

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”) CONDUCTED ON A FULL-VIRTUAL BASIS THROUGH ONLINE MEETING PLATFORM AT [HTTPS://MEETING.BOARDROOMLIMITED.MY](https://meeting.boardroomlimited.my) ON 15 SEPTEMBER 2021 AT 11.00 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 Lucas Robert Elliott (via video conferencing)
- *Encik Wan Mohd Firdaus Bin Wan Mohd Fuaad (“Encik Firdaus”) (via video conferencing)

ABSENT WITH APOLOGIES

Mr Patrick YKin Grove
Dato’ Justin Leong Ming Loong

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 Extraordinary General Meeting (“EGM” 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 EGM 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. The Chairman also informed that the online EGM was in line with the Guidance Notes on Conduct of General Meetings for Listed Issuers issued by the Securities Commission Malaysia.

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 11.00 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 7 proxy forms from the shareholders for a total of 58,942,429 ordinary shares, representing 43.78% 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"), the resolutions set out in the Notice of Meeting would be voted by poll. The Chairman demanded for a poll to be taken on the resolutions set out in the Notice of Meeting pursuant to the Constitution of the Company.

The Chairman 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.

The Chairman highlighted that the purpose of the EGM was to seek shareholders' approval on the Proposed Ratification for the Variation to the Withdrawal and Utilisation of Monies pursuant to the previous Proposed Withdrawal of Monies ("**Proposed Ratification**") and the Proposed Withdrawal of RM1,600,000 from the Custodian Account ("**Proposed Withdrawal**").

The Chairman then 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. ***How much does the Company spend on this virtual AGM?***

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

2. ***Would the Company reward shareholders by giving e-vouchers to the shareholders present at the EGM?***

Similarly, in the previous AGM and EGM, the Company would be able to fulfil as promised and would be giving e-vouchers to the shareholders present at the EGM. The Company was in the midst of preparation of the e-vouchers and would communicate with the respective shareholders. Shareholders were advised to furnish their contact numbers and Touch & Go e-wallet particulars to the Company.

3. ***What is the rationale for the Proposed Ratification and Proposed Withdrawal?***

The rationale for the Proposed Ratification and Proposed Withdrawal was stipulated in the Circular to Shareholders dated 30 August 2021.

The breakdown of the utilisation of the withdrawals were as follows:-

i) First Tranche Withdrawal - RM1.4 million

The Company had spent RM1.57 million primarily for payments of professional and advisory fees.

ii) Second Tranche Withdrawal – RM3.7 million

The Company had spent RM3.1 million on professional fees and the remaining balance of RM0.6 million was for working capital.

iii) Third Tranche Withdrawal – RM1.6 million

The Company would utilise RM1.3 million for payments of professional fees and the remaining balance of RM0.3 million would be for ongoing working capital.

The total balance remaining unutilised in the Company would be approximately RM0.8 million.

4. ***Any updates on Catcha, USA acquisition?***

The transaction would involve the shareholder of the Company and not related to the Company.

5. ***Any updates on the iCar deal?***

The transaction was not related to the Company.

6. ***What would be the plan for the iCar shares in ICQ Holdings Berhad (“ICQ”)?***

This Meeting was not a forum to deliberate on ICQ issues wherein ICQ had its own meetings and resolutions with clear indications on the iCar deal.

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 results of the poll as follows:-

ORDINARY RESOLUTION 1

- PROPOSED RATIFICATION FOR THE VARIATION TO THE WITHDRAWAL AND UTILISATION OF MONIES PURSUANT TO THE PREVIOUS PROPOSED WITHDRAWAL OF MONIES ("PROPOSED RATIFICATION")

| Resolution | Votes in favour | | Votes against | | Results |
|-----------------------|----------------------|------------|----------------------|--------|----------|
| Ordinary Resolution 1 | No. of Shareholders: | 19 | No. of Shareholders: | 6 | Accepted |
| | No. of Shares: | 59,018,954 | No. of Shares: | 4,680 | |
| | % of Voted Shares: | 99.9921 | % of Voted Shares: | 0.0079 | |

It was RESOLVED:-

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

ORDINARY RESOLUTION 2

- PROPOSED WITHDRAWAL OF RM1,600,000 FROM THE CUSTODIAN ACCOUNT ("PROPOSED WITHDRAWAL")

| Resolution | Votes in favour | | Votes against | | Results |
|-----------------------|----------------------|------------|----------------------|--------|----------|
| Ordinary Resolution 2 | No. of Shareholders: | 17 | No. of Shareholders: | 8 | Accepted |
| | No. of Shares: | 59,002,654 | No. of Shares: | 20,980 | |
| | % of Voted Shares: | 99.9645 | % of Voted Shares: | 0.0355 | |

It was RESOLVED:-

“That the Proposed Withdrawal 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 11.30 a.m. with a vote of thanks to the Chair.

SIGNED AS A CORRECT RECORD

CHAIRMAN