

# CATCHA DIGITAL

**CATCHA DIGITAL BERHAD**  
(Registration No. 201001033020 (916943-W))  
(Incorporated in Malaysia)

## NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** an Extraordinary General Meeting ("EGM" or "Meeting") of Catcha Digital Berhad ("Catcha Digital" or "Company") to be held at The Lab, Co-labs Coworking The Starling, Lot 4-401 & 4-402, Level 4, The Starling Mall, Damansara Uptown No. 6, Jalan SS21/37, 47400 Petaling Jaya, Selangor, Malaysia on Friday, 25 October 2024 at 2:30 p.m. or at any adjournment thereof, for the purpose of considering and, if thought fit, passing the following resolutions with or without any modifications:

### ORDINARY RESOLUTION 1

**PROPOSED SPECIAL ISSUE OF UP TO 52,000,000 NEW ORDINARY SHARES IN THE COMPANY ("SHARES") TO BUMIPUTERA INVESTORS TO BE IDENTIFIED AND/OR RECOGNISED BY THE MINISTRY OF INVESTMENT, TRADE AND INDUSTRY ("MITI") ("PROPOSED SPECIAL ISSUE")**

"THAT subject to the approvals of all relevant parties and/or authorities being obtained (where required) for the Proposed Special Issue, approval be and is hereby given to the Board of Directors of the Company ("Board") to allot and issue up to 52,000,000 new Shares ("Special Issue Shares") to Bumiputera investors to be identified and/or recognised by MITI at an issue price to be determined later, where such investors shall be persons qualified under Schedules 6 and 7 of the Capital Market and Services Act 2007;

THAT approval be and is hereby given to the Board to fix the issue price for each tranche of the Special Issue Shares at a later date after obtaining the relevant approvals for the Proposed Special Issue, based on a discount (if any) of up to 10% to the 5-day volume weighted average market price of the Shares immediately preceding the price-fixing date;

THAT the Special Issue Shares shall, upon allotment, issuance and full payment of the issue price, rank equally in all respects with the then existing issued Shares, save and except that the holders of the Special Issue Shares shall not be entitled to any dividends, rights, allotments and/or other distributions which may be declared, made or paid to the shareholders of the Company, where the entitlement date of which is prior to the date of allotment and issuance of the Special Issue Shares;

THAT the Board be and is hereby authorised to utilise the proceeds to be raised from the Proposed Special Issue for such purposes and in such manner as set out in the circular to the shareholders of the Company in relation to the Proposed Special Issue dated 8 October 2024 ("Circular") the Board be and is hereby authorised with full power to vary the manner and/or purpose of the utilisation of such proceeds in the manner as the Board may deem fit, necessary and/or expedient, subject to the approval of the relevant parties and/or authorities (where required) and in the best interest of the Company;

AND THAT authority be and is hereby given to the Board to sign and execute all such documents, do all things and acts in relation thereto, for and on behalf of the Company to give full effect to the Proposed Special Issue with full powers to assent to any conditions, modifications, variations and/or amendments thereto as the Board may deem fit and/or as may be imposed by any relevant parties and/or authorities, and to deal with all matters relating thereto and to take all such steps and do all acts and things in any manner as they may deem necessary or expedient or in the best interest of the Company to implement, finalise and complete the Proposed Special Issue."

### ORDINARY RESOLUTION 2

**PROPOSED ESTABLISHMENT OF A LONG-TERM INCENTIVE PLAN ("LTIP") OF UP TO 30% OF THE TOTAL NUMBER OF ISSUED SHARES (EXCLUDING TREASURY SHARES, IF ANY) AT ANY POINT IN TIME DURING THE DURATION OF THE LTIP ("PROPOSED LTIP")**

"THAT subject to the approvals of all relevant authorities and/or parties being obtained, and to the extent permitted by law and the Constitution of the Company, the Board be and is hereby authorised for the following:

- to establish the Proposed LTIP comprising the proposed employees' share option scheme ("ESOS") ("Proposed ESOS") and the proposed share grant plan ("Proposed SGP"), of up to 30% of the total number of issued Shares (excluding treasury shares, if any) from time to time for the benefit of the eligible Directors, employees and senior management personnel of the Company and its subsidiaries ("Catcha Digital Group" or "Group") (excluding dormant subsidiaries, if any) who meet the eligibility criteria for participation in the Proposed LTIP (collectively, "Eligible Persons") in accordance with the draft by-laws governing the Proposed LTIP ("By-Laws") as set out in Appendix I of the Circular;
- to establish, appoint and authorise a committee ("LTIP Committee") to implement and administer the Proposed LTIP for the benefit of the Eligible Persons, in accordance with the By-Laws;
- to allot and issue and/or procure the transfer of such number of Shares as may be required from time to time pursuant to the Proposed LTIP, PROVIDED THAT the total number of Shares to be allotted and issued and/or transferred under the Proposed LTIP shall not in aggregate exceed 30% of the total number of issued Shares (excluding treasury shares, if any) at any point in time during the duration of the Proposed LTIP AND THAT the new Shares to be allotted and issued pursuant to the Proposed LTIP will, upon allotment and issuance, rank equally in all respects with the existing Shares, save and except that the holders of the new Shares will not be entitled to any dividends, rights, allotments, and/or other forms of distribution where the entitlement dates are prior to the dates on which the new Shares are credited into the central depository system accounts of the Eligible Persons and such new Shares will be subject to all the provisions of the Company's Constitution relating to transfer, transmission and otherwise;
- to do all necessary and make the necessary applications to Bursa Malaysia Securities Berhad ("Bursa Securities") for the listing and quotation for the new Shares (as adjusted or modified from time to time pursuant to the By-Laws) that may hereafter from time to time be allotted and issued pursuant to the Proposed LTIP;
- to add, amend, modify, and/or delete all or any of the terms in the By-Laws from time to time as may be required/permitted by the authorities or deemed necessary by the authorities or the Board PROVIDED THAT such additions, amendments, modifications, and/or deletions are effected and permitted in accordance with the provisions of the By-Laws relating to modifications, variations and/or amendments, deeds or undertakings and to deliver and/or impose such terms and conditions and/or delegate part of its powers as may be necessary or expedient in order to implement, finalise and give full effect to the Proposed LTIP;
- to establish a trust, if required, to be administered by a trustee to be appointed by the Company from time to time for the administration of the trust ("Trustee") ("Trust"), in accordance with the terms and conditions of a trust deed to be executed between the Trustee and the Company, to facilitate the implementation and administration of the Proposed LTIP and be entitled from time to time to the extent permitted by law and as set out under the By-Laws to accept funding and/or assistance, financial or otherwise from the Group, and/or any third parties to enable the Trustee to subscribe for new Shares and/or acquire existing Shares for the purpose of the Proposed LTIP and to pay expenses in relation to the administration of the Trust, if required; and
- to extend the duration of the Proposed LTIP, if the Board deems fit, for up to a maximum period of an additional 5 years ("Extension") upon the recommendation by the LTIP Committee, PROVIDED ALWAYS THAT the initial duration of the Proposed LTIP of 5 years and such Extension made pursuant to the By-Laws shall not in aggregate exceed a duration of 10 years, and that the Board be and is hereby authorised to implement the Extension and do all such acts and things and to execute all necessary documents to give full effect to and complete the Extension with full power to assent to or make any modifications, variations and/or amendments as may be required by the relevant authorities and to take all steps and actions as may be required by the relevant authorities and as the Board may deem necessary and/or expedient to finalise, implement and give full effect to and complete the Extension;

THAT authority be and is hereby given to the Board to sign and execute all such documents, do all things and acts in relation thereto, for and on behalf of the Company to give full effect to the Proposed LTIP with full powers to assent to any conditions, modifications, variations and/or amendments thereto as the Board may deem fit and/or as may be imposed by any relevant parties and/or authorities, and to deal with all matters relating thereto and to take all such steps and do all acts and things in any manner as they may deem necessary or expedient or in the best interest of the Company to implement, finalise and complete the Proposed LTIP and the terms of the By-Laws;

AND THAT the draft By-Laws, as set out in Appendix 1 of the Circular, be and is hereby approved and adopted."

### ORDINARY RESOLUTIONS 3 TO 7

**PROPOSED ALLOCATION OF AWARDS UNDER THE PROPOSED LTIP TO DIRECTORS, MAJOR SHAREHOLDERS AND CHIEF EXECUTIVE OFFICER OF CATCHA DIGITAL AND PERSONS CONNECTED WITH THEM**

"THAT subject to the passing of Ordinary Resolution 2 above and the approvals of all relevant authorities and/or parties being obtained, approval be and is hereby given to the Board to authorise the LTIP Committee, at any time and from time to time throughout the duration of the Proposed LTIP, to offer and grant to the following Directors, major shareholders (who are employees of Catcha Digital Group (excluding dormant subsidiaries, if any)) and chief executive officer of Catcha Digital and persons connected with them, ESOS options to subscribe for new Shares under the Proposed ESOS and/or Shares to be made available under the Proposed SGP, subject to the provisions of the By-Laws:

No.	Designation	Resolution
(i)	Patrick YKIN Grove (Non-Independent Non-Executive Chairman/a major shareholder of the Company)	Ordinary resolution 3
(ii)	Lucas Robert Elliott (Non-Independent Non-Executive Director/a major shareholder of the Company)	Ordinary resolution 4
(iii)	Dato' Justin Leong Ming Loong (Independent Non-Executive Director of the Company)	Ordinary resolution 5
(iv)	Shireen Chia Yin Ting (Independent Non-Executive Director of the Company)	Ordinary resolution 6
(v)	Eric Tan Leong Yit (Chief Executive Officer of the Company)	Ordinary resolution 7

provided always that:

- the abovementioned persons must not participate in the deliberation and/or discussion of their own respective allocation as well as allocations to persons connected with them, if any;
- not more than 10% of the total number of Shares to be issued under the Proposed LTIP shall be allocated to any one of the abovementioned persons who, either singly or collectively through persons connected with them, holds 20% or more of the total number of issued Shares; and
- the allocation of ESOS options and/or Shares to the abovementioned persons shall be subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws, listing requirements or any prevailing guidelines issued by Bursa Securities, as amended from time to time;

THAT at any point in time during the duration of the Proposed LTIP, not more than 85% of the total number of Shares made available under the Proposed LTIP shall be allocated, in aggregate to the eligible Directors and/or eligible senior management of Catcha Digital Group (excluding dormant subsidiaries, if any) pursuant to the Proposed LTIP;

AND THAT the Board be and is hereby authorised to allot and issue such number of Shares that may be granted to the abovementioned persons under the Proposed LTIP."

By Order of the Board,  
**CATCHA DIGITAL BERHAD**

**TAI YIT CHAN** (MAICSA 7009143) (SSM Practising Certificate No. 202008001023)  
**TAN AI NING** (MAICSA 7015852) (SSM Practising Certificate No. 202008000067)  
Company Secretaries  
Selangor Darul Ehsan  
8 October 2024

### Notes:

- The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a duly notarised certified copy of that power or authority shall be deposited with the Share Registrar of the Company, Boardroom Share Registrars Sdn Bhd of 11<sup>th</sup> Floor, Menara Symphony, No. 5, Jalan Professor Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia not less than 48 hours before the time appointed for the EGM 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.
- A Member shall be entitled to appoint not more than 2 proxies to attend, participate, speak and vote in his stead at the same meeting and the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy. A proxy may but need not be a Member of the Company.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under the corporation's common seal or under the hand of an officer or attorney duly authorised.
- Where a member is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("omnibus account") as defined under the Securities Industry (Central Depositories) Act 1991, there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
- In respect of deposited securities, only members whose names appear on the Record of Depositors on 17 October 2024 (General Meeting Record of Depositors) shall be eligible to attend the Meeting or appoint proxy(ies) to attend and/or vote on his behalf.
- Pursuant to Rule 8.31A of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, all the resolutions set out in the Notice of the EGM will be put to vote by poll. A Poll Administrator and Independent Scrutineer will be appointed to conduct the polling process and verify the results of the poll respectively.

### Personal data privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, participate, speak and vote at the EGM 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 EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (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.