

THIS NOTICE IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

THIS NOTICE IS FOR THE INFORMATION OF THE HOLDERS OF OUTSTANDING WARRANTS 2021/2026 IN SAMAI DEN GROUP BERHAD (“SAMAI DEN”) (“WARRANT(S)”) ONLY. NO ACTION IS REQUIRED TO BE TAKEN BY YOU IN RESPECT OF THIS NOTICE (“NOTICE”).

If you have sold or transferred all your Warrants, you should at once hand this Notice to the purchaser or agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee, respectively.

Bursa Malaysia Securities Berhad (“**Bursa Securities**”) has not perused the contents of this Notice prior to its issuance pursuant to Guidance Note 22 of the ACE Market Listing Requirements of Bursa Securities. Bursa Securities takes no responsibility for the contents of this Notice, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this Notice.

SAMAI DEN

SAMAI DEN GROUP BERHAD

Registration No. 201901037874 (1347204-V)
(Incorporated in Malaysia)

NOTICE TO HOLDERS OF WARRANTS

IN RELATION TO THE

ADJUSTMENTS TO THE EXERCISE PRICE AND NUMBER OF OUTSTANDING WARRANTS IN ACCORDANCE WITH THE PROVISIONS OF THE DEED POLL DATED 1 JUNE 2021 PURSUANT TO THE BONUS ISSUE OF 154,001,043 NEW ORDINARY SHARES OF SAMAI DEN (“SAMAI DEN SHARES”) (“BONUS SHARES”) ON THE BASIS OF 2 BONUS SHARES FOR EVERY 3 EXISTING SAMAI DEN SHARES HELD AT 5.00 P.M. ON 13 JUNE 2022

Principal Adviser



ALLIANCE ISLAMIC BANK

Alliance Islamic Bank Berhad 200701018870 (776882-V)

This Notice is dated 16 June 2022

DEFINITIONS

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

ACE Market	:	ACE Market of Bursa Securities
Act	:	Companies Act 2016
Additional Warrants	:	Additional Warrants to be issued arising from the Adjustments
Adjustments	:	Adjustments to the exercise price and number of outstanding Warrants consequent to the Bonus Issue, in accordance with the provisions of the Deed Poll
AIS or Principal Adviser	:	Alliance Islamic Bank Berhad
Auditors	:	TGS TW PLT
Board	:	Board of Directors of Samaiden
Bonus Issue	:	Bonus issue of 154,001,043 Bonus Shares on the basis of two (2) Bonus Shares for every three (3) existing Samaiden Shares held on the Entitlement Date
Bonus Share(s)	:	154,001,043 new ordinary shares of Samaiden to be issued and allotted pursuant to the Bonus Issue
Bursa Depository	:	Bursa Malaysia Depository Sdn Bhd
Bursa Securities	:	Bursa Malaysia Securities Berhad
Deed Poll	:	Deed poll dated 1 June 2021 constituting the Warrants
Director(s)	:	Shall have the same meaning given in Section 2(1) of the Capital Markets and Services Act 2007
Entitled Warrant Holder(s)	:	Holders of the Warrant(s) whose names appear in the Record of Depositors of our Company on the Entitlement Date
Entitlement Date	:	13 June 2022, being the date as at the close of business at 5.00 p.m. on which the names of shareholders must appear in the Record of Depositors in order to be entitled to the Bonus Issue and the names of the holders of Warrants Holders which appear in the Record of Depositors in order to be subjected to the Adjustments
Listing Requirements	:	ACE Market Listing Requirements of Bursa Securities
Market Day(s)	:	Any day on which Bursa Securities is open for trading in securities
Notice	:	This Notice to the holders of the Warrants dated 16 June 2022
Record of Depositors	:	A record of securities holders provided by Bursa Depository under the Rules of Bursa Depository
RM and sen	:	Ringgit Malaysia and sen, respectively
Samaiden or Company	:	Samaiden Group Berhad
Samaiden Group or Group	:	Samaiden and our subsidiaries, collectively

DEFINITIONS (CONT'D)

Samaiden Share(s) or Share(s) : Ordinary shares of Samaiden

Share Registrar or Tricor : Tricor Investor & Issuing House Services Sdn. Bhd.

Warrants : Warrants 2021/2026 issued by Samaiden as constituted by the Deed Poll dated 1 June 2021

Warrants Holders : Holders of the Warrants

All references to “Samaiden” or “our Company” in this Notice are to Samaiden Group Berhad, references to “Samaiden Group” or “our Group” are to our Company and our subsidiaries and references to “we”, “us”, “our” and “ourselves” are to our Group, our Company, and where the context otherwise requires, our subsidiaries.

All references to “you” in this Notice are to the Entitled Warrant Holder of our Company.

Words denoting the singular shall, where applicable, include the plural and vice versa and words denoting the masculine gender shall, where applicable, include the feminine and/or neuter genders and vice versa. References to persons shall include corporations, unless otherwise specified.

Any reference to a time of day and date in this Notice is a reference to Malaysian time and date respectively, unless otherwise stated.

Any reference in this Notice to any legislation is a reference to that legislation as for the time being amended or re-enacted.

Certain figures in this Notice have been subject to rounding adjustments.

[The rest of this page has been intentionally left blank]

TABLE OF CONTENTS

	Page
LETTER TO OUR WARRANT HOLDERS CONTAINING:	
1. INTRODUCTION	1
2. DETAILS OF THE ADJUSTMENTS	2
3. RATIONALE FOR THE ADJUSTMENTS	3
4. EFFECTIVE DATE OF THE ADJUSTMENTS	4
5. CONSENTS	4
6. DIRECTORS' RESPONSIBILITY STATEMENT	4
7. DOCUMENTS AVAILABLE FOR INSPECTION	4

SAMAIDEN

SAMAIDEN GROUP BERHAD
Registration No. 201901037874 (1347204-V)
(Incorporated in Malaysia)

Registered Office:
Unit 30-01, Level 30
Tower A, Vertical Business Suite
Avenue 3, Bangsar South
No. 8, Jalan Kerinchi
59200 Kuala Lumpur
W. P. Kuala Lumpur
Malaysia

16 June 2022

BOARD OF DIRECTORS

Dato' Dr. Nadzri bin Yahaya (*Independent Non-Executive Chairman*)
Ir. Chow Pui Hee (*Group Managing Director*)
Fong Yeng Foon (*Executive Director*)
Lim Poh Seong (*Independent Non-Executive Director*)
Olivia Lim (*Independent Non-Executive Director*)

To: The Warrants Holders of Samaiden

Dear Sir/Madam,

ADJUSTMENTS TO THE EXERCISE PRICE AND NUMBER OF OUTSTANDING WARRANTS IN ACCORDANCE WITH THE TERMS AND PROVISIONS OF THE DEED POLL PURSUANT TO THE BONUS ISSUE

1. INTRODUCTION

On 5 April 2022, AIS had announced on behalf of the Board that the Company proposed to undertake the Bonus Issue.

On 5 May 2022, on behalf of our Board, AIS announced that Bursa Securities had, vide its letter dated 5 May 2022, approved-in-principle the listing and quotation of the following:

- (a) Up to 224,000,000 Bonus Shares to be issued pursuant to the Bonus Issue;
- (b) Up to 69,997,333 Additional Warrants pursuant to adjustments arising from the Bonus Issue; and
- (c) Up to 69,997,333 new Samaiden Shares arising from the exercise of the Additional Warrants.

The shareholders of Samaiden had approved the Bonus Issue at the Extraordinary General Meeting held on 26 May 2022.

On 27 May 2022, AIS announced on behalf of the Board that the Entitlement Date had been fixed at 5.00 p.m. on 13 June 2022.

On 14 June 2022, the Bonus Shares and Additional Warrants were listed and quoted on the ACE Market of Bursa Securities.

THE PURPOSE OF THIS NOTICE IS TO PROVIDE YOU WITH THE RELEVANT INFORMATION ON THE ADJUSTMENTS. THIS NOTICE ALSO SETS OUT BRIEF PARTICULARS OF THE EVENTS GIVING RISE TO THE ADJUSTMENTS TOGETHER WITH THE COMPUTATION OF THE ADJUSTMENTS. NO ACTION IS REQUIRED TO BE TAKEN BY YOU IN RESPECT OF THIS NOTICE.

2. DETAILS OF THE ADJUSTMENTS

As at the Entitlement Date, the Company has 104,996,000 outstanding Warrants, which are exercisable into 104,996,000 new Samaiden Shares at an exercise price of RM1.20 each. Based on the Deed Poll, the exercise price and the existing number of outstanding Warrants shall from time to time be adjusted, calculated or determined by the Directors in consultation with the Principal Adviser and certified by the Auditors in accordance with the relevant provisions as set out in the Deed Poll.

TGS TW PLT has, via its letter dated 14 June 2022, certified that the Adjustments are in accordance with the provisions of the Deed Poll.

2.1 Adjustments

(i) Adjustment to the exercise price of the outstanding Warrants

In accordance with Condition 5.1.2(i) of Schedule 3 of the Deed Poll, the adjustment to the exercise price of the outstanding Warrants shall be made in the following manner:

$$\begin{aligned}
 \text{New Exercise Price} &= \frac{\text{A}}{\text{B}} \times \text{C} \\
 &= \frac{231,004,000}{385,005,043} \times 1.20 \\
 &= 0.72
 \end{aligned}$$

where:

- A : 231,004,000, being the aggregate number of issued Samaiden Shares immediately before the Bonus Issue
- B : 385,005,043, being the aggregate number of issued Samaiden Shares immediately after the Bonus Issue
- C : RM1.20, being the existing exercise price of the outstanding Warrants as at the Entitlement Date

(ii) Adjustment to the number of the outstanding Warrants

In accordance with Condition 5.1.2 (ii) of Schedule 3 of the Deed Poll, the adjustment to the number of outstanding Warrants shall be made in the following manner:

$$\begin{aligned}
 \text{No. of Additional Warrants} &= \frac{\text{W} \times \text{B}}{\text{A}} - \text{W} \\
 &= \frac{(104,996,000 \times 385,005,043)}{231,004,000} - 104,996,000 \\
 &= 69,996,595
 \end{aligned}$$

where:

- A : 231,004,000, being the aggregate number of issued Samaiden Shares immediately before the Bonus Issue
- B : 385,005,043, being the aggregate number of issued Samaiden Shares immediately after the Bonus Issue
- W : 104,996,000, being the number of outstanding Warrants

Based on the above computation, the number of Additional Warrants issued arising from the Adjustments is 69,996,595. As fractional entitlements are disregarded, the actual number of Additional Warrants issued is 69,996,015. The number of Additional Warrants issued to each Entitled Warrant Holder will be stated in the respective notice of allotment of Additional Warrants to the Entitled Warrant Holders.

Save for the abovementioned Adjustments, the rights and obligations of the Entitled Warrant Holders remain unchanged.

2.2 Summary of the Adjustments

In summary, the Adjustments are set out below:

	Before Adjustments	After Adjustments
Exercise price of Warrant	RM 1.20	RM 0.72
Number of outstanding Warrants	104,996,000	174,992,015

The Adjustments were determined and approved by the Board in consultation with AIS and certified by the Auditors of the Company vide its certificate dated 14 June 2022, in accordance with the provisions of the Deed Poll.

2.3 Ranking of Additional Warrants and new Samaiden Shares arising from the exercise of the Additional Warrants

The Additional Warrants shall form part of the series of the existing Warrants and shall be constituted by the Deed Poll. As the Warrants are prescribed securities, the Additional Warrants will be credited directly into the respective Central Depository System accounts of the Entitled Warrant Holders and no physical Warrants certificate will be issued.

The Additional Warrants shall, upon allotment and issuance, rank equally in all respects with the then existing Warrants.

The new Samaiden Shares to be issued arising from the exercise of the Additional Warrants shall, upon allotment and issuance, rank equally in all respects with the then existing Samaiden Shares, except that they shall not be entitled to any dividends, rights, allotments and/or any other forms of distributions that may be declared, made or paid to the shareholders of Samaiden, in respect of which the entitlement date is prior to the date of allotment and issue of such new Shares.

3. RATIONALE FOR THE ADJUSTMENTS

The Adjustments have been made in accordance with the provisions of the Deed Poll in order to ensure that the status of the Entitled Warrant Holders would not be prejudiced after the implementation of the Bonus Issue.

4. EFFECTIVE DATE OF THE ADJUSTMENTS

The Adjustments took effect on 14 June 2022, being the next Market Day following the Entitlement Date in accordance with Condition 5.1.2 of Schedule 3 of the Deed Poll.

5. CONSENTS

AIS and TGS TW PLT have given and have not subsequently withdrawn their written consents for the inclusion of their names and all references in the form and context in which they appear in this Notice.

6. DIRECTORS' RESPONSIBILITY STATEMENT

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

7. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at the registered office of Samaiden at Unit 30-01, Level 30, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, W. P. Kuala Lumpur, Malaysia, during normal business hours from Mondays to Fridays (except on public holidays) from the date of this Notice up to and including the earlier of the date on which the last Warrants is exercised or 21 June 2026 being the expiry date of the Warrants:

- (i) the Deed Poll;
- (ii) the letter from the Board dated 13 June 2022 setting out, amongst others, brief particulars of the event giving rise to the Adjustments, the exercise price and number of the outstanding Warrants in effect prior to the Adjustments and after the Adjustments, as well as the effective date of the Adjustments;
- (iii) the letter from TGS TW PLT dated 14 June 2022 certifying the Adjustments; and
- (iv) the letters of consent as referred to in Section 5 of this Notice.

Yours faithfully,
For and on behalf of the Board of
SAMAIDEN GROUP BERHAD

IR. CHOW PUI HEE
Group Managing Director

REQUISITION FORM



SAMAIDEN GROUP BERHAD
Registration No. 201901037874 (1347204-V)
(Incorporated in Malaysia)

To : **Tricor Investor & Issuing House Services Sdn. Bhd.**
Unit 32-01, Level 32, Tower A, Vertical Business Suite,
Avenue 3, Bangsar South, No. 8, Jalan Kerinchi,
59200 Kuala Lumpur

Contact Person : Puan Nur Qaisara Naaila / Puan Nor Faeayzah

Telephone No. : +6(03) 2783 9299

Facsimile No : +6(03) 2783 9222

Please send me a printed copy of Notice to holders of the Warrant (“Notice”)

Name of Warrant Holder : _____

I.C/Passport/Company No. : _____

CDS Account No. : _____

Correspondence Address : _____

Telephone No. : _____

Signature of Warrant Holder

.....
Date:

Note to Warrant Holders:

The printed copy of the Notice will be forwarded to you as soon as possible from the date of receipt of your request.

You may also download the Notice from the Company’s website at <https://samaiden.com.my/investor-centre-report/> or alternatively you may also request the printed copy of the Notice from the Share Registrar’s website at <https://tjih.online> by selecting “Request for Circular” under the “Investor Services”.