

CATCHA DIGITAL BERHAD
[Registration No. 201001033020 (916943-W)]

NOTIFICATION TO SHAREHOLDERS IN RELATION TO 13TH ANNUAL GENERAL MEETING OF
CATCHA DIGITAL BERHAD

7 June 2023

Dear Shareholders,

We refer to the Notice of Thirteenth Annual General Meeting (“13th AGM” or “the Meeting”) of Catcha Digital Berhad (“Catcha” or “the Company”) dated 28 April 2023 (“Notice of 13th AGM”) which was duly announced to Bursa Malaysia Securities Berhad (“Bursa Securities”) on 27 April 2023. The Company wishes to inform that the Notice of 13th AGM is amended by way of an addendum (“Addendum”) as follows:

- A) To withdraw the Ordinary Resolution 2 on re-election of Mr Mah Yong Sun as Director of the Company who is retiring pursuant to Clause 96 of the Constitution of the Company.
- B) To revise and renumber the Ordinary Resolution 5 to Ordinary Resolution 6 on the Authority to Allot and Issue Shares under Sections 75 And 76 of the Companies Act 2016.
- C) To include a new Ordinary Resolution 5 on re-election of Ms Shireen Chia Yin Ting as Director of the Company who is retiring pursuant to Clause 103 of the Constitution of the Company.

The withdrawal of Ordinary Resolution 2 is pursuant to the resignation of Mr Mah Yong Sun from the Board of Directors of the Company as announced to Bursa Securities on 31 May 2023. The Ordinary Resolution 2 is no longer applicable and will not be put forward for voting at the 13th AGM of the Company. Meanwhile, the inclusion of Ordinary Resolution 5 is pursuant to the appointment of Ms Shireen Chia Yin Ting as Independent Non-Executive Director of the Company as announced to Bursa Securities on 31 May 2023.

The Addendum shall be deemed to be part of the Notice of 13th AGM and notes provided therein.

Please find enclosed the following documents which are also available on the Company’s website at www.catchadigital.com and Bursa Securities’ website at <https://www.bursamalaysia.com/>:-

- a) Addendum; and
- b) Revised Proxy Form.

Save for the abovementioned amendments, all other information contained in the Notice of 13th AGM and Original Proxy Form remain valid and unchanged.

Thank you for your continuous support to the Company.

CATCHA DIGITAL BERHAD
[Registration No. 201001033020 (916943-W)]

ADDENDUM TO THE NOTICE OF 13TH ANNUAL GENERAL MEETING OF CATCHA DIGITAL BERHAD

Pursuant to the resignation of Mr Mah Yong Sun from the Board of Directors of Catcha Digital Berhad (“Catcha” or “the Company”) and the appointment of Ms Shireen Chia Yin Ting as Independent Non-Executive Director of the Company as announced to Bursa Malaysia Securities Berhad on 31 May 2023, **NOTICE IS HEREBY GIVEN** by way of an addendum (“Addendum”) to the Notice of Thirteenth Annual General Meeting (“13th AGM” or “the Meeting”) of the Company dated 28 April 2023 (“Notice of 13th AGM”) to withdraw Ordinary Resolution 2 as set out in the Notice of 13th AGM and to include the following additional Ordinary Resolution 5 as Ordinary Business to be put forward to the members for approval at the 13th AGM, which 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. or at any adjournment thereof:

5. To re-elect Ms Shireen Chia Yin Ting as Director of the Company who is retiring pursuant to Clause 103 of the Constitution of the Company and being eligible, has offered herself for re-election.

(Ordinary Resolution 5)
(Please refer to Note 5 of the Explanatory Notes)

The existing agendas 5 and 6 in the Notice of 13th AGM shall be renumbered to agenda 6 and 7 respectively. The Ordinary Resolution 5 to be revised to Ordinary Resolution 6 as Special Business. The rest of the other proposed resolutions in the Notice of 13th AGM remains unchanged.

Any reference to Mr Mah Yong Sun found in the Explanatory Notes 3 to the Notice of 13th AGM shall be disregarded.

A copy of the Addendum to the Notice of the 13th AGM and revised Proxy Form are attached herewith for your information and reference.

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
7 June 2023

Notes to the Addendum

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 Proxy Form 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/she specifies the proportions of his/her 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/her 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/her 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.

Additional Notes To The Addendum

- (a) A copy of the Revised Proxy Form is attached herewith for the Shareholders who are entitled to attend and vote at the 13th AGM of the Company who wish to appoint a proxy to attend and vote in his place.
- (b) The Revised Proxy Form does not invalidate the Proxy Form which was circulated together with the Notice of the 13th AGM dated 28 April 2023 ("Original Proxy Form").
- (c) In the event that the Company does not receive the duly executed Revised Proxy Form, the Shareholder is deemed to have appointed and authorised his proxy under the Original Proxy Form to vote at the proxy's discretion.

In the case of an appointment made in hard copy form, the Revised Proxy Form must 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.

Alternatively, shareholders may deposit the Revised Proxy Form 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.

Explanatory Notes on Additional Ordinary Resolution

5. Re-election of Director under Clause 103 of the Constitution of the Company

Clause 103 of the Constitution of the Company states that any Director so appointed shall hold office only until the next following annual general meeting of the Company, and shall then be eligible for re-election but shall not be taken into account in determining the Directors who are to retire by rotation at that meeting.

Pursuant to Clause 103 of the Constitution of the Company, Ms Shireen Chia Yin Ting will retire from office, and being eligible, has offered herself for re-election at the 13th AGM. The Board had, on 31 May 2023, carried out the necessary assessment and concluded to recommend a resolution to be put forward to the members for approval on re-election of the retiring Director who is seeking re-election at the 13th AGM based on the satisfaction of the fit and proper criteria prescribed by Directors' Fit and Proper Policy.

**REVISED PROXY FORM
CATCHA DIGITAL BERHAD**

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

No. of ordinary shares held	CDS account no. of holder

I/We, _____ (name of shareholder as per NRIC/Passport, in capital letters) NRIC No./ Passport No./Company No. of _____

_____ (full address) being a

*member/members of **CATCHA DIGITAL BERHAD** hereby appoint(s):-

Full Name	NRIC No./Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Email Address	Contact No.		

*and/ or (delete as appropriate)

Full Name	NRIC No./Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Email Address	Contact No.		

or failing *him/her, the Chairman of the meeting as *my/our proxy to attend and vote for *me/us on *my/our behalf at the Thirteenth ("13th") Annual General Meeting ("AGM") of the Company to be held at The Lab, Co-labs Coworking The Starling, Lot 4-401 & 4-402, Level 4, The Starling Mall, No. 6, Jalan SS21/37, Damansara Uptown, 47400 Petaling Jaya, Selangor on Thursday, 15 June 2023, at 12.00 p.m. or any adjournment thereof.

My/our proxy/proxies is/are to vote as indicated below.

Item No.	Agenda	Resolutions	For	Against
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.			
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		
3.	To re-elect Mr Mah Yong Sun who is retiring pursuant to Clause 96 of the Constitution of the Company and being eligible, has offered himself for re-election.	Ordinary Resolution 2	WITHDRAWN	
4.	To re-elect Dato' Justin Leong Ming Loong who is retiring pursuant to Clause 96 of the Constitution of the Company and being eligible, has offered himself for re-election.	Ordinary Resolution 3		
5.	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		
6.	To re-elect Ms Shireen Chia Yin Ting who is retiring pursuant to Clause 103 of the Constitution of the Company and being eligible, has offered herself for re-election.	Ordinary Resolution 5 (NEW RESOLUTION)		
Special Business				
7.	To approve the authority under Sections 75 and 76 of the Companies Act 2016 and the Constitution of the Company for the Directors to allot and issue shares.	Ordinary Resolution 6		

(Please indicate with an "X" in the appropriate box against the resolutions on how you wish your proxy to vote. The proxy is to vote on the resolutions set out in the Notice of Meeting as you have indicated. If no specific instruction as to voting is given, this form will be taken to authorise the proxy to vote at his/her discretion.)

*Strike out whichever is not applicable.

* if you wish to appoint other person(s) to be your proxy/proxies, kindly delete the words "the Chairman of the Meeting or failing him/her" and insert the name(s) of the person(s) desired.

Signature/Common Seal of
Shareholder

Number of shares held:

Date:

For appointment of two proxies, percentage of shareholdings to be represented by the proxies:

	<u>No. of shares</u>	<u>Percentage</u>
Proxy 1		%
Proxy 2		%
Total		100%

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 Proxy Form 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.
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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.
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Personal Data Privacy:

By submitting an instrument appointing a proxy(ies) and /or representative(s), the member accepts and agrees to the personal data privacy terms set out in the Notice of the 13th AGM dated 28 April 2023.

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STAMP

CATCHA DIGITAL BERHAD
Registration No. 201001033020 (916943-W)

11th Floor, Menara Symphony,
No. 5, Jalan Professor Khoo Kay Kim, Seksyen 13,
46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia

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