

CATCHA DIGITAL

CATCHA DIGITAL BERHAD

(formerly known as Rev Asia Berhad)

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

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting ("EGM") of Catcha Digital Berhad (formerly known as Rev Asia Berhad) ("Catcha Digital" or "Company") will be held at WSPACE, Level 27 Penthouse, Centrepoint North, Mid Valley City, Lingkaran Syed Putra, 59200 Kuala Lumpur, Malaysia on Wednesday, 20 July 2022 at 9.30 a.m. and at any adjournment thereof, for the purpose of considering and, if thought fit, passing the following resolutions, with or without any modification:

ORDINARY RESOLUTION 1

PROPOSED ACQUISITION OF THE ENTIRE EQUITY INTEREST IN iMEDIA ASIA SDN BHD ("iMEDIA") BY CATCHA DIGITAL FROM CATCHA INVESTMENTS LTD ("CATCHA INVESTMENTS") AND iCREATIVE ASIA SDN BHD ("iCREATIVE") (CATCHA INVESTMENTS AND iCREATIVE ARE COLLECTIVELY REFERRED TO AS THE "VENDORS") FOR A TOTAL PURCHASE CONSIDERATION OF RM10,000,000 WHICH WILL BE FULLY SATISFIED THROUGH THE ISSUANCE OF 40,000,000 NEW ORDINARY SHARES IN CATCHA DIGITAL ("CATCHA DIGITAL SHARE(S)" OR "SHARE(S)" ("CONSIDERATION SHARE(S)") AT AN ISSUE PRICE OF RM0.25 PER CONSIDERATION SHARE ("PROPOSED ACQUISITION");

"THAT subject to and conditional upon passing of Ordinary Resolutions 2 and 3 and the relevant conditions as stipulated in the share sale agreement dated 1 September 2020 between the Company and the Vendors, as amended and supplemented by the amended and restated share sale agreement dated 23 December 2020, second amended and restated share sale agreement dated 10 September 2021, third amended and restated share sale agreement dated 12 November 2021, fourth amended and restated share sale agreement dated 24 May 2022 and variation letters dated 1 March 2021, 31 May 2021, 30 August 2021, 26 November 2021, 30 March 2022 and 27 June 2022 ("SSA") for the Proposed Acquisition and the approvals being obtained from the relevant authorities/parties (where required), authority be and is hereby given to the Board of Directors of Catcha Digital ("Board") to acquire the entire equity interest in iMedia for a purchase consideration of RM10,000,000 ("Purchase Consideration") which will be fully satisfied through issuance of 40,000,000 new Catcha Digital Shares at an issue price of RM0.25 per Consideration Share;

THAT in addition to the Purchase Consideration and subject to the fulfilment of the conditions for the First Hurdle Payment (as defined below) and Second Hurdle Payment (as defined below) as stipulated in the SSA, the Board be authorised to allot and issue such number of new Catcha Digital Shares in respect of the payment of the additional consideration of RM15,000,000 which is to be satisfied via a combination of cash payment of RM9,000,000 and issuance of 24,000,000 new Catcha Digital Shares at an issue price of RM0.25 per Catcha Digital Share to the Vendors upon meeting the consolidated profit after taxation and minority interest ("PATAMI") of the iMedia Group for the financial year ended 31 December ("FYE") 2021 being no less than RM2,000,000 ("First Hurdle" or "Base PATAMI") ("First Hurdle Payment") and the additional consideration of RM15,000,000 which is to be satisfied via a combination of cash payment of RM9,000,000 and issuance of 24,000,000 new Catcha Digital Shares at an issue price of RM0.25 per Catcha Digital Share to the Vendors upon meeting the consolidated PATAMI of the iMedia Group for the FYE 2021 exceeding the Base PATAMI and being at least RM3,000,000 ("Second Hurdle") ("Second Hurdle Payment") to the Vendors in proportion to the Vendors' shareholdings in iMedia and in accordance with the terms of the SSA. In aggregate, the total additional consideration to be paid to the Vendors following the achievement of the First Hurdle and Second Hurdle is RM30,000,000 which is to be satisfied via a combination of cash payment of RM18,000,000 and issuance of 48,000,000 new Catcha Digital Shares at an issue price of RM0.25 per Catcha Digital Share.

THAT the Board be authorised to allot and issue such number of new Catcha Digital Shares in relation to the acquisitions of Nara Media Sdn Bhd and Moretify Sdn Bhd undertaken by iMedia, in which third tranche payments of the purchase consideration for the acquisitions of Nara Media Sdn Bhd ("Nara Media") and Moretify Sdn Bhd ("Moretify") undertaken by iMedia shall be satisfied via a combination of cash payment and issuance of new Catcha Digital Shares to the vendors of Nara Media and Moretify respectively.

THAT the Consideration Shares, the additional Shares to be issued for the First Hurdle Payment and Second Hurdle Payment and the additional Shares to be issued for the acquisitions of Nara Media and Moretify undertaken by iMedia shall, upon allotment and issuance, rank equally in all respects with the existing Catcha Digital Shares in issue, save and except that they shall not be entitled to any dividends, rights, allotment and/or other distribution that may be declared, made or paid before the date of allotment of the Consideration Shares, additional Shares for the First Hurdle Payment and Second Hurdle Payment and the additional Shares to be issued for the acquisitions of Nara Media and Moretify undertaken by iMedia, as the case may be.

AND THAT the Board be and hereby authorised to do all such acts and things and to execute all necessary documents to give full effect to the Proposed Acquisition with full power to assent to any conditions, modifications, variations and/or amendments as may be required by the relevant authorities and to take all steps and actions as they may deem necessary and expedient to finalise, implement and give full effect to the Proposed Acquisition."

ORDINARY RESOLUTION 2

PROPOSED RENOUNCEABLE RIGHTS ISSUE OF UP TO 174,640,020 SHARES ("RIGHTS SHARE(S)") ON THE BASIS OF ONE (1) RIGHTS SHARE FOR EVERY ONE (1) EXISTING CATCHA DIGITAL SHARE HELD BY THE ENTITLED SHAREHOLDERS ON AN ENTITLEMENT DATE TO BE DETERMINED LATER ("PROPOSED RIGHTS ISSUE");

"THAT subject to and conditional upon passing of Ordinary Resolutions 1 and 3 and the approvals being obtained from the relevant authorities/parties (where required), authority be and is hereby given to the Board to: -

- provisionally allot and issue by way of a renounceable rights issue of up to 174,640,020 Rights Shares, on the basis of one (1) Rights Share for every one (1) existing Catcha Digital Share held by the existing shareholders of the Company ("Entitled Shareholders") as at the close of business on an entitlement date to be determined later ("Entitlement Date"). The Rights Shares shall, upon allotment and issuance, rank equally in all respect with the existing Catcha Digital Shares in issue, save and except that they shall not be entitled to any dividends, rights, allotment and/or other distribution that may be declared, made or paid before the date of allotment of the Rights Shares; and
- utilise the proceeds from the Proposed Rights Issue for such purposes and in such manner as set out in Section 2.4 of Part A of the circular to shareholder dated 30 June 2022 in relation to the Proposed Regularisation Plan ("Circular") and the Board be authorised to revise the purpose and manner of the utilisation of proceeds as it may deem fit or expedient or in the best interest of the Company, subject to the approval of the relevant authorities and/or shareholders of the Company, (where required).

AND THAT the Board be and hereby authorised to do all such acts and things and to execute all necessary documents to give full effect to the Proposed Rights Issue with full power to assent to any conditions, modifications, variations and/or amendments as may be required by the relevant authorities and to take all steps and actions as they may deem necessary and expedient to finalise, implement and give full effect to the Proposed Rights Issue."

ORDINARY RESOLUTION 3

PROPOSED EXEMPTION UNDER PARAGRAPHS 4.08(1)(a) AND 4.08(1)(b) OF THE RULES ON TAKE-OVERS, MERGERS AND COMPULSORY ACQUISITIONS FOR PATRICK YKIN GROVE, CATCHA GROUP PTE LTD AND THE PERSONS ACTING IN CONCERT WITH THEM FROM THE OBLIGATION TO UNDERTAKE A MANDATORY TAKE-OVER OFFER TO ACQUIRE THE REMAINING CATCHA DIGITAL SHARES NOT ALREADY OWNED BY THEM UPON COMPLETION OF THE PROPOSED ACQUISITION AND THE PROPOSED RIGHTS ISSUE RESPECTIVELY ("MANDATORY OFFER") ("PROPOSED EXEMPTION")

"THAT subject to and conditional upon passing of Ordinary Resolutions 1 and 2 and the approvals being obtained from the relevant authorities/parties (where required) including such conditions as may be imposed by the Securities Commission Malaysia, authority be and is hereby given for Patrick Ykin Grove, Catcha Group Pte Ltd and the persons acting in concert with them (namely Catcha Investments Ltd, iCreative Asia Sdn Bhd, Lucas Robert Elliott, Voon Tze Khay, Tee Cheon Wee, LoH Ken Wei and Brian Alexis A/L Antonisamy) to be exempted from the obligation to undertake a Mandatory Offer in accordance with Paragraphs 4.08(1)(a) and 4.08(1)(b) of the Rules on Take-over, Mergers and Compulsory Acquisition.

AND THAT the Board be and hereby authorised to do all such acts and things and to execute all necessary documents to give full effect to the Proposed Exemption with full power to assent to any conditions, modifications, variations and/or amendments as may be required by the relevant authorities and to take all steps and actions as they may deem necessary and expedient to finalise, implement and give full effect to the Proposed Exemption."

BY ORDER OF THE BOARD

TAI YIT CHAN (MAICSA 7009143)

SSM PC NO. 202008001203

TAN AI NING (MAICSA 7015852)

SSM PC NO. 202008000067

Chartered Secretaries

Selangor Darul Ehsan

30 June 2022

Notes:-

- 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.
- 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.
- 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.
- 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.
- 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 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 EGM or Adjourned EGM.
- 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 12 July 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.
- Pursuant to paragraph 8.31A of the ACE Market Listing Requirements of Bursa Securities, all the resolutions set out in the Notice of the EGM 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.