



ADVENTA BERHAD

[Registration No. 200301016113 (618533-M)]
(Incorporated in Malaysia)

NOTICE OF EIGHTEENTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Eighteenth Annual General Meeting of the Company will be held on a **fully virtual basis** at the broadcast venue at Meeting Room of Adventa Berhad of 21, Jalan Tandang 51/205A, Seksyen 51, 46050 Petaling Jaya, Selangor Darul Ehsan on Thursday, 24 June 2021 at 10:30 a.m. for the following purposes:-

AGENDA

1. To receive the Audited Financial Statements for the financial year ended 31 December 2020 together with the Reports of the Directors and the Auditors thereon.	[Please refer to Explanatory Note (i)]	By Order of the Board CHUA SIEW CHUAN (SSM PC NO. 201908002648) (MAICSA 0777689) LIM LIH CHAU (SSM PC NO. 201908001454) (LS 0010105) Company Secretaries
2. To approve the payment of Directors' fees and benefits amounting to RM271,200/- for the financial year ending 31 December 2021.	(Resolution 1)	Kuala Lumpur 25 May 2021
3. To re-elect Mr. Low Chin Guan, the Director who retires pursuant to Clause 114 of the Company's Constitution and being eligible, have offered himself for re-election.	(Resolution 2)	Notes:
4. To re-appoint Messrs. Moore Stephens Associates PLT as Auditors of the Company until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration.	(Resolution 3)	1. In respect of deposited securities, only members whose names appear in the Record of Depositors on 17 June 2021 (" General Meeting Record of Depositors ") shall be eligible to attend the Meeting.
5. As Special Business To consider and, if thought fit, with or without any modification, to pass the following Ordinary Resolutions:-	(Resolution 4)	2. A Member entitled to attend and vote at the Meeting of the Company, shall be entitled to appoint more than one (1) proxy to attend, participate, speak and vote instead of the Member at the Meeting. A proxy need not be a Member of the Company. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at the Meeting of the Company shall have the same rights as the Member to attend, participate, speak and vote at the Meeting and upon appointment a proxy shall be deemed to confer authority to demand or join in demanding a poll.
ORDINARY RESOLUTION - RETENTION OF INDEPENDENT NON-EXECUTIVE DIRECTORS	(Resolution 4)	As guided by the Securities Commission Malaysia's Guidance Note and Frequently Asked Questions on the Conduct of General Meetings for Listed Issuers, the right to speak is not limited to verbal communication only but includes other modes of expression. Therefore, all shareholders, proxies and/or corporate representatives shall communicate with the main venue of the Eighteenth Annual General Meeting via real time submission of typed texts through a text box within Securities Services e-Portal's platform during the live streaming of the Eighteenth Annual General Meeting as the primary mode of communication. In the event of any technical glitch in this primary mode of communication, shareholders, proxies and/or corporate representatives may email their questions to eservices@sshsb.com.my during the Eighteenth Annual General Meeting. The questions and/or remarks submitted by the shareholders, proxies and/or corporate representatives will be broadcasted and responded by the Chairman/Board/relevant advisers during the Eighteenth Annual General Meeting.
(i) "THAT Mr. Toh Seng Thong who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years be and is hereby retained as an Independent Non-Executive Director."	(Resolution 4)	3. Where a Member appoints more than one (1) proxy in relation to the Meeting, he shall specify the proportion of his shareholdings to be represented by each proxy, failing which the appointment shall be invalid.
(ii) "THAT Mr. Edmond Cheah Swee Leng who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years be and is hereby retained as a Senior Independent Non-Executive Director."	(Resolution 5)	4. The instrument appointing a proxy shall be in writing under the hand of the Member or of his attorney duly authorised in writing or, if the Member is a corporation, shall either be executed under the corporation's common seal or under the hand of an officer or attorney duly authorised.
ORDINARY RESOLUTION - AUTHORITY TO ISSUE AND ALLOT SHARES PURSUANT TO THE COMPANIES ACT 2016	(Resolution 6)	5. Where a Member of the Company is an Exempt Authorised Nominee which holds Deposited Securities 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.
"THAT subject always to the Companies Act 2016, the Constitution of the Company, the approvals of Bursa Malaysia Securities Berhad and any other relevant governmental and/or regulatory authorities, where such approval is necessary, the Directors of the Company be and are hereby empowered, pursuant to the Companies Act 2016, to issue and allot shares in the Company, at any time, at such price, to such persons and upon such terms and conditions and for such purposes as the Directors of the Company may, in their absolute discretion, deem fit, provided that the aggregate number of shares to be issued does not exceed twenty per centum (20%) of the total number of issued shares of the Company for the time being to be utilised until 31 December 2021 as empowered by Bursa Malaysia Securities Berhad pursuant to Bursa Malaysia Berhad's letter dated 16 April 2020 to grant additional temporary relief measures to listed issuers and thereafter ten per centum (10%) of the total number of issued shares of the Company for the time being as stipulated under Paragraph 6.03(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.		6. The instrument appointing a proxy must be deposited at Securities Services (Holdings) Sdn. Bhd., Level 7, Menara Milenium, Jalan Damania, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan not less than forty-eight (48) hours before the time for holding the Meeting or at any adjournment thereof. The proxy appointment may also be lodged electronically via Securities Services e-Portal at https://www.sshsb.net.my/ . The lodging of the Form of Proxy will not preclude any shareholder from participating and voting remotely at the Eighteenth Annual General Meeting should any shareholder subsequently wishes to do so provided a Notice of Termination of Authority to act as Proxy is given to the Company. All resolutions set out in this notice of meeting are to be voted by poll. Should you wish to personally participate at the Meeting remotely, please register electronically via Securities Services e-Portal at https://www.sshsb.net.my/ by the registration cut-off date and time. Please refer to the Administrative Guide for the Eighteenth Annual General Meeting for further details. The Administrative Guide for the Eighteenth Annual General Meeting is available for download at https://www.adventa.com.my/investor-relations-info .
AND THAT the Directors of the Company be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad;		7. Any Notice of Termination of Authority to act as Proxy must be received in writing by the Company at Securities Services (Holdings) Sdn. Bhd., Level 7, Menara Milenium, Jalan Damania, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan not less than twenty-four (24) hours before the commencement of the General Meeting or at any adjournment thereof, failing which, the termination of the authority of a person to act as proxy will not affect the following in accordance with Section 338 of the Companies Act 2016:-
AND THAT such authority shall commence immediately upon the passing of this resolution and continue to be in force until the conclusion of the next Annual General Meeting of the Company."		(a) the constitution of the quorum at such meeting;
ORDINARY RESOLUTION - PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE	(Resolution 7)	(b) the validity of anything he did as chairman of such meeting;
"THAT subject to the Companies Act 2016, the Constitution of the Company and Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given to the Company and/or its subsidiaries to enter into the existing recurrent related party transactions of a revenue or trading nature (" Recurrent Related Party Transactions ") as set out in the Company's Circular to Shareholders dated 25 May 2021 with the related parties mentioned therein subject further to the following:-		(c) the validity of a poll demanded by him at such meeting; or (d) the validity of the vote exercised by him at such meeting.
(i) the Recurrent Related Party Transactions are in the ordinary course of business which are necessary for day-to-day operations and are on normal commercial terms not more favourable than those generally available to the public and not detrimental to the minority shareholders of the Company; and		Explanatory Notes to Ordinary and Special Business:
(ii) disclosure is made in the annual report of the breakdown of the aggregate value of transactions conducted pursuant to the shareholders' mandate during the financial year;		(i) Audited Financial Statements for the financial year ended 31 December 2020 This Agenda item is meant for discussion only, as the provision of Section 340(1) of the Companies Act 2016 does not require a formal approval of the shareholders for the Audited Financial Statements. Hence, this Agenda item is not put forward for voting.
AND THAT the authority conferred by such mandate upon the passing of this ordinary resolution shall continue to be in force until:-		(ii) Resolutions 4 and 5 - Retention of Independent Non-Executive Directors The Nomination Committee had assessed the independence of Mr. Toh Seng Thong and Mr. Edmond Cheah Swee Leng, who have served on the Board as Independent Non-Executive Directors of the Company for a cumulative term of more than nine (9) years. The Board has recommended that the approval of the shareholders be sought to retain Mr. Toh Seng Thong and Mr. Edmond Cheah Swee Leng as Independent Non-Executive Directors based on the following justifications:-
(a) the conclusion of the next Annual General Meeting of the Company, at which time it will lapse, unless by a resolution passed at the meeting, the authority is renewed;		<ul style="list-style-type: none"> had fulfilled the criteria under the definition of Independent Director pursuant to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad; had ensured effective check and balance in the proceedings of the Board and the Board Committees; had actively participated in the Board deliberations, provided objectivity in decision making and an independent voice to the Board and contributed in preventing Board domination by any single party; had devoted sufficient time and attention to their responsibilities as an Independent Non-Executive Director of the Company; and had exercised their due care in the interest of the Company and shareholders during their tenure as an Independent Non-Executive Director of the Company.
(b) the expiration of the period within which the next Annual General Meeting of the Company after the date is required to be held pursuant to Section 340(2) of the Companies Act 2016 (but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Companies Act 2016); or		(iii) Resolution 6 - Authority to issue and allot shares pursuant to the Companies Act 2016 The Company intended to renew the authority granted to the Directors of the Company at the Seventeenth Annual General Meeting of the Company held on 21 July 2020 (" Previous Mandate ") to issue and allot shares at any time to such persons in their absolute discretion without convening a general meeting provided that the aggregate number of the shares issued does not exceed:
(c) revoked or varied by resolution passed by the shareholders of the Company in general meeting,		<ul style="list-style-type: none"> twenty per centum (20%) of the total number of issued shares of the Company for the time being (for issuance and allotment) until 31 December 2021 as empowered by Bursa Malaysia Securities Berhad pursuant to Bursa Malaysia Berhad's letter dated 16 April 2020 to grant additional temporary relief measures to listed issuers and thereafter ten per centum (10%) of the total number of issued shares; and ten per centum (10%) of the total number of issued shares of the Company for the time being (for issuance and allotment) after 31 December 2021 as stipulated under Paragraph 6.03(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad),
whichever is the earlier,		collectively known as (" General Mandate ").
AND THAT the Directors and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) to give effect to the transactions contemplated and/or authorised by this resolution."		The General Mandate will provide flexibility to the Company to raise additional funds expeditiously and efficiently during this challenging time, to meet its funding requirements including but not limited to working capital, operational expenditures, investment project(s), and/or acquisition(s).
ORDINARY RESOLUTION - PROPOSED NEW SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE	(Resolution 8)	The Board, having considered the current and prospective financial position, needs and capacity of the Group, is of the opinion that the General Mandate is in the best interests of the Company and its shareholders.
"THAT subject to the Companies Act 2016, the Constitution of the Company and Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given to the Company and/or its subsidiaries to enter into the recurrent related party transactions of a revenue or trading nature (" Recurrent Related Party Transactions ") as set out in the Company's Circular to Shareholders dated 25 May 2021 with the related parties mentioned therein subject further to the following:-		As at the date of this notice, the Previous Mandate granted by the shareholders had not been utilised and hence no proceeds were raised therefrom.
(i) the Recurrent Related Party Transactions are in the ordinary course of business which are necessary for day-to-day operations and are on normal commercial terms not more favourable than those generally available to the public and not detrimental to the minority shareholders of the Company; and		(iv) Resolutions 7 and 8 - Proposed renewal of existing shareholders' mandate and new shareholders' mandate for recurrent related party transactions of a revenue or trading nature The Proposed Resolution nos. 7 and 8 are to renew the existing shareholders' mandate for recurrent related party transactions of a revenue or trading nature (" Recurrent Related Party Transactions ") granted by the shareholders of the Company at the Seventeenth Annual General Meeting held on 21 July 2020 (" Renewal of Existing Shareholders' Mandate ") and to obtain the new shareholders' mandate for new Recurrent Related Party Transactions (" New Shareholders Mandate ") respectively. Both Renewal of Existing Shareholders' Mandate and New Shareholders' Mandate will enable the Company and/or its subsidiaries (" the Group ") to enter into Recurrent Related Party Transactions which are necessary for the Group's day-to-day operations, subject to the transactions being in the ordinary course of business and on normal commercial terms which are not more favourable to the related parties than those general available to the public and are not, in the Company's opinion, detrimental to the minority shareholders of the Company.
(ii) disclosure is made in the annual report of the breakdown of the aggregate value of transactions conducted pursuant to the shareholders' mandate during the financial year;		Dato' Dr. Norraesah binti Haji Mohamad, the Independent Non-Executive Director of the Company who retires pursuant to Clause 114 of the Company's Constitution, had expressed her intention not to seek for re-election and accordingly, will retire at the conclusion of the Eighteenth Annual General Meeting of the Company.
AND THAT the authority conferred by such mandate upon the passing of this ordinary resolution shall continue to be in force until:-		
(a) the conclusion of the next Annual General Meeting of the Company, at which time it will lapse, unless by a resolution passed at the meeting, the authority is renewed;		
(b) the expiration of the period within which the next Annual General Meeting of the Company after the date is required to be held pursuant to Section 340(2) of the Companies Act 2016 (but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Companies Act 2016); or		
(c) revoked or varied by resolution passed by the shareholders of the Company in general meeting,		
whichever is the earlier,		
AND THAT the Directors and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) to give effect to the transactions contemplated and/or authorised by this resolution."		
6. To transact any other ordinary business of which due notice has been given in accordance with the Companies Act 2016 or the Constitution.		