

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in doubt as to the course of action to take, you should consult your stockbroker, solicitor, accountant, bank manager or other professional adviser immediately.

Bursa Malaysia Securities Berhad (“**Bursa Malaysia Securities**”) has not perused the contents of this Circular prior to issuance as they are exempted documents pursuant to Practice Note 18 of the Main Market Listing Requirements of Bursa Malaysia Securities.

Bursa Malaysia Securities takes no responsibility for the contents of this Circular, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this Circular.

Shareholders should rely on their own evaluation to assess the merits and risks of the proposals set out herein.



ADVENTA BERHAD

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

CIRCULAR TO SHAREHOLDERS

IN RELATION TO THE

**PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE FOR RECURRENT
RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE**

The above Proposal will be tabled as Special Business at Adventa Berhad's Twentieth Annual General Meeting (“**20th AGM**”) to be held at 21, Jalan Tandang 51/205A, Seksyen 51, 46050 Petaling Jaya, Selangor Darul Ehsan on Friday, 23 June 2023 at 2:30 p.m. The Notice of the 20th AGM together with the Form of Proxy are set out in the Annual Report of Adventa Berhad for the year ended 31 December 2022. A copy of this Circular is available on the Company's website at <https://www.adventa.com.my/investor-relations-info>.

If you are unable to attend and vote at the meeting, you may complete the Form of Proxy and deposit it at Securities Services (Holdings) Sdn. Bhd. at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan or submit via fax at 03-2094 9940 and/or 03-2095 0292 or email to info@sshsb.com.my, not later than forty-eight (48) hours before the time appointed for holding the 20th AGM. The lodging of the Form of Proxy does not preclude you from attending and voting in person at the 20th AGM should you subsequently wish to do so, provided a notice of termination of proxy authority in writing is given to the Company and deposited at Securities Services (Holdings) Sdn. Bhd., Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan not less than twenty-four (24) hours before the time stipulated for holding the 20th AGM.

Last date and time for lodging the Form of Proxy : Wednesday, 21 June 2023 at 2:30 p.m.
Date and time of the AGM : Friday, 23 June 2023 at 2:30 p.m.

This Circular is dated 28 April 2023

DEFINITIONS

In this Circular and the accompanying appendices, the following abbreviations shall have the following meanings unless otherwise stated:-

| | | |
|----------------------------------|---|--|
| “Act” | : | Companies Act 2016, as amended from time to time and any re-enactment thereof |
| “Adventa” or “Company” | : | Adventa Berhad [Registration No. 200301016113 (618533-M)] |
| “Adventa Group” or “Group” | : | Adventa and its subsidiaries |
| “Adventa Share(s)” or “Share(s)” | : | Ordinary share(s) in Adventa |
| “AGM” | : | Annual General Meeting |
| “Board” | : | Board of Directors of Adventa |
| “Bursa Malaysia Securities” | : | Bursa Malaysia Securities Berhad [Registration No. 200301033577 (635998-W)] |
| “Director(s)” | : | Director(s) of Adventa and shall have the meaning given in Section 2(1) of the Capital Markets and Securities Act 2007 and for the purpose of the Proposed Renewal of RRPT Mandate, includes any person who is or was within the preceding six (6) months of the date on which the terms of the transactions were agreed upon, a Director or a chief executive of the Company, its subsidiary or holding company |
| “EPS” | : | Earnings per Share |
| “FYE” | : | Financial year ended / ending 31 December, as the case may be |
| “Listing Requirements” | : | Main Market Listing Requirements of Bursa Malaysia Securities, as amended from time to time |
| “LCG” | : | Mr. Low Chin Guan, the Executive Director and Major Shareholder of Adventa. |
| “LPD” | : | Latest Practicable Date, being the latest practicable date prior to printing of this Circular, i.e. 31 March 2023 |

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DEFINITIONS

- "Major Shareholder(s)" : Means a person who has an interest or interests in one (1) or more voting shares in the Company and the number or aggregate number of those shares, is:-
- (a) 10% or more of the total number of voting shares in the Company; or
 - (b) 5% or more of the total number of voting shares in the Company where such person is the largest shareholder of the Company.
- For the purpose of this definition, "interest" shall have the meaning of "interest in shares" given in Section 8 of the Act and for the purpose of the Proposed Renewal of RRPT Mandate includes any person who is or was within the preceding six (6) months from the date on which the terms of the RRPT were agreed upon, a Major Shareholder of the Company, its subsidiary or holding company.
- "NA" : Net assets
- "Person Connected" : in relation to any person (referred to as "said Person") means such person who falls under any one of the following categories:-
- (a) a family member of the said Person;
 - (b) a trustee of a trust (other than a trustee for a share scheme for employees or pension scheme) under which the said Person, or a family member of the said Person, is the sole beneficiary;
 - (c) a partner of the said Person;
 - (d) a person, or where the person is a body corporate, the body corporate or its directors, who is/are accustomed or under an obligation, whether formal or informal, to act in accordance with the directions, instructions or wishes of the said Person;
 - (e) a person, or where the person is a body corporate, the body corporate or its directors, in accordance with whose directions, instructions or wishes the said Person is accustomed or is under an obligation, whether formal or informal, to act;
 - (f) a body corporate in which the said Person, or persons connected with the said Person are entitled to exercise, or
 - (g) control the exercise of, not less than 20% of the votes attached to voting shares in the body corporate; or
 - (h) a body corporate which is a related corporation of the said Person.
- "Proposed Renewal of RRPT Mandate" : Proposed Renewal of Existing Shareholders' Mandate for Recurrent Related Party Transactions of a revenue or trading nature
- "Recurrent Related Party Transaction(s)" or "RRPT(s)" : Related party transaction which is recurrent, of a revenue or trading nature which is necessary for the Group's day-to-day operations and is entered into by the Group in the ordinary course of business which involves the interest, direct or indirect, of a Related Parties
- "Related Party(ies)" : A Director, a Major Shareholder or a Person Connected with such Director or Major Shareholder

DEFINITIONS

| | | |
|-------------------------|---|---|
| “RM” and “sen” | : | Ringgit Malaysia and sen respectively |
| “Shareholders’ Mandate” | : | Shareholders’ mandate obtained on 23 June 2022 for Adventa Group to enter into RRPTs based on the terms set out in the circular to shareholders dated 17 May 2022 |
| “2022 Annual Report” | : | Annual Report of Adventa issued for the FYE 31 December 2022 |

All references to “you” in this Circular is to the shareholders of the Company.

Words incorporating the singular shall, where applicable, include the plural and vice versa and words incorporating the masculine gender shall, where applicable, include the feminine and neuter genders and vice versa. Reference to persons shall include a corporation, unless otherwise specified.

Any reference in this Circular to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any reference to a time of day in this Circular shall be a reference to Malaysian time, unless otherwise stated.

Any discrepancies in the tables included in this Circular between the amounts listed, actual figures and the totals thereof are due to rounding.

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ADVENTA BERHAD
Registration No. 200301016113 (618533-M)
(Incorporated in Malaysia)

Registered Office:-

21, Jalan Tandang 51/205A,
Seksyen 51,
46050 Petaling Jaya,
Selangor Darul Ehsan

28 April 2023

Directors

Edmond Cheah Swee Leng (*Chairman / Senior Independent Non-Executive Director*)
Low Chin Guan (*Executive Director*)
Kwek Siew Leng (*Executive Director*)
Toh Seng Thong (*Independent Non-Executive Director*)
Dato' Selwyn Vijayarajan Das (*Independent Non-Executive Director*)

To: The shareholders of Adventa

Dear Sir/ Madam,

PROPOSED RENEWAL OF RRPT MANDATE

1.0 INTRODUCTION

On 11 April 2023, the Board had announced to Bursa Malaysia Securities the Company's intention to seek the shareholders' approval for the Proposed Renewal of RRPT Mandate at the forthcoming Twentieth ("20th") AGM.

The existing authority for Shareholders' Mandate which was approved by the shareholders at an AGM held on 23 June 2022, shall in accordance with the Listing Requirements, lapse at the conclusion of the forthcoming 20th AGM, unless renewal is obtained from the shareholders of Adventa at the forthcoming AGM.

The purpose of this Circular is to provide you with relevant information on the Proposed Renewal of RRPT Mandate and to seek your approval on the ordinary resolution in relation to the Proposed Renewal of RRPT Mandate to be tabled at the forthcoming 20th AGM.

The Company advise you to read and carefully consider the contents of this Circular before voting on the ordinary resolution in relation to the Proposed Renewal of RRPT Mandate to be tabled at the forthcoming 20th AGM. The notice of the 20th AGM and the Form of Proxy are available for download from the Company's website at <https://www.adventa.com.my/investorrelations-info>.

2.0 DETAILS OF THE PROPOSED RENEWAL OF RRPT MANDATE

2.1 Introduction

Pursuant to Paragraph 10.09(2) of the Listing Requirements, the Company may seek a mandate from its shareholders for RRPTs subject to the following:-

- (i) the transactions are in the ordinary course of business and are on terms not more favourable to the Related Party than those generally available to the public;
- (ii) the shareholders' mandate is subject to annual renewal and disclosure is made in the annual report of the aggregate value of transactions conducted pursuant to the shareholders' mandate during the financial year where the aggregate value is equal to or more than the threshold prescribed under Paragraph 10.09(1) of the Listing Requirements;
- (iii) the Company's circular to shareholders for the shareholders' mandate includes the information as may be prescribed by Bursa Malaysia Securities. The draft circular must be submitted to Bursa Malaysia Securities together with a checklist showing compliance with such information;
- (iv) in a meeting to obtain shareholders' mandate, the relevant Related Party must comply with the requirements set out in Paragraph 10.08(7) of the Listing Requirements; and
- (v) the Company immediately announces to Bursa Malaysia Securities when the actual value of a RRPT entered into by the Company, exceeds the estimated value of the RRPT disclosed in the circular by 10% or more and must include the information as may be prescribed by Bursa Malaysia Securities in its announcement.

The Proposed Renewal of RRPT Mandate is subject to annual renewal. The Proposed Renewal of RRPT Mandate, if approved, will take effect from the date of the passing of the ordinary resolution proposed at the forthcoming 20th AGM of the Company and will only continue to be in force until:

- (a) the conclusion of the next AGM of the Company following the general meeting at which such mandate was passed, at which time it will lapse, unless by a resolution passed at a general meeting, the authority is renewed;
- (b) the expiration of the period within which the next AGM after that date is required to be held pursuant to Section 340(2) of the Act (but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- (c) revoked or varied by resolution passed by the shareholders of the Company in general meeting,

whichever is earlier.

Adventa is seeking approval from the shareholders for the Proposed Renewal of RRPT Mandate which will allow the Group, in their normal course of business, to enter into the categories of RRPTs referred to in the ensuing sections provided that such transactions, are made at arms' length basis and based on the Group's normal commercial terms which are not more favourable to the Related Parties than those generally available to the public and not detrimental to the minority shareholders.

2.2 Principal Activities of Adventa Group

The principal activities of Adventa are investment holding whilst the subsidiaries of Adventa are as follows:

| Name | Effective equity interest (%) | Principal activities |
|--|-------------------------------|--|
| Adventa Healthcare Sdn. Bhd. | 100% | Distribution of medical and healthcare equipment, appliances and medical disposal products |
| PTM Progress Trading & Marketing Sdn. Bhd. | 100% | Provision of storage and warehousing services |
| Mycare Lanka (Private) Limited | 51% | Distribution of medical and healthcare equipment, appliances and medical disposal products |

2.3 Classes of Related Parties

The Related Parties in which the Proposed Renewal of RRPT Mandate is applicable are as follows:-

| Name | Principal activities | Relationship |
|-----------------------|---|---|
| LCG | - | <ul style="list-style-type: none">• Executive Director and Major Shareholder of Adventa |
| Lucenia (M) Sdn. Bhd. | Provision of home dialysis products for the treatment of end stage renal disease and its related activities | <ul style="list-style-type: none">• LCG is the Director of Lucenia (M) Sdn. Bhd.• LCG is the Shareholder of Lucenia (M) Sdn. Bhd. by virtue of his 100% equity interest in Lucenia (M) Sdn. Bhd. |

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2.4 Nature of RRPTs

The details of the RRPTs covered under the Proposed Renewal of RRPT Mandate are as follows:-

Proposed Renewal of Existing Shareholders' Mandate for RRPT

| No. | Nature of RRPTs | Name of Company | Related Parties | Interested Directors and/or interested Major Shareholders | Shareholders' Mandate* | | Proposed Renewal of Existing Shareholders' Mandate for RRPTs@ |
|-----|---|------------------------------|-----------------|---|--|--|---|
| | | | | | Actual aggregate value transacted from the date on which the existing mandate was obtained (23.06.2022) to LPD | Estimated aggregate value of transactions as disclosed in the Circular to Shareholders dated 17 May 2022 | |
| 1. | Rental of office Address: No. 21, Jalan Tandang 51/205A, Seksyen 51, 46050 Petaling Jaya, Selangor Darul Ehsan Frequency of payment: monthly Size: 3,849 square feet | Adventa Healthcare Sdn. Bhd. | LCG | LCG | RM115,500.00 | RM153,000.00 | RM180,000.00 |
| 2. | Rental of office Address: No. 21, Jalan Tandang 51/205A, Seksyen 51, 46050 Petaling Jaya, Selangor Darul Ehsan Frequency of payment: monthly Size: 1,571 square feet | Adventa Berhad | LCG | LCG | RM67,500.00 | RM102,000.00 | RM70,000.00 |

| No. | Nature of RRPTs | Name of Company | Related Parties | Interested Directors and/or interested Major Shareholders | Shareholders' Mandate* | | Proposed Renewal of Existing Shareholders' Mandate for RRPTs@ |
|-----|-------------------------------------|------------------------------|------------------------|---|--|--|--|
| | | | | | Actual aggregate value transacted from the date on which the existing mandate was obtained (23.06.2022) to LPD | Estimated aggregate value of transactions as disclosed in the Circular to Shareholders dated 17 May 2022 | |
| 3. | Distribution of healthcare products | Adventa Healthcare Sdn. Bhd. | Lucenxia (M) Sdn. Bhd. | LCG (shareholder of Lucenxia (M) Sdn. Bhd.) | RM1,360,036.00 | RM5,000,000.00 | Estimated aggregate value of transactions from the date of the 20th AGM up to the date of next AGM |

Note: -

* There is no deviation between the actual and estimated aggregate value of the transaction that exceeds by 10% or more.

@ The estimated values as set out above are based on management estimates of the value of transactions to be undertaken for the period from the forthcoming 20th AGM to the next AGM. However, the value of transactions may be subject to changes.

2.5 Outstanding Recurrent Transaction Receivables

There was no amount due and owing to the Group by its Related Parties pursuant to the RRPTs. As such, the disclosure as required under Paragraphs 16A and 16B in the Annexure PN12-A of the Listing Requirements, are not applicable.

2.6 Review and Disclosure Procedures on the RRPTs and Thresholds of Authority

Adventa Group has established various procedures to ensure that RRPTs are undertaken at arm's length basis and on normal commercial terms which are consistent with Adventa Group's normal business practices and policies, on transaction prices and terms not more favourable to the Related Parties than those generally available to the public and are not to the detriment of the minority shareholders.

The review and disclosure procedures with regard to the RRPTs are as follows:-

- (a) Adventa Group will be notified of the Related Parties and will be required prior to entering into such transactions to ensure that all the RRPTs are consistent with Adventa Group's normal business practices and policies which are not more favourable to the Related Parties than those generally available to the public and are not to the detriment of the minority shareholders;
- (b) Records will be maintained by Adventa Group to capture all RRPTs which are entered into pursuant to the shareholders' mandate;
- (c) The Board and/or the Audit Committee shall review the internal audit reports which are normally conducted at least once a year to ascertain that the guidelines and procedures established to monitor RRPTs have been complied with;
- (d) The Board and the Audit Committee shall have overall responsibility for the determination of the review procedures including addition of new review procedures where applicable. The Board and the Audit Committee may also appoint individuals and committees within Adventa Group to examine the RRPTs as they deem appropriate. If a member of the Board or the Audit Committee has an interest, he will abstain from any deliberation and decision-making by the Board and/or the Audit Committee in respect of the said transaction; and
- (e) Disclosure will be made in the Annual Report of the aggregate value of RRPTs conducted pursuant to the shareholders' mandate during the financial year.

As for the thresholds authority, Adventa Group has in placed internal charts of authority governing all business transactions. Since the RRPTs are conducted in the ordinary course of business, these are also covered under the charts of authority as there is no specific formal document in respect of thresholds authority for RRPTs.

Where practical and/or feasible, at least two (2) other contemporaneous transactions with unrelated third parties for similar products/services and/or quantities will be used as comparison for determining the price and terms offered to/by the Related Parties are fair and reasonable as compared with those offered to/by unrelated third parties. In the event that quotation or comparative pricing from unrelated third parties cannot be obtained, the transaction price will be determined based on those offered to/by other unrelated parties for substantially similar types of transactions to ensure that the RRPTs are not detrimental to Adventa Group.

2.7 Statement by Audit Committee

The Audit Committee of the Company has seen and reviewed the procedures set out in Section 2.6 above and is of the view that the review procedures for RRPTs are sufficient to ensure that the RRPTs will be entered into at arm's length and in accordance with the Group's normal commercial terms, and on terms which are not more favourable to the Related Parties than those generally available to the public, and hence, will not be detrimental to the minority shareholders. Any member of the Audit Committee who is interested in any RRPT shall not be involved in the review of the RRPT.

The Audit Committee is satisfied that the Group has in place adequate procedures and processes to monitor, track and identify RRPTs in a timely and orderly manner, and the review of these procedures and processes are conducted on an annual basis or whenever the need arises.

3.0 RATIONALE AND BENEFITS OF THE PROPOSED RENEWAL OF RRPT MANDATE

The rationale for and benefits of the Proposed Renewal of RRPT Mandate to Adventa Group are as follows:-

- (a) The Proposed Renewal of RRPT Mandate will facilitate transactions with the Related Parties which are carried out in the ordinary course of business of Adventa Group and are made on an arm's length basis and on transaction prices and terms not more favourable to the Related Parties than those generally available to the public and not in the Company's opinion detrimental to the minority shareholders;
- (b) The Proposed Renewal of RRPT Mandate will enhance Adventa Group's ability to pursue business opportunities which may be time sensitive in nature and it may not be practical to seek shareholders' approval on a case-by-case basis before entering into such transactions;
- (c) The Proposed Renewal of RRPT Mandate will eliminate the need to make regular announcements or convene separate general meetings from time to time to seek shareholders' mandate approval, thereby reducing the administrative time and cost in convening such meetings without compromising the corporate objectives and adversely affecting the business opportunities available to Adventa Group.

4.0 INTERESTS OF DIRECTORS, MAJOR SHAREHOLDER AND/OR PERSONS CONNECTED WITH DIRECTOR/MAJOR SHAREHOLDER

The interested Director and Major Shareholder in the Proposed Renewal of RRPT Mandate is LCG. LCG, being the interested Director and Major Shareholder in the RRPTs has abstained and will continue to abstain from Board deliberations and voting on the resolution pertaining to the Proposed Renewal of RRPT Mandate. LCG will abstain from voting and deliberations on the Proposed Renewal of RRPT Mandate at the forthcoming 20th AGM.

The interested Director and Major Shareholder has undertaken to ensure that persons connected to him will abstain from voting in respect of their shareholdings on the resolution pertaining to the Proposed Renewal of RRPT Mandate at the forthcoming 20th AGM.

Save as disclosed below, none of the other Directors, Major Shareholders and/or persons connected to them has any direct and/or indirect interest in the Proposed Renewal of RRPT Mandate.

The following table illustrates the direct and indirect interests of the interested Director and Major Shareholder of Adventa as at the LPD prior to the printing of this Circular:-

| | Direct | | Indirect | |
|-----|---------------|-------|---------------|---|
| | No. of Shares | % | No. of Shares | % |
| LCG | 59,035,652 | 38.64 | - | - |

5.0 EFFECTS OF THE PROPOSED RENEWAL OF RRPT MANDATE

The Proposed Renewal of RRPT Mandate does not have any effect on the Issued Share Capital, NA, EPS, gearing and substantial shareholders' shareholdings of the Company and/or the Group.

6.0 APPROVAL REQUIRED

The Proposed Renewal of RRPT Mandate is subject to the approval of the shareholders of Adventa at the forthcoming 20th AGM.

7.0 DIRECTORS' RECOMMENDATION

The Board (with the exception of LCG, who has abstained and will continue to abstain from making any opinion and recommendation on the Proposed Renewal of RRPT Mandate), having considered all aspects of the Proposed Renewal of RRPT Mandate, is of the opinion that the above is in the best interests of the Company and therefore recommends that you vote in favour of the resolution pertaining to Proposed Renewal of RRPT Mandate to be tabled at the forthcoming 20th AGM.

8.0 THE 20TH AGM

The ordinary resolutions pertaining to the Proposed Renewal of RRPT Mandate is set out as special businesses in the notice of 20th AGM contained in the 2022 Annual Report of the Company. A copy of this Circular is available on the Company's website at <https://www.adventa.com.my/investor-relations-info>.

The 20th AGM of Adventa will be held at 21, Jalan Tandang 51/205A, Seksyen 51, 46050 Petaling Jaya, Selangor Darul Ehsan on Friday, 23 June 2023 at 2:30 p.m.

If you are unable to attend and vote at the meeting, you may complete the Form of Proxy and deposit it at Securities Services (Holdings) Sdn. Bhd. at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan or submit via fax at 03-2094 9940 and/or 03-2095 0292 or email to info@sshsb.com.my, not later than forty-eight (48) hours before the time appointed for holding the 20th AGM. The lodging of the Form of Proxy does not preclude you from attending and voting in person at the 20th AGM should you subsequently wish to do so, provided a notice of termination of proxy authority in writing is given to the Company and deposited at Securities Services (Holdings) Sdn. Bhd., Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan not less than twenty-four (24) hours before the time stipulated for holding the 20th AGM.

9.0 FURTHER INFORMATION

Shareholders are advised to refer to the attached Appendix I for further information.

Yours faithfully,
For and on behalf of the Board of Directors of
ADVENTA BERHAD

EDMOND CHEAH SWEE LENG
Chairman / Senior Independent Non-Executive Director

1. RESPONSIBILITY STATEMENT

This Circular has been seen and approved by the Board, and the Directors collectively and individually accept full responsibility for the accuracy of the information given and confirm that, after making all reasonable enquiries to the best of their knowledge and belief, there are no other facts, the omission of which would make any statement in this Circular misleading.

2. MATERIAL CONTRACTS

As at the LPD, Adventa Group has not entered into any contracts which are or may be material (not being contracts entered into the ordinary course of business) during the two (2) years immediately preceding the date of this Circular.

3. MATERIAL LITIGATION

As at the LPD, Adventa Group is not engaged in any material litigation, claims or arbitration, either as plaintiff or defendant, and the Board is not aware and has no knowledge of any proceedings, pending or threatened against Adventa Group, or of any facts likely to give rise to any proceedings, which might materially or adversely affect the business and financial position of Adventa Group as at the date of this Circular.

4. DOCUMENTS FOR INSPECTION

Copies of the following documents are available for inspection at the registered office of Adventa at 21, Jalan Tandang 51/205A, Seksyen 51, 46050 Petaling Jaya, Selangor Darul Ehsan during normal business hours on Monday to Friday (except public holidays) from the date of this Circular up to and including the date of the forthcoming 20th AGM:-

- (a) Constitution of Adventa; and
- (b) Audited Financial Statements of Adventa for the FYE 2021 and FYE 2022.

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