



# ADVENTA BERHAD

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

## NOTICE OF TWENTY-FIRST ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twenty-First Annual General Meeting of the Company will be held at 21, Jalan Tandang 51/205A, Seksyen 51, 46050 Petaling Jaya, Selangor Darul Ehsan on Friday, 21 June 2024 at 3:00 p.m. for the following purposes:-

### AGENDA

- To receive the Audited Financial Statements for the financial year ended 31 December 2023 together with the Reports of the Directors and the Auditors thereon. (Please refer to Explanatory Note (i))
- To approve the payment of Directors' fees and benefits amounting to RM336,000/- for the financial year ending 31 December 2024. (Resolution 1)
- To re-elect Encik Muhamad Yazdi bin Che Ya who retire pursuant to Clause 113 of the Company's Constitution and being eligible, has offered himself for re-election. (Resolution 2)
- To re-elect the following Directors who retire pursuant to Clause 114 of the Company's Constitution and being eligible, have offered themselves for re-election:- (Resolution 3)  
(a) Mr. Low Chin Guan; and (Resolution 4)  
(b) Ms. Kwek Siew Leng.
- To re-appoint 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 5)
- As Special Business**  
To consider and, if thought fit, with or without any modification, to pass the following Ordinary Resolutions:- (Resolution 6)

#### ORDINARY RESOLUTION 1 - AUTHORITY TO ISSUE AND ALLOT SHARES PURSUANT TO THE COMPANIES ACT 2016 AND WAIVER OF PRE-EMPTIVE RIGHTS

"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 ten per centum (10%) of the total number of issued shares of the Company for the time being;

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;

THAT pursuant to Section 85 of the Companies Act 2016 to be read together with Clause 14 of the Constitution of the Company, approval be and is hereby given to waive the statutory pre-emptive rights of the shareholders of the Company to be offered new shares of the Company ranking equally to the existing issued shares arising from any issuance of new shares in the Company pursuant to Sections 75 and 76 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."

#### ORDINARY RESOLUTION 2 - PROPOSED RENEWAL OF AND NEW SHAREHOLDERS' MANDATES FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE

"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 30 April 2024 ("Circular") with the related parties mentioned therein subject further to the following:-

- 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
- 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;

AND THAT the authority conferred by such mandate upon the passing of this ordinary resolution shall continue to be in force until:-

- 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;
- 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
- 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."

#### ORDINARY RESOLUTION 3 - WAIVER OF PRE-EMPTIVE RIGHTS FOR ISSUANCE OF NEW SHARES UNDER EMPLOYEES SHARES OPTION SCHEME ("ESOS")

"THAT further to shareholders' approval obtained on 23 June 2023 on the Employee Share Scheme, which comprises the ESOS and the Share Grant Plan and pursuant to Section 85(1) of the Act and Clause 14 of the Constitution of the Company, shareholders hereby waive their pre-emptive rights over all options and/or grants offered/to be offered pursuant to the ESOS and/or any new shares to be issued pursuant to the exercise of such options and/or the vesting of such grants by eligible employees and executive directors of the Company and its subsidiaries, such new shares, when issued, shall rank pari passu with the existing shares."

- To transact any other ordinary business of which due notice has been given in accordance with the Companies Act 2016 or the Constitution.

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

Kuala Lumpur

30 April 2024

#### Notes:

- In respect of deposited securities, only members whose names appear in the Record of Depositors on 14 June 2024 ("General Meeting Record of Depositors") shall be eligible to attend the Meeting
  - 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.
  - 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.
  - 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.
  - 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.
  - The instrument appointing a proxy must be deposited at Securities Services (Holdings) Sdn. Bhd., Level 7, Menara Milenium, Jalan Damanela, 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 lodging of the Form of Proxy will not preclude any shareholder from participating and voting at the Twenty-First 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.

- Any Notice of Termination of Authority to act as Proxy must be delivered in writing by the Company at Securities Services (Holdings) Sdn. Bhd., Level 7, Menara Milenium, Jalan Damanela, 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:-
  - the constitution of the quorum at such meeting;
  - the validity of anything he did as chairman of such meeting;
  - the validity of a poll demanded by him at such meeting; or
  - the validity of the vote exercised by him at such meeting.

#### Explanatory Notes to Ordinary and Special Business:

##### (i) Audited Financial Statements for the financial year ended 31 December 2023

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.

##### (ii) Resolution 2 - Re-election of Director who retire pursuant to Clause 113 of the Company's Constitution

Pursuant to Clause 113 of the Company's Constitution, the Directors shall have power at any time to appoint any other person to be a Director, either to fill a casual vacancy or as an addition to the existing Board, but so that the total number of Directors shall not at any time exceed the maximum number fixed by or in accordance with this Constitution. Any Director so appointed shall hold office only until the conclusion of the next Annual General Meeting and shall be eligible for re-election at such meeting. A Director retiring under this Clause shall not be taken into account in determining the Directors or the number of Directors to retire by rotation at such meeting.

For the purpose of determining the eligibility of the Director to stand for re-election at the Twenty-First Annual General Meeting of the Company, the Board of Directors through its Nomination Committee undertakes a formal evaluation to determine the eligibility of each retiring Director in line with Practice 6.1 of the Malaysian Code on Corporate Governance, which include the following:

- Effectiveness of the Board as a whole and the Committees of the Board;
- Contribution and performance of each individual Director;
- Independence of the Independent Non-Executive Directors;
- Fit and proper assessment; and
- The required mix of skills and experience and other qualities, including core competence.

Based on the results of the abovementioned evaluations, the Board of Directors considered that the performance of Encik Muhamad Yazdi bin Che Ya (referred to as "retiring Director") was able to meet the Board of Directors' expectations in terms of experience, expertise, integrity, competency, participation and contribution. The retiring Director had abstained from deliberation and decision on his own eligibility to stand for re-election at the meetings of the Board and Nomination Committee, where relevant.

##### (iii) Resolutions 3 and 4 - Re-election of Directors who retire pursuant to Clause 114 of the Company's Constitution

Pursuant to Clause 114 of the Company's Constitution, an election of Directors shall take place each year. At the first Annual General Meeting of the Company, all the Directors shall retire from office, and at the Annual General Meeting in every subsequent year, one-third (1/3) of the Directors for the time being or, if their number is not three (3) or a multiple of three (3), then the number nearest to one-third (1/3) shall retire from office and be eligible for re-election PROVIDED ALWAYS that all Directors including Managing Director shall retire from office at least once every three (3) years but shall be eligible for re-election. A retiring Director shall retain office until the close of the general meeting at which he retires.

For the purpose of determining the eligibility of the Director to stand for re-election at the Twenty-First Annual General Meeting of the Company, the Board of Directors through its Nomination Committee undertakes a formal evaluation to determine the eligibility of each retiring Director in line with Practice 6.1 of the Malaysian Code on Corporate Governance, which include the following:

- Effectiveness of the Board as a whole and the Committees of the Board;
- Contribution and performance of each individual Director;
- Fit and proper assessment; and
- The required mix of skills and experience and other qualities, including core competence.

Based on the results of the abovementioned evaluations, the Board of Directors considered that the performance of Mr. Low Chin Guan and Ms. Kwek Siew Leng to be effective. The retiring Directors were able to meet the Board of Directors' expectation in terms of experience, expertise, integrity, competency, participation and contribution. Each retiring Director demonstrates commitment to the role and has sufficient time to meet his commitment to the Company. The retiring Directors had abstained from deliberation and decision on their own eligibility to stand for re-election at the meetings of the Board and Nomination Committee, where relevant.

##### (iv) Resolution 6 - Authority to issue and allot shares pursuant to the Companies Act 2016 and waiver of pre-emptive rights

The Company intended to renew the authority granted to the Directors of the Company at the Twentieth Annual General Meeting of the Company held on 23 June 2023 ("Previous Mandate") to issue and allot shares at any time to such persons in their absolute discretion without convening a general meeting.

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).

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.

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.

Pursuant to Section 85(1) of the Companies Act 2016 be read together with Clause 14 of the Company's Constitution, shareholders of the Company have pre-emptive rights to be offered any new shares in the Company which rank equally to the existing issued shares in the Company or other convertible securities.

The following are excerpted from the Companies Act 2016 and the Company's Constitution:

#### Section 85(1) of the Companies Act 2016

##### Pre-Emptive Rights to New Shares

Subject to the constitution, where a company issues shares which rank equally to existing shares as to voting or distribution rights, those shares shall first be offered to the holders of existing shares in a manner which would, if the offer were accepted, maintain the relative voting and distribution rights of those shareholders.

#### Clause 14 of the Company's Constitution

14. Subject to any direction to the contrary that may be given by the Company in general meeting and subject always to this Constitution and the Act, all new shares or other Securities shall, before issue, be offered to Members who at the date of the offer are entitled to receive notices from the Company of general meetings in proportion as nearly as the circumstances admit, to the amount of the existing shares or Securities to which they are entitled. The offer shall be made by notice specifying the number of shares or Securities offered, and limiting a time within which the offer, if not accepted, will be deemed to be declined, and, after the expiry of that time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares or Securities offered, the Directors may dispose of those shares or Securities in such manner as they think most beneficial to the Company. The Directors may likewise also dispose of any new shares or Securities which (by reason of the ratio which the new shares or Securities bear to shares or Securities held by persons entitled to an offer of new shares or Securities) cannot, in the opinion of the Directors, be conveniently offered under this Constitution.

##### (v) Resolution 7 - Proposed renewal of and new shareholders' mandates for recurrent related party transactions of a revenue or trading nature

The Proposed Resolution 6, if passed, will give mandates to the Company and its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature, details of which are set out in Section 2.4 of the Circular to Shareholders dated 30 April 2024.

The aforesaid mandates from shareholders are on an annual basis and are subject to renewal at the next AGM of the Company.

The details of the proposals are set out in the Circular to Shareholders dated 30 April 2024.

##### (vi) Resolution 8 - Waiver of Pre-Emptive Rights for Issuance of New Shares under Employees Shares Option Scheme ("ESOS")

The Employee Share Scheme, which comprises the ESOS and the Share Grant Plan was approved by the shareholders on 23 June 2023. Subsequent to the approval, the Company now seeks for waiver of the pre-emptive rights pursuant to Section 85(1) of the Companies Act 2016 read together with Clause 14 of the Constitution of the Company from the shareholders.