of the Constitution of the Company be and is hereby re-elected as Director of the Company.”

4. **ORDINARY RESOLUTION 4**
 - **RE-APPOINTMENT OF AUDITORS AND TO AUTHORISE THE DIRECTORS TO FIX THEIR REMUNERATION**

The Chairman announced the results of the poll as follows:-

Resolution	Votes in favour		Votes against		Results
Ordinary Resolution 4	No. of Shareholders:	29	No. of Shareholders:	5	Accepted
	No. of Shares:	68,193,012	No. of Shares:	501	
	% of Voted Shares:	99.9993	% of Voted Shares:	0.0007	

It was RESOLVED:-

“That Messrs BDO PLT, who have indicated their willingness on re-appointment, be and are hereby re-appointed as Auditors of the Company for the ensuing year until the conclusion of the next AGM at a fee to be determined by the Directors.”

5. **ORDINARY RESOLUTION 5**
PROPOSED CONTINUATION IN OFFICE OF DATO’ LARRY GAN NYAP LIOU @ GAN NYAP LIOW AS INDEPENDENT NON-EXECUTIVE CHAIRMAN

The Chairman announced the results of the poll as follows:-

Resolution	Votes in favour		Votes against		Results
Ordinary Resolution 5	No. of Shareholders:	25	No. of Shareholders:	9	Accepted
	No. of Shares:	68,192,777	No. of Shares:	736	
	% of Voted Shares:	99.9989	% of Voted Shares:	0.0011	

It was RESOLVED:-

“That Dato’ Larry Gan Nyap Liou @ Gan Nyap Liow who has served as Independent Non-Executive Chairman of the Company for a cumulative term of more than twelve (12) years, will continue to act as Independent Non-Executive Chairman of the Company until the conclusion of the next AGM of the Company.”

6. **ORDINARY RESOLUTION 6
 PROPOSED CONTINUATION IN OFFICE OF MR MAH YONG SUN AS
 INDEPENDENT NON-EXECUTIVE DIRECTOR**

The Chairman announced the results of the poll as follows:-

Resolution	Votes in favour		Votes against		Results
Ordinary Resolution 6	No. of Shareholders:	25	No. of Shareholders:	9	Accepted
	No. of Shares:	68,192,777	No. of Shares:	736	
	% of Voted Shares:	99.9989	% of Voted Shares:	0.0011	

It was RESOLVED:-

“That Mr Mah Yong Sun who has served as Independent Non-Executive Director of the Company for a cumulative term of more than twelve (12) years, will continue to act as Independent Non-Executive Director of the Company until the conclusion of the next AGM of the Company.”

7. **ORDINARY RESOLUTION 7
 - AUTHORITY FOR THE DIRECTORS TO ALLOT AND ISSUE SHARES
 PURSUANT TO SECTIONS 75 & 76 OF THE COMPANIES ACT, 2016**

The Chairman announced the results of the poll as follows:-

Resolution	Votes in favour		Votes against		Results
Ordinary Resolution 7	No. of Shareholders:	23	No. of Shareholders:	11	Accepted
	No. of Shares:	68,177,377	No. of Shares:	16,136	
	% of Voted Shares:	99.9763	% of Voted Shares:	0.0237	

It was RESOLVED:-

"THAT pursuant to Sections 75 and 76 of the Companies Act 2016, the Directors be and are hereby authorised to allot and issue shares in the Company at any time until the conclusion of the next AGM and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit provided that the aggregate number of shares to be issued does not exceed ten per centum (10%) of the total number of issued shares of the Company for the time being, subject always to the approval of all relevant regulatory bodies being obtained for such allotment and issuance."

CONCLUSION

The Chairman on behalf of his fellow board members extended his appreciation to the stakeholders, shareholders and business partners for their continued support. There being no other business to be transacted, the Meeting concluded at 10.40 a.m. with a vote of thanks to the Chair.

SIGNED AS A CORRECT RECORD

CHAIRMAN