## CORPORATE GOVERNANCE REPORT

STOCK CODE : 7191

**COMPANY NAME** : ADVENTA BERHAD FINANCIAL YEAR : December 31, 2024

## **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.

Application	:	Applied	
Explanation on application of the practice	:	The Board of Directors ("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.	
		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.	
		In the financial year ended 31 December 2024 ("FYE 2024") and up to the date of the report, the Board discharged its key fiduciary duties, leadership functions and responsibilities as summarised below:-	
		➤ Reviewing and adopting a strategic plan for the Company and considering the management recommendations on key issues	
		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.	
		The 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.	
		<ul> <li>The Executive Directors are 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 Executive</li> </ul>	

Directors report to the Board on key strategic, operational and legal matters concerning the Group at every Board meeting and as and when the need arises.

- 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.
- The Group's senior management team supports the Executive Directors in their roles and responsibilities based on their respective levels of authority established by the Board and/or the Executive Directors.

#### > Overseeing the conduct of the Company's business

For FYE 2024, the Executive Directors are responsible for the financial performance of the Company. The Executive Directors presented the Group's finance and operation report for every quarter to the Board when the quarterly results were tabled. The Executive Directors briefed the Board on all financial and non-financial matters of the Group and answered questions raised by other Board members accordingly.

➤ Identifying principal risks and ensuring the implementation of appropriate systems to manage these risks

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.

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 2024.

➤ Reviewing the adequacy and integrity of the Company's internal control systems and management information systems

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.

The internal audit function is assumed by the outsources internal audit firm, namely PKF Risk Management Sdn. Bhd. ("PKF Risk Management"). PKF Risk Management assists the AC in discharging its duties and responsibilities to provide reasonable assurance on the adequacy and effectiveness of the system and internal control by conducting independent, regular and systematic reviews of the internal processes in addressing the risks identified and that

established policies and procedures, applicable laws and regulations are complied with.

For FYE 2024, PKF Risk Management, which reports 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 2024, PKF Risk Management conducted audits of operations under Account Receivables and Human Resource Management. Overall, the AC evaluated the performance of PKF Risk Management and is satisfied that the internal audit function has been carried out effectively and independently during FYE 2024.

Details pertaining to the Company's internal control system are available in the Statement on Risk Management and Internal Control of the Annual Report 2024.

## 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 2024, 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 2024, the Board has also provided assurance that the financial statements prepared in the financial year gives a trues 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 has 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;

	<ul> <li>Policy on Prevention of Insider Trading;</li> <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> The abovementioned policies are to be regularly reviewed by the Board as and when required.
Explanation for : departure	
Large companies are requir	l ed to complete the columns below. Non-large companies are encouraged
to complete the columns be	
Measure :	
Timeframe :	

to complete the columns below.

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.

Application	Applied
Explanation on application of the practice	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.  Mr. Edmond Cheah Swee Leng is the Chairman of the Board. His key responsibilities include but not limited to the following:-
	<ul> <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</li> </ul>
	proceedings.  The leadership of Mr. Edmond Cheah Swee Leng as the Chairman of the Board was acknowledged via the Board Performance Evaluation for the FYE 2024 and his profile is set out in the Director's Profile of the Annual Report 2024.
Explanation for departure	
Large companies are requ	ired to complete the columns below. Non-large companies are encouraged

Measure	:	
Timeframe	:	

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.

Application :	Applied	
Explanation on :	During FYE 2024, the Chairman is Mr. Edmond Cheah Swee Leng and	
application of the	there is no designated Chief Executive Officer ("CEO").	
practice	,	
	In the absence of a CEO, the Executive Directors, namely Mr. Low Chin Guan and Ms. Kwek Siew Leng are taking on the roles of the CEO, responsible for the day-to-day management of the Company, covering corporate, financial, operational, governance, secretarial and human resource matters, while the Chairman leads the Board in its collective oversight of the management.  The distinct and separate roles of the Chairman and CEO have been outlined in the Board Charter, with a clear division of responsibilities, to ensure a balance of power and authority, such that no one individual	
	has unfettered powers of decision-making.	
Explanation for : departure		
Large companies are requi to complete the columns b	red to complete the columns below. Non-large companies are encouraged below.	
Measure :		
Timeframe :		

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

		in 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'.				
Application	:	Applied		
Explanation on	:	Mr. Edmond Cheah Swee Leng did not hold any membership in the		
application of the		Board Committees of the Company.		
practice				
		This had better enhance the check and balance function as well as the		
		objective review by the Board on all matters recommended by the		
		Board Committees.		
Explanation for	:			
departure				
Large companies are	requir	ed to complete the columns below. Non-large companies are encouraged		
to complete the colu	•			
Measure	:			
Timeframe	:			
1				

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.

Application	:	Applied	
Explanation on application of the practice	:	The Company is supported by two (2) suitably qualified and competent Company Secretaries, namely Ms. Chua Siew Chuan and Mr. Lim Lih Chau.	
		The Company Secretaries have professional qualification and qualified to act as Company Secretaries under Section 235(2) of the Companies Act 2016 ("CA 2016"). The Company Secretaries are extern company secretaries from Securities Services (Holdings) Sdn. Bhd. with vast knowledge and experience from being in public practice and supported by a dedicated team of company secretarial personnel.	
		For FYE 2024, 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 compliance 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.	
		At least one (1) of the Company Secretaries attended the Twenty-First Annual General Meeting ("AGM"), and all the 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 report back to the Board.	
		The Company Secretary who attended Twenty-First AGM managed the processes of the meeting and ensured orderly proceedings, including the conduct of the poll taken on all resolutions tabled at the meeting.	
		The Board is also updated on the Directors' Resolutions in Writing passed, Directors' dealing pursuant to Chapter 14 of the Main Market Listing Requirements, announcements made to Bursa Malaysia Securities Berhad and circulars or correspondences from Bursa Malaysia Berhad, at every scheduled Board meeting during the year.	

	themselves abreast of matters of market, corporate governance, and changes in the same regulatory training and industry updates. The continuous professional develop Malaysian Institute of Chartered practicing chartered secretaries.  The Board is satisfied with the permarket.	and will continue to constantly keep oncerning company law, the capital of other pertinent matters, as well as y environment, through continuous ey have also attended many relevant ment programs as required by the I Secretaries and Administrators for erformance and support rendered by Board in the discharge of its function
Explanation for : departure		
Large companies are requir	red to complete the columns below.	Non-large companies are encouraged
to complete the columns b	•	
Measure :		
Timeframe :		

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.

Application	:	Applied	
Explanation on application of the practice	::	For FYE 2024, an annual calendar of Board Meetings and Committee meetings and the AGM is circulated in advance in order to facilitate planning by the Directors.  The Board met five (5) times in FYE 2024. 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 in 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.  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.	
		All deliberations and decisions at the Board and Board 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.	
		For FYE 2024, 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.	
		Arrangements would be made for the Chairman of the succeeding Board and Board Committees meetings to sign the minutes as a correct record of the proceedings. 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 CA 2016.	

Explanation for : departure		
Large companies are require to complete the columns b	•	Non-large companies are encouraged
Measure :		
Timeframe :		

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.

Application	:	Applied	
Explanation on application of the practice	:	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:-	
		<ul> <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>	
		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.	
		During the FYE 2024, the Board Charter has not been reviewed by the Board as the Board viewed that the Board Charter is suffice for the Board, Board Committees and the Management to carry out their roles and responsibilities.	
		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.	
		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> .	

Explanation for departure			
Large companies are requ to complete the columns		•	Non-large companies are encouraged
Measure	:		
Timeframe	:		

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**

to complete the columns below.

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.

Application	: Applied
Explanation on application of the practice	The Company is committed to maintaining a high standard of code of conduct and ethical practice ("CoCEP") which shall be observed by the Directors of the Company.
	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:
	<ul> <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 on 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>
	The CoCEP will be reviewed periodically to ensure it remains current and relevant in addressing any ethical issues that may arise within the Group.
	During the FYE 2024, the CoCEP has not been reviewed by the Board as the Board deemed the CoCEP suffice as guidance on the standards of behaviours to all Directors.
	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> .
Explanation for departure	
Large companies are requ	ired to complete the columns below. Non-large companies are encouraged

Measure	:	
Timeframe	:	

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.

Application	Applied
Explanation on application of the practice	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.  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.  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.
	However, in the event if any employees are aware that the malpractice involves the senior management of the Company, they are encouraged to report immediately to the Audit Committee.
	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 result in disciplinary action.
	During the FYE 2024, there were no cases reported to the Company.
Explanation for departure	
Large companies are requ to complete the columns	ired to complete the columns below. Non-large companies are encouraged below.
Measure	

Timeframe	:	

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.

Applied	
Applica	
The Company 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 ("ESG") aspects and impact.	
The Group has established a Sustainability Framework with a key focus on the ESG principles, covering areas such as Carbon Reduction, Water Conservation, Pollution, Climate Change, Health and Safety, Corporate Social Responsibility, Compliance and Integrity.	
ed to complete the columns below. Non-large companies are encouraged	
low.	

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.

Application	:	Applied
Explanation on		The Board and Management communicates the Company's
application of the		sustainability strategies, priorities, targets as well as performance with
practice		internal and external stakeholders through the following channels:
		Internal stakeholders
		Group Townhall
		<ul> <li>Engagement sessions with various group of employees</li> </ul>
		E-mail communication
		External and internal stakeholders
		<ul> <li>Adventa Sustainability Statement in the Annual Report</li> </ul>
		• AGM
Explanation for	:	
departure		
		ed to complete the columns below. Non-large companies are encouraged
to complete the columns	be	Plow.
Measure	:	
T:		
Timeframe	:	

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.

Application :	Departure	
Explanation on : application of the practice		
Explanation for : departure	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.  The Group Risk Management Framework sets out the approach to the identification, assessment, management, monitoring and reporting of risks. The Board sets the risk appetite and regularly reviews performance against the risk tolerance limits.	
	The Board is committed to staying abreast of 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.  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.	
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
Measure :	Please explain the measure(s) the company has taken or intend to take to adopt the practice.	
Timeframe :	Choose an item.	

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.

Application	: Applied	
Explanation on application of the practice	The Company has enhanced its Board and Board Committees Performance Evaluation Form by including questionnaires on ESG issues. The same performance evaluation criteria are applied to senior management as well.  As part of the Company's Board Effectiveness Evaluation exercise for 2024, the Directors were formally assessed on their performance regarding oversight of material sustainability risks and opportunities. Specifically, the questionnaire modality deployed through self and peer evaluations provided extensive coverage on the following sustainability-related areas:  • Presence of a business strategy as underpinned by Environmental; • ESG considerations; • ESG literacy of the Board; and • Oversight and monitoring of sustainability targets and goals.	
Explanation for departure		
Large companies are requ to complete the columns	ired to complete the columns below. Non-large companies are encouraged below.	
Measure		
Timeframe		

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.		
Application :	Not Adopted	
Explanation on :		
adoption of the		
practice		
practice		

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.

Application	:	Applied
Explanation on application of the practice		<ul> <li>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:</li> <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> <li>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.</li> <li>Based on the results of the performance evaluations, the Board considered that the performance of Mr. Toh Seng Thong and Dato' Selwyn Vijayarajan Das (each referred to as "retiring Director") 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 had abstained from deliberations and decisions on their own eligibility to stand for reelection at the meetings of the Board and NC, where relevant.</li> </ul>
Explanation for departure	:	
Large companies are to complete the colu		ed to complete the columns below. Non-large companies are encouraged clow.
Measure	:	

Timeframe	:	

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.

Application :	Departure	
Application	Beparture	
Explanation on :		
application of the		
practice		
Explanation for :	The Board currently has six (6) members comprising two (2) Executive	
departure	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.	
	The Board composition is balanced and complies with Paragraph 15.02 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (of at least 2 or 1/3 of the Board of Directors are Independent Directors.	
	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.	
	The profiles of the Independent Non-Executive Directors are set out in the Annual Report 2024.	
	Please provide an alternative practice and explain how the alternative	
	practice meets the intended outcome.	
Large companies are requir	red to complete the columns below. Non-large companies are encouraged	
to complete the columns be		
Measure :	Please explain the measure(s) the company has taken or intend to take	
	to adopt the practice.	
<b>T</b>		
Timeframe :	Choose an item.	

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.

Application	:	Applied
Explanation on application of the practice	:	During the financial year under review, none of the Independent Non- Executive Directors has served on the Company for a cumulative term of more than nine (9) years.
		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 nine (9) years, an Independent Director may continue to serve on the Board subject to the Director's redesignation as a Non-Independent Director.
Explanation for departure	:	
Large companies are req to complete the columns		red to complete the columns below. Non-large companies are encouraged elow.
Measure	:	
Timeframe	:	

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.

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. shareholder approval to retain the director as an independent director beyond nine years.  Application : Adopted		
Explanation on adoption of the practice	÷	The Board Charter stipulates that the tenure of the Independent Non-Executive Directors shall not exceed a cumulative term of nine (9) years. However, upon completion of the nine (9) years, the Independent Non-Executive Directors may continue to serve on Board as Non-Independent Non-Executive Directors.  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> .

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.

Application	:	Applied
Explanation on application of the practice	:	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 shareholder. 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.
		The Board has delegated to the Nomination Committee ("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.
		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.
		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.
		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.
		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> .

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

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.

Application	: Applied
Explanation on application of the practice	The Board has established a clear and transparent nomination process for the appointment of Directors regardless of the source of recommendations. The nomination process involves the following five (5) stages:
	<ul> <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 NC and Remuneration Committee ("RC"); and</li> <li>v. Recommendation to Board, if deemed appropriate.</li> <li>During the financial year under review, the Company did not appoint any new Director to the Board of the Company.</li> </ul>
Explanation for departure	
Large companies are requ to complete the columns	tired to complete the columns below. Non-large companies are encouraged below.
Measure	
Timeframe	

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.

Application	:	Applied
Explanation on	:	The details of the Directors seeking re-election are set out in their
application of the		respective Directors' Profile and the Board has included a justification
practice		statement in the Notes accompanying the Notice of AGM 2024,
		indicating their support for the re-election of the Directors.
<b>Explanation for</b>	:	
departure		
Large companies are req	uir	ed to complete the columns below. Non-large companies are encouraged
to complete the columns below.		
Measure	:	
Timeframe	:	

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.

Application	Applied
Explanation on application of the practice	The NC is chaired by Dato' Selwyn Vijayarajan Das, who is the Independent Non-Executive Director of the Company.
Explanation for departure	
Large companies are requ	ired to complete the columns below. Non-large companies are encouraged
to complete the columns	pelow.
Measure	
Timeframe	

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.

Amplication	Donorturo	
Application :	Departure	
Fundamentian an		
Explanation on :		
application of the		
practice		
Explanation for	Currently, there is only one (1) female Director on the Board, forming	
departure	approximately 16% of the total board composition and thereby	
	departing from the best practices of the Malaysian Code on Corporate	
	Governance ("MCCG").	
	Governance ( wicca ).	
	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.	
	Candidate is identified.	
Large companies are requ	ired to complete the columns below. Non-large companies are encouraged	
to complete the columns below.		
Measure :	Please explain the measure(s) the company has taken or intend to take	
	to adopt the practice.	
	to ddopt the practice.	
Timeframe :	Choose an item.	

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.

	1_
Application :	Departure
Explanation on :	
application of the	
practice	
•	
Explanation for :	The Board believes that diversity in the Board and Senior Management
departure	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 the Senior Management level of the Group, which is
	available for viewing at the Company's website
	https://adventa.com.my/diversity.
	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.
Large companies are requi	red to complete the columns below. Non-large companies are encouraged
to complete the columns b	elow.
Measure :	Please explain the measure(s) the company has taken or intend to take
	to adopt the practice.
Timeframe :	Choose an item.

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.

_			this practice, it must undertake annual board every three years to facilitate the evaluation.
Application	:	Applied	
Explanation on application of the practice	:	evaluation to determine Committees and each ind	e following assessments for the financial year
		Evaluation	Assessment Criteria
		Individual Directors	Fit and proper
			<ul><li>Contribution and performance</li><li>Calibre and personality</li></ul>
		Board and Board	Board mix and composition
		Committee	<ul> <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><li> Quality and composition</li><li> Skills and competencies</li><li> Meeting administration and conduct</li></ul>
		Independence of the Independent Directors	<ul> <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>

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.

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: -

- fulfilment of the definition of an independent director as set out in Paragraph 1.01 of the Main Market Listing Requirements
- ability to exercise independent judgment and act in the best interests of the Company
- potential conflicts of interest with regards to any contracts or transactions with the Group
- 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
- derivation of other remuneration and benefits apart from Directors' fees and meeting allowances

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:-

- 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.
- Individual directors are committed in serving the Company.
- The Board and Board Committees had been effective in carrying out their functions and duties.
- 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.
- The training programmes attended by the Directors during the financial year.

The Board will consider engaging a professional, experienced and independent party to lend greater objectivity to the assessments as and when required.

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

	Directors at the Board meetings during the table below:-	ne FYE 2024 as set out in the
	Name of Director	Attendance
	Edmond Cheah Swee Leng	5/5
	Low Chin Guan	5/5
	Kwek Siew Leng	5/5
	Toh Seng Thong	5/5
	Dato' Selwyn Vijayarajan Das	5/5
	Muhammad Yazdi bin Che Ya	5/5
	Besides holding Board meetings, the Boaissues and/or matters that require immed the circulation and passing of Directors' Reto the Constitution of the Company.	diate Board approval through
	Prior to accepting the directorships, the Chairman and inform him of the expected new appointment accordingly. The Director a timely update on their other relevant director to the Company Secretaries, who will information is used to monitor the number Directors and to notify the Companies accordingly, where required.	ed time commitment for the ors are also required to submit rectorships and shareholdings II update the Board. Such or of directorships held by the
	For the FYE 2024, none of the Directors listed companies that exceeded the directorships.	
Explanation for : departure		
Large companies are required to complete the columns by	ired to complete the columns below. Non-larg	ge companies are encouraged
Measure :		
Timeframe :		

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.

Application :	Departure
Explanation on : application of the practice	
Explanation for : departure	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 RC reviewed the remuneration packages of the Executive Directors for the FYE 2024, including their salaries, benefits-in-kind and other emoluments and their annual performance bonus in detail, to ensure their remuneration is sufficiently attractive and able to retain and motivate them to run the Company successfully.
Large companies are requi to complete the columns b	red to complete the columns below. Non-large companies are encouraged elow.
Measure :	Please explain the measure(s) the company has taken or intend to take to adopt the practice.
Timeframe :	Choose an item.

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.

Application :	Applied
Explanation on : application of the practice	Independent Non-Executive Director and an Independent Non-Executive Director, and is chaired by Mr. Toh Seng Thong, a Non-Independent Non-Executive Director.  For the FYE 2024, the RC ensured that the level of remuneration for Non-Executive Directors is linked to their level of responsibilities and contributions to the effective functioning of the Board.  The RC also assisted the Board in reviewing the proposed remuneration packages of the Executive Directors.  The Board was satisfied with the performance of RC in discharging its functions in accordance with its Term of Reference.  The Terms of Reference of the RC is available on the Company's website
	at <a href="https://www.adventa.com.my">https://www.adventa.com.my</a> .
Explanation for : departure	
Large companies are requi to complete the columns b	red to complete the columns below. Non-large companies are encouraged elow.
Measure :	
Timeframe :	

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.

Application	:	Applied
Explanation on application of the practice	:	Details of the Board's remuneration for FYE 2024 are set out in the table below: -
		The Directors' Fees of both Executive and Non-Executive Directors are subject to shareholders' approval annually.

			Company ('000)							Group ('000)						
No	Name	Directorate	Fee	Allowance	Salary	Bonus	Benefits-in- kind	Other emoluments	Total	Fee	Allowance	Salary	Bonus	Benefits-in- kind	Other emoluments	Total
1	Edmond Cheah Swee Leng	Non-Executive Non- Independent Director	78	Input info here	Input info here	Input info here	Input info here	Input info here	78	78	Input info here	Input info here	Input info here	Input info here	Input info here	78
2	Low Chin Guan	Executive Director	36	36	360	30	Input info here	Input info here	462	36	36	382	30	36	Input info here	466
3	Kwek Siew Leng	Executive Director	36	180	300	25	Input info here	Input info here	541	36	180	300	25	Input info here	Input info here	541
4	Toh Seng Thong	Non-Executive Non- Independent Director	78	Input info here	Input info here	Input info here	Input info here	Input info here	78	78	Input info here	Input info here	Input info here	Input info here	Input info here	78
5	Dato' Selwyn Vijayarajan Das	Independent Director	54	Input info here	Input info here	Input info here	Input info here	Input info here	54	54	Input info here	Input info here	Input info here	Input info here	Input info here	54
6	Muhamad Yazdi bin Che Ya	Independent Director	54	Input info here	Input info here	Input info here	Input info here	Input info here	54	54	Input info here	Input info here	Input info here	Input info here	Input info here	54
7	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				
8	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				
9	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				
10	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				
11	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				
12	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				
13	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				
14	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				

| 15 | Input info horo | Chasse on item  | Input     |
|----|-----------------|-----------------|-----------|-----------|-----------|-----------|-----------|-----------|-----------|-----------|-----------|-----------|-----------|-----------|-----------|-----------|
| 13 | Input info here | Choose an item. | info here |

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.

Application :	Departure
Explanation on : application of the practice	
Explanation for : departure	The Board is of the view that it would not be in the best interest of the Company to make such detailed disclosure of top five (5) senior management remuneration on a named basis.
	Accordingly, such details are not disclosed in the Annual Report 2024 in view of the competitive market for talent in the industry and to support the Company's efforts in attracting and retaining highly talented personnel.
Large companies are require to complete the columns b	red to complete the columns below. Non-large companies are encouraged elow.
Measure :	Please explain the measure(s) the company has taken or intend to take to adopt the practice.
Timeframe :	Choose an item.

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

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.

Application	:	Not Adopted
Explanation on adoption of the practice	:	

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

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.

Application	:	Applied
Explanation on application of the practice	:	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.  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.  The Terms of Reference of the AC is available on the Company's website at <a href="https://www.adventa.com.my">https://www.adventa.com.my</a> .
Explanation for departure	:	
Large companies are rec to complete the column	•	red to complete the columns below. Non-large companies are encouraged elow.
Measure	:	
Timeframe	:	

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.

Application :	Applied	
Explanation on : application of the practice	In line with the recommendation of the MCCG, the Terms of Reference of the AC 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 AC member to safeguard the independence of the audit of the Company's financial statements.  In FYE 2024, none of the AC members was a former partner of the external audit firm of the Company.  The Terms of Reference of the AC is available on the Company's website at <a href="https://www.adventa.com.my">https://www.adventa.com.my</a> .	
Explanation for : departure		
Large companies are require to complete the columns b	red to complete the columns below. Non-large companies are encouraged elow.	
Measure :		
Timeframe :		

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.

Application	:	Applied
Explanation on application of the practice	·	In recommending the re-appointment of the External Auditors to the Board, the AC has established the following that consider among others:  a) the competence, audit quality, experience and resource capacity of the External Auditors in relation to the audit; b) the persons to assigned to the audit; c) the audit firm's other audit engagements; 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; e) the nature and extent of the non-audit services rendered and the
		appropriateness of the level of fees; and 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.
		For the FYE 2024, the AC conducted an annual assessment to consider the suitability, objectivity and independence of the External Auditors. the External Auditors 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.
Explanation for departure	:	
Large companies are red to complete the column		ed to complete the columns below. Non-large companies are encouraged clow.
Measure	:	

Timeframe	:	

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.

Application :	Adopted
Explanation on : adoption of the practice	During the FYE 2024, the AC consists of three (3) members, consist of Independent Directors and Non-Independent Director. 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)

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.

Application	: Applied
Explanation on application of the practice	<ul> <li>The AC consists of three (3) members, consist of Independent Directors and Non-Independent Director.</li> <li>Collectively, the AC members have a wide range of necessary skills, knowledge and experience, including accounting experience. One (1) of the AC members is Chartered Accountant of the Malaysian Institute of Accountants.</li> <li>The profile of each of the members of the AC are disclosed in the Directors' Profile segment in the Annual Report 2024.</li> </ul>
	The AC members continuously keep themselves abreast of the relevant changes and developments in accounting and auditing standards, practices and rules via structured and/or unstructured training programs, day-to-day business involvement, and updates or briefings by the External Auditors on the relevant updates on the financial reporting standards and regulatory requirements during the AC meetings.
	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 make recommendations on matters under the purview of the AC, including the financial reporting process.
Explanation for departure	: Please provide an explanation for the departure.
	Please provide an alternative practice and explain how the alternative practice meets the intended outcome.

Measure		Please explain the measure(s) the company has taken or intend to take to adopt the practice.	
Timeframe	••	Choose an item.	

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.

**Application** Applied **Explanation on** The Board has overall responsibility for maintaining a system of internal application of the control and risk management that provides a reasonable assurance of practice effective and efficient operations and compliance with laws and regulations, as well as with the internal procedures and guidelines. During the financial year under review, the Company has appointed outsourced Internal Auditors, PKF Risk Management as an integral part of control structure and risk management framework of the Group. Please refer to the Statement on Risk Management and Internal Control as disclosed in the Annual Report 2024 for the overview of the state of risk management and internal control of the Group. **Explanation for** departure Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below. Measure Timeframe

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.

Application :	Applied
Explanation on : application of the practice	The Internal Auditors were engaged to prepare and present an Internal Audit Report which summarised the results of Account Receivables and Human Resource Management of the Company and Group in August 2024.
	The deliverables included in the Internal Audit report have 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 and Management of the Company.
	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.
	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.
	The review and periodic testing of the Company's internal control and risk management framework are conducted as and when required.
	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 2024.
Explanation for : departure	

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

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.

Application :	Not Adopted
Explanation on : adoption of the practice	

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.

Application	:	Applied
Explanation on : application of the practice		The internal audit function of the Company is carried out by an outsourced professional service firm, namely, PKF Risk Management 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 of 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.
		In developing the scope of the internal audit function the AC was satisfied that –
		<ul> <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>
		The Internal Auditors has and will continue to keep abreast of the developments in the profession, relevant industry and regulations.
		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.
		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.
		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 has resulted in any material losses, contingencies or uncertainties that would require disclosure in the Annual Report 2024.

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

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.

Application	:	Applied
Explanation on application of the practice	:	During the financial year under review, the internal audit function is outsourced to PKF Risk Management and the internal audit staff on the engagement are free from any relationships or conflicts of interests, which could impair their objectivity and independence.
		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.
		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.
		The internal audit was conducted using a risk-based approach and was guided by the International Professional Practice Framework.
		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 2024.
Explanation for departure	:	
Large companies are to complete the colu	-	ed to complete the columns below. Non-large companies are encouraged Plow.
Measure	:	

Timeframe	:	

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.

Application	:	Applied	
Explanation on application of the practice	:	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.	
		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.  The Board ensures that there is effective, transparent and regular	
		communication with its stakeholders through a variety of communication channel as follow: -	
		(i) Corporate website  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.  The Company's website includes dedicated sections for corporate	
		governance, investor relations, news and events, and corporate information.	
		(ii) Announcement to Bursa Malaysia Securities Berhad  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	

	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="https://www.bursamalaysia.com">www.bursamalaysia.com</a> or the Company's website at <a href="www.bursamalaysia.com">www.bursamalaysia.com</a> or the Company's website at <a href="www.bursamalaysia.com">www.bursamalaysia.com</a> or the
	(iii) Annual Report
	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 is available electronically as soon as it is announced or published.
	(iv) AGM
	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.
Explanation for : departure	
a Spartar C	
Large companies are requir	red to complete the columns below. Non-large companies are encouraged elow.
Measure :	
Timeframe :	

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.

Application		Not applicable – Not a Large Company
Explanation on application of the practice	:	
Explanation for departure	:	
Large companies are requ	uir	red to complete the columns below. Non-large companies are encouraged
to complete the columns below.		
Measure	:	
Timeframe	:	

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.

Application	Applied
Application	Applied
Explanation on	The notice of the Twenty-First AGM was issued on 30 April 2024, at least
application of the	twenty-eight (28) days prior to the date of AGM scheduled on 21 June
practice	2024. This is to ensure that shareholders are given sufficient time to
	read and consider the resolutions to be resolved.
	The Notice of General Meeting provides further explanation beyond the
	minimum content stipulated in the Main Market Listing Requirements
	for the resolutions 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.
Explanation for	
departure	
Large companies are requ	ired to complete the columns below. Non-large companies are encouraged
to complete the columns	below.
Measure	
Timeframe	
Time traine	

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.

Application	: Applied	
Explanation on application of the practice	All the Directors of the Company, including the Chair of the AC, NC and RC attended the Twenty-First AGM of the Company held on 21 June 2024.  The Chairman presides over the AGM and where appropriate, directs shareholders' queries to the Executive Director 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.	
Explanation for departure		
Large companies are requ	ired to complete the columns below. Non-large companies are encouraged	
to complete the columns	,	
Measure		
Timeframe		

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.

Application :	Departure	
Explanation on : application of the practice		
Explanation for : departure	The Twenty-First AGM of the Company was held physically intended outcome of this Practice was achieved as the agenda ite the Twenty-First AGM of the Company were well delivered deliberated by the Directors and the shareholders, which allowe shareholders to make informed decisions. Additionally, shareholders are allowed to submit proxy forms to approxy/proxies to attend, speak and vote on their behalf, if they cattend the AGM.	ems of d and ed the the opoint
	Please provide an alternative practice and explain how the alternative practice meets the intended outcome.	native
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
Measure :	Please explain the measure(s) the company has taken or intend to take to adopt the practice.	
Timeframe :	Choose an item.	

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.

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.			
Application	:	Applied	
Explanation on	:	All Directors attended the Twenty-First AG	GM of the Company held on
application of the		21 June 2024 to engage with the sharehold	ders and proxies proactively.
practice			
		The Chairman of the Meeting ensured t	hat sufficient opportunities
		were given to shareholders and proxies to	raise issues relating to the
		affairs of the Company by providing ample	e time for the Question-and-
		Answer session during the AGM of the Con	npany.
		The Directors had actively responded to re	elevant questions addressed
		to them during the Twenty-First AGM of t	the Company. The Executive
		Directors and representatives of External	Auditors also attended and
		participated in the Twenty-First AGM of the	e Company.
Explanation for	:		
departure			
	F		
Large companies are requ	uire	ed to complete the columns below. Non-larg	e companies are encouraged
to complete the columns	be	low.	
	- 1		
Measure	:		
Timeframe	:		

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.

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 th	ne choice of the meeting platform.		
Application :	Not applicable – only physical general meetings were conducted in the financial year		
Explanation on : application of the practice			
Explanation for : departure			
Large companies are requi	red to complete the columns below. Non-large companies are encouraged		
to complete the columns below.			
Measure :			
Timeframe :			

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.

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

# 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.

Click or tap here to enter text.