CATCHA DIGITAL BERHAD ("CATCHA DIGITAL" OR "COMPANY")

PROPOSED ACQUISITION BY IMEDIA ASIA SDN BHD (A WHOLLY-OWNED SUBSIDIARY OF CATCHA DIGITAL) ("IMEDIA" OR "PURCHASER") OF 100% EQUITY INTEREST IN MAXOOM SDN BHD ("MAXOOM") FOR A TOTAL PURCHASE CONSIDERATION OF RM6,125,000.00 TO BE SATISFIED ENTIRELY IN CASH ("PROPOSED ACQUISITION")

(For consistency, the abbreviations used throughout this document shall have the same meanings as defined in the announcement dated 6 November 2025 in relation to the Proposed Acquisition, where applicable, unless stated otherwise or defined herein.)

We refer to the announcement made on 6 November 2025 in relation to the Proposed Acquisition ("**Announcement**").

The Board wishes to provide the following additional information in relation to the Proposed Acquisition:

1. Basis and justification for arriving at the Purchase Consideration

The purchase consideration of RM6,125,000 for 100% equity interest in Maxoom translates to its valuation at RM6,125,000.

As such, this translates to a price-over-page views metric of 0.16, being RM6,125,000 divided by 39.0 million (the total page views for the full year ended December 2024).

For comparison, the price-over-page views metric for the comparable digital media acquisitions previously completed by iMedia are as follows:

Subject matter of acquisition	Valuation based on 100% equity interest (RM'000)	Total page views from January to December 2023 ('000) *	Price-over-page views metric
RM1,235,000 for a 30% equity interest in Headline Media Sdn Bhd	4,117	19,497	0.21

Subject matter of acquisition	Valuation based on 100% equity interest (RM'000)	Total page views from January to December 2022 ('000)	Price-over-page views metric
RM1,200,000 for the remaining 20% equity interest of Oh Media Sdn Bhd	6,000	59,091	0.10
RM630,000 for the remaining 10% equity interest of Nara Media Sdn Bhd	6,300	87,302	0.07
RM2,928,000 for the remaining 40% equity interest of Goody Technologies Sdn Bhd	7,320	47,831	0.15

The Board is of the view that:

(i) the price-over-page views metric of 0.16 for the Proposed Acquisition is reasonable in light of the previously completed acquisitions by iMedia as disclosed above;

(ii) the planned cross-selling of Maxoom's existing media asset into iMedia's portfolio of advertising assets to improve the revenue and profitability of Maxoom; and

(iii) the Proposed Acquisition is expected to generate synergistic benefits for Catcha Digital Group through the integration of Maxoom's operations with iMedia's existing platforms, enabling resource optimisation, broader audience engagement, and improved overall operational efficiency.

2. Mode of settlement of the Purchase Consideration

The Vendors bear the financial responsibility of the due diligence cost.

However, as part of the Purchaser's commitment to expedite the due diligence process to facilitate the completion of the transaction, and also reduces the Vendors' risk in incurring substantial costs if the Proposed Acquisition does not materialise, the Purchaser incurs costs for due diligence upfront. In consideration of the due diligence cost incurred by the Purchaser, the Vendors undertake to reimburse the Purchaser for the Purchaser's Due Diligence Costs upon Completion.

To ensure the final purchase consideration reflects the all-in cost of the Proposed Acquisition, the amount identical to the Purchaser's Due Diligence Costs is adjusted upwards to the Purchase Price to reflect the total investment for the Proposed Acquisition that has been incurred by the Purchaser.

3. Rationale and Benefit of the Proposed Acquisition

As part of Completion, all existing directors in Maxoom will resign from Maxoom with immediate effect on the Completion Date together with a written acknowledgement from them that they have no claim against Maxoom in respect of any outstanding fees or charges, breach of contract, compensation for loss of office, redundancy or unfair dismissal or on any other grounds whatsoever (if deemed necessary by the Purchaser).

For the FYE 31 March 2025, total directors' benefits, which includes salaries and other emoluments, contribution to defined contribution plan and others ("**Director fees**"), amounted to RM447,191, will cease to be an expense in Maxoom upon Completion.

With the removal of Director fees and further operational consolidation through integration with Catcha Digital's existing digital media business, which will consolidate the human resources (HR), finance and the sales team function, along with the rationales stated in Section 3 of the Announcement, the Group target to streamline Maxoom's cost structure and improve the profitability of Maxoom upon Completion.

Further, the historical financial performance of Maxoom may not be a reliable indicator of its future performance, as Maxoom will be able to leverage on the expertise and experience of the Catcha Digital Group's management to enhance its operational efficiency and overall performance moving forward.

4. Risks Relating to the Proposed Acquisition

As set out in Section 3 above, upon Completion, no directors or Vendors will remain in the day-to-day operations of Maxoom. Prior to the Proposed Acquisition, only one Vendor, Boon Yau Hun, was involved in the day-to-day operations of Maxoom, primarily handling administrative, IT and HR functions.

These responsibilities will be absorbed by Catcha Digital's existing digital media business team as part of a transition plan to integrate Maxoom into Catcha Digital's existing business lines. Boon Yau Hun will remain in an advisory capacity during this transition until Completion. For the existing senior management, Catcha Digital intends to implement competitive incentives, attractive compensation packages, and a supportive work environment to enhance productivity and encourage the retention of identified key personnel.

This announcement is dated 10 November 2025.