



CATCHA DIGITAL BERHAD

(Registration No. 201001033020 (916943-W))

(Incorporated in Malaysia)

**UNAUDITED INTERIM FINANCIAL STATEMENTS
FOR THE PERIOD ENDED
31 DECEMBER 2022**

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

INTERIM FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 DECEMBER 2022

**UNAUDITED STATEMENTS OF COMPREHENSIVE INCOME
FOR THE FOURTH QUARTER ENDED 31 DECEMBER 2022**

	Note	INDIVIDUAL QUARTER		CUMULATIVE QUARTERS	
		CURRENT YEAR QUARTER 31/12/2022 RM'000	PRECEDING YEAR CORRESPONDING QUARTER 31/12/2021 RM'000	CURRENT YEAR TO DATE 31/12/2022 RM'000	PRECEDING YEAR CORRESPONDING YEAR TO DATE 31/12/2021 RM'000
Revenue		-	-	-	-
Cost of sales		-	-	-	-
Gross profit		-	-	-	-
Administrative expenses		(394)	(485)	(1,217)	(1,646)
Other expenses		-	(2)	-	(2)
Other income		-	-	-	-
		(394)	(487)	(1,217)	(1,648)
Gain on dilution of interest in an associate		-	-	-	-
Share of loss of an associate		-	-	-	-
Fair value adjustments		-	-	-	-
Interest income		5	5	17	27
Interest expense		-	-	-	-
Loss before tax		(389)	(482)	(1,200)	(1,621)
Taxation	B5	2	17	-	-
Loss after tax		(387)	(465)	(1,200)	(1,621)
Other comprehensive loss:					
Foreign currency translation		-	-	-	-
Total comprehensive loss for the period		(387)	(465)	(1,200)	(1,621)
Attributable to:					
Equity holders of the Company		(387)	(465)	(1,200)	(1,621)
Non-controlling interest		-	-	-	-
Total comprehensive loss for the period		(387)	(465)	(1,200)	(1,621)
Loss per share:					
Basic loss per share (sen)		(0.29)	(0.35)	(0.89)	(1.20)
Diluted loss per share (sen)		N/A	N/A	N/A	N/A

N/A – Not Applicable

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INTERIM FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 DECEMBER 2022

**UNAUDITED STATEMENTS OF FINANCIAL POSITION
AS AT 31 DECEMBER 2022**

	Note	(UNAUDITED) AS AT 31/12/2022 RM'000	(AUDITED) AS AT 31/12/2021 RM'000
ASSETS			
Current assets			
Other receivables, deposits and prepayments		14	15
Cash and cash equivalents		963	1,903
Current tax assets		19	51
		996	1,969
TOTAL ASSETS		996	1,969
EQUITY AND LIABILITIES			
Equity attributable to owners of the parent			
Share capital		6,732	6,732
Reserves		(6,604)	(5,404)
		128	1,328
Non-controlling interest		-	-
Total equity		128	1,328
Current liabilities			
Other payables and accruals		868	641
		868	641
Total liabilities		868	641
TOTAL EQUITY AND LIABILITIES		996	1,969
Net assets per share attributable to equity holders of the Company (RM)		Negligible	0.01

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**UNAUDITED STATEMENTS OF CHANGES IN EQUITY
FOR THE PERIOD ENDED 31 DECEMBER 2022**

	< ----- Attributable to equity holders of the Company ----- >					Total	Non- controlling interest	Total equity
	< ----- Non-distributable ----- >				Distributable			
	Share capital RM'000	Share premium RM'000	Exchange translation reserve RM'000	Merger reserve RM'000	Accumulated losses RM'000	RM'000	RM'000	RM'000
At 1/1/2021	6,732	-	-	775	(4,558)	2,949	-	2,949
Loss for the year	-	-	-	-	(1,621)	(1,621)	-	(1,621)
Total comprehensive loss for the year	-	-	-	-	(1,621)	(1,621)	-	(1,621)
At 31/12/2021	6,732	-	-	775	(6,179)	1,328	-	1,328
At 1/1/2022	6,732	-	-	775	(6,179)	1,328	-	1,328
Loss for the period	-	-	-	-	(1,200)	(1,200)	-	(1,200)
Total comprehensive loss for the period	-	-	-	-	(1,200)	(1,200)	-	(1,200)
At 31/12/2022	6,732	-	-	775	(7,379)	128	-	128

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INTERIM FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 DECEMBER 2022

**UNAUDITED STATEMENTS OF CASH FLOW
FOR THE PERIOD ENDED 31 DECEMBER 2022**

	(Unaudited) AS AT CURRENT YEAR TO DATE ENDED 31/12/2022 RM'000	(Audited) AS AT PRECEDING YEAR TO DATE ENDED 31/12/2021 RM'000
CASH FLOW FROM OPERATING ACTIVITIES		
Loss before tax	(1,200)	(1,621)
Adjustments for non-cash flows:		
Impairment losses on other receivables	-	-
Interest income	(17)	(27)
Operating Loss Before Working Capital Changes	(1,217)	(1,648)
Changes In Working Capital:		
Trade and other receivables	1	(11)
Trade and other payables	227	(6)
Net Cash Outflow from Operations	(989)	(1,665)
Income tax received	32	20
Net Cash used in Operating Activities	(957)	(1,645)
CASH FLOW FROM INVESTING ACTIVITIES		
Interest received	17	27
Net Cash generated from Investing Activities	17	27
CASH FLOW FROM FINANCING ACTIVITIES		
Net Cash Outflow from Financing Activities	-	-
NET CHANGE IN CASH AND CASH EQUIVALENTS	(940)	(1,618)
Effects of foreign exchange rate changes	-	-
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF FINANCIAL PERIOD/YEAR	1,903	3,521
CASH AND CASH EQUIVALENTS AT THE END OF FINANCIAL PERIOD/YEAR	963	1,903

INTERIM FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 DECEMBER 2022
PART A – EXPLANATORY NOTES PURSUANT TO MALAYSIAN FINANCIAL REPORTING STANDARD 134 (“MFRS 134”): INTERIM FINANCIAL REPORTING

A1 – Basis of Preparation

The unaudited interim financial statements have been prepared in accordance with MFRS 134: Interim Financial Reporting issued by the Malaysian Accounting Standards Board (“MASB”) and Rule 9.22 of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”).

The unaudited interim financial statements should be read in conjunction with the audited financial statements of Catcha Digital Berhad (“Catcha Digital” or the “Company”) and its subsidiary (“Group”) for the financial year ended 31 December 2021. The explanatory notes attached to the interim financial statements provide an explanation on events and transactions that are significant to an understanding of the changes in the financial position and performance of the Group since the financial year ended 31 December 2021.

A2 – Adoption of New and Revised Accounting Policies

The significant accounting policies and methods of computation applied in the unaudited interim financial statements are consistent with those adopted in the most recent annual financial statements for the year ended 31 December 2021, except for the adoption of the following accounting standards, amendments and interpretations of the MFRS Framework that have been issued by the Malaysian Accounting Standards Board during the current financial period:

Title	Effective Date
Annual Improvements to MFRS Standards 2018 – 2020	
Amendments to MFRS 3 <i>Reference to the Conceptual Framework</i>	1 January 2022
Amendments to MFRS 116 <i>Property, Plant and Equipment – Proceeds before Intended Use</i>	1 January 2022
Amendments to MFRS 137 <i>Onerous Contracts – Cost of Fulfilling a Contract</i>	1 January 2022
	1 January 2022

The adoption of all the MFRSs and amendments to MFRSs did not have any financial impact to the Group.

A3 – Auditors’ Report on Preceding Audited Financial Statements

The auditors’ report on the Group’s financial statements for the financial year ended 31 December 2021 was not qualified.

A4 – Seasonal or Cyclical Nature of Operations

The Group disposed of its core business and the disposal was completed on 1 August 2017. The Group has remained inactive since.

A5 – Unusual Nature and Amount of Items Affecting Assets, Liabilities, Equity, Net Income or Cash Flows

There were no unusual items affecting assets, liabilities, equity, net income or cash flows for the current quarter under review.

INTERIM FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 DECEMBER 2022

A6 – Changes in Estimates

There were no material changes in estimates of amounts reported that may have a material effect on the current quarter under review.

A7 – Debt and Equity Securities

There were no issuance, cancellation, repurchase, resale and repayment of debt and equity securities during the current quarter under review.

A8 – Dividends

No dividend has been declared or paid as at the date of this announcement.

A9 – Segmental Information

The Group disposed of its core business and the disposal was completed on 1 August 2017. As the Group does not have a core business since the completion of disposal, the Group's results only consist of administrative expenses and hence there is no report on segmental information.

A10 – Valuation of Property, Plant and Equipment

There has been no valuation on any property, plant and equipment of the Group during the current quarter under review as the Group does not have any property, plant and equipment as at 31 December 2021.

A11 – Acquisition/Disposal of Property, Plant and Equipment

There were no acquisitions or disposals of property, plant and equipment during the current quarter under review.

A12 – Material Subsequent Events

There were no material events subsequent to the end of the current quarter under review up to the date of this report which is likely to substantially affect the results of the operations of the Group.

A13 – Changes in Composition of the Group

There were no changes in composition of the Group during the current quarter under review.

A14 – Changes in Contingent Liabilities or Contingent Assets

As at the date of this announcement, the Directors of the Company are not aware of any material contingent liabilities or contingent assets that may impact the financial performance of the Group.

A15 – Derivatives

There were no gain or loss on derivatives for the financial quarter under review.

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INTERIM FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 DECEMBER 2022
PART B – EXPLANATORY NOTES PURSUANT TO APPENDIX 9B OF THE ACE
MARKET LISTING REQUIREMENTS OF BURSA SECURITIES

B1 – Review of Performance

The Group completed the disposal of its core business on 1 August 2017. Subsequent to the disposal, the Company was considered as a Cash Company pursuant to Rule 8.03 and Guidance Note 2 (“GN2”) of the ACE Market Listing Requirements of Bursa Securities. The Group’s results only consist of administrative expenses and income tax expenses.

B2 – Material Changes to the Results of the Preceding Quarter

There were no material changes to the results of the preceding quarter.

B3 – Current Year’s Prospects

On 20 July 2022, the Company announced that it has received shareholders’ approval for its Proposed Regularisation Plan. Upon the completion of the Proposed Regularisation Plan, the Company will have its GN2 status lifted and will begin to execute its strategic plan in the digital media industry.

B4 – Financial Forecast, Estimate or Projection

The Group did not publish any financial forecast, estimate or projection in any public documents.

B5 – Taxation

	Current quarter ended 31 December 2022 RM’000	Preceding year corresponding quarter ended 31 December 2021 RM’000	Year to date ended 31 December 2022 RM’000	Preceding year to date ended 31 December 2021 RM’000
Malaysian income tax:-				
Current tax:				
- Current year	2	17	-	-
- Over provision in prior years	-	-	-	-
	2	17	-	-
Deferred tax:				
- Original and reversal of temporary differences	-	-	-	-
- Over provision in prior years	-	-	-	-
	-	-	-	-
	2	17	-	-
Effective tax rate	(0.63%)	(3.53%)	0%	0%

The effective tax rate for the current quarter and year to date were lower than the statutory tax rate as there were no operations subsequent to the disposal of core business.

Tax expense is recognised based on management’s best estimate.

INTERIM FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 DECEMBER 2022

B6 – Status of Corporate Proposals Announced But Not Completed

On 5 April 2022, TA Securities Holdings Berhad (“TA Securities”) announced that Bursa Securities has approved the revised Proposed Regularisation Plan.

On 13 May 2022, the Board announced that the Company has appointed Malacca Securities Sdn Bhd (“Malacca Securities”) as the Company’s Co-Adviser with TA Securities in relation to the Proposed Regularisation Plan.

On 27 June 2022, TA Securities and Malacca Securities announced that the Company and the Vendors had mutually agreed to extend the Conditional Period to a period not later than 31 August 2022 to fulfill the Conditions Precedent pursuant to the conditional share sale agreement dated 1 September 2020 entered into between the Company, Catcha Investments Ltd and iCreative Asia Sdn Bhd in relation to the proposed acquisition of the entire equity interest in iMedia Asia Sdn Bhd by the Company for a purchase consideration of RM10,000,000 (“SSA”).

On 30 June 2022, Catcha Digital had issued the circular to the shareholders of Catcha Digital for the Proposed Regularisation Plan (“Circular”) and uploaded the same to Bursa Securities’ website. The Company announced that it will be hosting an Extraordinary General Meeting on 20 July 2022 to seek shareholders approval for the Proposed Regularisation Plan.

On 20 July 2022, the Company announced that it has received shareholders’ approval for its Proposed Regularisation Plan. Upon the completion of the Proposed Regularisation Plan, the Company will have its GN2 status lifted and will begin to execute its strategic plan in the digital media industry.

On 17 August 2022, TA Securities and Malacca Securities announced that it was stated in Section 2.6.5 of Part A of the Circular that Loh Ken Wei (“Ken Wei”) and Brian Alexis A/L Antonisamy (“Brian”), both being shareholders of iCreative Asia Sdn Bhd, do not hold any Catcha Digital Shares as at the LPD of the Circular (i.e., 31 May 2022). However, on 20 July 2022 (being the day of the EGM), it was noted by the Company that both Ken Wei and Brian held Catcha Digital Shares based on the Record of Depositors of the Company as at 12 July 2022. As such, the disclosure in the Circular on the shareholdings of Ken Wei and Brian in the Company as at the LPD of the Circular was not accurate. The inaccurate disclosure of the shareholdings have, consequently, resulted in the inaccurate disclosure of the proforma public shareholding spread of the Company and will result in the public shareholding spread falling below 25% of the total issued Catcha Digital Shares after the Proposed Rights Issue based on Scenario 1 in Section 2.6.5 of Part A of the Circular. Based on the Record of Depositors of the Company as at 3 August 2022, both Ken Wei and Brian do not hold any Catcha Digital Shares as they had disposed of their respective shares in the Company (“Disposal of Shares”) and subsequent to the Disposal of Shares, the shareholdings of the persons acting in concert in the Company and the public shareholding spread of the Company (both as at the LPD of the Circular and after the implementation of the Proposed Regularisation Plan), reflect the information as disclosed in Section 2.6.5 of Part A of the Circular.

On 30 August 2022, TA Securities and Malacca Securities announced that the Company and the Vendors had mutually agreed to extend the Conditional Period to a period not later than 30 November 2022 to fulfill the Conditions Precedent pursuant to the SSA.

On 20 September 2022, TA Securities and Malacca Securities announced that the Company had submitted an application to Bursa Securities for an extension of time of an additional six (6) months (i.e., from 5 October 2022 to 5 April 2023) to complete the Proposed Regularisation Plan (“EOT Application”). The EOT Application is subject to the approval of Bursa Securities.

INTERIM FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 DECEMBER 2022

On 26 September 2022, TA Securities and Malacca Securities announced that Bursa Securities has decided to grant the Company an extension of time up to 5 April 2023 to implement the Proposed Regularisation Plan.

On 30 November 2022, TA Securities and Malacca Securities announced that the Company and the Vendors had mutually agreed to extend the Conditional Period to a period not later than 14 December 2022 to fulfill the Conditions Precedent pursuant to the SSA.

On 14 December 2022, TA Securities and Malacca Securities announced that the Company and the Vendors had mutually agreed to extend the Conditional Period to a period not later than 13 January 2023 to fulfill the Conditions Precedent pursuant to the SSA.

On 13 January 2023, TA Securities and Malacca Securities announced that the Company and the Vendors had mutually agreed to extend the Conditional Period to a period not later than 12 April 2023 to fulfill the Conditions Precedent pursuant to the SSA.

On 31 January 2023, TA Securities announced that an application has been submitted by TA Securities on behalf of Patrick YK in Grove, Catcha Group Pte Ltd and their persons acting in concert with them to the Securities Commission Malaysia (“SC”) on 31 January 2023 to seek the approval of the SC for the Proposed Exemption pursuant to subparagraphs 4.08(1)(a) and 4.08(1)(b) of the Rules on Take-overs, Mergers and Compulsory Acquisitions.

On 13 February 2023, TA Securities announced that the Proposed Exemption has been approved by the SC via its letter dated 13 February 2023 pursuant to subparagraphs 4.08(1)(a) and 4.08(1)(b) of the Rules on Take-overs, Mergers and Compulsory Acquisitions.

B7 – Group Borrowings and Debt Securities

The Group does not have any local nor foreign borrowings as at the date of this announcement.

B8 – Material Litigation

There was no material litigation pending as at the date of this announcement.

B9 – Dividend

No dividend has been declared or paid as at the date of this announcement.

B10 – Status of Utilisation of Proceeds

The Company did not raise fund through any corporate proposals during the current quarter under review.

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B11 – (Loss)/Earnings per Share

(a) *Basic loss per share (“LPS”)*

Basic LPS of the Group is calculated by dividing the profit or loss for the period attributable to ordinary equity holders of the Company by the weighted average number of ordinary shares in issue.

		Current quarter ended 31 December		Year to date ended 31 December	
		2022	2021	2022	2021
Loss for the period attributable to ordinary equity holders of the Company	(RM'000)	(387)	(465)	(1,200)	(1,621)
Weighted average number of ordinary shares in issue	('000)	134,640	134,640	134,640	134,640
Basic LPS	(sen)	(0.29)	(0.35)	(0.89)	(1.20)

(b) *Diluted LPS*

There is no dilution of share capital for the Group.

B12 – Fair Value of Financial Liabilities

There was no gain or loss arising from fair value changes of financial liabilities for the current quarter and financial period under review as the Group did not have any financial liabilities measured at fair value.

B13 – Loss Before Taxation

	Current quarter ended 31 December		Year to date ended 31 December	
	2022 (RM'000)	2021 (RM'000)	2022 (RM'000)	2021 (RM'000)
Loss before tax is arrived at after charging/ crediting:				
Interest income from placement in funds	5	5	17	27

Other disclosure items pursuant to Appendix 9B Note 16 of the ACE Market Listing Requirements of Bursa Securities are not applicable.

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B14 – Authorisation for Issue

These unaudited interim financial statements were authorised for issuance by the Board of Directors of Catcha Digital on 27 February 2023.