

ADVENTA BERHAD

Registration No. 200301016113 (618533-M)

(Incorporated in Malaysia)

MINUTES OF THE NINETEENTH ANNUAL GENERAL MEETING (“19TH AGM” OR “MEETING”) OF ADVENTA BERHAD (“ADVENTA” OR “THE COMPANY”) TO BE HELD ON A VIRTUAL BASIS AT THE BROADCAST VENUE AT MEETING ROOM OF ADVENTA BERHAD OF 21, JALAN TANDANG 51/205A, SEKSYEN 51, 46050 PETALING JAYA, SELANGOR DARUL EHSAN ON THURSDAY, 23 JUNE 2022 AT 10:30 A.M.

- DIRECTORS** : Mr. Edmond Cheah Swee Leng (*Chairman*)
: Mr. Low Chin Guan (*Managing Director*)
: Ms. Kwek Siew Leng (*Executive Director*)
: Mr. Toh Seng Thong
(*Independent Non-Executive Director*)
: Dato’ Selwyn Vijayarajan Das
(*Independent Non-Executive Director*)
- MEMBERS** : As per Attendance List
- PROXY HOLDERS** : As per Attendance List
- CORPORATE REPRESENTATIVES** : As per Attendance List
- INVITEES/OTHERS** : As per Attendance List
- IN ATTENDANCE** : Ms. Chua Siew Chuan (*Company Secretary*)

CHAIRMAN

Mr. Edmond Cheah Swee Leng (“**the Chairman**”) was in the chair. The Chairman welcomed all present to the live streaming of the 19th AGM of the Company and called the Meeting to order at 10:30 a.m.

The Chairman informed the shareholders that despite the fact that Malaysia is transitioning to the endemic phase of Covid-19, with the health interest of the shareholders in mind, the Board of Directors of the Company has decided that the Nineteenth Annual General Meeting be held via live streaming webcast and online remote voting using the remote participation and voting facilities without physical attendance by shareholders, proxies, and corporate representatives.

The Chairman then proceeded to introduce the Directors, Chief Executive Officer, Company Secretary, and the External Auditors of the Company to the shareholders.

QUORUM

The requisite quorum being present pursuant to Clause 92 of the Company's Constitution, the Chairman declared the Meeting duly convened.

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NOTICE OF MEETING

The Notice convening the Meeting, having been circulated within the prescribed period was, with the permission of the Meeting, taken as read.

PROCEEDINGS

The Chairman informed the Meeting that only members whose names appeared in the Record of Depositors on 17 June 2022 were eligible to attend the Meeting.

The Chairman further informed that in compliance with Main Market Listing Requirements ("**MMLR**") of Bursa Malaysia Securities Berhad ("**Bursa Malaysia Securities**") and Section 330 of the Companies Act 2016, the Chairman hereby exercise his right as the Chairman of the Meeting to demand for a poll be conducted for the resolutions which are put forth for voting at the Meeting to demonstrate shareholder democracy of one-share one-vote.

The Chairman then informed that there were shareholders who were unable to participate in the Meeting remotely and had appointed the Chairman of the Meeting to vote on their behalf. Accordingly, the Chairman would be voting in his capacity as their proxy in accordance with the shareholders' instructions, where indicated.

The Chairman briefed the Meeting that there was no legal requirement for a proposed resolution to be seconded. The voting module had commenced from the start of the Meeting and shall continue until the closure of the voting session to be announced later. Alternatively, shareholders, proxies, or corporate representatives might cast their vote after all the questions and answers in relation to the Agenda and resolutions have been dealt with.

Ms. Chua Siew Chuan ("**Ms. Chua**"), *the Company Secretary* informed that the Company would take the Meeting to respond to the questions raised by the Minority Shareholders Watch Group, followed by each item in the Agenda and those questions transmitted by shareholders, proxies, and corporate representatives during the Meeting.

Ms. Chua further informed that as indicated by the Securities Commission of Malaysia, shareholders, proxies, and corporate representatives can rely on real-time submission of typed texts to exercise the rights to speak or communicate in a virtual meeting. Therefore, shareholders, proxies, or corporate representatives who attended the Meeting remotely may use the text box facility under the live stream player within the same e-Portal page to submit their questions in real-time during the Meeting.

The Meeting was informed that the Company endeavours to respond to all questions relevant to the Agenda items during the Meeting and where the questions were repeated or there were areas of overlap in the scope of the questions asked, the Meeting may only provide the reply once to the question in the essence of time. Any unattended questions and/or remarks submitted by shareholders, proxies, or corporate representatives would be responded to via email after the conclusion of the Meeting.

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The Meeting was informed that SS E Solutions Sdn. Bhd. was appointed as the poll administrator and Commercial Quest Sdn. Bhd. was appointed as an independent scrutineer to verify the results of the poll voting.

The Meeting noted on the voting procedure as explained by the step-by-step guide together with a short audio clip on the online voting module within the e-Portal.

QUESTION AND ANSWER SESSION

At this juncture, the Chairman invited Datuk Mark Victor Rozario ("**Datuk Mark**"), the *Chief Executive Officer* to present on the Company's responses to the queries raised by the Minority Shareholders Watch Group as stipulated under Annexure A attached to this Minutes.

1.0 AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021 ("FYE 2021") TOGETHER WITH THE REPORTS OF THE DIRECTORS AND THE AUDITORS THEREON

The Chairman informed that the first item on the Agenda was to receive the Audited Financial Statements for FYE 2021 together with the Reports of the Directors and the Auditors thereon.

The Chairman **DECLARED:**

"That the Audited Financial Statements of the Company for the FYE 2021 together with the Reports of the Directors and the Auditors thereon, be received."

2.0 APPROVAL OF THE PAYMENT OF DIRECTORS' FEES AND BENEFITS AMOUNTING TO RM249,600/- FOR THE FINANCIAL YEAR ENDING 31 DECEMBER 2022

The Chairman informed that the next item on the Agenda was to approve the payment of Directors' fees and benefits amounting to RM249,600/- for the financial year ending 31 December 2022.

3.0 RE-ELECTION OF DATO' SELWYN VIJAYARAJAN DAS, THE DIRECTOR WHO RETIRED PURSUANT TO CLAUSE 113 OF THE COMPANY'S CONSTITUTION

The Chairman informed that the next item on the Agenda was to re-elect Dato' Selwyn Vijayarajan Das, who retired pursuant to Clause 113 of the Company's Constitution and being eligible, had offered himself for re-election.

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4.0 RE-ELECTION OF MS. KWEK SIEW LENG, THE DIRECTOR WHO RETIRED PURSUANT TO CLAUSE 114 OF THE COMPANY'S CONSTITUTION

The Chairman informed that the next item on the Agenda was to re-elect Ms. Kwek Siew Leng, who retired pursuant to Clause 114 of the Company's Constitution and being eligible, had offered herself for re-election.

5.0 RE-APPOINTMENT OF MESSRS. MOORE STEPHENS ASSOCIATES PLT AS AUDITORS OF THE COMPANY UNTIL THE CONCLUSION OF THE NEXT ANNUAL GENERAL MEETING AND AUTHORISATION TO THE DIRECTORS TO FIX THEIR REMUNERATION

The Chairman informed that the next item on the Agenda was to re-appoint Messrs. Moore Stephens Associates PLT as Auditors of the Company until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration.

The Meeting was informed that Messrs. Moore Stephens Associates PLT have indicated their willingness to continue in office as Auditors of the Company. The Audit Committee and the Board of Directors had reviewed Messrs. Moore Stephens Associates PLT's performance as Auditors of the Company for the past financial years and are satisfied with their effectiveness and performance as External Auditors of the Company.

6.0 SPECIAL BUSINESS

(a) ORDINARY RESOLUTION 1
- RETENTION OF INDEPENDENT NON-EXECUTIVE DIRECTORS:
- MR. TOH SENG THONG; AND
- MR. EDMOND CHEAH SWEE LENG

The Chairman informed that the next item on the Agenda was a special business for the approval of the Ordinary Resolution in relation to the retention of Mr. Toh Seng Thong and the Chairman as Independent Non-Executive Directors of the Company.

The Meeting noted that the Nomination Committee had assessed the independence of Mr. Toh Seng Thong and the Chairman, and the Board of Directors had recommended for shareholders' approval for the retention of Mr. Toh Seng Thong and the Chairman as Independent Non-Executive Directors of the Company.

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(b) ORDINARY RESOLUTION 2
- AUTHORITY TO ISSUE AND ALLOT SHARES PURSUANT TO
THE COMPANIES ACT 2016

The Chairman informed that the next item on the Agenda was a special business for the approval of the Ordinary Resolution in respect of the authority to issue and allot shares pursuant to the Companies Act 2016.

The Chairman explained that the proposed adoption of the Ordinary Resolution would provide flexibility to the Company to raise additional funds expeditiously and efficiently during this challenging time, to meet its funding requirements including but not limited to working capital, operational expenses, investment project(s), and/or acquisition(s).

(c) ORDINARY RESOLUTION 3
- PROPOSED RENEWAL OF EXISTING SHAREHOLDERS'
MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS
OF A REVENUE OR TRADING NATURE ("RRPTS")
("PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE")

The Chairman informed that the next item on the Agenda was a special business for the approval of the Ordinary Resolution in relation to the Proposed Renewal of Shareholders' Mandate.

The Chairman explained that the proposed adoption of the Ordinary Resolution was to renew the existing shareholders' mandate for recurrent related party transactions of a revenue or trading nature granted by the shareholders of the Company at the Eighteenth Annual General Meeting held on 24 June 2021 to the Company and/or its subsidiaries ("**the Group**") to enter into the Recurrent Related Party Transactions of a Revenue or Trading Nature which are necessary for the Group's day-to-day operations, subject to the transactions being in the ordinary course of business and on normal commercial terms which are not more favourable to the related parties than those generally available to the public and are not, in the Company's opinion, detrimental to the minority shareholders of the Company.

The Meeting noted that the interested Director, Mr. Low Chin Guan has abstained and will continue to abstain from all deliberations and voting in respect of his direct and/or indirect interests in the Company on the Proposed Renewal of Shareholders' Mandate.

The Meeting further noted that all the interested parties have undertaken to ensure that persons connected to them will abstain from voting on the Proposed Renewal of Shareholders' Mandate at today's Meeting.

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(d) ORDINARY RESOLUTION 4

- **PROPOSED ESTABLISHMENT OF EMPLOYEE SHARE SCHEME, WHICH COMPRISES THE PROPOSED EMPLOYEES' SHARES OPTION SCHEME AND THE PROPOSED SHARE GRANT PLAN, OF UP TO 15% OF THE TOTAL NUMBER OF ISSUED SHARES IN THE COMPANY (EXCLUDING TREASURY SHARES, IF ANY)**

The Chairman informed that the next item on the Agenda was a special business for the approval of the Ordinary Resolution in relation to the Proposed Establishment of an Employee Share Scheme, which comprises the Proposed Employees' Shares Option Scheme and the Proposed Share Grant Plan, of up to 15% of the Total Number of Issued Shares in the Company (excluding treasury shares, if any) (known as "Proposed ESS").

The Meeting noted that the interested Directors, interested Chief Executive and persons connected to them are detailed in Section 8 of the Circular to Shareholders dated 17 May 2022. These interested parties together with persons connected to them shall abstain from voting on Resolutions 10 to 15, where relevant, in respect of their respective direct and/or indirect shareholdings in the Company.

(e) ORDINARY RESOLUTION 5

- **PROPOSED ALLOCATION OF ESS AWARDS TO THE DIRECTORS AND CHIEF EXECUTIVE OFFICER OF ADVENTA BERHAD**

The Chairman informed that the next item on the Agenda was a special business for the approval of the Ordinary Resolution in relation to the Proposed Allocation of ESS Awards to the Directors and Chief Executive Officer of Adventa Berhad, namely Mr. Low Chin Guan, Ms. Kwek Siew Leng, Mr. Toh Seng Thong, Dato' Selwyn Vijayarajan Das, Datuk Mark Victor Rozario, and the Chairman himself.

The Meeting noted that the Proposed Allocation of ESS Awards to the Directors and Chief Executive Officer is to be voted on individually.

6.0 ANY OTHER BUSINESS

The Meeting was advised that there was no other business to be transacted at this Meeting of which due notice had been given.

QUESTION AND ANSWER SESSION

Upon answering the queries raised by the shareholders, proxies, and corporate representatives as stipulated under Annexure A attached to this Minutes, the Meeting proceeded with the poll voting.

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POLLING PROCESS

At this juncture, the Chairman requested shareholders, proxies, and corporate representatives to submit their votes as the voting session would continue for another 10 minutes and would end at 11:15 a.m.

The Meeting then proceeded with the casting of votes and verification of the poll results by the independent scrutineers, Commercial Quest Sdn. Bhd.

ANNOUNCEMENT OF POLL RESULTS

The Meeting resumed at 11:25 a.m. and the Chairman announced the results of the poll voting.

The results of the poll voting were as follows:-

Resolutions	Voted For		Voted Against		Results
	No. of shares	%	No. of shares	%	
<u>Resolution 1</u> To approve the payment of Directors' fees and benefits amounting to RM249,600/- for the financial year ending 31 December 2022	26,688,770	99.8973	27,434	0.1027	Carried
<u>Resolution 2</u> To re-elect Dato' Selwyn Vijayarajan Das who retires pursuant to Clause 113 of the Company's Constitution	85,748,519	99.9926	6,337	0.0074	Carried
<u>Resolution 3</u> To re-elect Ms. Kwek Siew Leng who retires pursuant to Clause 114 of	85,748,524	99.9926	6,332	0.0074	Carried

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Resolutions	Voted For		Voted Against		Results
	No. of shares	%	No. of shares	%	
the Company's Constitution					
<u>Resolution 4</u> To re-appoint Messrs. Moore Stephens Associates PLT as Auditors of the Company until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration	85,748,621	99.9777	6,235	0.0073	Carried
<u>Resolution 5</u> Retention of Mr. Toh Seng Thong as an Independent Non-Executive Director of the Company	85,745,721	99.9777	19,135	0.0223	Carried
<u>Resolution 6</u> Retention of Mr. Edmond Cheah Swee Leng as a Senior Independent Non-Executive Director of the Company	85,745,716	99.9777	19,140	0.0223	Carried
<u>Resolution 7</u> Authority to issue and allot shares pursuant to the Companies Act	85,739,816	99.9826	14,940	0.0174	Carried

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Resolutions	Voted For		Voted Against		Results
	No. of shares	%	No. of shares	%	
2016					
<u>Resolution 8</u> Proposed Renewal of Existing Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature	26,704,264	99.9628	9,940	0.0372	Carried
<u>Resolution 9</u> Proposed ESS	26,700,250	99.9029	25,954	0.0971	Carried
<u>Resolution 10</u> Proposed Allocation of ESS Awards to Low Chin Guan	26,694,950	99.9204	25,254	0.0796	Carried
<u>Resolution 11</u> Proposed Allocation of ESS Awards to Kwek Siew Leng	85,730,602	99.9752	25,254	0.0248	Carried
<u>Resolution 12</u> Proposed Allocation of ESS Awards to Toh Seng Thong	85,730,402	99.9750	25,454	0.0250	Carried
<u>Resolution 13</u> Proposed Allocation of ESS Awards to Edmond Cheah Swee Leng	85,730,402	99.9750	21,454	0.0250	Carried

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Resolutions	Voted For		Voted Against		Results
	No. of shares	%	No. of shares	%	
Resolution 14 Proposed Allocation of ESS Awards to Dato' Selwyn Vijayarajan Das	85,730,402	99.9750	21,454	0.0250	Carried
Resolution 15 Proposed Allocation of ESS Awards to Datuk Mark Victor Rozario	85,730,602	99.9750	21,254	0.0248	Carried

Based on the results of the poll voting, the Chairman declared the following resolutions as **CARRIED**:-

RESOLUTION 1

"That the payment of Directors' fees and benefits amounting to RM249,600/- for the financial year ending 31 December 2022 be and is hereby approved."

RESOLUTION 2

"That Dato' Selwyn Vijayarajan Das, being eligible for re-election, be re-elected to serve on the Board of Directors of the Company."

RESOLUTION 3

"That Ms. Kwek Siew Leng, being eligible for re-election, be re-elected to serve on the Board of Directors of the Company."

RESOLUTION 4

"That Messrs. Moore Stephens Associates PLT be re-appointed as Auditors of the Company to hold office until the conclusion of the next Annual General Meeting and that authority be and is hereby given to the Directors to fix their remuneration."

SPECIAL BUSINESSES

RESOLUTION 5

ORDINARY RESOLUTION 1

- RETENTION OF INDEPENDENT NON-EXECUTIVE DIRECTOR

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"That Mr. Toh Seng Thong who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years be and is hereby retained as an Independent Non-Executive Director."

RESOLUTION 6

ORDINARY RESOLUTION 1

- RETENTION OF INDEPENDENT NON-EXECUTIVE DIRECTOR

"That Mr. Edmond Cheah Swee Leng who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years be and is hereby retained as a Senior Independent Non-Executive Director."

RESOLUTION 7

ORDINARY RESOLUTION 2

- AUTHORITY TO ISSUE AND ALLOT SHARES PURSUANT TO THE COMPANIES ACT 2016

"THAT subject always to the Companies Act 2016, the Constitution of the Company, the approvals of Bursa Malaysia Securities Berhad and any other relevant governmental and/or regulatory authorities, where such approval is necessary, the Directors of the Company be and are hereby empowered, pursuant to the Companies Act 2016, to issue and allot shares in the Company, at any time, at such price, to such persons and upon such terms and conditions and for such purposes as the Directors of the Company may, in their absolute discretion, deem fit, provided that the aggregate number of shares to be issued does not exceed twenty per centum (20%) of the total number of issued shares of the Company for the time being to be utilised until 31 December 2022 as empowered by Bursa Malaysia Securities Berhad pursuant to the extension of implementation period of the enhanced general mandate announced by Bursa Malaysia Berhad on 23 December 2021 and thereafter, ten per centum (10%) of the total number of issued shares of the Company for the time being as stipulated under Paragraph 6.03(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad to be utilised before the conclusion of the next Annual General Meeting of the Company;

AND THAT the Directors of the Company be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad;

AND THAT such authority shall commence immediately upon the passing of this resolution and continue to be in force until the conclusion of the next Annual General Meeting of the Company."

RESOLUTION 8

ORDINARY RESOLUTION 3

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

"THAT subject to the Companies Act 2016, the Constitution of the Company and Main

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Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given to the Company and/or its subsidiaries to enter into the existing recurrent related party transactions of a revenue or trading nature ("Recurrent Related Party Transactions") as set out in the Company's Circular to Shareholders dated 17 May 2022 ("Circular") with the related parties mentioned therein subject further to the following:-

- (i) the Recurrent Related Party Transactions are in the ordinary course of business which are necessary for day-to-day operations and are on normal commercial terms not more favourable than those generally available to the public and not detrimental to the minority shareholders of the Company; and*
- (ii) disclosure is made in the annual report of the breakdown of the aggregate value of transactions conducted pursuant to the shareholders' mandate during the financial year;*

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

- (a) the conclusion of the next Annual General Meeting of the Company, at which time it will lapse, unless by a resolution passed at the meeting, the authority is renewed;*
- (b) the expiration of the period within which the next Annual General Meeting of the Company after the date is required to be held pursuant to Section 340(2) of the Companies Act 2016 (but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Companies Act 2016); or*
- (c) revoked or varied by resolution passed by the shareholders of the Company in general meeting,*

whichever is the earlier,

AND THAT the Directors and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) to give effect to the transactions contemplated and/or authorised by this resolution."

RESOLUTION 9

ORDINARY RESOLUTION 4

- PROPOSED ESTABLISHMENT OF AN EMPLOYEE SHARE SCHEME, WHICH COMPRISES THE PROPOSED EMPLOYEES' SHARES OPTION SCHEME AND THE PROPOSED SHARE GRANT PLAN ("PROPOSED SGP"), OF UP TO 15% OF THE TOTAL NUMBER OF ISSUED SHARES IN THE COMPANY (EXCLUDING TREASURY SHARES, IF ANY) ("PROPOSED ESS")**
-

"THAT, subject to the approvals of all relevant regulatory authorities being obtained (where applicable), and to the extent permitted by law and the Constitution of the Company, the Board of Directors of Adventa Berhad ("Board") be and is hereby authorised and empowered to:-

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- (i) *establish, implement and administer the Proposed ESS at any point in time during the duration of the Proposed ESS for the eligible Directors and employees of Adventa Berhad and its subsidiaries (the "Group") (excluding subsidiaries which are dormant, if any) in accordance with the provisions of the by-laws governing the rules, terms and conditions of the Proposed ESS ("Eligible Persons") ("By-Laws"), a draft of which is set out in Appendix I of the Circular, and to give full effect to the Proposed ESS to assent to any conditions, variations, modifications and/or amendments as may be required by the relevant authorities;*
- (ii) *allot and issue and/or transfer such number of ordinary shares in Adventa Berhad ("Adventa Share(s)" or "Share(s)") from time to time to the Eligible Persons upon the vesting of any award of Adventa Shares in writing to the Eligible Persons at no payment by the Eligible Persons ("SGP Award(s)") and/or exercise of the share options awarded in writing to the Eligible Persons ("ESOS Option(s)") to subscribe for new Adventa Shares at the prescribed Option Price, subject to the terms and conditions of the By-Laws ("ESOS Award(s)"), provided that the total number of such Adventa Shares to be issued under the Proposed ESS shall not in aggregate exceed 15% of the total number of issued Shares (excluding treasury shares, if any) in the Company at any point in time during the duration of the Proposed ESS (collectively, the SGP Award(s) and ESOS Award(s) are referred to as "ESS Award(s)");*

Any new Shares to be issued under the Proposed ESS and/or existing Shares procured by the Company for the transfer under the SGP Award or exercise of the ESOS Options (including vide treasury shares), shall upon allotment and issuance or transfer and full payment, rank equally in all respects with the existing Shares, save and except that the new Shares will not be entitled to any dividends, rights, allotments and/or any other forms of distribution where the entitlement date of such dividends, rights, allotments and/or any other forms of distribution precedes the relevant date of allotment and issuance of the new Shares. The new Shares will be subject to all provisions of the Constitution of Adventa Berhad and such amendments thereafter, if any;

- (iii) *add, amend, modify and/or delete all or any part of the terms and conditions as set out in the By-Laws governing the Proposed ESS from time to time provided that such addition, amendment, modification and/or deletion are effected in accordance with the provisions of the By-Laws, and to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the Proposed ESS;*
- (iv) *extend the duration of the Proposed ESS for a period of up to another five (5) years, provided always that such extension of the Proposed ESS made in accordance with the provisions of the By-Laws shall not in aggregate exceed a duration of ten (10) years from the date the Proposed ESS takes effect;*
- (v) *do all things necessary and make the necessary applications to Bursa Malaysia Securities Berhad for the listing of and quotation for new Adventa Shares that may, hereafter from time to time, be allotted and issued under the Proposed ESS; and*

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- (vi) *to appoint and authorise a committee ("ESS Committee") by which the Proposed ESS will be administered in accordance with the By-Laws by the said ESS Committee, who will be responsible for, amongst others, implementing and administering the Proposed ESS. The members of the ESS Committee shall comprise such number of Directors and/or senior management personnel of the Group to be identified from time to time.*

THAT the Board be and is hereby authorised to give effect to the Proposed ESS with full power to assent to any conditions, modifications, variations and/or amendments in any manner as may be required by the relevant authorities and to deal with all matters relating thereto and to take all such steps and do all acts, deeds and things as they may consider necessary and/or expedient to implement, finalise and give full effect to the Proposed ESS;

AND THAT the draft By-Laws as set out in Appendix I of the Circular and which is in compliance with the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, be and is hereby approved and adopted."

RESOLUTION 10 to 15

ORDINARY RESOLUTION 5

- PROPOSED ALLOCATION OF ESS AWARDS TO THE DIRECTORS AND CHIEF EXECUTIVE OFFICER OF ADVENTA BERHAD

"THAT, subject to the passing of the Resolution 9 and the approvals of the relevant authorities being obtained, approval be and is hereby given to the Board to authorise the ESS Committee, from time to time throughout the duration of the Proposed ESS, to offer and grant the following Directors and Chief Executive Officer, ESOS Options and/or awards of Adventa Shares pursuant to the Proposed SGP under the Proposed ESS, in accordance with the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (where applicable) or any prevailing guidelines issued by Bursa Malaysia Securities Berhad or any other relevant authorities, as amended from time to time, for the purposes as set out in the Circular and subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws:-

No. Name

- (i) Low Chin Guan
- (ii) Kwek Siew Leng
- (iii) Toh Seng Thong
- (iv) Edmond Cheah Swee Leng
- (v) Dato' Selwyn Vijayarajan Das
- (vi) Datuk Mark Victor Rozario

provided always that:-

- i. he/she does not participate in the deliberation or discussion of his/her own allocation;*
- ii. not more than 10% of the new Adventa Shares which may be made available under the Proposed ESS shall be allocated to him/her, if he/she, either singly or*

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collectively through persons connected to him/her, holds 20% or more of the issued shares of Adventa; and

- iii. subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, or any prevailing guidelines issued by Bursa Malaysia Securities Berhad or any other relevant authority, as amended from time to time;*

AND THAT the Board is also authorised to issue and/or transfer existing shares (including treasury shares) corresponding to the number of Adventa Shares arising from the exercise of the ESOS Options and/or pursuant to the vesting of the SGP Award that may be awarded to him/her under the Proposed ESS."

CONCLUSION

There being no other business, the Chairman concluded the Meeting at 11:30 a.m. and thanked all present for their attendance.

SIGNED AS A CORRECT RECORD

-Signed-

CHAIRMAN
EDMOND CHEAH SWEE LENG

Dated: 23 June 2022