

CATCHA DIGITAL BERHAD
(Formerly known as Rev Asia Berhad)
[Registration No. 201001033020 (916943-W)]
(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Twelfth (“12th”) Annual General Meeting (“AGM”) of the Company will be conducted on a fully virtual basis for the purpose of considering and, if thought fit, passing, with or without modifications the resolutions set out in this notice:-

- Day and Date : Thursday, 30 June 2022
Time : 10.00 a.m.
Meeting platform : <https://meeting.boardroomlimited.my> (Domain Registration No. with MYNIC - D6A357657)
Mode of Communication : i. Pose questions to the Board real-time submission of typed texts at meeting platform during live streaming of the 12th AGM
ii. Submit questions by logging into the Boardroom Smart Investor Portal at <https://investor.boardroomlimited.com> prior to Meeting
iii. Email questions to kean@catchagroup.com no later than 10.00 a.m. on Tuesday, 28 June 2022

AGENDA

As Ordinary Business

1. To receive the Audited Financial Statements for the financial year ended 31 December 2021 together with the Reports of the Directors and Auditors thereon.
(Please refer to Note 1 of the Explanatory Notes)
2. To approve the payment of Directors’ fees and benefits payable to the Directors of the Company and its subsidiaries up to an aggregate amount of RM500,000.00 from this 12th AGM until the next AGM of the Company.
(Ordinary Resolution 1)
(Please refer to Note 2 of the Explanatory Notes)
3. To re-elect the following Directors who are retiring pursuant to Clause 96 of the Constitution of the Company:-
 - (i) Lucas Robert Elliott **(Ordinary Resolution 2)**
 - (ii) Patrick Ykin Grove **(Ordinary Resolution 3)****(Please refer to Note 3 of the Explanatory Notes)**
4. To re-appoint Messrs BDO PLT as the Company’s Auditors and to authorise the Board of Directors to fix their remuneration. **(Ordinary Resolution 4)**

As Special Business

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

5. **Proposed continuation in office of Dato' Larry Gan Nyap Liou @ Gan Nyap Liow as Independent Non-Executive Chairman**

“**THAT** approval be and is hereby given to Dato' Larry Gan Nyap Liou @ Gan Nyap Liow who has served as an Independent Non-Executive Chairman of the Company for a cumulative term of more than twelve (12) years, to continue to act as a Independent Non-Executive Chairman of the Company until the conclusion of the next AGM of the Company.”

(Ordinary Resolution 5)

(Please refer to Note 4 of the Explanatory Notes)

6. **Proposed continuation in office of Mr Mah Yong Sun as Independent Non-Executive Director**

“**THAT** approval be and is hereby given to Mr Mah Yong Sun who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than twelve (12) years, to continue to act as an Independent Non-Executive Director of the Company until the conclusion of the next AGM of the Company.”

(Ordinary Resolution 6)

(Please refer to Note 4 of the Explanatory Notes)

7. **Proposed Renewal of 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**

“**THAT** pursuant to Sections 75 and 76 of the Act and the Constitution of the Company, the Directors be and are hereby authorised and empowered to allot and issue shares in the Company at any time until the conclusion of the next AGM of the Company and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit provided that the aggregate number of shares to be issued does not exceed ten per centum (10%) of the total number of issued shares of the Company (excluding treasury shares) at the time of issue, subject to the Constitution of the Company and approval of all the relevant regulatory bodies being obtained for such allotment and issue.”

(Ordinary Resolution 7)

(Please refer to Note 5 of the Explanatory Notes)

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

By Order of the Board,

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

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

Company Secretaries

Selangor Darul Ehsan

28 April 2022

Notes:-

- 1) A member of the Company entitled to attend and vote at this Meeting is entitled to appoint a proxy or attorney or other duly authorised representative to attend and vote in his stead. A proxy may, but need not be a member of the Company. A member may appoint any person to be his proxy. A member shall not be entitled to appoint more than two (2) proxies to attend and vote at the same meeting. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he/she specifies the proportions of his/her shareholdings to be represented by each proxy.
- 2) A member of the Company who is an authorised nominee as defined in the Securities Industry (Central Depositories) Act, 1991 (“SICDA”) may appoint at least one (1) proxy in respect of each security account it holds in ordinary shares of the Company standing to the credit of the said securities account.
- 3) For a member of the Company who is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) securities account (“omnibus account”), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds. An exempt authorised nominee refers to an authorised nominee as defined under SICDA which is exempted from compliance with the provisions of subsection 25A(1) of SICDA.
- 4) Where a member or the authorised nominee appoints two (2) proxies, or where an exempt authorised nominee appoints two (2) or more proxies, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.
- 5) The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority shall be deposited with Boardroom Share Registrars Sdn Bhd at Ground Floor or 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia or via electronic means through the Boardroom Smart Investor Portal at <https://investor.boardroomlimited.com> . (Please follow the procedures as stipulated in the Administrative Guide) not less than **forty-eight (48) hours** before the time appointed for holding of the meeting or adjourned meeting and in default the instrument of proxy shall not be treated as valid. Any notice of termination of a person’s authority to act as a proxy must be forwarded to the Company prior to the commencement of the 12th AGM or Adjourned 12th AGM.
- 6) Shareholders and proxies would need to register as a user on the Boardroom Smart Investor Portal first before they can request for the Remote Participant User ID and password to virtually attend, participate, speak and vote at the 12th AGM, in accordance with Administrative Guide.
- 7) For the purpose of determining a member who shall be entitled to attend and vote at the meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to make available to the Company a Record of Depositors as of **23 June 2022** and only a depositor whose name appears on the Record of Depositors shall be entitled to attend the meeting or appoint proxies to attend and vote in his stead.
- 8) Pursuant to paragraph 8.31A of the ACE Market Listing Requirements of Bursa Securities, all the resolutions set out in the Notice of the 12th AGM will be put to vote by-poll. Poll Administrator and Independent Scrutineers will be appointed to conduct the polling process and verify the results of the poll respectively.

EXPLANATORY NOTES

1. Audited Financial Statements for the financial year ended 31 December 2021

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

2. Directors' Fees and Benefits

Section 230(1)(b) of the CA 2016 provides that the fees of the directors and any benefits payable to the directors of a listed company and its subsidiary companies shall be approved at a general meeting.

3. Re-election of Directors

The profiles of the Directors who are standing for re-election under item 3 (Ordinary Resolutions 2 and 3) of this Agenda are set out in the Board of Directors' profile of the Annual Report 2021.

Based on the recommendation of the Nomination Committee, the Board is satisfied with the performance and contributions of the following Directors and supports the re-election based on the following justifications:-

(a) Re-election of Lucas Robert Elliott ("Mr Lucas") as Non-Independent Non-Executive Director

Mr Lucas' experience lies in developing fast moving online business models, monetising online media assets and executing corporate transactions including mergers and acquisitions, capital raisings and public listings. He has provided valuable inputs and feedback to the Company in developing the Group's business strategy, steering the Group forward and exercised his due care and carried out his professional duties proficiently during his tenure as a Non-Independent Non-Executive Director of the Company. He has contributed effectively and will continue in contributing his advisory role in the ongoing Proposed Regularisation Plan of the Company.

(b) Re-election of Patrick Ykin Grove ("Mr Patrick") as Non-Independent Non-Executive Director

Mr Patrick has built a number of successful media and internet-based businesses in Asia and has been independently recognised with numerous international awards. He has provided valuable inputs and feedback to the Company in developing the Group's business strategy, steering the Group forward and exercised his due care and carried out his professional duties proficiently during his tenure as a Non-Independent Non-Executive Director. He has contributed effectively and will continue in contributing his advisory role in the ongoing Proposed Regularisation Plan of the Company.

4. Proposed continuation in office of Dato' Gan Nyap Liou @ Gan Nyap Liow ("Dato' Gan") and Mr Mah Yong Sun (Mr Mah") to continue in office as Independent Non-Executive Chairman and Independent Non-Executive Director respectively

In respect of Ordinary Resolutions 5 and 6, the Board has via the Nomination Committee conducted an evaluation on the re-appointment of Dato' Gan and Mr Mah who have served as Independent Non-Executive Chairman and Independent Non-Executive Director of the

Company respectively for a cumulative term of more than twelve (12) years and recommended them to continue to act as Independent Non-Executive Chairman and Independent Non-Executive Director of the Company respectively as they have continued to display high level of integrity and are objective in their judgement and decision-making in the best interest of the Company, shareholders, and stakeholders. Dato' Gan, as Chairman of the Board and Mr Mah had contributed effectively and will continue in contributing their advisory roles in the ongoing Proposed Regularisation Plan of the Company. The detailed justifications are as set out in the Corporate Governance Overview Statement.

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

The proposed Ordinary Resolution 7 is to seek the shareholders' approval on the renewal of the general mandate for the issuance of shares by the Company under Sections 75 and 76 of the Companies Act 2016. If the resolution is duly passed, it is primarily to give flexibility to the Directors to issue and allot shares at any time in their absolute discretion and for such purposes as they consider would be in the interest of the Company without convening a general meeting. This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the next AGM of the Company.

Personal Data Privacy:

By submitting proxy form(s) appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the 12th AGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the 12th AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the 12th AGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.