

CATCHA DIGITAL BERHAD
(Formerly known as Rev Asia Berhad)
[Registration No. 201001033020 (916943-W)]

MINUTES OF THE EXTRAORDINARY GENERAL MEETING OF CATCHA DIGITAL BERHAD (FORMERLY KNOWN AS REV ASIA BERHAD) (“THE COMPANY” OR “CATCHA DIGITAL”) HELD AT WSPACE, LEVEL 27 PENTHOUSE, CENTREPOINT NORTH, MID VALLEY CITY, LINGKARAN SYED PUTRA, 59200 KUALA LUMPUR, MALAYSIA ON WEDNESDAY, 20 JULY 2022 AT 9.30 A.M.

PRESENT:

DIRECTORS

Encik Wan Mohd Firdaus Bin Wan Mohd Fuaad (“Encik Firdaus”) (“Chairman”)

Dato’ Justin Leong Ming Loong (“Dato’ Justin”)

*Mr Mah Yong Sun (“Mr Mah”) (via video conferencing)

*Mr Lucas Robert Elliott (“Mr Lucas”) (via video conferencing)

*Mr Patrick YKin Grove (“Mr Patrick”) (via video conferencing)

ABSENT WITH APOLOGIES

Dato’ Larry Gan Nyap Liou @ Gan Nyap Liow (“Dato Larry Gan”)

IN ATTENDANCE

Ms Chia Mei Thee – Representing the Company Secretary

Note:

**Participated vide zoom*

The shareholders, proxies and invitees who attended the Meeting are set out in the Attendance Lists attached and shall form an integral part of this Minutes.

INTRODUCTION BY THE CHAIRMAN

The Chairman, Encik Firdaus welcomed all members present at the Meeting. He then informed the shareholders and proxy holders that Dato’ Larry Gan extended his apologies for not being able to attend this Meeting.

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 9.30 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 2 proxy forms from the shareholders for a total of 3,166,648 ordinary shares, representing 2.35% of the total issued and paid-up share capital of the Company.

The Chairman also informed the Meeting that pursuant to Paragraph 8.31A of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in the Notice of General Meeting must be voted by poll.

Accordingly, the Chairman demanded for a poll to be taken on all the resolutions set forth in the Notice of the Meeting in pursuance to Article 70 of the Constitution of the Company.

The Chairman further informed that the polling process would be conducted after the deliberation of all items on the Agenda. To facilitate the poll process, the Company has appointed Messrs Aldpro Corporate Services Sdn. Bhd as the Independent Scrutineers.

In addition, the Chairman highlighted to the shareholders that there were several minor amendments in the Circular to the Shareholders in relation to the Proposed Acquisition, Proposed Rights Issue and Proposed Exemption (“Proposed Regularisation Plan”) [“PRP”] dated 30 June 2022 in which the minor amendments would have no material effect on the PRP as follows:-

- i) On Page 73, Zenith Line Sdn Bhd was incorrectly classified as a subsidiary of Catcha Investments Ltd. The correct classification is that Zenith Line Sdn Bhd is a subsidiary of Catcha Group Pte Ltd.
- ii) On page 73, where the country of incorporation for Catcha Holdings LLC, Catcha Holdings LLC 2.0 and Catcha Holdings LLC 3.0 was incorrectly stated as in the USA. The correct classification for the country of incorporation of all the three companies is in the Cayman Islands.

POLL PROCEDURE

After went through the motions as set out in the Notice of the Meeting, the shareholders were briefed on the polling procedure by the Share Registrar.

The Chairman adjourned the meeting at 9.45 a.m. for the Poll Administrator and Independent Scrutineers to tabulate and validate the poll result.

The Meeting resumed at 10.00 a.m. after the poll result was received from the Independent Scrutineers.

POLL RESULTS

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

ORDINARY RESOLUTION 1

- **PROPOSED ACQUISITION OF THE ENTIRE EQUITY INTEREST IN iMEDIA ASIA SDN BHD (“iMEDIA”) BY CATCHA DIGITAL FROM CATCHA INVESTMENTS LTD (“CATCHA INVESTMENTS”) AND iCREATIVE ASIA SDN BHD (“iCREATIVE”) (CATCHA INVESTMENTS AND iCREATIVE ARE COLLECTIVELY REFERRED TO AS THE “VENDORS”) FOR A TOTAL PURCHASE CONSIDERATION OF RM10,000,000 WHICH WILL BE FULLY SATISFIED THROUGH THE ISSUANCE OF 40,000,000 NEW ORDINARY SHARES IN CATCHA DIGITAL (“CATCHA DIGITAL SHARE(S)” OR “SHARE(S)”) (“CONSIDERATION SHARE(S)”) AT AN ISSUE PRICE OF RM0.25 PER CONSIDERATION SHARE (“PROPOSED ACQUISITION”)**

Resolution	Votes in favour	Votes against	Results
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Ordinary Resolution 1	No. of Shareholders:	5	No. of Shareholders:	0	Accepted
	No. of Shares:	3,167,050	No. of Shares:	0	
	% of Voted Shares:	100	% of Voted Shares:	0	

It was RESOLVED:-

“That the Proposed Acquisition be and is hereby approved.”

ORDINARY RESOLUTION 2

- **PROPOSED RENOUNCEABLE RIGHTS ISSUE OF UP TO 174,640,020 SHARES (“RIGHTS SHARE(S)”) ON THE BASIS OF ONE (1) RIGHTS SHARE FOR EVERY ONE (1) EXISTING CATCHA DIGITAL SHARE HELD BY THE ENTITLED SHAREHOLDERS ON AN ENTITLEMENT DATE TO BE DETERMINED LATER (“PROPOSED RIGHTS ISSUE”)**

Resolution	Votes in favour		Votes against		Results
Ordinary Resolution 2	No. of Shareholders:	5	No. of Shareholders:	0	Accepted
	No. of Shares:	3,167,050	No. of Shares:	0	
	% of Voted Shares:	100	% of Voted Shares:	0	

It was RESOLVED:-

“That the Proposed Rights Issue be and is hereby approved.”

ORDINARY RESOLUTION 3

- **PROPOSED EXEMPTION UNDER PARAGRAPHS 4.08(1)(a) AND 4.08(1)(b) OF THE RULES ON TAKE-OVERS, MERGERS AND COMPULSORY ACQUISITIONS FOR PATRICK YKIN GROVE, CATCHA GROUP PTE LTD AND THE PERSONS ACTING IN CONCERT WITH THEM FROM THE OBLIGATION TO UNDERTAKE A MANDATORY TAKE-OVER OFFER TO ACQUIRE THE REMAINING CATCHA DIGITAL SHARES NOT ALREADY OWNED BY THEM UPON COMPLETION OF THE PROPOSED ACQUISITION AND THE PROPOSED RIGHTS ISSUE RESPECTIVELY (“MANDATORY OFFER”) (“PROPOSED EXEMPTION”)**

Resolution	Votes in favour	Votes against	Results
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Ordinary Resolution 3	No. of Shareholders:	5	No. of Shareholders:	0	Accepted
	No. of Shares:	3,167,050	No. of Shares:	0	
	% of Voted Shares:	100	% of Voted Shares:	0	

It was RESOLVED:-

“That the Proposed Exemption be and is hereby approved.”

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 10.05 a.m. with a vote of thanks to the Chair.

SIGNED AS A CORRECT RECORD

CHAIRMAN