

# CORPORATE GOVERNANCE REPORT

**STOCK CODE** : 7191  
**COMPANY NAME** : ADVENTA BERHAD  
**FINANCIAL YEAR** : DECEMBER 31,2023

## OUTLINE:

### **SECTION A – DISCLOSURE ON MALAYSIAN CODE ON CORPORATE GOVERNANCE**

*Disclosures in this section are pursuant to Paragraph 15.25 of Bursa Malaysia Listing Requirements.*

### **SECTION B – DISCLOSURES ON CORPORATE GOVERNANCE PRACTICES PERSUANT CORPORATE GOVERNANCE GUIDELINES ISSUED BY BANK NEGARA MALAYSIA**

*Disclosures in this section are pursuant to Appendix 4 (Corporate Governance Disclosures) of the Corporate Governance Guidelines issued by Bank Negara Malaysia. This section is only applicable for financial institutions or any other institutions that are listed on the Exchange that are required to comply with the above Guidelines.*

## SECTION A – DISCLOSURE ON MALAYSIAN CODE ON CORPORATE GOVERNANCE

*Disclosures in this section are pursuant to Paragraph 15.25 of Bursa Malaysia Listing Requirements.*

### Intended Outcome

Every company is headed by a board, which assumes responsibility for the company's leadership and is collectively responsible for meeting the objectives and goals of the company.

### Practice 1.1

The board should set the company's strategic aims, ensure that the necessary resources are in place for the company to meet its objectives and review management performance. The board should set the company's values and standards, and ensure that its obligations to its shareholders and other stakeholders are understood and met.

<b>Application</b>	: Applied
<b>Explanation on application of the practice</b>	<p>The Board is collectively responsible for the long-term success of the Company and overall corporate governance strategic direction, corporate goals and therefore monitors the achievement of these goals. It provides leadership and manages overall control of the Group's affairs through the discharge of their principal duties and responsibilities.</p> <p>The Board periodically updates on the primary responsibilities of key senior management positions and discusses the potential of second liners in assuming these responsibilities during Board meetings, and as and when required.</p> <p>In the financial year ended 31 December 2023 ("<b>FYE 2023</b>") and up to the date of the report, the Board discharged its key fiduciary duties, leadership functions and responsibilities as summarised below: -</p> <p>➤ <b>Reviewing and adopting a strategic plan for the Company and considering the management recommendations on key issues</b></p> <p>The Board plays an active role in reviewing the sustainability, effectiveness and implementation of the strategic plans for the year and provided guidance and input to the Management.</p> <p>The Chief Executive Officer and Executive Directors play a leadership role and take on the primary responsibilities to develop the Group's culture and to implement the Group's business and investment plans, including restructuring, and management of business activities.</p> <ul style="list-style-type: none"><li>• The Chief Executive Officer is the primary person accountable for the day-to-day management of the business and operations of the Group, and who oversees, the Group's implementation of the directives from the Board to ensure that all agreed corporate objectives and performance targets are met. The</li></ul>

	<p>Chief Executive Officer reports to the Board on key strategic, operational and legal matters concerning the Group at every Board meeting, and as and when the need arises.</p> <ul style="list-style-type: none"> <li>• The Executive Directors oversee the group shared services functions and all key financial and operational matters concerning the Group, which will be reported to the Audit Committee (“AC”) and the Board.</li> <li>• The Group’s senior management team supports the Chief Executive Officer and Executive Directors in their roles and responsibilities based on their respective levels of authority established by the Board and/or the Chief Executive Officer and/or the Executive Directors.</li> </ul> <p>➤ <b>Overseeing the conduct of the Company’s business</b></p> <p>For FYE 2023, the Executive Directors are responsible for the financial performance of the Company presented the Group’s finance and operation report for every quarter in the FYE 2023 to the Board when the quarterly results is tabled to the Board. The Chief Executive Officer and Executive Directors briefed the Board on all financial and non-financial matters of the Group and answered questions raised by other Board members accordingly.</p> <p>➤ <b>Identifying principal risks and ensuring the implementation of appropriate systems to manage these risks</b></p> <p>The Board delegated the function of overseeing the risk management framework of the Group to the Risk Management Committee (“RMC”). The RMC advises the Board on key risk areas and the adequacy and integrity of the risk management framework within the Group.</p> <p>The activities carried out by the RMC and details of the Group’s risk management framework are set out in the Statement on Risk Management and Internal Control of the Annual Report 2023.</p> <p>➤ <b>Reviewing the adequacy and integrity of the Company’s internal control systems and management information systems</b></p> <p>The Board delegated the function of overseeing the internal audit function and ensure the adequacy and integrity of the Group’s internal control system to the AC.</p> <p>The internal audit function is assumed by the outsources internal audit firm, namely PKF Risk Management Sdn. Bhd. (“PKF”). PKF assists the AC in discharging its duties and responsibilities to provide reasonable assurance on the adequacy and effectiveness of the system of internal control by conducting independent, regular and systematic reviews of the internal processes in addressing the risks</p>
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identified and that established policies and procedures, applicable laws and regulations are complied with.

For FYE 2023, PKF which report directly to the AC, conducted reviews on the adequacy and effectiveness of the Group's system of internal controls that the Management has put in place. These audits review the internal controls in the Group's business based on a three (3)-years detailed internal audit plan approved by the AC.

During the FYE 2023, PKF conducted audits of operations under Fixed Assets and Inventory Management. Overall, the AC evaluated the performance of PKF and is satisfied that the internal audit function has been carried out effectively and independently during FYE 2023.

Details pertaining to the Company's internal control system are available in the Statement on Risk Management and Internal Control of the Annual Report 2023.

➤ **Ensuring that the Company's financial statements are true and fair and deciding on necessary steps to protect the Company's financial position**

The Board monitors the financial position of the Company on a regular basis via the insertion of the same as permanent agenda item in the Board Meetings.

For FYE 2023, the AC reviewed the quarterly results and announcements as well as the year end financial statements of the Group and ensured that the financial reporting and disclosure requirements had been complied with before recommending them to the Board for approval.

For FYE 2023, the Board has also provided assurance that the financial statements prepared in the financial year gives a true and fair view of the state of affairs of the Company and the Group as at the end of the financial year.

➤ **Ensuring that the Company has appropriate corporate governance structures in place**

The Board had established the following policies, serves a guide to strengthen the governance of the Company: -

- Board Charter;
- Code of Conduct and Ethics;
- Whistleblowing Policy;
- Policy on Corporate Communications and Disclosure;
- Policy on External and Internal Auditors;
- Policies on Governing the Board of Directors;
- Policy on Prevention of Insider Trading;

	<ul style="list-style-type: none"> <li>• Policy on Shareholders Communications and Investor Relations;</li> <li>• Policy on Sustainability and Corporate Social Responsibility; and</li> <li>• Limit of Authority Policy.</li> </ul> <p>The abovementioned policies are to be regularly reviewed by the Board as and when required.</p>	
<b>Explanation for departure</b> :		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b> :		
<b>Timeframe</b> :		

## Intended Outcome

Every company is headed by a board, which assumes responsibility for the company's leadership and is collectively responsible for meeting the objectives and goals of the company.

### Practice 1.2

A Chairman of the board who is responsible for instilling good corporate governance practices, leadership and effectiveness of the board is appointed.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Board has appointed a Chairman amongst the Non-Executive Directors, who is responsible for instilling good corporate governance practices, leadership and effectiveness of the Board.</p> <p>Mr. Edmond Cheah Swee Leng is the Chairman of the Board. His key responsibilities include but not limited to the following: -</p> <ul style="list-style-type: none"> <li>• leadership of the Board;</li> <li>• overseeing the effective discharge of the Board's supervisory role;</li> <li>• facilitating the effective contribution of all Directors;</li> <li>• conducting the Board's meetings;</li> <li>• briefing all the Directors in relation to issues arising at meetings;</li> <li>• scheduling regular and effective evaluations of the Board's performance;</li> <li>• promoting constructive and respectful relations between Board members and between the Board and the Management;</li> <li>• representing the Board to shareholders;</li> <li>• ensuring the integrity and effectiveness of the governance process of the Board;</li> <li>• maintaining regular dialogue with the Board over all operational matters and consulting with the Board promptly over any matter that gives him or her cause for concern; and</li> <li>• facilitate the Board meeting to ensure that no Director, whether executive or non-executive, dominates the discussions during Board proceedings.</li> </ul> <p>The leadership of Mr. Edmond Cheah Swee Leng as the Chairman of the Board was acknowledged via the Board Performance Evaluation for the FYE 2023 and his profile is set out in the Directors' Profile of the Annual Report 2023.</p>
<b>Explanation for departure</b>	:	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		

<b>Measure</b>	:		
<b>Timeframe</b>	:		

### Intended Outcome

Every company is headed by a board, which assumes responsibility for the company's leadership and is collectively responsible for meeting the objectives and goals of the company.

### Practice 1.3

The positions of Chairman and CEO are held by different individuals.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The positions of the Chairman and Chief Executive Officer are held by two (2) different individuals to promote accountability and facilitate division of responsibilities between them. In this regard, no one individual can influence the Board's discussions and decision-making.</p> <p>Mr. Edmond Cheah Swee Leng, the Chairman, would lead the Board in its collective oversight of management whilst Datuk Mark Victor Rozario, the Chief Executive Officer, focuses on the business and day-to-day management of the Company.</p> <p>The distinct and separate roles of the Chairman and Chief Executive Officer have been outlined in the Board Charter, with a clear division of responsibilities, ensure a balance of power and authority, such that no one individual has unfettered powers of decision-making.</p> <p>The Board Charter of the Company is available on the Company's corporate website at <a href="https://www.adventa.com.my">https://www.adventa.com.my</a>.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	



### Intended Outcome

Every company is headed by a board, which assumes responsibility for the company's leadership and is collectively responsible for meeting the objectives and goals of the company.

### Practice 1.4

The Chairman of the board should not be a member of the Audit Committee, Nomination Committee or Remuneration Committee

<i>Note: If the board Chairman is not a member of any of these specified committees, but the board allows the Chairman to participate in any or all of these committees' meetings, by way of invitation, then the status of this practice should be a 'Departure'.</i>	
<b>Application</b>	: Applied
<b>Explanation on application of the practice</b>	: Mr. Edmond Cheah Swee Leng has resigned from the Audit Committee, Nomination Committee and Remuneration Committee on 30 June 2023.  This had better enhance the check and balance function as well as objective reviewed by the Board on all matters recommended by the Board Committees.
<b>Explanation for departure</b>	:  
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
<b>Measure</b>	:  
<b>Timeframe</b>	:  

## Intended Outcome

Every company is headed by a board, which assumes responsibility for the company's leadership and is collectively responsible for meeting the objectives and goals of the company.

## Practice 1.5

The board is supported by a suitably qualified and competent Company Secretary to provide sound governance advice, ensure adherence to rules and procedures, and advocate adoption of corporate governance best practices.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Company is supported by two (2) suitably qualified and competent Company Secretaries, namely Ms. Chua Siew Chuan and Mr. Lim Lih Chau.</p> <p>The Company Secretaries have professional qualification and is qualified to act as Company Secretaries under Section 235(2) of the Companies Act 2016 ("<b>CA 2016</b>"). The company Secretaries are external company secretaries from Securities Services (Holdings) Sdn. Bhd. with vast knowledge and experience from being in public practice and is supported by a dedicated team of company secretarial personnel.</p> <p>For FYE 2023, the Company Secretaries support the Board and the relevant Board Committees to ensure their effective functioning in accordance with their terms of reference and best practices, and in managing the corporate governance framework of the Company. The Company Secretaries also advise the Directors on their fiduciary and statutory duties, as well as compliances with company law, the Main Market Listing Requirements, the Company's Constitution, the Malaysian Code on Corporate Governance, Board adopted policies, and other pertinent regulations governing the Company, including guiding the Board towards the necessary compliances.</p> <p>At least one (1) of the Company Secretaries attended the Twentieth Annual General Meeting ("<b>AGM</b>") and all Board and Board committee meetings. All deliberations at the Twentieth AGM and all Board and Board committee meetings were well recorded in the minutes for the Board's reference and for action plans to be communicated to the Management to work on and to report back to the Board.</p> <p>The Company Secretary who attended Twentieth AGM managed the processes of the meeting and ensured orderly proceeding, including the conduct of the poll taken on all resolutions tabled at the meeting.</p> <p>The Board is also updated on the Directors' Resolutions in Writing passed, Directors' dealings pursuant to Chapter 14 of the Main Market Listing Requirements, announcements made to Bursa Malaysia Securities Berhad and circulars of correspondences from Bursa Malaysia Berhad, at every scheduled Board meeting during the year.</p>

	<p>The Company Secretaries had and will continue to constantly keep themselves abreast on matters concerning company law, the capital market, corporate governance, and other pertinent matters, and with changes in the same regulatory environment, through continuous training and industry updates. They have also attended many relevant continuous professional development programmes as required by Malaysian Institute of Chartered Secretaries and Administrators for practicing chartered secretaries.</p> <p>The Board is satisfied with the performance and support rendered by the Company Secretaries to the Board in the discharge of its function and duties.</p>	
<b>Explanation for departure</b>		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>		
<b>Timeframe</b>		

## Intended Outcome

Every company is headed by a board, which assumes responsibility for the company's leadership and is collectively responsible for meeting the objectives and goals of the company.

### Practice 1.6

Directors receive meeting materials, which are complete and accurate within a reasonable period prior to the meeting. Upon conclusion of the meeting, the minutes are circulated in a timely manner.

<b>Application</b>	: Applied
<b>Explanation on application of the practice</b>	<p>For FYE 2023, an annual calendar of Board Meetings and Committee meetings and the AGM is circulated in advance in order to facilitate planning by the Directors.</p> <p>The Board met eight (8) times in FYE 2023. Prior to the Board meetings, all Directors were furnished with the notice of the meeting which sets out the matters to be discussed at the respective meetings on a timely manner to allow the Directors to have ample time to peruse, obtain additional information and where applicable, to seek further clarifications on matters to be tabled at the Board meeting, so that the matters arising could be properly deliberated at the Board meeting and appropriate decisions could be made by the Board.</p> <p>The Board has direct access to the Management and unrestricted access to any information relating to the business and affairs in discharging their duties. The Board may request additional information or clarification from the Management in order to make informed and timely decisions.</p> <p>All deliberations and decisions at the Board and Committees' meetings are properly recorded in the minutes, including matters where Directors abstained from deliberation and/or voting. The action items identified and highlighted during meetings are conveyed to the Management for their attention and action.</p> <p>For FYE 2023, the minutes of Board/Board Committee meetings are circulated to the respective Chairman in a timely manner for review before they are confirmed. All Board members reviewed and confirmed the minutes of meetings to ensure they accurately reflect the deliberations and decisions of the Board. The Company Secretaries have ensured that a statement of declaration of interest or abstention from voting or deliberation on a particular matter was recorded in the minutes.</p> <p>The Board and Board Committee's Chairman of the meeting signed the minutes as a correct record of the proceedings and thereafter, the said minutes of all proceedings are kept in the statutory book at the registered office of the Company to be made available for inspection under the Companies Act 2016.</p>

<b>Explanation for departure</b> :		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b> :		
<b>Timeframe</b> :		

### Intended Outcome

There is demarcation of responsibilities between the board, board committees and management.

There is clarity in the authority of the board, its committees and individual directors.

### Practice 2.1

The board has a board charter which is periodically reviewed and published on the company's website. The board charter clearly identifies–

- the respective roles and responsibilities of the board, board committees, individual directors and management; and
- issues and decisions reserved for the board.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Board has formalised and adopted a Board Charter, which provides guidance to the Board in relation to the Board's responsibilities which are in line with the principles of good corporate governance. The Board Charter set out, among others, the following: -</p> <ul style="list-style-type: none"><li>• The key values, principles and ethics of the Company.</li><li>• The governance structure and authority of the Board and its Board Committees.</li><li>• The delegation of authority to Board Committees.</li><li>• The expectation of individual directors in terms of their commitment, roles and responsibilities as Board members.</li></ul> <p>The Board Charter and Terms of Reference of the Board Committees would be reviewed and updated as and when necessary, in accordance with the needs of the Company and any new regulations that may have an impact on the discharge of the Board's responsibilities. Any subsequent amendment to the Board Charter would be approved by the Board.</p> <p>During the FYE 2023, the Board Charter has been reviewed by the Board for updates on new and improved practices and governance standards. The Board Charter was last reviewed on 7 April 2023.</p> <p>The Board keeps itself abreast of the responsibilities delegated to each Board Committee, and matters deliberated at each Board Committee meeting through the minutes of the Board Committee meetings and reports by the respective Board Committee Chairman, at Board meetings.</p> <p>A copy of the Board Charter of the Company is available on the Company's corporate website at <a href="https://www.adventa.com.my">https://www.adventa.com.my</a>.</p>
<b>Explanation for departure</b>	:	

<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

### Intended Outcome

The board is committed to promoting good business conduct and maintaining a healthy corporate culture that engenders integrity, transparency and fairness.

The board, management, employees and other stakeholders are clear on what is considered acceptable behaviour and practice in the company.

### Practice 3.1

The board establishes a Code of Conduct and Ethics for the company, and together with management implements its policies and procedures, which include managing conflicts of interest, preventing the abuse of power, corruption, insider trading and money laundering.

The Code of Conduct and Ethics is published on the company's website.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Company is committed to maintain a high standard of code of conduct and ethical practice ("<b>CoCEP</b>") which shall be observed by Directors of the Company.</p> <p>This CoCEP which applies to all Directors of the Group provides guidance on the standards of behaviour expected of all Directors and employees of the Group, and outlines the policies to:</p> <ul style="list-style-type: none"><li>• handle actual or potential conflict of interest;</li><li>• prevent corrupt practices which include the offering and acceptance of gifts and other form of benefits;</li><li>• encourage the reporting of unlawful or unethical behaviour;</li><li>• protect and ensure the proper use of the company's assets; and</li><li>• ensure compliance with laws, rules and regulations.</li></ul> <p>The CoCEP will be reviewed periodically to ensure it remains current and relevant in addressing any ethical issues that may arise within the Group.</p> <p>During the FYE 2023, the CoCEP has not been reviewed by the Board as the Board viewed that the CoCEP is suffice as a guidance on the standards of behaviour to all Directors.</p> <p>The CoCEP of the Company is available on the Company's corporate website at <a href="https://www.adventa.com.my/cocep">https://www.adventa.com.my/cocep</a>.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		



<b>Measure</b>	:		
<b>Timeframe</b>	:		

### Intended Outcome

The board is committed to promoting good business conduct and maintaining a healthy corporate culture that engenders integrity, transparency and fairness.

The board, management, employees and other stakeholders are clear on what is considered acceptable behaviour and practice in the company.

### Practice 3.2

The board establishes, reviews and together with management implements policies and procedures on whistleblowing.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Whistleblowing Policy has been established to provide a platform for the employees who have concerns about suspected misconduct (including fraud, bribery, theft, abuse of power and violation of rules and regulations) to come forward and express these concerns without fear of punishment or unfair treatment.</p> <p>The Board is committed to preserve its culture of openness, accountability and integrity when dealing with suspected fraud, corruption, dishonest practices or any violation of laws and regulations.</p> <p>Any employee who is aware of any malpractice exists or can be observe in the Company is encouraged to report immediately to the senior management of the Company.</p> <p>However, in the event if any employees are aware that the malpractice involves the senior management of the Company, any employees is encouraged to report immediately to the Audit Committee.</p> <p>The Board assures that all reports will be treated in the strictest confidence and will be promptly investigated. Incidents of retaliation against individual reporting a violation or assisting in investigations will be resulted in disciplinary action.</p> <p>During the FYE 2023, there were no cases reported to the Company.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	

<b>Timeframe</b>	:		
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### Intended Outcome

The company addresses sustainability risks and opportunities in an integrated and strategic manner to support its long-term strategy and success.

### Practice 4.1

The board together with management takes responsibility for the governance of sustainability in the company including setting the company’s sustainability strategies, priorities and targets.

The board takes into account sustainability considerations when exercising its duties including among others the development and implementation of company strategies, business plans, major plans of action and risk management.

Strategic management of material sustainability matters should be driven by senior management.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>Adventa takes into account sustainability considerations when overseeing the Group’s planning and performance. The Board and Senior Management have direct oversight on sustainability-related matters, which sets a strong tone from the top as they plan the development and management of the Economic, Environment and Social elements in its strategy. The Group is in continuous evaluation of the processes and development of the Environment, Social and Governance (“<b>ESG</b>”) aspects and impact.</p> <p>The Group has established a Sustainability Framework with key focus on the ESG principles, covering areas such as Carbon Reduction, Water Conservation, Pollution, Climate Change, Health and Safety, Corporate Social Responsibility, Compliance &amp; Integrity.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

### Intended Outcome

The company addresses sustainability risks and opportunities in an integrated and strategic manner to support its long-term strategy and success.

### Practice 4.2

The board ensures that the company's sustainability strategies, priorities and targets as well as performance against these targets are communicated to its internal and external stakeholders.

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	<p>The Board and Management communicates the Company's sustainability strategies, priorities, targets as well as performance with internal and external stakeholders through the following channels :</p> <p><b>Internal stakeholders</b></p> <ul style="list-style-type: none"> <li>- Group Townhall</li> <li>- Engagement sessions with various group of employees</li> <li>- E-mail communication</li> </ul> <p><b>External and internal stakeholders</b></p> <ul style="list-style-type: none"> <li>- Adventa Sustainability Statement in the Annual Report</li> <li>- AGM</li> </ul>	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

**Intended Outcome**

The company addresses sustainability risks and opportunities in an integrated and strategic manner to support its long-term strategy and success.

**Practice 4.3**

The board takes appropriate action to ensure they stay abreast with and understand the sustainability issues relevant to the company and its business, including climate-related risks and opportunities.

<b>Application</b>	:	Departure	
<b>Explanation on application of the practice</b>	:		
<b>Explanation for departure</b>	:	<p>The Board is cognisant that Directors are expected to have a strong understanding and be able to engage in rigorous discourse with Management in addressing sustainability-related risks</p> <p>The Group Risk Management Framework sets out the approach to the identification, assessment, management, monitoring and reporting of risks. The Board rests risk appetite and regularly reviews performance against the risk tolerance limits.</p>	
		<p>The Board is committed to staying abreast with sustainability issues associated with the ever-evolving operating environment, which are relevant to Adventa and its business, including climate and supply-chain risks, natural disasters and health and safety risks.</p>	
		<p>To this end, the Board members will keep themselves apprised with contemporaneous and relevant sustainability developments by way of formal training including webinars, structured reading and discussions.</p>	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

**Intended Outcome**

The company addresses sustainability risks and opportunities in an integrated and strategic manner to support its long-term strategy and success.

**Practice 4.4**

Performance evaluations of the board and senior management include a review of the performance of the board and senior management in addressing the company’s material sustainability risks and opportunities.

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	<p>The Company has enhanced its Board and Board Committees Performance Evaluation Form by including questionnaires on ESG issues. The same performance evaluation criteria is apply to senior management as well.</p> <p>As part of the Company’s Board Effectiveness Evaluation exercise for 2023, the Directors were formally assessed on their performance regards to oversight of material sustainability risks and opportunities. Specifically, the questionnaire modality deployed through a self and peer evaluation provided extensive coverage on the following sustainability-related areas:</p> <ul style="list-style-type: none"> <li>- Presence of a business strategy as underpinned by Environmental;</li> <li>- ESG considerations;</li> <li>- ESG literacy of the Board; and</li> <li>- Oversight and monitoring of sustainability targets and goals.</li> </ul>	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

**Intended Outcome**

The company addresses sustainability risks and opportunities in an integrated and strategic manner to support its long-term strategy and success.

**Practice 4.5- Step Up**

The board identifies a designated person within management, to provide dedicated focus to manage sustainability strategically, including the integration of sustainability considerations in the operations of the company.

*Note: The explanation on adoption of this practice should include a brief description of the responsibilities of the designated person and actions or measures undertaken pursuant to the role in the financial year.*

<b>Application</b>	:	Not Adopted
<b>Explanation on adoption of the practice</b>	:	



## Intended Outcome

Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

## Practice 5.1

The Nomination Committee should ensure that the composition of the board is refreshed periodically. The tenure of each director should be reviewed by the Nomination Committee and annual re-election of a director should be contingent on satisfactory evaluation of the director's performance and contribution to the board.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Board through the NC 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:</p> <ul style="list-style-type: none"><li>• Effectiveness of the Board as a whole and the Committees of the Board;</li><li>• Contribution and performance of each individual Director;</li><li>• Fit and proper assessment; and</li><li>• The required mix of skills and experience and other qualities, including core competence.</li></ul> <p>The NC is also responsible for recommending to the Board, Directors who are standing for re-election at the AGM, subject to the NC being satisfied with the performance of the affected Directors based on the latest Board performance evaluation.</p> <p>Based on the results of the performance evaluations, the Board considered that the performance of Mr. Low Chin Guan and Ms. Kwek Siew Leng (each referred to as "<b>retiring Director</b>") to be effective. The retiring Directors were able to meet the Board's expectations 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 has abstained from deliberations and decisions on their own eligibility to stand for re-election at the meetings of the Board and NC, where relevant.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	

<b>Timeframe</b>	:		
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### Intended Outcome

Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

### Practice 5.2

At least half of the board comprises independent directors. For Large Companies, the board comprises a majority independent directors.

<b>Application</b>	:	Departure
<b>Explanation on application of the practice</b>	:	
<b>Explanation for departure</b>	:	<p>The Board currently has six (6) members comprising two (2) Executive Directors, two (2) Independent Non-Executive Directors, one (1) Non-Independent Non-Executive Director and one (1) Senior Non-Independent Non-Executive Director. Two (2) out of the six (6) members are Independent Non-Executive Directors.</p> <p>The Board composition is balanced and complies with paragraph 15.02 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (MMLR) of at least 2 or 1/3 of the Board of Directors are Independent Directors.</p> <p>The Board believes the current board composition provides the appropriate balance in term of skills, knowledge, experience and independent elements to promote the interests of all shareholders and to govern the Group effectively.</p> <p>The profiles of the Independent Non-Executive Directors are set out in the Annual Report 2023.</p>
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

### Intended Outcome

Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

### Practice 5.3

The tenure of an independent director does not exceed a cumulative term limit of nine years. Upon completion of the nine years, an independent director may continue to serve on the board as a non-independent director.

If the board intends to retain an independent director beyond nine years, it should provide justification and seek annual shareholders' approval through a two-tier voting process.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The provision in Board Charter states that the tenure of an Independent Director should not exceed a cumulative term of nine (9) years. Upon completion of the 9 years, an Independent Director may continue to serve on the Board subject to the Directors' redesignation as a Non-Independent Director.</p> <p>During the financial year ended 31 December 2023, Mr. Edmond Cheah Swee Leng was re-designated from Senior Independent Non-Executive Director to Senior Non-Independent Non-Executive Director and Mr. Toh Seng Thong was re-designated from Independent Non-Executive Director to Non-Independent Non-Executive Director on 31 May 2023.</p> <p>All of the existing Independent Non-Executive Director of the company have not exceeded the cumulative terms of nine (9) years.</p> <p>The Board Charter of the Company is available on the Company's corporate website at <a href="https://www.adventa.com.my">https://www.adventa.com.my</a>.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

### Intended Outcome

Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

### Practice 5.4 - Step Up

The board has a policy which limits the tenure of its independent directors to nine years without further extension.

<i>Note: To qualify for adoption of this Step Up practice, a listed issuer must have a formal policy which limits the tenure of an independent director to nine years without further extension i.e. shareholders' approval to retain the director as an independent director beyond nine years.</i>	
<b>Application</b>	: Adopted
<b>Explanation on adoption of the practice</b>	: The Board has revised its Board Charter to limit the tenure of its Independent Non-Executive Directors to nine (9) years without further extension. Upon completion of the nine (9) years, the Independent Non-Executive Director may continue to serve on the Board as a Non-Independent Non-Executive Director.  The Board Charter of the Company is available on the Company's corporate website at <a href="https://www.adventa.com.my">https://www.adventa.com.my</a> .

### Intended Outcome

Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

### Practice 5.5

Appointment of board and senior management are based on objective criteria, merit and with due regard for diversity in skills, experience, age, cultural background and gender.

Directors appointed should be able to devote the required time to serve the board effectively. The board should consider the existing board positions held by a director, including on boards of non-listed companies. Any appointment that may cast doubt on the integrity and governance of the company should be avoided.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Board endeavours to ensure that is consist of individuals with a diverse background equipped with professional and technical knowledge to effectively carry out its role as the representative to the interests of shareholders. The qualifications for Board membership and senior management are the ability to make sensible business decisions and recommendations, the ability to see the wider picture and to promulgate high ethical standards, while at the same time maintaining sound practical sense, and putting in the commitment to furthering the interest of shareholders and the achievement of the Company's goals.</p> <p>The Board has delegated to the NC the responsibility for assessing candidates for appointment to the Board and making recommendations to the Board on the appropriate Board size and composition with the ultimate decision being made by the Board as a whole.</p> <p>The NC reviewed regularly the Board structure, size and composition (including the skills, knowledge, experience and diversity) of the Board and made recommendations to the Board with regard to any changes.</p> <p>For the proposed re-election of the existing Directors who are seeking for re-election at the forthcoming AGM, the NC is responsible to consider and evaluate the proposed re-election before making recommendation to the Board for approval. The final decision of the proposed re-election to be presented to the shareholders for approval is with the Board.</p> <p>The Company will not discriminate when making decisions on hiring, promotion or retirement on the ground of employee's race, colour, gender, age and background.</p> <p>The Company illustrate the diversity practices available on the Company's website at <a href="https://www.adventa.com.my/diversity">https://www.adventa.com.my/diversity</a>.</p>

<b>Explanation for departure</b> :		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b> :		
<b>Timeframe</b> :		

**Intended Outcome**

Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

**Practice 5.6**

In identifying candidates for appointment of directors, the board does not solely rely on recommendations from existing board members, management or major shareholders. The board utilises independent sources to identify suitably qualified candidates.

If the selection of candidates was based on recommendations made by existing directors, management or major shareholders, the Nominating Committee should explain why these source(s) suffice and other sources were not used.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Board has established a clear and transparent Nomination Process for the Appointment of Directors regardless the source of recommendations. The nomination process involves the following 5 stages:</p> <ul style="list-style-type: none"> <li>(i) Identification of potential candidates;</li> <li>(ii) Evaluation of suitability of candidates based on skill set, experience, knowledge, integrity, competency and time commitment to effectively discharge their role as Directors;</li> <li>(iii) Get to know candidates via interview meeting;</li> <li>(iv) Final deliberation by Nomination &amp; Remuneration Committee; and</li> <li>(v) Recommendation to Board</li> </ul>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	



### Intended Outcome

Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

### Practice 5.7

The board should ensure shareholders have the information they require to make an informed decision on the appointment and reappointment of a director. This includes details of any interest, position or relationship that might influence, or reasonably be perceived to influence, in a material respect their capacity to bring an independent judgement to bear on issues before the board and to act in the best interests of the listed company as a whole. The board should also provide a statement as to whether it supports the appointment or reappointment of the candidate and the reasons why.

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	The Board has included a statement in the Notes Accompanying the Notice of AGM 2024 that they were supportive of the reappointment of directors and the reasons in the Notice.	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

**Intended Outcome**

Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

**Practice 5.8**

The Nominating Committee is chaired by an Independent Director or the Senior Independent Director.

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	The NC is chaired by Dato' Selwyn Vijayarajan Das who is the Independent Non-Executive Director of the Company.	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

**Intended Outcome**

Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

**Practice 5.9**

The board comprises at least 30% women directors.

<b>Application</b>	:	Departure	
<b>Explanation on application of the practice</b>	:		
<b>Explanation for departure</b>	:	Currently, there is only one (1) female Director on Board, forming approximately 16% of the total board composition thereby departing from the MCCG stipulations.	
		The current Board composition remains effective in all deliberations and decision made at the Board. The Board will consider the appointment of more woman director as and when the suitable woman candidate is identified.	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

**Intended Outcome**

Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

**Practice 5.10**

The board discloses in its annual report the company's policy on gender diversity for the board and senior management.

<b>Application</b>	:	Departure	
<b>Explanation on application of the practice</b>	:		
<b>Explanation for departure</b>	:	The Board believes that diversity in the Board and Senior Management composition is essential for good governance and productivity. The Board is committed to Board gender diversity which includes the representation of women in the composition of the Board of the Company and at Senior Management level of the Group which is available for viewing at the Company website <a href="https://www.adventa.com.my/diversity">https://www.adventa.com.my/diversity</a> .	
		The Board will, from time to time, review its composition and size to ensure it fairly reflects the investments of the shareholders of the Company while at the same time due regard for diversity in skills, experience, age, cultural background and gender.  Currently, the Board does not have any Gender Diversity Policy.	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

## Intended Outcome

Stakeholders are able to form an opinion on the overall effectiveness of the board and individual directors.

## Practice 6.1

The board should undertake a formal and objective annual evaluation to determine the effectiveness of the board, its committees and each individual director. The board should disclose how the assessment was carried out its outcome, actions taken and how it has or will influence board composition.

For Large Companies, the board engages an independent expert at least every three years, to facilitate objective and candid board evaluation.

<i>Note: For a Large Company to qualify for adoption of this practice, it must undertake annual board evaluation and engage an independent expert at least every three years to facilitate the evaluation.</i>											
<b>Application</b>	: Applied										
<b>Explanation on application of the practice</b>	: <p>The Board through the NC undertakes a formal and objective annual evaluation to determine the effectiveness of the Board, Board Committees and each individual director.</p> <p>The NC has conducted the following assessments for the financial year ended 31 December 2023: -</p> <table border="1"> <thead> <tr> <th>Evaluation</th> <th>Assessment Criteria</th> </tr> </thead> <tbody> <tr> <td>Individual Directors</td> <td> <ul style="list-style-type: none"> <li>• Fit and proper</li> <li>• Contribution and performance</li> <li>• Calibre and personality</li> </ul> </td> </tr> <tr> <td>Board and Board Committee</td> <td> <ul style="list-style-type: none"> <li>• Board mix and composition</li> <li>• Quality of information and decision making</li> <li>• Boardroom activities</li> <li>• Boards' relationship with the Management</li> <li>• ESG</li> <li>• Board Committees' performance evaluation</li> </ul> </td> </tr> <tr> <td>AC</td> <td> <ul style="list-style-type: none"> <li>• Quality and composition</li> <li>• Skills and competencies</li> <li>• Meeting administration and conduct</li> </ul> </td> </tr> <tr> <td>Independence of the Independent Directors</td> <td> <ul style="list-style-type: none"> <li>• Independence criteria in accordance with Paragraph 1.01 and Practice Note 13 of the Main Market Listing Requirements of the Bursa Malaysia Securities Berhad</li> </ul> </td> </tr> </tbody> </table>	Evaluation	Assessment Criteria	Individual Directors	<ul style="list-style-type: none"> <li>• Fit and proper</li> <li>• Contribution and performance</li> <li>• Calibre and personality</li> </ul>	Board and Board Committee	<ul style="list-style-type: none"> <li>• Board mix and composition</li> <li>• Quality of information and decision making</li> <li>• Boardroom activities</li> <li>• Boards' relationship with the Management</li> <li>• ESG</li> <li>• Board Committees' performance evaluation</li> </ul>	AC	<ul style="list-style-type: none"> <li>• Quality and composition</li> <li>• Skills and competencies</li> <li>• Meeting administration and conduct</li> </ul>	Independence of the Independent Directors	<ul style="list-style-type: none"> <li>• Independence criteria in accordance with Paragraph 1.01 and Practice Note 13 of the Main Market Listing Requirements of the Bursa Malaysia Securities Berhad</li> </ul>
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	<p>The results of the aforesaid evaluations were completed collectively/individually by the NC/Directors. Each Director was provided feedback on their contribution to the Board and Board Committees. The review supported the Board's decision to endorse all retiring Directors standing for election. The assessment report together with the report on the Board balance (the required mix of skills, experience and other qualities) were discussed and circulated to the Board.</p> <p>The Board through the NC had also assessed the independence of the Independent Directors in the Board, taking into account the following in ensuring that the Independent Directors are able to contribute to the effective objective functioning of the Board: -</p> <ul style="list-style-type: none"> <li>• fulfilment of the definition of an independent director as set out in Paragraph 1.01 of the Main Market Listing Requirements</li> <li>• ability to exercise independent judgment and act in the best interests of the Company</li> <li>• potential conflicts of interest with regards to any contracts or transactions with the Group</li> <li>• significant personal or social relationship with the Management or major shareholders (including their family members) other than those on a professional level consistent with their duties and generally expected of them</li> <li>• derivation of other remuneration and benefits apart from Directors' fees and meeting allowances</li> </ul> <p>All the assessments conducted at the NC Meeting were reported to the Board during the Board Meeting held on the same day and the Board noted the following:-</p> <ul style="list-style-type: none"> <li>• Individual directors are able and had critically challenged and asked the right questions, as and where applicable, and are confident to stand up for their point of view.</li> <li>• Individual directors are committed in serving the Company.</li> <li>• The Board and Board Committees had been effective in carrying out their functions and duties.</li> <li>• All independent directors had been and remain independent from the Management and free from any business relationship that could materially interfere with their independent judgement.</li> <li>• The training programmes attended by the Directors during the financial year.</li> </ul> <p>The Board will consider engaging a professional, experienced and independent party to lend greater objectivity to the assessments as and when required.</p> <p>The Board is satisfied with the level of time commitment given by all the Directors towards fulfilling their roles and responsibilities as Directors of the Company. This is evidenced also by the attendance record of the</p>
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	<p>Directors at the Board meetings during the FYE 2023 as set out in the table below:-</p> <table border="1" data-bbox="555 302 1394 680"> <thead> <tr> <th data-bbox="555 302 1145 336"><b>Name of Director</b></th> <th data-bbox="1145 302 1394 336"><b>Attendance</b></th> </tr> </thead> <tbody> <tr> <td data-bbox="555 336 1145 392">Edmond Cheah Swee Leng</td> <td data-bbox="1145 336 1394 392">8/8</td> </tr> <tr> <td data-bbox="555 392 1145 448">Low Chin Guan</td> <td data-bbox="1145 392 1394 448">8/8</td> </tr> <tr> <td data-bbox="555 448 1145 504">Kwek Siew Leng</td> <td data-bbox="1145 448 1394 504">8/8</td> </tr> <tr> <td data-bbox="555 504 1145 560">Toh Seng Thong</td> <td data-bbox="1145 504 1394 560">8/8</td> </tr> <tr> <td data-bbox="555 560 1145 616">Dato' Selwyn Vijayarajan Das</td> <td data-bbox="1145 560 1394 616">8/8</td> </tr> <tr> <td data-bbox="555 616 1145 680">Muhammad Yazdi bin Che Ya</td> <td data-bbox="1145 616 1394 680">4/4</td> </tr> </tbody> </table> <p data-bbox="555 719 1406 860">Besides holding Board meetings, the Board also exercises control on issues and/or matters that require immediate Board approval through the circulation and passing of Directors' Resolutions in writing pursuant to the Constitution of the Company.</p> <p data-bbox="555 898 1406 1182">Prior to accepting the directorships, the Director is to notify the Chairman and inform him of the expected time commitment for the new appointment accordingly. The Directors are also required to submit a timely update on their other relevant directorships and shareholdings to the Company Secretaries, who will update the Board. Such information is used to monitor the number of directorships held by the Directors and to notify the Companies Commission of Malaysia accordingly, where required.</p> <p data-bbox="555 1220 1406 1323">For the FYE 2023, none of the Directors have directorships in public listed companies that exceeded the maximum limit of five (5) directorships.</p>		<b>Name of Director</b>	<b>Attendance</b>	Edmond Cheah Swee Leng	8/8	Low Chin Guan	8/8	Kwek Siew Leng	8/8	Toh Seng Thong	8/8	Dato' Selwyn Vijayarajan Das	8/8	Muhammad Yazdi bin Che Ya	4/4
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<p><b>Explanation for departure</b></p>	<p>:</p>															
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>																
<p><b>Measure</b></p>	<p>:</p>															
<p><b>Timeframe</b></p>	<p>:</p>															

### Intended Outcome

The level and composition of remuneration of directors and senior management take into account the company's desire to attract and retain the right talent in the board and senior management to drive the company's long-term objectives.

Remuneration policies and decisions are made through a transparent and independent process.

### Practice 7.1

The board has remuneration policies and procedures to determine the remuneration of directors and senior management, which takes into account the demands, complexities and performance of the company as well as skills and experience required. The remuneration policies and practices should appropriately reflect the different roles and responsibilities of non-executive directors, executive directors and senior management. The policies and procedures are periodically reviewed and made available on the company's website.

<b>Application</b>	:	Departure	
<b>Explanation on application of the practice</b>	:		
<b>Explanation for departure</b>	:	The Board believes that competitive remuneration is important to attract, retain and motivate Directors with the necessary calibre, expertise and experience to lead the Group in the long term. The Board had adopted policies and procedures to determine the remuneration of Senior Management which takes into account the demands, complexities and performance of the Company as well as skills and experience required to determine the remuneration of Senior Management.	
		The Remuneration Committee reviewed the remuneration packages of the Chief Executive Officer and Executive Directors for the FYE 2023, which include their salaries, benefits-in-kind and other emoluments and their annual performance bonus in detail, to ensure their remuneration is sufficiently attractive and is able to retains and motivate them to run the Company successfully.	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		



### Intended Outcome

The level and composition of remuneration of directors and senior management take into account the company's desire to attract and retain the right talent in the board and senior management to drive the company's long-term objectives.

Remuneration policies and decisions are made through a transparent and independent process.

### Practice 7.2

The board has a Remuneration Committee to implement its policies and procedures on remuneration including reviewing and recommending matters relating to the remuneration of board and senior management.

The Committee has written Terms of Reference which deals with its authority and duties and these Terms are disclosed on the company's website.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Board has a RC which is made up of Executive Director, Non-Independent Non-Executive Director and Independent Non-Executive Director and is chaired by Mr Toh Seng Thong, a Non-Independent Non-Executive Director.</p> <p>For the FYE 2023, the RC ensured that the level of remuneration for Non-Executive Directors is linked with their level of responsibilities undertaken and contributions to the effective functioning of the Board.</p> <p>The RC also assisted the Board in reviewing the proposed remuneration packages of the Executive Directors.</p> <p>The Board was satisfied with the performance of RC in discharging its function in accordance with its Term of Reference.</p> <p>The Terms of Reference of the Remuneration Committee is available on the Company's website at <a href="https://www.adventa.com.my">https://www.adventa.com.my</a></p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	



**Intended Outcome**

Stakeholders are able to assess whether the remuneration of directors and senior management is commensurate with their individual performance, taking into consideration the company's performance.

**Practice 8.1**

There is detailed disclosure on named basis for the remuneration of individual directors. The remuneration breakdown of individual directors includes fees, salary, bonus, benefits in-kind and other emoluments.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	Details of the Board's remuneration for FYE 2023 are set out in the table below: -  The Directors' Fees of both Executive and Non-Executive Directors are subject to shareholders' approval annually.

Name	Directorate	Company ('000)							Group ('000)						
		Fee	Allowance	Salary	Bonus	Benefits-in-kind	Other emoluments	Total	Fee	Allowance	Salary	Bonus	Benefits-in-kind	Other emoluments	Total
Low Chin Guan	Applied	34,320.00	36,000.00	240,000.00	23,000.00	0	50,712.80	384,032.80	34,320.00	36,000.00	240,000.00	23,000.00	0	50,712.80	384,032.80
Kwek Siew Leng	Executive Director	34,320.00	0	300,000.00	25,000.00	0	62,908.60	422,228.6	34,320.00	0	300,000.00	25,000.00	0	62,908.60	422,228.6
Edmond Cheah Swee Leng	Senior Non-Independent Director	76,560.00	0	0	0	0	0	76,560.00	76,560.00	0	0	0	0	0	76,560.00
Toh Seng Thong	Non-Independent Director	76,560.00	0	0	0	0	0	76,560.00	76,560.00	0	0	0	0	0	76,560.00
Dato' Selwyn Vijayarajan Das	Independent Director	52,800.00	0	0	0	0	0	52,800.00	52,800.00	0	0	0	0	0	52,800.00
Muhammad Yazdi bin Che Ya	Independent Director	24,000.00	0	0	0	0	0	24,000.00	24,000.00	0	0	0	0	0	24,000.00
Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here



### Intended Outcome

Stakeholders are able to assess whether the remuneration of directors and senior management is commensurate with their individual performance, taking into consideration the company's performance.

### Practice 8.2

The board discloses on a named basis the top five senior management's remuneration component including salary, bonus, benefits in-kind and other emoluments in bands of RM50,000.

<b>Application</b>	:	Departure	
<b>Explanation on application of the practice</b>	:		
<b>Explanation for departure</b>	:	The Board is of the view that it would not be in the best interest of the Company to make such detailed disclosure of Key Senior Management's remuneration on a named basis.	
		Accordingly, such details are not disclosed in the Annual Report 2023 in view of the competitive market for talents in the industry and to support the Company's effort in attracting and retaining highly talented personnel.	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

No	Name	Position	Company					
			Salary	Allowance	Bonus	Benefits	Other emoluments	Total
1	Input info here	Input info here	Applied	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.
2	Input info here	Input info here	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.
3	Input info here	Input info here	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.
4	Input info here	Input info here	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.
5	Input info here	Input info here	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.

**Intended Outcome**

Stakeholders are able to assess whether the remuneration of directors and senior management is commensurate with their individual performance, taking into consideration the company's performance.

**Practice 8.3 - Step Up**

Companies are encouraged to fully disclose the detailed remuneration of each member of senior management on a named basis.

<b>Application</b>	:	Not Adopted
<b>Explanation on adoption of the practice</b>	:	



No	Name	Position	Company ('000)					
			Salary	Allowance	Bonus	Benefits	Other emoluments	Total
1	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
2	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
3	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
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5	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here

**Intended Outcome**

There is an effective and independent Audit Committee.

The board is able to objectively review the Audit Committee's findings and recommendations.  
The company's financial statement is a reliable source of information.

**Practice 9.1**

The Chairman of the Audit Committee is not the Chairman of the board.

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	<p>The AC is chaired by Mr. Muhamad Yazdi bin Che Ya, who is an Independent Non-Executive Director, while the Chairman of the Board is Mr. Edmond Cheah Swee Leng, a Senior Non-Independent Non-Executive Director. This has ensured that the objectivity of the Board's review of the AC's findings and recommendations is not impaired.</p> <p>Mr. Muhamad Yazdi bin Che Ya is responsible to ensure the overall effectiveness and independence of the AC. Mr. Muhamad Yazdi bin Che Ya's responsibilities and duties as a member of the Audit Committee are disclosed in the Terms of Reference of the ac.</p> <p>The Terms of Reference of the AC is available on the Company's corporate website at <a href="https://www.adventa.com.my">https://www.adventa.com.my</a>.</p>	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

### Intended Outcome

There is an effective and independent Audit Committee.

The board is able to objectively review the Audit Committee's findings and recommendations.  
The company's financial statement is a reliable source of information.

### Practice 9.2

The Audit Committee has a policy that requires a former partner of the external audit firm of the listed company to observe a cooling-off period of at least three years before being appointed as a member of the Audit Committee.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>In line with the recommendation of the MCCG, the Terms of Reference of the Audit and Risk Management Committee include the cooling-off period of at least three (3) years before a former partner of the external audit firm of the Company i.e., the former partners of the audit firm and/or the affiliate firm (including those providing advisory services, tax consulting, etc.) could be appointed as Audit Committee member to safeguard the independence of the audit of the Company's financial statements.</p> <p>The Terms of Reference of the AC is available on the Company's corporate website at <a href="https://www.adventa.com.my">https://www.adventa.com.my</a>.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

**Intended Outcome**

There is an effective and independent Audit Committee.

The board is able to objectively review the Audit Committee’s findings and recommendations. The company’s financial statement is a reliable source of information.

**Practice 9.3**

The Audit Committee has policies and procedures to assess the suitability, objectivity and independence of the external auditor to safeguard the quality and reliability of audited financial statements.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>In recommending the re-appointment of the external auditor to the Board, the AC has established the following that consider among others:</p> <ul style="list-style-type: none"> <li>a) the competence, audit quality, experience and resource capacity of the external auditor in relation to the audit;</li> <li>b) the persons to assigned to the audit;</li> <li>c) the audit firm’s other audit engagements;</li> <li>d) the external auditor’s ability to meet deadlines in providing services and responding to issues in a timely manner as contemplated in the external audit plan;</li> <li>e) the nature and extent of the non-audit services rendered and the appropriateness of the level of fees; and</li> <li>f) obtaining written assurance from the external auditor confirming that they are, and have been, independent throughout the conduct of the audit engagement in accordance with the terms of all relevant professional and regulatory requirements.</li> </ul> <p>For the FYE 2023, the AC conducted an annual assessment to consider the suitability, objectivity and independence of the external auditor, namely Messrs. Moore Stephens Associates PLT (“MSA”). MSA confirmed to the AC that they are, and have been, independent throughout the conduct of the audit engagement in accordance with the terms of all relevant professional and regulatory requirements.</p>
<b>Explanation for departure</b>	:	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
<b>Measure</b>	:	

<b>Timeframe</b>	:		
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**Intended Outcome**

There is an effective and independent Audit Committee.

The board is able to objectively review the Audit Committee's findings and recommendations.  
The company's financial statement is a reliable source of information.

**Practice 9.4 - Step Up**

The Audit Committee should comprise solely of Independent Directors.

<b>Application</b>	:	Adopted
<b>Explanation on adoption of the practice</b>	:	During the FYE 2023, the AC consists of three (3) members, consist of Independent Directors and Non-Independent Directors. The members of the AC are as follows:-  (i) Mr. Muhamad Yazdi bin Che Ya (Chairman) (ii) Mr. Toh Seng Thong (Member) (iii) Dato' Selwyn Vijayarajan Das (Member)

## Intended Outcome

There is an effective and independent Audit Committee.

The board is able to objectively review the Audit Committee's findings and recommendations. The company's financial statement is a reliable source of information.

## Practice 9.5

Collectively, the Audit Committee should possess a wide range of necessary skills to discharge its duties. All members should be financially literate, competent and are able to understand matters under the purview of the Audit Committee including the financial reporting process.

All members of the Audit Committee should undertake continuous professional development to keep themselves abreast of relevant developments in accounting and auditing standards, practices and rules.

<b>Application</b>	:	Departure
<b>Explanation on application of the practice</b>	:	
<b>Explanation for departure</b>	:	<p>The AC consists of three (3) members, consist of Independent Directors and Non-Independent Directors.</p> <p>Collectively, the AC members have a wide range of necessary skill, knowledge and experience, including accounting experience. One (1) of the AC members are Chartered Accountant of the Malaysian Institute of Accountants.</p> <p>The profile of each of the members of the AC are disclosed in the Directors' Profile segment in the Annual Report 2023.</p> <p>With the relevant skill sets, knowledge and experience the AC members are financially literate and are able to understand, analyse, critically and objectively review, challenge and made recommendations on matters under the purview of the AC, including the financial reporting process.</p> <p>The AC members would undertake the relevant training to stay abreast of relevant developments in accounting and auditing standards, practices and rules as and when required.</p>
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	





### Intended Outcome

Companies make informed decisions about the level of risk they want to take and implement necessary controls to pursue their objectives.

The board is provided with reasonable assurance that adverse impact arising from a foreseeable future event or situation on the company's objectives is mitigated and managed.

### Practice 10.1

The board should establish an effective risk management and internal control framework.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Board has overall responsibility for maintaining a system of internal control and risk management that provides a reasonable assurance of effective and efficient operations and compliance with laws and regulations, as well as with the internal procedures and guidelines.</p> <p>The Company has appointed outsourced Internal Auditors, PKF as an integral part of control structure and risk management framework of the Group.</p> <p>Please refer to the Statement of Risk Management and Internal Control as disclosed in the Annual Report 2023 for the overview of the state of risk management and internal control of the Group.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

### Intended Outcome

Companies make informed decisions about the level of risk they want to take and implement necessary controls to pursue their objectives.

The board is provided with reasonable assurance that adverse impact arising from a foreseeable future event or situation on the company's objectives is mitigated and managed.

### Practice 10.2

The board should disclose the features of its risk management and internal control framework, and the adequacy and effectiveness of this framework.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Internal Auditors were engaged to prepare and present an Internal Audit Report which summarised the results of Fixed Assets and Inventory Management of the Company and Group in August 2023.</p> <p>The deliverables included in the Internal Auditor's report had been discussed with the Senior Management of the Group. The results of the risk re-assessment represent Management's views on the critical focus areas of the Group. The ongoing identification and management of risks remain the responsibility of the Board of Directors and Management of the Company.</p> <p>The Company also engages the Internal Auditors to provide independent assessment of the adequacy, efficiency and effectiveness of the Company's internal control system. The Internal auditors reports directly to the AC and internal audit plans are tabled to the AC for review and approval by the Board to ensure adequate coverage.</p> <p>The risk management and internal control are ongoing processes, which are undertaken at each department. The Company will continuously enhance the existing system of risk management and internal control by taking into consideration the changing business environment.</p> <p>The review and periodic testing of the Company's internal control and risk management framework are conducted as and when required.</p> <p>Further details on the features of the risk management and internal control framework, and the adequacy and effectiveness of this framework are disclosed in the Statement on Risk Management and Internal Control in this Annual Report 2023.</p>
<b>Explanation for departure</b>	:	

*Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.*

<b>Measure</b> :		
<b>Timeframe</b> :		

**Intended Outcome**

Companies make informed decisions about the level of risk they want to take and implement necessary controls to pursue their objectives.

The board is provided with reasonable assurance that adverse impact arising from a foreseeable future event or situation on the company's objectives is mitigated and managed.

**Practice 10.3 - Step Up**

The board establishes a Risk Management Committee, which comprises a majority of independent directors, to oversee the company's risk management framework and policies.

<b>Application</b> :	Not Adopted
<b>Explanation on adoption of the practice</b> :	

## Intended Outcome

Companies have an effective governance, risk management and internal control framework and stakeholders are able to assess the effectiveness of such a framework.

### Practice 11.1

The Audit Committee should ensure that the internal audit function is effective and able to function independently.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The internal audit function of the Company is carried out by an outsourced professional service firm, namely, PKF that assisted the AC and the Board in managing the risks and establishment of the internal control system and processes of the Company by providing an independent assessment on the adequacy, efficiency and effectiveness of the Company's risk management and internal control system and processes. The Internal Auditors reports directly to the AC.</p> <p>In developing the scope of the internal audit function the AC was satisfied that –</p> <ul style="list-style-type: none"><li>• The person responsible for the internal audit has relevant experience, sufficient standing and authority to enable him to discharge his functions effectively;</li><li>• Internal audit has sufficient resources and is able to access information to enable it to carry out its role effectively; and</li><li>• The personnel assigned to undertake internal audit have the necessary competency, experience and resources to carry out the function effectively.</li></ul> <p>The Internal Auditors has and will continue to keep abreast with developments in the profession, relevant industry and regulations.</p> <p>The internal audit function is independent of the operations of the Company and provides reasonable assurance that the Company's system of internal control is satisfactory and operating effectively.</p> <p>The Internal Auditor's risk based approach towards the planning and conduct of internal audits, are consistent with the Group's framework in designing, implementing and monitoring its internal control system.</p> <p>Areas for improvement are highlighted to the AC and the Board, and the implementation of recommendations have consistently been monitored. None of the internal control weaknesses have resulted in any material losses, contingencies or uncertainties that would require disclosure in the Annual Report 2023.</p>
<b>Explanation for departure</b>	:	

<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

## Intended Outcome

Companies have an effective governance, risk management and internal control framework and stakeholders are able to assess the effectiveness of such a framework.

## Practice 11.2

The board should disclose–

- whether internal audit personnel are free from any relationships or conflicts of interest, which could impair their objectivity and independence;
- the number of resources in the internal audit department;
- name and qualification of the person responsible for internal audit; and
- whether the internal audit function is carried out in accordance with a recognised framework.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The internal audit function is outsourced to PKF and the internal audit staff on the engagement are free from any relationships or conflicts of interests, which could impair their objectivity and independence.</p> <p>The staff involved in the internal audit reviews possess professional qualification and/or a university degree. The Engagement Partner has diverse professional experience in internal audit, risk management and corporate governance advisory.</p> <p>The Engagement Director is Dr. Wong Ka Fee, a Chartered Member of the Institute of Internal Auditors Malaysia, Fellow Member of Institute of Public Accountants, has a diverse professional experience in internal audit, risk management and corporate governance advisory.</p> <p>The internal audit was conducted using a risk-based approach and was guided by the International Professional Practice Framework.</p> <p>Upon conduct of review on the Internal Audit Function, the AC concluded that the Internal Audit Function is independent and PKF has performed their audit assignments with impartiality, proficiency and due professional care for the FYE 2023.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	





### Intended Outcome

There is continuous communication between the company and stakeholders to facilitate mutual understanding of each other's objectives and expectations.

Stakeholders are able to make informed decisions with respect to the business of the company, its policies on governance, the environment and social responsibility.

### Practice 12.1

The board ensures there is effective, transparent and regular communication with its stakeholders.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Board, in its best efforts, always keeps the shareholders and various stakeholders informed of the Company's business and corporate development and ensures that the Company's communication with them is transparent and timely. Announcements, news, promotions and all relevant updates are posted on the Company's website regularly.</p> <p>The Board has in place a Policy on Shareholders Communications and Investor Relations to ensure that shareholders and the investment community are provided with timely and equal access to balanced and understandable information on the Company to enable shareholders to exercise their rights in an informed manner and to allow shareholders and the investment community to engage actively with the Company.</p> <p>The Board ensures that there is effective, transparent and regular communication with its stakeholders through a variety of communication channel as follow: -</p> <p>(i) Corporate website</p> <p>Shareholders may communicate with the Company on investor relation matters by posting their enquiries to the Company through the Company's web enquiry form on its website, <a href="https://www.adventa.com.my/contact">https://www.adventa.com.my/contact</a>. The company will endeavour to reply to these enquiries in the shortest possible time.</p> <p>The Company's website includes dedicated sections for corporate governance, investor relations, news and events, and corporate information.</p> <p>(ii) Announcement to Bursa Malaysia Securities Berhad</p> <p>In maintaining the commitment to effective communication with shareholders, the Company releases comprehensive, timely and continuing disclosures of information to its shareholders as well as to the general investing public, which also provides additional disclosure of information on a voluntary basis, where possible and</p>

	<p>applicable. The company recognises the value of transparent, consistent and coherent communications with the investment community consistent with commercial confidentiality and regulatory considerations. The Company aims to build long-term relationships with shareholders and potential investors through appropriate channels for the management and disclosure of information. The Company strives to disclose all price sensitive information to the public as soon as practicable through Bursa Malaysia Securities Berhad, and in disclosing information to the public, the Company is also guided by Bursa Malaysia Securities Berhad’s Corporate Disclosure Guide. All public announcements are electronically published and can be assessed at Bursa Malaysia Securities Berhad’s website at <a href="http://www.bursamalaysia.com">www.bursamalaysia.com</a> or the Company’s website at <a href="http://www.adventa.com.my">www.adventa.com.my</a>.</p> <p>(iii) Annual Report</p> <p>Annual Report is also one (1) of the main channels of communication between the Company and its stakeholders. The Annual Report, which is prepared in accordance with the requirements of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and the Malaysian Code on Corporate Governance, communicates comprehensive information of the financial results and activities undertaken by the Group. All information to shareholders are available electronically as soon as it is announced or published.</p> <p>(iv) AGM</p> <p>Another key avenue of communication with its shareholders is the Company’s AGM, which provides a useful forum for shareholders to engage directly with the Company’s Directors. During all General Meetings, shareholders are at liberty to raise questions or seek clarification on the agenda items of the general meeting from the Company’s Directors.</p>
<p><b>Explanation for departure</b> :</p>	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>	
<p><b>Measure</b> :</p>	
<p><b>Timeframe</b> :</p>	

**Intended Outcome**

There is continuous communication between the company and stakeholders to facilitate mutual understanding of each other’s objectives and expectations.

Stakeholders are able to make informed decisions with respect to the business of the company, its policies on governance, the environment and social responsibility.

**Practice 12.2**

Large companies are encouraged to adopt integrated reporting based on a globally recognised framework.

<b>Application</b>	:	Not applicable – Not a Large Company	
<b>Explanation on application of the practice</b>	:		
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

**Intended Outcome**

Shareholders are able to participate, engage the board and senior management effectively and make informed voting decisions at General Meetings.

**Practice 13.1**

Notice for an Annual General Meeting should be given to the shareholders at least 28 days prior to the meeting.

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	<p>The notice of the Twentieth AGM was issued on 28 April 2023, at least twenty-eight (28) days prior to the date of AGM scheduled on 23 June 2023. This is to ensure that shareholders are given sufficient time to read and consider the resolution to be resolved.</p> <p>The Notice of General Meeting provides further explanation beyond the minimum content stipulated in the Main Market Listing Requirements for the resolution proposed along with any background information and reports or recommendation that are relevant, where required and necessary, to enable shareholders to make an informed decision in exercising their voting rights.</p>	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

**Intended Outcome**

Shareholders are able to participate, engage the board and senior management effectively and make informed voting decisions at General Meetings.

**Practice 13.2**

All directors attend General Meetings. The Chair of the Audit, Nominating, Risk Management and other committees provide meaningful response to questions addressed to them.

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	<p>All the Directors of the Company, including the Chair of the AC, Nomination Committee and Remuneration Committee attended the Twentieth AGM of the Company held on 23 June 2023.</p> <p>The Chairman presides over the AGM and where appropriate, directs shareholders' queries to the Chief Executive Officer and/or the other Directors of the Company to answer the questions from shareholders during the AGM. The company uploaded the outcome of AGM on the Company's website as soon as practicable after the conclusion of the said meeting.</p>	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

**Intended Outcome**

Shareholders are able to participate, engage the board and senior management effectively and make informed voting decisions at General Meetings.

**Practice 13.3**

Listed companies should leverage technology to facilitate–

- voting including voting in absentia; and
- remote shareholders’ participation at general meetings.

Listed companies should also take the necessary steps to ensure good cyber hygiene practices are in place including data privacy and security to prevent cyber threats.

<b>Application</b>	:	Departure	
<b>Explanation on application of the practice</b>	:		
<b>Explanation for departure</b>	:	The Twentieth AGM of the Company was held physically. The intended outcome of this Practice was achieved as the agenda items of the Twentieth AGM of the Company were well delivered and deliberated by the Directors and the shareholders, which allowed the shareholders to make informed decisions. The shareholders were allowed to submit proxy forms to appoint proxy/proxies to vote on their behalf.	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

### Intended Outcome

Shareholders are able to participate, engage the board and senior management effectively and make informed voting decisions at General Meetings.

### Practice 13.4

The Chairman of the board should ensure that general meetings support meaningful engagement between the board, senior management and shareholders. The engagement should be interactive and include robust discussion on among others the company's financial and non-financial performance as well as the company's long-term strategies. Shareholders should also be provided with sufficient opportunity to pose questions during the general meeting and all the questions should receive a meaningful response.

<i>Note: The explanation of adoption of this practice should include a discussion on measures undertaken to ensure the general meeting is interactive, shareholders are provided with sufficient opportunity to pose questions and the questions are responded to.</i>	
<b>Application</b>	: Applied
<b>Explanation on application of the practice</b>	: All Directors attended the Twentieth AGM of the Company held on 23 June 2023 to engage with the shareholders and proxies proactively.  The Chairman of the Meeting ensured that sufficient opportunities were given to shareholders and proxies to raise issues relating to the affairs of the Company by providing ample time for the Question-and-Answer session during the AGM of the Company.  The Directors had actively responded to relevant questions addressed to them during the Twentieth AGM of the Company. The Chief Executive Officer and representatives of External Auditors also attended and participated in the Twentieth AGM of the Company
<b>Explanation for departure</b>	:  
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
<b>Measure</b>	:  
<b>Timeframe</b>	:  

### Intended Outcome

Shareholders are able to participate, engage the board and senior management effectively and make informed voting decisions at General Meetings.

### Practice 13.5

The board must ensure that the conduct of a virtual general meeting (fully virtual or hybrid) support meaningful engagement between the board, senior management and shareholders. This includes having in place the required infrastructure and tools to support among others, a smooth broadcast of the general meeting and interactive participation by shareholders. Questions posed by shareholders should be made visible to all meeting participants during the meeting itself.

<i>Note: The explanation of adoption of this practice should include a discussion on measures undertaken to ensure the general meeting is interactive, shareholders are provided with sufficient opportunity to pose questions and the questions are responded to. Further, a listed issuer should also provide brief reasons on the choice of the meeting platform.</i>	
<b>Application</b> :	Not applicable – only physical general meetings were conducted in the financial year
<b>Explanation on application of the practice</b> :	
<b>Explanation for departure</b> :	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
<b>Measure</b> :	
<b>Timeframe</b> :	



**Intended Outcome**

Shareholders are able to participate, engage the board and senior management effectively and make informed voting decisions at General Meetings.

**Practice 13.6**

Minutes of the general meeting should be circulated to shareholders no later than 30 business days after the general meeting.

<i>Note: The publication of Key Matters Discussed is not a substitute for the circulation of minutes of general meeting.</i>	
<b>Application</b>	: Applied
<b>Explanation on application of the practice</b>	: Minutes of the 20 <sup>th</sup> AGM have been made available to the shareholders no later than 30 business days after the AGM on its website at <a href="http://www.adventa.com.my">www.adventa.com.my</a>
<b>Explanation for departure</b>	:  
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
<b>Measure</b>	:  
<b>Timeframe</b>	:  

**SECTION B – DISCLOSURES ON CORPORATE GOVERNANCE PRACTICES PURSUANT  
CORPORATE GOVERNANCE GUIDELINES ISSUED BY BANK NEGARA MALAYSIA**

*Disclosures in this section are pursuant to Appendix 4 (Corporate Governance Disclosures) of the Corporate Governance Guidelines issued by Bank Negara Malaysia. This section is only applicable for financial institutions or any other institutions that are listed on the Exchange that are required to comply with the above Guidelines.*

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