

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

MINUTES OF THE THIRTEENTH ANNUAL GENERAL MEETING OF THE COMPANY HELD AT CO-LABS COWORKING, THE STARLING PLUS, LOT PT297, LEVEL 4, UPTOWN 7, JALAN SS21/39, DAMANSARA UTAMA, 47400 PETALING JAYA, SELANGOR ON THURSDAY, 15 JUNE 2023 AT 12.00 P.M.

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**PRESENT:**

**DIRECTORS**

Mr Patrick YKin Grove (“Mr Patrick Grove”) (“Chairman”)  
Mr Lucas Robert Elliott (“Mr Lucas Elliott”)  
Dato’ Justin Leong Ming Loong (“Dato Justin Leong”) (via video conferencing)  
Encik Wan Mohd Firdaus Bin Wan Mohd Fuaad (“Encik Firdaus”)  
Ms Shireen Chia Yin Ting (“Ms Shireen Chia”) (via video conferencing)

**IN ATTENDANCE**

Ms Chia Mei Thee – Representing the Company Secretary

The list of shareholders, proxies and invitees who participated in the Thirteenth Annual General Meeting (“13<sup>th</sup> 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, Mr Patrick Grove called the Meeting to order at 12.00 p.m. and welcomed all members present at the 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 12.00 p.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 5 proxy forms from the shareholders for a total of 61,246,164 ordinary shares, representing 27.14% 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 2,333,800 which represented 1.03% 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 (“ACE LR”) 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 polling process would be conducted after the deliberation of all items on the Agenda. To facilitate the polling process, the Company has appointed Messrs Scrutineer Solutions Sdn Bhd as the Independent Scrutineers to verify the polling procedure and process as well as the eventual poll results.

## **AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022**

The Chairman informed the Meeting that the Audited Financial Statements of the Group and the Company for the financial year ended 31 December 2022 (“AFS 2022”) 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 2022 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) ***What is the future of the Company in relation to the investment in Akulaku?***

The Chairman informed that Akulaku is a successful fintech company in Indonesia, an investment by Catcha Group Pte Ltd, the major shareholder of the Company in which the investment was not within the Company. Moving forward, the Company will only focus on profitable technology companies in Malaysia.

2) ***What is the future of the Company in relation to the Proposed Internet City project?***

The Chairman informed that the Proposed Internet City project was announced by the Company five (5) years ago. To date, there is no progress on the project and shareholders will be updated accordingly if there is any progress.

3) ***What is the status, purpose and progress on the Proposed Rights Issue of the Company?***

The Company has made several announcements to Bursa Securities in relation to the Proposed Rights Issue and is expected to raise gross proceeds of approximately RM41.04 million. The rationales of the Proposed Rights Issue were to assist the funding on the acquisition of iMedia Asia Sdn Bhd and its group of companies (“iMedia Group”) and as working capital for the Company. The Company will apply to Bursa Securities for the upliftment of the Company as “Cash Company” and Guidance Note 2 of the ACE LR upon completion of the Proposed Regularisation Plan tentatively in two to three months’ time.

4) ***Why is Dato’ Gan Nyap Liou @ Gan Nyap Liow stepping down as Chairman and the Board of the Company?***

The resignation of Dato’ Gan Nyap Liou @ Gan Nyap Liow as Director of the Company is to comply with the amendments to the ACE LR of Bursa Securities where all long serving Independent Directors (“ID”) of more than 12 years must resign or be redesignated as a non-ID on or after 1 June 2023.

5) ***Is there any guidance in terms of the visibility of financial performance of iMedia Group in 2023 and will it be the same as in 2022 in terms of profitability?***

For better understanding, Mr Lucas Elliott informed that the Prospectus for the Proposed Rights Issue will be launched soon and will indicate full details of the financial performance of iMedia Group in which the Board is very confident in the business of the Company and iMedia Group.

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 RM1,000,000.00 FROM THIS 13<sup>TH</sup> 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:	8	No. of Shareholders:	1	Accepted
	No. of Shares:	450,000	No. of Shares:	35	
	% of Voted Shares:	99.9922	% of Voted Shares:	0.0078	

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 RM1,000,000 from this 13<sup>th</sup> AGM until the next AGM of the Company be and is hereby approved.”

2. **ORDINARY RESOLUTION 2**

**- RE-ELECTION OF MAH YONG SUN AS DIRECTOR WHO IS RETIRING PURSUANT TO CLAUSE 96 OF THE CONSTITUTION OF THE COMPANY**

Noted:-

“That the Ordinary Resolution 2 on re-election of Mr Mah Yong Sun has been withdrawn due to his resignation on 31 May 2023 and as such, it will not be put forward for voting at this AGM.”

3. **ORDINARY RESOLUTION 3**  
 - **RE-ELECTION OF DATO' JUSTIN LEONG MING LOONG 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:	12	No. of Shareholders:	0	Accepted
	No. of Shares:	59,367,664	No. of Shares:	0	
	% of Voted Shares:	100.00	% of Voted Shares:	0	

It was RESOLVED:-

“That Dato' Justin Leong Ming Loong 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:	13	No. of Shareholders:	0	Accepted
	No. of Shares:	61,681,364	No. of Shares:	0	
	% of Voted Shares:	100.00	% of Voted Shares:	0	

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**  
 - **RE-ELECTION OF SHIREEN CHIA YIN TING AS DIRECTOR WHO IS RETIRING PURSUANT TO CLAUSE 103 OF THE CONSTITUTION OF THE COMPANY**

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

Resolution	Votes in favour		Votes against		Results
	No. of Shareholders:		No. of Shareholders:		
Ordinary Resolution 5	No. of Shareholders:	13	No. of Shareholders:	0	Accepted
	No. of Shares:	61,681,364	No. of Shares:	0	
	% of Voted Shares:	100.00	% of Voted Shares:	0	

It was RESOLVED:-

“That Shireen Chia Yin Ting who retired pursuant to Clause 103 of the Constitution of the Company be and is hereby re-elected as Director of the Company.”

**6. ORDINARY RESOLUTION 6**  
**- 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
	No. of Shareholders:		No. of Shareholders:		
Ordinary Resolution 6	No. of Shareholders:	12	No. of Shareholders:	1	Accepted
	No. of Shares:	61,681,329	No. of Shares:	35	
	% of Voted Shares:	99.9999	% of Voted Shares:	0.0001	

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."

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.”

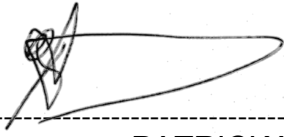
THAT the new shares to be issued shall, upon allotment and issuance, rank equally in all respects with the existing shares of the Company, save and except that they shall not be entitled to any dividends, rights, allotments and/or any other forms of distribution that which may be declared, made or paid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

**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 12.45 p.m. with a vote of thanks to the Chair.

Catcha Digital Berhad  
[Registration No. 201001033020 (916943-W)]  
Minutes of the Thirteenth Annual General Meeting held on 15 June 2023

SIGNED AS A CORRECT RECORD

A handwritten signature in black ink, consisting of a series of loops and a long horizontal stroke, positioned above a dashed line.

CHAIRMAN PATRICK YKIN GROVE