

BOARD CHARTER

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1. INTRODUCTION

In achieving the objectives of transparency, accountability and effective performance for Catcha Digital Berhad (formerly known as Rev Asia Berhad) (“the Company”) and its subsidiaries (“the Group”), the enhancement of corporate governance standards is vital and it is with the aim of enshrining the concepts of good governance that this Board Charter (“Charter”) is established.

The Charter serves as a reference point for Board activities and should not be construed as a blueprint for Board operations. Just as each organisation has its own corporate culture, the dynamics of each Board is unique. The dynamics shift as the composition of the Board changes, and the directors of the Company should always be open to new opportunities and ready to confront new challenges brought about by change.

This Charter aims to promote high standards of corporate governance and is designed to provide guidance and clarity for directors and management with regard to the role of the Board and its committees, the requirements of directors in carrying out their role and in discharging their duties towards the company as well as the Board’s operating practices. This Charter does not overrule or pre-empt the statutory requirements of Directors enshrined in the Companies Act, 2016, the Income Tax Act 1967 and other relevant statutes, including the conduct of the Board as stipulated in the Company’s Constitution.

2. COMPOSITION OF THE BOARD

- 2.1 The Constitution of the Company allows a minimum of two (2) and a maximum of fifteen (15) Directors. The size of the Boards that are too small or too large may significantly limit the level of individual participation, involvement and effectiveness. The Board shall from time to time examine its size with a view to determine the impact of its number upon its effectiveness.
- 2.2 The Board shall be of a size and composition with the benefit of diversity in perspectives, competencies, extensive experience, knowledge and skills to deal with the current and emerging issues of the Company’s business.
- 2.3 The Board recognises the importance of independence and objectivity in the decision making process. At any one time, at least half of the Board shall comprise Independent Directors. The Independent Directors provide independent judgement, experience and objectivity without being subordinated to operational considerations.
- 2.4 In the event of any vacancy in the Board resulting in non-compliance with Rule 15.02(1) of the ACE Market Listing Requirements, the Company must fill the vacancy within 3 months.

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- 2.5 The Board recognises the need for the composition to reflect a range of skill mix and expertise. High levels of professional skills and appropriate personal qualities are pre-requisite for directorships. Without limiting the generality of the foregoing, the qualifications for Board membership are the ability to make informed business decisions and recommendations, an entrepreneurial talent for contributing to the creation of shareholder value, relevant experience, the ability to appreciate the wider picture, ability to ask probing operational related questions, high ethical standards, sound practical sense, and total commitment to furthering the interests of shareholders and the achievement of the Company's goals.
- 2.6 The appointment of a new member to the Board is only made after consultation with the Nomination Committee ("NC"). Further, in identifying candidates for appointment of directors, the Board does not solely rely on recommendations from existing Board members, management or major shareholders. The Board utilises variety of independent sources to identify suitably qualified candidates.

3. ROLE OF THE BOARD

The Board is responsible for the stewardship of the Company's business and affairs on behalf of the shareholders with a view to enhancing long-term shareholder value whilst taking into account the interests of other stakeholders and maintaining high standards of transparency and accountability.

The Board provides an overview of the application of the Principles set out in the Code in the Company's Annual Report pursuant to Paragraph Rule 15.25 of the ACE Market Listing Requirements ("AMLR") of Bursa Malaysia Securities Berhad ("Bursa Securities")

- 3.1 The principal responsibilities of the Board including those adopted from the Code are amongst others:-
- a) together with senior management, promote good corporate governance culture with the Group which enforces ethical, prudent and professional behaviour;
 - b) review, challenge and decide on management's proposal for the Group, and monitor its implementation by management;
 - c) ensure that the strategic plan of the Company supports long-term value creation and includes strategies on economic, environmental and social consideration underpinning sustainability;
 - d) supervise and assess management performance to determine whether the business is properly managed;
 - e) ensure there is a sound framework for internal controls and risk management;
 - f) understand the principal risks of the Group's business and recognise that business decisions involve the taking of appropriate risks;

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- g) set the risk appetite within which the Board expects management to operate and ensure that there is an appropriate risk management framework to identify, analyse, evaluate, manage and monitor significant financial and non-financial risks;
- h) ensure that senior management has the necessary skills and experience, and there are measures in place to provide for the orderly succession of Board and senior management;
- i) ensure that the Group has in place procedures to enable effective communication with stakeholders;
- j) ensure that all its Directors are able to understand financial statements and form a view on the information presented;
- k) ensure the integrity of the Group's financial and non-financial reporting;
- l) ensure that the conduct of a virtual general meeting (fully virtual or hybrid) support meaningful engagement between the Board, Senior Management and shareholders, includes having in place the required infrastructure and tools to support among others, a smooth broadcast of the general meeting and interactive participation by shareholders. Questions posed by shareholders are made visible to all meeting participants during the meeting itself.
- m) where the Board delegates any of its responsibilities, regular review of the division of responsibilities should be conducted to ensure that the Group is able to adapt to changing business circumstances;
- n) set the tone and standards of the Group through the Code of Conduct and Ethics which should be periodically reviewed;
- o) establishes, reviews and together with management implements policies and procedures on whistleblowing;
- p) review and approve the Audit Committee Report and Statement on Risk Management and Internal Control for the Annual Report.

In overseeing the conduct of the Group's business, the Board shall ensure that an appropriate financial planning, operating and reporting framework as well as an embedded risk management framework is established. Elements under this combined framework include the Business Plan, the budget, financial statements, divisional strategic/performance reviews reports and risk management reports.

4. FORMAL SCHEDULE OF MATTERS RESERVED FOR THE BOARD'S DECISION

The Board reserves full decision-making powers on the following matters:

- a) Conflict of interest issues relating to a substantial shareholder or a Director including approving related party transactions;

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- b) Material acquisitions and disposition of assets not in the ordinary course of business including significant capital expenditures;
- c) Specific items of capital expenditure and investments, acquisitions and dis-investments and any significant initiatives or opportunities that arise outside the annual planning and budgeting process;
- d) Strategic business plans and annual budget;
- e) Reviewing and approving annual and quarterly results;
- f) Succession planning for key management;
- g) Strategic investments, mergers and acquisitions and corporate exercises;
- h) Limits of authority;
- i) Treasury policies;
- j) Risk management policies; and
- k) Key human resource issues.

5. APPOINTMENTS

- 5.1 The appointment of a new Director is a matter for consideration and decision by the full Board upon appropriate recommendation from the NC. It is of essence of the Board to ensure high levels of professional skills and appropriate personal qualities are pre-requisites for such nominee.
- 5.2 The NC will consider the required mix of skills, experience, other qualities and diversity, including gender, where appropriate, which the Director should bring to the Board. Further, in identifying candidates for appointment of directors, the Board may rely on recommendation from existing Board members, management or major shareholders. The Board will consider utilising variety of independent sources to identify suitably qualified candidates.
- 5.3 An induction programme will be provided for newly appointed Directors. The induction programme aims at communicating to the newly appointed Directors, the Company's vision and mission, its philosophy and nature of business, current issues within the Group, the corporate strategy and the expectations of the Company concerning input from Directors.
- 5.4 In addition to the Mandatory Accredited Programme as required by the Bursa Securities, Board members are also encouraged to attend training programmes conducted by highly competent professionals and which are relevant to the Company's operations and business. The Board will assess the training needs of the Directors and disclose in the Annual Report the trainings attended by the Directors.

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- 5.5 A Director shall inform the Board's Chairman before he/she accepts any new directorships in listed issuer and other companies. Each Board member must not hold directorships at more than five (5) listed issuers. The Board shall obtain time commitment from newly appointed Directors at the time of appointment. Directors appointed should be able to devote the required time to serve the Board effectively. The Board should consider the existing Board positions held by a Director, including on boards of non-listed companies. Any appointment that may cast doubt on the integrity and governance of the Company should be avoided.
- 5.6 No active politician shall be appointed, re-appointed, elected or re-elected as a Director on the Board or continue to serve as a Director. A person is considered an "active politician" if he is a Member of Parliament, State Assemblyman or holds a position at the Supreme Council or division level in a political party.
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- 5.7 The criteria for the recruitment or appointment (including election/re-appointment) of Director is guided by fit and proper assessment by the NC based on the Terms of Reference of NC.
- 5.8 The tenure of the executive directors is tied to their executive office.

6. CHAIRMAN AND MANAGING DIRECTOR/CHIEF EXECUTIVE OFFICER

The Company aims to ensure a balance of power and authority between the Chairman and the Managing Director ("MD")/Chief Executive Officer ("CEO") with a clear division of responsibility between the running of the Board and the Company's business respectively. The position of Chairman and MD/CEO shall be separated and clearly defined and the Chairman must be a non-executive member of the Board.

7. ROLE OF THE CHAIRMAN

The Chairman assumes a leadership role in the Board and represents the same to shareholders of the Company. Key responsibilities of the Chairman include:

- a) providing leadership for the board so that the board can perform its responsibilities effectively;
- b) Leading the Board in adoption and implementation of good corporate governance practices in the Company;
- c) Leading Board meetings and discussions;
- d) Setting the Board agendas and ensuring that Board members receive complete and accurate information in a timely manner;
- e) Managing the interface between Board and Management;
- f) Ensuring appropriate steps are taken to provide effective communication with stakeholders and that their views are communicated to the Board as a whole;

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- g) Encouraging active participation and allowing dissenting views to be freely expressed.
- h) representing the Board to shareholders;
- i) ensuring the integrity of the governance process;
- j) maintaining regular dialogue with the Executive Directors (“ED”) over all operational matters and consulting with the remainder of the Board promptly over any matters that gives him/her cause for major concern;
- k) functioning as a facilitator at meetings of the Board to ensure that no member, whether executive or non-executive, dominates discussion, that appropriate discussions takes place and that relevant opinions among members is forthcoming. The Chairman will ensure that discussions result in logical and understandable outcomes;
- l) ensuring that all directors are enabled and encouraged to participate in its activities. This includes ensuring that all relevant issues are on the agenda and that all directors receive timely, relevant information tailored to their needs and that they are properly briefed on issues arising at Board meetings;
- m) ensuring that executive directors look beyond their executive function and accept their full share of responsibilities of governance;
- n) guiding and mediating Board actions with respect to organisational priorities and governance concerns;
- o) undertaking the primary responsibility for organising information necessary for the Board to deal with items on the agenda and for providing this information to directors on a timely basis; and
- p) performing other responsibilities assigned by the Board from time to time.
- q) ensure that general meetings support meaningful engagement between the board, senior management and shareholders. The engagement should be interactive and include robust discussion on among others the Company’s financial and non-financial performance as well as the Company’s long-term strategies.

8. ROLE OF THE MD/CEO

The position of the MD/CEO in essence is to ensure the effective implementation of the Company’s Business Plan and policies established by the Board as well as to manage the daily conduct of the business to ensure its smooth operation.

The MD/CEO, in association with the Chairman, is accountable to the Board for the achievement of the Company’s goals and objectives and the MD/CEO is accountable to the Board for the observance of management limitations.

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The MD/CEO is expected to act within all specific authorities delegated to him or her by the Board.

Generally, the MD/CEO is responsible to the Board for the following:

- a) executive management of the Group's business covering, inter alia, the development of a strategic plan; an annual operating plan and budget; performance benchmarks to gauge management performance against and the analysis of management reports;
- b) effectively oversee the human resources of the organisation with respect to key positions in the Group hierarchy, makes recommendations to the Board for recruitment of senior management staff, determination of remuneration as well as terms and conditions of employment for senior management and issues pertaining to discipline;
- c) assures the Company that its corporate identity, products and services are of high standards and are reflective of the market environment;
- d) be the official spokesman for the Company and responsible for regulatory, governmental and business relationships;
- e) ensures compliance with governmental procedures and regulations;
- f) coordinates business plans with the businesses heads, coordinates management issues through the Board, and oversees divisional function groups and cost containment process in consultation with the Chief Financial Officer and the Regional Office or Head Office;
- g) maintains and facilitates a positive working environment and good employee relations;
- h) assists in the selection and evaluation of Board members through the Nomination and Remuneration Committees;
- i) assist the Chairman in organising information necessary for the Board to deal with the agenda and for providing this information to directors on a timely basis;
- j) ensures that the Group's Financial Reports present a true and fair view of the Group's financial condition and operational results and are in accordance with the relevant accounting standards; and
- k) develop long-term strategic and short-term profit plans;

9. ROLE OF INDEPENDENT DIRECTORS

- 9.1 Independent Directors are those who have no direct or indirect pecuniary interest in the Company other than the remuneration for their services as members of the

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Board of Directors and Board committees of the Company and the Group which as defined under Rule 1.01 of the ACE Market Listing Requirements. An Independent Director shall be a person who is not, and has not been within the last 3 years, an officer (except as an independent director) of the said Corporation. For this purpose, “officer” has the meaning given in Section 2 of the Companies Act 2016.

- 9.2 The role of Independent Directors is to constructively challenge and help develop proposals on strategy include, inter alia:
- i) an Independent Director is independent of Management and free of any significant business or other relationships that could materially interfere with, or could reasonably be perceived to materially interfere with, the exercise of their unfettered and independent judgement, and who otherwise meet the criteria for independence;
 - ii) to make independent assessment of the information, reports or statements, having regard to the Directors’ knowledge, experience and competence, to provide independent view and demonstrate objectivity in reviewing and challenging the management’s proposals at meetings;
 - iii) to devote sufficient time to update their knowledge and enhance their skills through appropriate continuing education programmes, so as to keep abreast of industry issues, market development and trend, and enable them to sustain their active participation in board deliberations;
 - iv) act as a channel of communication between Management, shareholders and other stakeholders, and provide the relevant checks and balances, focusing on shareholders’ and other stakeholders’ interests and ensuring that high standards of corporate governance are applied.
 - v) Independent Directors shall meet among themselves at least annually to discuss among others strategic, governance and operational issues.

10. ROLE OF INDIVIDUAL DIRECTOR

Directors are accountable to their shareholders and should use their best efforts to ensure that the Group and the Company are properly managed and constantly improved so as to protect and enhance shareholder value, and to meet the Group and the Company’s obligations to all parties with which the Group and the Company interacts, i.e. its stakeholders. Their responsibilities include, amongst others, the following:

- a) Directors are appointed to act in the interests of the Group and the Company and an important area of their legal responsibilities derives from trust law - the fiduciary duty to act in the interests of the Group and the Company, which includes the interests of the shareholders;
- b) They are under a duty to exercise reasonable skill and care in the discharge of their functions;

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- c) Directors are required to exercise the utmost good faith towards the Group and the Company in all their actions and to act honestly in the exercise of the powers and in the discharge of the duties of their office;
- d) Directors are expected to be actively involved not only in Board meetings but general meetings of shareholders;
- e) Acquiring knowledge about the business of the Group and the Company, the statutory and regulatory requirements affecting effective discharge of their duties, being aware of the physical, political and social environment in which it operates;
- f) Assisting the Chairman in providing the Group and the Company with effective leadership; and
- g) Being available to advise management between Board meetings when necessary.

11. ROLE OF MANAGEMENT

The role of the Management, in general, are:

- a) Developing and proposing for the Board's approval, strategic plan and annual budget for the Group to ensure achievement of the objectives set by the Board;
- b) Communicating to the staff on any decision made and implementing the strategic plan that approved by the Board to ensure that the objectives of the Group and the Company approved by the Board are met;
- c) Running and managing the operations of the Group and the Company in a proper manner and in accordance with the Board approved strategic plan within the limit of authority set by the Board;
- d) Setting up of an appropriate and effective internal control measures and risk management framework to identify, assessing, managing and monitoring key risks;
- e) Assisting the Board in the establishment of Group and Company's policies by developing such policies for the Board's review and approval, and for Group and Company to adopt and implement the approved policies;
- f) Developing effective management information and internal control systems of the Group and the Company to ensure that integrity and adequacy of the systems are intact;
- g) Reporting to the Board periodically on the performance of the Group against the approved plan and budget as well as other matters that is under the Board's purview and enable the Board to discharge its responsibilities effectively; and
- h) Reporting to the Board on matters that required their decision/approval or of significance to the Group and the Company.

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12. DISQUALIFICATION OR VACATION OF OFFICE

The office of Directors shall become vacant if the Director:

- a) becomes bankrupt or makes any arrangement or composition with his creditor generally during his term of office;
- b) becomes prohibited from being a director by reason of any order made under the Act or contravenes Section 130 or 130A of the Act;
- c) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental disorder during his term of office;
- d) is absent from more than fifty percent (50%) of the total board of directors' meetings held during a financial year;
- e) resigns from his office by notice in writing to the Company and deposited at the Office of the Company; or
- f) is removed from his office of Director by resolution of the Company in general meeting of which special notice has been given;
- g) if he is convicted by a court of law, whether in Malaysia or elsewhere, in relation to offences under the Act or any securities laws.

13. RE-ELECTION

Pursuant to the Company's Constitution of the Company, an election of directors takes place subsequent to their appointment each year where one-third (1/3) of the directors or if their number is not three (3) or multiple of three (3), then the number nearest to one-third (1/3) shall retire by rotation from office and shall be eligible for re-election at each annual general meeting and that all directors shall retire from office at least once in every three (3) years and shall be eligible for re-election.

The directors to retire in each year shall be those who have been longest in office since their last election, but as between persons who became directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by lot.

The tenure of an Independent Director should not exceed a cumulative term of nine (9) years. Upon completion of the nine (9) years, an Independent Director may continue to serve the Board subject to the Director's re-designation as a Non-Independent Director. The Board, in exception cases and subject to the assessment of the NC on an annual basis, recommend for an Independent Director who has served beyond a consecutive or cumulative term of nine (9) years to remain as an Independent Director subject to valid justification and annual shareholders' approval.

The Board shall undertake a rigorous review to determine whether the "independence" of the director has been impaired to justify retaining an Independent Director beyond the cumulative term limit of nine (9) years. Findings from the review shall be disclosed to

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the shareholders for them to make an informed decision.

Annual assessment on the effectiveness of the Board, Board Committees and Individual Directors will be carried out with the objective to draw the attention of the Board key areas that need to be improved.

14. DUTY TO DISCLOSE INTEREST

The Constitution stipulates that every Director who may have direct or indirect interest in any contract or proposed contract or arrangement with the Company and/or Group shall immediately declare his/her interest to the Board and shall not participate in deliberations and shall abstain himself/herself from casting his/her votes in any matter arising therefrom.

Should there be an actual, potential or perceived conflict of interest between the Company and a Director, or an associate of a Director such as a spouse, other family member, or a related company (as defined under Section 197 of the CA), the Director involved shall make full disclosure and act honestly in the best interest of the Company:-

- a) The Director shall immediately inform the Audit and Risk Management Committee in respect of their direct and indirect interests in any businesses or corporations which carry on similar trade as that of the Group; and
- b) Every Director shall comply with the provisions of Sections 219 and 135 of the CA in connection with the disclosure of his/her shareholding and interests in the Company and his/her interest in any contract or proposed contract with the Company and in connection with the disclosure, every Director shall state the fact and the nature, character and extent of any office or possession of any property whereby whether directly or indirectly duties or interests might be created in conflict with his/her duty or interest as a Director of the Company.

The interested Directors shall abstain from deliberation and voting on the resolutions relating to those matters or transactions.

An actual, potential or perceived conflict of interest shall not necessarily disqualify an individual Director from the Board provided that full disclosure of the interest has been made in good faith and due honesty.

15. BOARD PROCESSES/PROCEDURES

15.1 Board Meeting and Frequency

- a) The Board shall meet regularly, at least on a quarterly basis. Special Board meetings shall be held in addition to the quarterly meetings as and when required. Prior notice of meetings will be given to all who are required to attend the meetings.

The quorum for Board meetings shall be at least two (2) of the number of

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Directors on the Board.

- b) The Chairman of the Board, or in his/her absence, a Director from amongst the Board members appointed shall preside at all meetings.
- c) Board members are required to attend the Board meetings and attendance of each individual Director in the meetings held in a financial year is required to be disclosed in the Annual Report.
- d) Other senior officers may be invited to attend for particular items within their responsibility. The Board may also invite external parties such as the auditors, solicitors and consultants as and when the need arises.
- e) Any Director who has a direct or deemed interest in the subject matter to be deliberated, must abstains from deliberation and voting on the same during the meeting.
- f) The Directors may participate at a meeting of the Directors by means of telephone and video conference or by other means of communication. The physical presence of Director(s) is not compulsory and participation at the meeting in the aforesaid manner shall be deemed to constitute presence in person at such meeting. The Directors participating at any such meeting shall be counted in the quorum for such meeting. All resolutions agreed upon by the Directors at such a meeting shall be deemed to be as effective as a resolution passed at a meeting in person of the Directors duly convened and held. All information and documents must be made equally available to all participants prior to, at, or during the meeting.

15.2 Agenda

- a) The notice of a Directors' meeting shall be given in writing at least seven (7) days prior to the meeting save and except for the case of emergency.
- b) The agenda shall include, amongst others, matters specifically reserved for the Board's decision. The Board shall record its deliberation, in terms of the issues discussed, and the conclusions thereof in discharging its duties and responsibilities.

15.3 Meeting Papers

- a) Board papers and agenda items are to be circulated at least five (5) business days prior to the meeting.
- b) The draft minutes shall be circulated together with the Board papers at the following Board meeting. If one or more Directors request their opinion to be noted, the Company Secretary shall comply with the request.

The Minutes of Board and Committee meetings shall be circulated within a reasonable time frame. Full minutes of each Board meeting and Committee meetings are kept at the registered office of the Company and are available for

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inspection by any Director during office hours.

15.4 Access to Information and Independent Professional Advice

All Directors (executive and non-executive) have the same right of access to all information within the Group whether as a full board or in their individual capacity, in furtherance of their duties and responsibilities as Directors of the Company, subject to a formal written request to the Chairman furnishing satisfactory and explicit justification for such request.

All Directors shall have access to the advice and services of the Company Secretary. The Board shall recognise that the Chairman is entitled to the strong and positive support of the Company Secretary in ensuring the effective functioning of the Board.

The full Board or in their individual capacity, in furtherance of their duties, shall be able to obtain an independent professional advice at the Company's expenses.

16. BOARD COMMITTEES

The Board reserves the right to establish Committees from time to time in the discharge of its duties and responsibilities. Where a Committee is formed, specific terms of reference of the committee would be established to cover matters such as the purpose, composition and functions of the committee.

A number of standing committees with written terms of reference has been established namely the following:

16.1 Audit and Risk Management Committee ("ARMC")

The Audit and Risk Management Committee assists and supports the Board's responsibility to oversee the Company's operations by providing a means for review and monitoring of the Group's financial reporting processes, its management of risk and internal control system, its audit processes as well as compliance with legal and regulatory matters, its own code of business conduct and such other matters that may specifically delegated to the ARMC by the Board from time to time.

The duties and responsibilities of the ARMC should include the following:-

A) External Audit

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- a) Review with the external auditors on their audit plan, their evaluation of the system of internal controls, audit report, problems and reservations arising from the interim and final audits, the management letter and management's response and the adequacy of assistance given by the Group's employees.
- b) Review any letter of resignation from the external auditors and report the same to the Board.
- c) Review whether there is any reason that the external auditor is not suitable for reappointment and make the relevant recommendation to the Board.
- d) Recommend the nomination of a person or persons as external auditors, including matters related to audit fees. In considering the appointment or re-appointment of the external auditors; to consider among others:-
 - i) the adequacy of the experience and resources of the accounting firm;
 - ii) the persons assigned to the audit;
 - iii) the accounting firm's audit engagements;
 - iv) the size and complexity of the Group being audited;
 - v) the number and experience of supervisory and professional staff assigned to the particular audit;
 - vi) the appropriateness of audit fees to support a quality audit;
 - vii) results of recent inspections on the firm by the Audit Oversight Board, the Malaysian Institute of Accountants ("MIA") or other regulatory bodies, if any;
- e) Ensure the proper policies and procedures are established and to assess the suitability and independence of external auditors, including obtaining written assurance from external auditors confirming they are and have been independent throughout the conduct of audit engagement in accordance with the terms of reference of all relevant professional and regulatory requirements.
- f) Review non-audit services which may be provided by the external auditors (e.g. contract and nature) and the fee for such service. The non-audit services to be approved by the ARMC before they are rendered by the external auditors and its affiliates while taking into account the nature and extent of the non-audit services and the appropriateness of the level of fees.

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B) Internal Audit

- a) Review and report the same to the Board on the adequacy of the scope, functions and resources of the internal audit function, and that it has the necessary authority to carry out its work.
- b) Ensure the internal audit function is independent of the activities its audits and the internal auditors reports directly to the ARMC. The internal auditors should have the relevant qualifications and be responsible for providing assurance to the ARMC that the internal controls are operating effectively. The internal auditors will be responsible for the regular review and/or appraisal of the effectiveness of the internal control within the Company.
- c) Review and report the same to the Board on the internal audit programme, processes, the results of the internal audit programme, processes or investigation undertaken, and whether or not appropriate action is taken on the recommendations of the internal audit function;
- d) Ensure that appropriate action is taken on the recommendations of the internal auditors, where necessary;
- e) Review the assistance and co-operation given by the employees of the Company to the internal auditors;
- f) Approve any appointment or termination of the internal auditors; and
- g) Inform itself of the resignation of internal auditors and request the resigning firm to submit its reasons for resigning.
- h) ensure appropriate internal audit function which helps to accomplish the Company's goals by bringing an objective and disciplined approach to evaluate and improve the effectiveness of risk management, internal control, anti-corruption, whistleblowing and governance processes. This function serves as an important source of advice for the ARMC and the Board concerning areas of weaknesses or deficiencies in internal processes to facilitate appropriate remedial measures by the Company.

C) Risk Management

- a) Review the adequacy of Group's risk management framework and assess the resources and knowledge of the Management and employee involved in the risk management process;

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- b) Review the effectiveness of internal control systems deployed by the Management to address those risks;
- c) Review and recommend corrective measures undertaken to remedy failings and/or weaknesses;
- d) Review and further monitor principal risks that may affect the Group directly or indirectly that if deemed necessary, recommend additional course of action to mitigate such risks in order to safeguard shareholders' investments and the Company's assets.
- e) Communication and monitoring of risk assessment results to the Board;
- f) Actual and potential impact of any failing or weakness, particularly those related to financial performance or conditions affecting the Company.

D) Others

- a) To consider any related party transaction and conflict of interest situation that may arise within the Group and the Company including any transaction, procedure or course of conduct that concern the management integrity;
- b) To verify the allocation of Employees' Share Option Scheme ("ESOS") in compliance with the criteria as stipulated in the by-laws of ESOS of the Company, if any; and
- c) To consider other topics or subject matters as defined by the Board.

16.2 Nomination Committee ("NC")

NC which comprises exclusively of Non-Executive Directors, a majority of whom must be Independent Directors. NC role is to oversees matters relating to the nomination of new Directors, annually reviews the required mix of skills, experience and other requisite qualities of Directors as well as the annual assessment of the effectiveness of the Board as a whole, its Committees and the contribution of each individual Director as well as identify candidates to fill board vacancies, and nominating them for approval by the Board. The NC also reviews and recommends to the Board corporate governance principles to be implemented for the Group, in compliance with the MCCG.

The duties and responsibilities of NC are as follows:

- a) review the structure, size and diversity (including without limitation, gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge, time commitment and length of service) of the Board and Board Committee as well as Senior Management at least annually; and make recommendations to the Board with regards to

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any adjustment that are deemed necessary.

- b) to consider taking reasonable steps in ensuring that woman candidates are sought as part of the recruitment exercise in trying to achieve the 30% female Directors on Board in which a reasonable time frame for the Board to achieve this is three years or less and thereafter, to recommend to the Board for consideration if there is a suitable female candidate has been identified.
- c) consider the election criteria and develop procedures for the sourcing and election of candidates to stand for election by the Company's shareholders ("Shareholders") or to fill casual vacancies of Directors. In identifying suitable candidates, the NC shall consider candidates on merit and against the objective criteria, with due regard for the benefits of diversity on the Board. The nomination and the election process should be disclosed in the Annual Report.
- d) determine the suitability and eligibility of nomination candidates for the approval of the Board, to fill Board vacancies as and when they arise as well as put in place plans for succession, in particular for the Chairman and Chief Executive as well as Senior Management of Company. If the NC determines that a Director, who has one or more of the relationships that could interfere with his exercise of independent business relationship judgment, is in fact independent, it should disclose in full nature of the Director's relationship and bear responsibility for explaining why he should be considered independent.
- e) assess annually the term of office and performance of the audit committee and each of its members to determine whether such audit committee and members have carried out their duties in accordance with their terms of reference.

16.3 Remuneration Committee ("RC")

The Remuneration Committee is primarily responsible to recommend to the Board the remuneration of Executive Directors, CEO/MD, Non-Executive Directors and Senior Management of the Group in all its forms, drawing from outside advice if necessary.

The roles and responsibilities of ARMC, RC and NC are set out in the Terms and Reference of each Committee.

The duties and responsibilities of RC are as follows:

- a) to review and recommend to the Board the remuneration policies, principles and the framework review the level of remuneration as it should be aligned with the business strategy and long-term objectives of the Company, demand and complexity of the Company's activities, reflect the experience and level of responsibilities undertaken by the Executive Directors, Non-Executive Directors and Senior Management;

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- b) review and assess on how best to measure the performance of the Directors and Senior Management;
- c) review and assess on the procedure of payout and how it will be linked to performance of individual and the Company;
- d) recommend to the Board in consultation with Management and the Chairman of the Board, any long term incentive schemes which may be set up from time to time and to do all acts necessary in connection herewith.3.1.2 carry out its duties in the manner that it deemed expedient, subject always to any regulations or restrictions that may be imposed upon the RC by the Board from time to time.
- e) carry out its duties in the manner that it deemed expedient, subject always to any regulations or restrictions that may imposed upon the RC by the Board from time to time.

17. REMUNERATION LEVELS OF DIRECTORS

The board has remuneration policies and procedures to determine the remuneration of directors and senior management, which takes into account the demands, complexities and performance of the company as well as skills and experience required. The remuneration policies and practices should appropriately reflect the different roles and responsibilities of non-executive directors, executive directors and senior management. The policies and procedures are periodically reviewed and made available on the company's website.

The Company aims to set remuneration at levels which are sufficient to attract and retain the Directors needed to run the Company successfully, taking into consideration all relevant factors including demands, complexities and performance of the Company as well as skills and experience, required function, workload and responsibilities involved, but without paying more than is necessary to achieve this goal.

The level of remuneration for the executive directors, CEO/MD, Non-Executive Directors and Senior Management of the Group is recommended by the Remuneration Committee to the Board after giving due consideration to the compensation levels for comparable positions among other similar Malaysian public listed companies.

In fixing the remuneration to be paid to Directors who are not employees of the Group for serving on the Board and on Committees of the Board, the Board will consider the following:

- a) The compensation that is paid to Directors of other companies which are comparable in size to the Group and complexity of the group's business;
- b) The amount of time it is likely Directors will be required to devote in preparing for and attending meetings of the Board and the Committees on which they serve;
- c) If a Committee on which a Director serves undertakes a special assignment, the

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importance of that special assignment to the Group and its shareholders; and

- d) The risks involved in serving as a Director and a member of Board Committees.

18. ACCOUNTABILITY AND AUDIT

18.1 Financial Reporting

The Board aims to present a clear and balanced assessment of the Group's financial position and future prospects that extends to the annual and quarterly reports.

The Board ensures that the annual and interim financial statements are prepared so as to give a true and fair view of the current financial status of the Group in accordance with the approved accounting standards.

The Group's practice is to announce to Bursa Securities its quarterly financial results as early as possible within two (2) months after the end of each quarterly financial period.

The Auditors Report shall contain a statement from the Auditors explaining their responsibility in forming an independent opinion, based on their audit, of the financial statements.

18.2 Company Auditors

The Board has established formal and transparent arrangements for considering how financial reporting and internal control principles will be applied and for maintaining an appropriate relationship with the Company Auditors through the ARMC.

The ARMC also keeps under review the scope and results of the audit and its cost effectiveness and the independence and objectivity of the Company Auditors. The ARMC ensures that the Company Auditors do not supply a substantial volume of non-audit services to the Company.

Appointment of the Company Auditors is subject to approval of shareholders at general meeting. The Company Auditors have to retire during the Annual General Meeting ("AGM") every year and be re-appointed by shareholders for the ensuing year.

18.3 Internal Controls and Risk Management

- a) The Board has overall responsibility of maintaining a system of internal controls, which provides reasonable assurance of effective and efficient operations and compliance with laws and regulations as well as with internal policies and procedures.
- b) The Company has a well-resourced internal audit function, which critically reviews all aspects of the Company's activities and its internal controls and

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provide advisory support or advice on strategy of the Company. Comprehensive audits of the practices, procedures, expenditure and internal controls of all business and support units and subsidiaries are undertaken on a regular basis. The Head of Internal Audit has direct access to the Board through the Chairman of the ARMC.

- c) The Board ensures the system of internal controls and enterprise risk management are reviewed on a regular basis by the Audit and Risk Management Committee.
- d) The ARMC receives reports regarding the outcome of such reviews on a regular basis.

19. GENERAL MEETINGS

19.1 Annual General Meeting (“AGM”)

- a) The Company regards the AGM as an important event in the corporate calendar of which all Directors and key senior executives should attend.
- b) The Notice of AGM shall be given to the shareholders at least 28 days prior to the AGM.
- c) The Company regards the AGM as the principal forum for dialogue with shareholders and aims to ensure that the AGM provides an important opportunity for effective communication with, and constructive feedback from, the Company's shareholders.
- d) The Chairman encourages active participation by the shareholders during the AGM by serving notice earlier than the minimum notice period.
- e) The Chairman and, where appropriate, the CEO responds to shareholders' queries during the meeting. Where necessary, the Chairman will undertake to provide a written answer to any significant question that cannot be readily answered at the meeting.
- f) The Company will ensure that all resolutions set out in the notice of any general meeting or notice of resolution are voted by poll and at least one (1) independent scrutineer is appointed as to facilitate poll voting. The results of the poll including the number and percentage of votes cast for and against each resolution would be announced accordingly.
- g) The complete minutes of the general meeting will be published on the Company's website within 30 business day after the meeting.

19.2 Extraordinary General Meeting (“EGM”)

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The Directors will consider requisitions by shareholders to convene an EGM or any other urgent matters requiring immediate attention of the Company.

20. INVESTOR RELATIONS AND SHAREHOLDER COMMUNICATION

The Board acknowledges the need for shareholders to be informed of all material business matters affecting the Group and as such adopts an open and transparent policy in respect of its relationship with its shareholders and investors.

The Board ensures the timely release of financial results on a quarterly basis to provide shareholders and analysts with an overview of the Group's performance and operations in addition to the various announcements made during the year.

The Company conducts dialogues with financial analysts from time to time as a means of effective communication that enables the Board and Management to convey information relating to the Company's performance, corporate strategy and other matters affecting shareholders' interests.

To ensure that each item of special business included in the notice to be accompanied by a full explanation of the effects of the proposed resolution;

To ensure that each item of special business included in the notice to be accompanied by a full explanation of the effects of the proposed resolution;

For election and re-election of Directors, ensures that the notice of meeting state which Directors are standing for election with a brief description to include matters such as age, relevant experience, list of directorships, date of appointment to the Board, details of participation in board committee and the fact that a particular Director is independent;

To ensure that the conduct of a virtual general meeting (fully virtual or hybrid) support meaningful engagement between the Board, Senior Management and shareholders. This includes having in place the required infrastructure and tools to support among others, a smooth broadcast of the general meeting and interactive participation by shareholders. Questions posed by shareholders will be made visible to all meeting participants during the meeting itself.

The Group's website, www.catchadigital.com.my, provides easy access to corporate information pertaining to the Group and its activities and is continuously updated.

21. RELATIONSHIP WITH OTHER STAKEHOLDERS

In the course of pursuing the vision and mission of the Group, the Board recognises that no business organisation can exist by maximising shareholders value alone. In this regard, the needs and interests of other stakeholders are also taken into consideration.

The Board is responsible for:-

- a) ensuring the Group has in place policies governing the Group's relationship with stakeholders to enable effective transparent and regular communication not just

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with shareholders, but with all stakeholders and broader community;

- b) ensuring the Group's strategies promote sustainability;
- c) ensuring the rights of other stakeholders are not compromised; and
- d) establishing and maintaining environmental, employment and occupational health and safety policies;

The Board shall consider to leverage technology if there are large number of shareholders or meetings to be conducted in remote locations to facilitate the following:-

- a) voting including voting in absentia; and
- b) remote shareholders' participation at General Meetings

22. COMPANY SECRETARY

22.1 The appointment and removal of the Company Secretary is a matter for the Board as a whole. The Board recognises the fact that the Company Secretary should be suitably qualified and capable of carrying out the duties required of the post.

22.2 The key role of the Company Secretary is to provide unhindered advice and services for the directors as and when the need arises, to enhance the effective functioning of the Board and to ensure regulatory compliance. Other primary responsibilities of the Company Secretary shall include:

- a) advising the Board on matters related to corporate governance and Listing Requirements;
- b) ensuring that Board procedures and applicable rules are observed;
- c) advise the Board on the implementation of the Corporate Governance Code;
- d) monitor compliances with the principles and best practices of the Code and inform the Board of any breaches;
- e) advise the Board on its obligatory requirements to disclose material information to the shareholders and financial markets on a timely basis;
- f) advise the Board on its roles and responsibilities;
- g) advise the board on corporate disclosures and compliance with Company and securities regulations and listing requirements;
- h) notify the Chairperson of any possible violations of legal and regulatory acts;
- i) prepare agendas and coordinating the preparation of the Board papers in

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timely and effective manner and circulate the agenda together with the relevant papers at least five (5) business days prior to each meeting to enable full and proper consideration be given to issues;

- j) ensure the meeting flows effectively;
- k) record the decisions of the Board, ensuring that the decisions are relayed to the management to act upon and circulated amongst the directors;
- l) provide full access and services to the Board and carrying out other functions deemed appropriate by the Board from time to time;
- m) assist the Board in ensuring a smooth administration of the appointment of new directors;
- n) facilitate the orientation of new directors and assist in directors' training and development;
- o) ensure availability of information required by new directors for the proper discharge of their duties; and
- p) ensure compliance with the procedure for conducting meetings and safekeeping of corporate documentation.

23. ANNUAL PERFORMANCE EVALUATION OF THE BOARD, BOARD COMMITTEES AND INDIVIDUAL DIRECTORS

The Board, through the NC will conduct an annual self-evaluation and/or peer evaluation on its effectiveness as a whole, each individual Directors and the different Committees established by the Board and facilitated by the Company Secretary.

The annual evaluations should not focus entirely on historical assessment of directors' performance but also include forward looking considerations, such as mapping current board competencies against those required, to drive the company's future strategies.

The Board may engage independent experts periodically to facilitate objective and candid Board evaluation.

24. CODE OF CONDUCT AND BUSINESS ETHICS

The Board shall formalise and commit to ethical values through the maintenance of a code of conduct and business ethics and ensure the implementation and compliance with the code of ethics.

The Board should encourage employees to report genuine concerns in relation to breach of a legal obligation (including negligence, criminal activity, breach of contract and breach of law), miscarriage of justice, danger to health and safety or to the environment and the cover-up of any of these in the workplace.

The Board should ensure that its whistleblowing policies set out avenues where

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legitimate concerns can be objectively investigated and addressed. Individuals should be able to raise concerns about illegal, unethical or questionable practices in confidence and without the risk of reprisal.

25. CORPORATE DISCLOSURES

25.1 The Board shall have relevant corporate disclosure policies and procedures to ensure comprehensiveness, accuracy and timeliness of information disclosed. These policies and procedures shall ensure compliance with the relevant disclosure requirements as enumerated in the ACE Market Listing Requirements.

25.2 The Company shall consider the use of information technology in communicating with stakeholders, including a dedicated section for Investor Relations on the Company's website. This section shall provide information such as, amongst others, the Board Charter and the Annual Report of the Company.

25.3 The Chairman to speak on behalf of the Group and to manage the communication of information to investors, other stakeholders and the public in an orderly and effective manner while adhering, at all times, to relevant laws and regulatory requirements.

26. ANTI-BRIBERY AND ANTI-CORRUPTION PROGRAMME

The Board shall ensure a sustainable anti-bribery and anti-corruption programme be implemented in the Company, which includes compliance with the Anti-Bribery and Anti-Corruption Policy and assign adequate resources to implement the anti-bribery and anti-corruption programme.

28. REVIEW OF CHARTER

This Charter and all Board Committee Charters and Policies shall be periodically reviewed and may be amended by the Board as it deems appropriate.

29. PUBLICATION OF THE CHARTER

Key features of the charter are to be outlined in the Annual Report. A copy of the charter is available at the Company's website.

Reviewed and approved by the Board of Directors on 22 February 2022.