

CATCHA DIGITAL BERHAD

[Registration No. 201001033020 (916943-W)]
(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Thirteenth Meeting (“13th AGM”) of Catcha Digital Berhad (“Catcha” or “Company”) will be held at Co-labs Coworking, The Starling Plus, Lot PT297, Level 4, Uptown, 7, Jalan SS 21/39, Damansara Utama, 47400 Petaling Jaya, Selangor, Malaysia on Thursday, 15 June 2023 at 12.00 p.m. for the following purposes:-

AGENDA

As Ordinary Business

1. To receive the Audited Financial Statements for the financial year ended 31 December 2022 together with the Reports of the Directors and Auditors thereon.
(Please refer to Note 1 of the Explanatory Notes)
2. To approve the payment of Directors’ fees and benefits payable to the Directors of the Company and its subsidiaries up to an aggregate amount of RM1,000,000.00 from this 13th AGM until the next AGM of the Company.
(Ordinary Resolution 1)
(Please refer to Note 2 of the Explanatory Notes)
3. To re-elect the following Directors who are retiring pursuant to Clause 96 of the Constitution of the Company and being eligible, offer themselves for re-election:-
 - (i) Mr Mah Yong Sun **(Ordinary Resolution 2)**
(Please refer to Note 3 of the Explanatory Notes)
 - (ii) Dato’ Justin Leong Ming Loong **(Ordinary Resolution 3)**
(Please refer to Note 3 of the Explanatory Notes)
4. To re-appoint Messrs BDO PLT as the Company’s Auditors and to authorise the Board of Directors to fix their remuneration. **(Ordinary Resolution 4)**

As Special Business

To consider and, if thought fit, to pass the following resolutions:-

5. **Proposed Renewal of Authority under Sections 75 and 76 of the Companies Act 2016 (“Act”) and the Constitution of the Company for the Directors to allot and issue shares**

“**THAT** pursuant to Sections 75 and 76 of the Act and the Constitution of the Company, the Directors be and are hereby authorised and empowered to allot and issue shares in the Company at any time until the conclusion of the next AGM of the Company 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 (excluding treasury shares) at the time of issue, subject to the Constitution of the Company and approval of all the relevant regulatory bodies being obtained for such allotment and issue.”

THAT pursuant to Section 85 of the Act, read together with Clause 11 of the Constitution of the Company, approval be and is hereby given to waive the statutory pre-emptive rights of the shareholders of the Company to be offered new shares ranking equally to the existing issued of the Company shares arising from issuance of new shares pursuant to this Mandate.”

THAT the new shares to be issued shall, upon allotment and issuance, rank equally in all respects with the existing shares of the Company, save and except that they shall not be entitled to any dividends, rights, allotments and/or any other forms of distribution that which may be declared, made or paid before the date of allotment of such new shares.”

(Ordinary Resolution 5)

(Please refer to Note 4 of the Explanatory Notes)

6. To transact any other business, of which due notice shall have been given in accordance with the Constitution of the Company and the Act.

By Order of the Board,

TAI YIT CHAN (MAICSA 7009143) (SSM Practicing Certificate No. 202008001023)

TAN AI NING (MAICSA 7015852) (SSM Practicing Certificate No. 202008000067)

Company Secretaries

Selangor Darul Ehsan

28 April 2023

Notes:-

1. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a duly notarised certified copy of that power or authority shall be deposited with the Share Registrar of the Company, Boardroom Share Registrars Sdn Bhd of 11th Floor, Menara Symphony, No. 5, Jalan Professor Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia not less than 48 hours before the time appointed for the taking of the poll and in default the instrument of proxy shall not be treated as valid. Any notice of termination of person's authority to act as a proxy must be forwarded to the Company prior to the commencement of the AGM or Adjourned AGM.
2. Alternatively, members may deposit the Form of Proxy by electronic means through the Share Registrar's website, Boardroom Smart Investor Online Portal at <http://investor.boardroomlimited.com> (for individual shareholders only) or via e-mail to bsr.helpdesk@boardroomlimited.com not less than forty-eight (48) hours before the time set for holding the 13th AGM.
3. A Member shall be entitled to appoint not more than two (2) proxies to attend, participate, speak and vote in his stead at the same meeting and the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy. A proxy may but need not be a Member of the Company.
4. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under the corporation's common seal or under the hand of an officer or attorney duly authorised.
5. Where a member is an Exempt Authorised Nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("omnibus account") as defined under the Securities Industry (Central Depositories) Act, 1991, there is no limit to the number of proxies which the Exempt Authorised Nominee may appoint in respect of each omnibus account it holds.
6. In respect of deposited securities, only members whose names appear on the Record of Depositors on 8 June 2023 (General Meeting Record of Depositors) shall be eligible to attend the meeting or appoint proxy(ies) to attend and/or vote on his behalf.
7. Pursuant to Rule 8.31A of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, all the resolutions set out in the Notice of the 13th AGM will be put to vote by-poll. A Poll Administrator and Independent Scrutineer will be appointed to conduct the polling process and verify the results of the poll respectively.

EXPLANATORY NOTES

1. Audited Financial Statements for the financial year ended 31 December 2022

Agenda item no. 1 is meant for discussion only as the provision of Section 340(1)(a) of the Act does not require a formal approval of shareholders for the audited financial statements. Hence, this item on the Agenda is not put forward for voting.

2. **Directors' Fees and Benefits**

Section 230(1)(b) of the Act provides that the fees of the directors and any benefits payable to the directors of a listed company and its subsidiaries shall be approved at a general meeting.

3. **Re-election of Directors**

The profiles of the Directors who are standing for re-election under item 3 (Ordinary Resolutions 2 and 3) of this Agenda are set out in the Board of Directors' profile of the Annual Report 2022.

The performance, contribution, effectiveness and independence (as the case may be) of the retiring Directors, namely Mr Mah Yong Sun and Dato' Justin Leong Ming Loong (collectively "**Retiring Directors**") have been assessed by the Nomination Committee ("**NC**"). In addition, the NC has also conducted an assessment on the fitness and propriety of the Retiring Directors including the review of their fit and proper declarations in accordance with the Fit & Proper Policy. The Retiring Directors have abstained from deliberations and decision on their own eligibility and suitability to stand for re-election.

Based on the recommendation of NC, the Board endorsed the same, having been satisfied with performance as well as fitness and propriety of the Retiring Directors.

4. **Proposed Renewal of Authority under Sections 75 and 76 of the Act and the Constitution of the Company for the Directors to allot and issue shares**

The Ordinary Resolution 5 is to seek the shareholders' approval on the renewal of the general mandate for the issuance of shares by the Company under Sections 75 and 76 of the Act. If the resolution is duly passed, it is primarily to give flexibility to the Directors to issue and allot shares at any time in their absolute discretion and for such purposes as they consider would be in the interest of the Company without convening a general meeting. This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the next AGM of the Company.

The waiver of pre-emptive rights pursuant to Section 85 of the Act and Clause 11 of the Constitution will allow the Directors of the Company to issue new shares of the Company which rank equally to existing issued shares of the Company, to any person without having to offer the new shares to all existing shareholders of the Company prior to issuance of new shares in the Company under the general mandate.

At this juncture, there is no decision to issue new shares. If there should be a decision to issue new shares after the general mandate is obtained, the Company will make an announcement in respect thereof.

Personal Data Privacy:

By submitting proxy form(s) appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the 13th AGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the 13th AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the 13th AGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**"), (ii) warrants that where the member discloses the personal data of the member's

proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.