

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.**

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

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

This Circular has been reviewed by Alliance Islamic Bank Berhad, who is the Principal Adviser to Samaiden Group Berhad ("**Samaiden**" or "**Company**") for the Proposed Bonus Issue (as defined herein).

# SAMAIDEN

**SAMAIDEN GROUP BERHAD**

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

**CIRCULAR TO SHAREHOLDERS IN RELATION TO THE**

**PROPOSED BONUS ISSUE OF UP TO 224,000,000 NEW ORDINARY SHARES OF SAMAI DEN GROUP BERHAD ("SAMAI DEN SHARES") ("BONUS SHARES") ON THE BASIS OF TWO (2) BONUS SHARES FOR EVERY THREE (3) EXISTING SAMAI DEN SHARES HELD ON THE ENTITLEMENT DATE TO BE DETERMINED AND ANNOUNCED AT A LATER DATE**

**AND**

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

*Principal Adviser*



**ALLIANCE ISLAMIC BANK**

**Alliance Islamic Bank Berhad** 200701018870 (776882-V)

**Alliance Islamic Bank Berhad**

The Extraordinary General Meeting ("**EGM**") of our Company will be conducted fully virtual through the online meeting platform provided by Tricor Investor & Issuing House Services Sdn. Bhd. via TIIH Online website at <https://tiih.online> or <https://tiih.com.my> (Domain registration number with MYNIC: D1A282781) on Thursday, 26 May 2022 at 10.00 a.m., or at any adjournment thereof. The Notice of EGM, Proxy Form and Administrative Guide for the EGM are enclosed together with this Circular.

A member who is entitled but unable to attend, participate and vote remotely at the EGM, is entitled to appoint not more than 2 proxies to attend, participate and vote remotely on his/her behalf. The appointment of a proxy may be made in a hard copy form or by electronic means, in which the completed proxy form must be deposited with the Share Registrar of the Company, Tricor Investor & Issuing House Services Sdn. Bhd. at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, W. P. Kuala Lumpur, Malaysia or its Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, W. P. Kuala Lumpur, Malaysia or alternatively, to submit electronically via TIIH Online website at <https://tiih.online> not less than 48 hours before the time set for holding the EGM or at any adjournment thereof as mentioned below:

Last day, date and time for lodging the Proxy Form for the EGM : Tuesday, 24 May 2022 at 10.00 am  
Day, date and time of the EGM : Thursday, 26 May 2022 at 10.00 a.m.

**This Circular is dated 11 May 2022**

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## DEFINITIONS

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

<b>ACE Market</b>	:	ACE Market of Bursa Securities
<b>Additional Warrants</b>	:	The adjustment to the number of Warrants which will give rise to the issuance of additional Warrants due to the Proposed Bonus Issue
<b>Act</b>	:	Companies Act 2016
<b>AIS or Principal Adviser</b>	:	Alliance Islamic Bank Berhad
<b>Board</b>	:	Board of Directors of Samaiden
<b>Bonus Share(s)</b>	:	Up to 224,000,000 new ordinary shares of Samaiden to be issued and allotted pursuant to the Proposed Bonus Issue
<b>Bursa Depository</b>	:	Bursa Malaysia Depository Sdn Bhd
<b>Bursa Securities</b>	:	Bursa Malaysia Securities Berhad
<b>Circular</b>	:	This circular to shareholders of Samaiden dated 11 May 2022 in relation to the Proposed Bonus Issue
<b>Director(s)</b>	:	Shall have the same meaning given in Section 2(1) of the Capital Markets and Services Act 2007
<b>EGM</b>	:	Extraordinary General Meeting
<b>Entitled Shareholders</b>	:	Shareholders whose names appear in the Record of Depositors of our Company on the Entitlement Date
<b>Entitlement Date</b>	:	A date to be determined and announced later by our Board, on which the names of the shareholders of Samaiden must appear in the Record of Depositors of our Company as at 5.00 p.m. in order to be entitled to the Bonus Shares
<b>EPS</b>	:	Earnings per share
<b>FYE</b>	:	Financial year ended/ ending
<b>Listing Requirements</b>	:	ACE Market Listing Requirements of Bursa Securities
<b>LPD</b>	:	29 April 2022, being the latest practicable date prior to the printing and despatch of this Circular
<b>Market Day(s)</b>	:	Any day on which Bursa Securities is open for trading in securities
<b>Maximum Scenario</b>	:	Assuming full exercise of the outstanding Warrants into new Samaiden Shares prior to the implementation of the Proposed Bonus Issue
<b>Minimum Scenario</b>	:	Assuming none of the outstanding Warrants are exercised into new Samaiden Shares prior to the implementation of the Proposed Bonus Issue
<b>NA</b>	:	Net assets
<b>Proposed Bonus Issue</b>	:	Proposed bonus issue of up to 224,000,000 Bonus Shares on the basis of two (2) Bonus Shares for every three (3) existing Samaiden Shares held on the Entitlement Date

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**DEFINITIONS (CONT'D)**

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<b>Record of Depositors</b>	:	A record of securities holders provided by Bursa Depository under the Rules of Bursa Depository
<b>RM and sen</b>	:	Ringgit Malaysia and sen, respectively
<b>Samaiden or Company</b>	:	Samaiden Group Berhad
<b>Samaiden Group or Group</b>	:	Samaiden and our subsidiaries, collectively
<b>Samaiden Share(s) or Share(s)</b>	:	Ordinary shares of Samaiden
<b>Share Registrar or Tricor</b>	:	Tricor Investor & Issuing House Services Sdn. Bhd.
<b>TEBP</b>	:	Theoretical ex-bonus share price
<b>VWAMP</b>	:	Volume weighted average market price
<b>Warrants</b>	:	Warrants 2021/2026 issued by Samaiden as constituted by the Deed Poll dated 1 June 2021 at an exercise price of RM1.20

All references to “Samaiden” or “our Company” in this Circular 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 Circular are to the shareholders 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 Circular is a reference to Malaysian time and date respectively, unless otherwise stated.

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

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

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## EXECUTIVE SUMMARY

All definitions used in this Executive Summary shall have the same meaning as the words and expressions provided in the “Definitions” Section and context of the Circular.

This Executive Summary highlights only the pertinent information of the Proposed Bonus Issue. Shareholders are advised to read this Circular in its entirety for further details and not to rely solely on this Executive Summary in forming a decision on the Proposed Bonus Issue before voting at the EGM.

Key information	Description
<b>Summary</b>	The Proposed Bonus Issue entails the issuance of up to 224,000,000 Bonus Shares on the basis of two (2) Bonus Shares for every three (3) existing Samaiden Shares held on the Entitlement Date.
<b>Rationale and justification</b>	<p>The Proposed Bonus Issue is an appropriate avenue for our Company to reward its existing shareholders as the Proposed Bonus Issue will:</p> <ul style="list-style-type: none"> <li>(i) Enable our Company’s existing shareholders to have greater equity participation in the equity of our Company in terms of the number of Samaiden Shares held, whilst maintaining their percentage of equity interest;</li> <li>(ii) Potentially enhance the trading liquidity and marketability of our Shares on Bursa Securities; and</li> <li>(iii) Result in our Shares being more affordable in order to appeal to a wider group of shareholders and investors.</li> </ul>
<b>Effects</b>	<p>The effects of the Proposed Bonus Issue are as follows:</p> <ul style="list-style-type: none"> <li>(i) The number of Samaiden Shares in issue will increase without affecting our issued share capital in RM value;</li> <li>(ii) No effect on the gearing ratio and the earnings of our Group, and the shareholding percentage of our shareholders; and</li> <li>(iii) The NA per Share and EPS of our Group, nonetheless, will be diluted pursuant to the increase in the number of Samaiden Shares in issue.</li> </ul>
<b>Approvals Required</b>	<p>The Proposed Bonus Issue is subject to and conditional upon the following approvals being obtained:</p> <ul style="list-style-type: none"> <li>(i) Bursa Securities, which has been obtained vide its letter dated 5 May 2022 for the listing and quotation of the following: <ul style="list-style-type: none"> <li>(a) Up to 224,000,000 Bonus Shares to be issued pursuant to the Proposed Bonus Issue;</li> <li>(b) Up to 69,997,333 Additional Warrants pursuant to adjustments arising from the Proposed Bonus Issue; and</li> <li>(c) Up to 69,997,333 new ordinary Shares arising from the exercise of the Additional Warrants; and</li> </ul> </li> <li>(ii) Our shareholders at the forthcoming EGM.</li> </ul>
<b>Board’s Recommendation</b>	Our Board recommends that you <b>VOTE IN FAVOUR</b> of the resolution pertaining to the Proposed Bonus Issue, which will be tabled at the forthcoming EGM, the details of which are set out in the cover page of this Circular and the Notice of EGM as enclosed.

# 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

11 May 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: Our shareholders**

Dear Sir/Madam,

## PROPOSED BONUS ISSUE

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### 1. INTRODUCTION

On 5 April 2022, on behalf of our Board, AIS announced that our Company proposes to undertake the Proposed 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 Proposed Bonus Issue;
- (b) Up to 69,997,333 Additional Warrants pursuant to adjustments arising from the Proposed Bonus Issue; and
- (c) Up to 69,997,333 new ordinary Shares arising from the exercise of the Additional Warrants.

The approval of Bursa Securities is subject to the conditions as set out in **Section 6** of this Circular.

**THE PURPOSE OF THIS CIRCULAR IS TO PROVIDE YOU WITH THE DETAILS OF THE PROPOSED BONUS ISSUE, AND TO SET OUT THE VIEW AND RECOMMENDATION OF OUR BOARD AS WELL AS TO SEEK YOUR APPROVAL FOR THE RESOLUTION PERTAINING TO THE PROPOSED BONUS ISSUE TO BE TABLED AT OUR COMPANY'S FORTHCOMING EGM. THE NOTICE OF EGM AND THE PROXY FORM ARE ENCLOSED IN THIS CIRCULAR.**

**YOU ARE ADVISED TO READ AND CONSIDER CAREFULLY THE CONTENTS OF THIS CIRCULAR BEFORE VOTING ON THE RESOLUTION PERTAINING TO THE PROPOSED BONUS ISSUE TO BE TABLED AT THE FORTHCOMING EGM.**

## **2. DETAILS OF THE PROPOSED BONUS ISSUE**

### **2.1 Basis and number of Bonus Shares to be issued**

The Proposed Bonus Issue entails the issuance of up to 224,000,000 Bonus Shares on the basis of two (2) Bonus Shares for every three (3) existing Samaiden Shares held by the Entitled Shareholders on the Entitlement Date. As at the LPD, the issued share capital of our Company is RM60,894,563 comprising 231,004,000 Samaiden Shares. In addition, the Company also has 104,996,000 outstanding Warrants.

For illustration, the number of Bonus Shares to be issued pursuant to the Proposed Bonus Issue is based on the Minimum Scenario and Maximum Scenario as follows:

**Minimum Scenario** : 154,002,666 Bonus Shares, assuming none of the 104,996,000 outstanding Warrants are exercised into new Samaiden Shares prior to the implementation of the Proposed Bonus Issue

**Maximum Scenario** : Up to 224,000,000 Bonus Shares, assuming full exercise of the 104,996,000 outstanding Warrants into new Samaiden Shares prior to the implementation of the Proposed Bonus Issue

The actual number of Bonus Shares to be issued will be determined based on the actual number of issued shares of our Company at the Entitlement Date. The Entitlement Date will be determined and announced at a later date after all the relevant approvals for the Proposed Bonus Issue have been obtained.

In determining shareholders' entitlements to the Proposed Bonus Issue, fractional entitlements, if any, shall be disregarded and dealt with by our Board in such a manner as they deem fit and expedient in the best interest of Samaiden. The Proposed Bonus Issue will be implemented in a single tranche basis.

For the avoidance of doubt, any Samaiden Shares held as treasury shares, if any, as at the Entitlement Date will be entitled to the Bonus Shares. As at the LPD, the Company does not have any treasury shares. Please refer to **Section 4** of this Circular for the illustrative effects of the Bonus Shares to be issued pursuant to the Proposed Bonus Issue.

The basis of two (2) Bonus Shares for every three (3) existing Samaiden Shares was determined after taking into consideration, the following:

- (i) the potential adjustment to the share price of Samaiden Shares arising from the Proposed Bonus Issue; and
- (ii) the potential enhancement to the trading liquidity of Samaiden Shares traded in the market given the adjustment to the share price as well as the increase in number of Samaiden Shares after the Proposed Bonus Issue.

Samaiden's share price will be adjusted for the Proposed Bonus Issue. Pursuant to Rule 6.31(1A) of the Listing Requirements, we must ensure that the share price adjusted for the Proposed Bonus Issue shall not be less than RM0.20 based on the daily VWAMP of Samaiden Shares during the past 3-month period before the application date.

For illustrative purpose only, based on the five (5)-day VWAMP of Samaiden Shares up to and including the LPD as well as the lowest daily VWAMP of Samaiden Shares during the three (3)-month period before 15 April 2022, being the date of submission of the listing application to Bursa Securities for the Proposed Bonus Issue, the TEBP of Samaiden Shares are as follows:

	<b>Before the Proposed Bonus Issue</b>	<b>After the Proposed Bonus Issue</b>
	<b>Market Price (RM)</b>	<b>TEBP (RM)</b>
Five (5)-day VWAMP up to and including the LPD	1.1374	0.6820
Lowest daily VWAMP for the three (3)-month period before 15 April 2022	0.9665	0.5800

Based on the above, the Proposed Bonus Issue is in compliance with Paragraph 6.31(1A) of the Listing Requirements.

## **2.2 No Capitalisation of reserves**

Under the Act, a bonus issue can be undertaken either:

- (i) by way of capitalisation of the retained earnings/accumulated profits of a company; or
- (ii) without capitalisation, where a company may issue and allot the bonus shares at nil consideration.

Given the above and the rationale of the Proposed Bonus Issue as set out in **Section 3** of this Circular, the Bonus Shares will be issued as fully paid Samaiden Shares at nil consideration, without any capitalisation from the Company's reserves. The Proposed Bonus Issue will increase the number of Samaiden Shares in issue but will not increase the value of our issued share capital.

## **2.3 Ranking of the Bonus Shares**

The Bonus Shares shall, upon issuance and allotment, rank equally in all respects with the then existing Samaiden Shares.

As Samaiden Shares are prescribed securities under Section 14(5) of the Securities Industry (Central Depositories) Act, 1991, the Bonus Shares will be credited into the respective central depository system accounts of the Entitled Shareholders and no physical share certificates will be issued.

## **2.4 Listing of and quotation for the Bonus Shares**

The Bonus Shares will be listed and quoted on the ACE Market of Bursa Securities on the next Market Day following the Entitlement Date. The notice of allotment for the Bonus Shares will be issued and despatched to the Entitled Shareholders within four (4) Market Days after the listing of and quotation for the Bonus Shares, or such other period as may be prescribed by Bursa Securities.

The Bonus Shares and the Additional Warrants will be listed simultaneously.



### 3. RATIONALE AND JUSTIFICATION FOR THE PROPOSED BONUS ISSUE

The Proposed Bonus Issue is intended to reward our existing shareholders for their loyalty and continuing support to our Group. After taking into consideration other options, our Board is of the view that the Proposed Bonus Issue is an appropriate avenue for our Company to reward our existing shareholders as the Proposed Bonus Issue will:

- (i) enable our Company's existing shareholders to have greater equity participation in the equity of our Company in terms of the number of Samaiden Shares held, whilst maintaining their percentage of equity interest;
- (ii) potentially enhance the trading liquidity and marketability of our Shares on Bursa Securities; and
- (iii) result in our Shares being more affordable in order to appeal to a wider group of shareholders and investors.

In addition, the implementation of the Proposed Bonus Issue without capitalisation of the Company's reserves is not expected to affect our Company's reserves and the total NA.

### 4. EFFECTS OF THE PROPOSED BONUS ISSUE

The effects of the Proposed Bonus Issue are illustrated based on the following scenarios:

**Minimum Scenario** : Assuming none of the 104,996,000 outstanding Warrants are exercised into new Samaiden Shares prior to the implementation of the Proposed Bonus Issue

**Maximum Scenario** : Assuming full exercise of the 104,996,000 outstanding Warrants into new Samaiden Shares prior to the implementation of the Proposed Bonus Issue

#### 4.1 Issued share capital

The effects of the Proposed Bonus Issue on our Company's issued share capital as at the LPD are as follows:

	Minimum Scenario		Maximum Scenario	
	No. of Shares	RM	No. of Shares	RM
Issued share capital as at the LPD	231,004,000	60,894,563	231,004,000	60,894,563
Assuming full exercise of the Warrants	-	-	104,996,000	125,995,200 <sup>(1)</sup>
	<u>231,004,000</u>	<u>60,894,563</u>	<u>336,000,000</u>	<u>186,889,763</u>
To be issued pursuant to the Proposed Bonus Issue	154,002,666	-	224,000,000	-
<b>Enlarged issued share capital</b>	<b><u>385,006,666</u></b>	<b><u>60,894,563</u></b>	<b><u>560,000,000</u></b>	<b><u>186,889,763</u></b>

**Note:**

- (1) Assuming all 104,996,000 outstanding Warrants are exercised into new Shares at an exercise price of RM1.20 each.

## 4.2 NA, NA per share and gearing

Based on our Group's latest audited financial information as at 30 June 2021, the pro forma effects of the Proposed Bonus Issue on our Company's consolidated NA, NA per share and gearing are as follows:

	<u>Minimum Scenario</u>	
	(i) As at 30 June 2021	(ii) After (i) and the Proposed Bonus Issue
	RM'000	RM'000
Share capital	35,585	60,895
Merger deficit	(6,412)	(6,412)
Retained profits	19,582	19,447 <sup>(2)</sup>
<b>Equity attributable to the owners of the Company / NA</b>	<b>48,755</b>	<b>74,055</b>
Non-controlling interest	(10)	(10)
<b>Total Equity</b>	<b>48,745</b>	<b>73,920</b>
No. of Samaiden Shares ('000)	210,000	231,004
NA per share (RM)	0.23	0.32
Total borrowings (RM'000)	2,350	2,350
Gearing (times)	0.05	0.03

### Notes:

- (1) After taking into consideration the exercise of 4,000 Warrants into Samaiden Shares at the exercise price of RM1.20 as at the LPD and the private placement of 4,200,000 Shares at RM0.945 and 16,800,000 Shares at RM1.27 which were completed on 16 December 2021 and 22 February 2022, respectively
- (2) After deducting the estimated expenses of RM135,000 to be incurred in relation to the Proposed Bonus Issue

#### 4.2 NA, NA per share and gearing (cont'd)

##### Maximum Scenario

	(I) As at 30 June 2021	(I) After adjustments for subsequent events up to the LPD <sup>(1)</sup>	(II) After (I) and upon full exercise of the Warrants <sup>(2)</sup>	(III) After (I), (II) and the Proposed Bonus Issue
	RM'000	RM'000	RM'000	RM'000
Share capital	35,585	60,895	186,890	186,890
Merger deficit	(6,412)	(6,412)	(6,412)	(6,412)
Retained profits	19,582	19,582	19,582	19,447 <sup>(3)</sup>
<b>Equity attributable to the owners of the Company / NA</b>	<b>48,755</b>	<b>74,065</b>	<b>200,060</b>	<b>199,925</b>
Non-controlling interest	(10)	(10)	(10)	(10)
<b>Total Equity</b>	<b>48,745</b>	<b>74,055</b>	<b>200,050</b>	<b>199,915</b>
No. of Samaiden Shares ('000)	210,000	231,004	336,000	560,000
NA per share (RM)	0.23	0.32	0.60	0.36
Total borrowings (RM'000)	2,350	2,350	2,350	2,350
Gearing (times)	0.05	0.03	0.01	0.01

##### Notes:

- (1) After taking into consideration the exercise of 4,000 Warrants into Samaiden Shares at the exercise price of RM1.20 as at the LPD and the private placement of 4,200,000 Shares at RM0.945 and 16,800,000 Shares at RM1.270 which were completed on 16 December 2021 and 22 February 2022, respectively
- (2) Assuming all 104,996,000 outstanding Warrants are exercised into new Samaiden Shares at the exercise price of RM1.20 prior to the implementation of the Proposed Bonus Issue
- (3) After deducting the estimated expenses of RM135,000 to be incurred in relation to the Proposed Bonus Issue

#### 4.3 Substantial shareholders' shareholdings

The Proposed Bonus Issue will not have any effect on the substantial shareholders' percentage holdings in the Company as the Bonus Shares will be allotted on a pro-rata basis to all the shareholders of the Company. However, the number of Samaiden Shares held by each substantial shareholder will increase proportionately as a result of the Proposed Bonus Issue. For illustrative purposes, the pro forma effects of the Proposed Bonus Issue on the shareholdings of the substantial shareholders of the Company as at the LPD are as follows:

Minimum Scenario	As at the LPD <sup>(1)</sup>			After the Proposed Bonus Issue <sup>(2)</sup>				
	Direct	Indirect		Direct	Indirect			
Substantial shareholders	No. of Shares	%	No. of Shares	%	No. of Shares	%		
Ir. Chow Pui Hee	78,751,500	34.09	52,062,300 <sup>(3)</sup>	22.54	131,252,500	34.09	86,770,500 <sup>(3)</sup>	22.54
Fong Yeng Foon	52,062,300	22.54	78,751,500 <sup>(4)</sup>	34.09	86,770,500	22.54	131,252,500 <sup>(4)</sup>	34.09
Chudenko Corporation	35,000,000	15.15	-	-	58,333,333	15.15	-	-

**Notes:**

- (1) Based on the total number of 231,004,000 Shares as at the LPD.
- (2) Based on the enlarged total number of 385,006,666 Shares after the Proposed Bonus Issue.
- (3) Deemed interested in the Shares held by her spouse, Fong Yeng Foon, pursuant to Section 8 of the Act.
- (4) Deemed interested in the Shares held by his spouse, Ir. Chow Pui Hee, pursuant to Section 8 of the Act.

#### 4.3 Substantial shareholders' shareholdings (cont'd)

Maximum Scenario	(i)							
	As at the LPD <sup>(1)</sup>			After Full Exercise of Warrants <sup>(2)</sup>				
	Direct		Indirect	Direct		Indirect		
Substantial shareholders	No. of Shares	%	No. of Shares	%	No. of Shares	%		
Ir. Chow Pui Hee	78,751,500	34.09	52,062,300 <sup>(3)</sup>	22.54	115,097,150	34.26	68,813,850 <sup>(3)</sup>	20.48
Fong Yeng Foon	52,062,300	22.54	78,751,500 <sup>(4)</sup>	34.09	68,813,850	20.48	115,097,150 <sup>(4)</sup>	34.26
Chudenko Corporation	35,000,000	15.15	-	-	50,000,000	14.88	-	-

Substantial shareholders	(ii)					
	After (i) and the Proposed Bonus Issue <sup>(5)</sup>					
	Direct		Indirect			
Substantial shareholders	No. of Shares	%	No. of Shares	%		
Ir. Chow Pui Hee	191,828,583	34.26	114,689,750 <sup>(3)</sup>	20.48		
Fong Yeng Foon	114,689,750	20.48	191,828,583 <sup>(4)</sup>	34.26		
Chudenko Corporation	83,333,333	14.88	-	-		

#### Notes:

- (1) Based on the total number of 231,004,000 Shares as at the LPD.
- (2) Based on the enlarged total number of 336,000,000 Shares after the full exercise of 104,996,000 outstanding Warrants.
- (3) Deemed interested in the Shares held by her spouse, Fong Yeng Foon, pursuant to Section 8 of the Act.
- (4) Deemed interested in the Shares held by his spouse, Ir. Chow Pui Hee, pursuant to Section 8 of the Act.
- (5) Based on the enlarged total number of 560,000,000 Shares after the Proposed Bonus Issue.

#### 4.4 Earnings and EPS

The Proposed Bonus Issue is not expected to have any material effect on the earnings of our Group for the FYEs 30 June 2022 and 30 June 2023. However, the Bonus Shares to be issued pursuant to the Proposed Bonus Issue will result in a corresponding dilution in our Group's EPS due to the increase in the number of Samaiden Shares in issue.

#### 4.5 Convertible Securities

Save for the Warrants, as at the LPD, we do not have any other outstanding convertible securities.

The Proposed Bonus Issue will give rise to the adjustments to the exercise price and number of outstanding Warrants held by each holder of the Warrants pursuant to the deed poll dated 1 June 2021 governing the Warrants ("**Adjustments**"). The actual adjustments to the exercise price and number of outstanding Warrants will be determined after the Entitlement Date, the details of which will be despatched to all Warrants holders in due course. For illustration purpose only, the adjustments on the exercise price and the number of Warrants before and after the Adjustments are as follows:

	Before Adjustments	After Adjustments
Exercise price of Warrants	1.20 each	0.72 each
Number of Warrants	104,996,000	174,993,333 <sup>(1)</sup>

**Note:**

(1) Including 69,997,333 Additional Warrants pursuant to the Adjustments and assuming no exercise of outstanding Warrants before the Entitlement Date.

Save for the potential adjustments mentioned above, the other rights and obligations of the holders of the Warrants shall remain unchanged.

#### 5. HISTORICAL SHARE PRICES

The monthly highest and lowest market prices of our Shares as traded on Bursa Securities for the past 12 months up to the LPD are as follows:

	High (RM)	Low (RM)
<b><u>2021</u></b>		
May	1.61	1.36
June	1.67	1.25
July	1.39	1.15
August	1.27	1.15
September	1.26	1.07
October	1.25	1.00
November	1.27	0.98
December	1.17	1.01
<b><u>2022</u></b>		
January	1.30	1.08
February	1.36	1.07
March	1.22	0.95
April	1.27	1.03

Last transacted market price of Samaiden Shares on 4 April 2022, being the day prior to the date of the announcement of the Proposed Bonus Issue (RM)	1.08
Last transacted market price of Samaiden Shares as at the LPD (RM)	1.14

(Source: Bloomberg)

## 6. APPROVALS REQUIRED AND CONDITIONALITY

The Proposed Bonus Issue is conditional upon the following approvals being obtained:

- (i) Bursa Securities for the listing and quotation of the following:
  - (a) Up to 224,000,000 Bonus Shares to be issued pursuant to the Proposed Bonus Issue;
  - (b) Up to 69,997,333 Additional Warrants pursuant to adjustments arising from the Proposed Bonus Issue; and
  - (c) Up to 69,997,333 new ordinary Shares arising from the exercise of the Additional Warrants.

The approval-in-principle has been obtained from Bursa Securities vide its letter dated 5 May 2022, which is subject to the following conditions:

	Conditions Imposed	Status of Compliance
(a)	Samaiden and AIS must fully comply with the relevant provisions under the Listing Requirements pertaining to the implementation of the Proposed Bonus Issue.	To be complied
(b)	Samaiden and AIS to inform Bursa Securities upon the completion of the Proposed Bonus Issue.	To be complied
(c)	Samaiden to furnish Bursa Securities with a written confirmation of its compliance with the terms and conditions of Bursa Securities' approval once the Proposed Bonus Issue is completed.	To be complied
(d)	The Bonus Shares arising from the Promoters' shareholdings which are currently under moratorium shall also be subject to a similar moratorium.	To be complied
(e)	Samaiden and AIS are required to make the relevant announcements pursuant to Rule 6.36 (2)(a) & (b) and 6.36 (4) of the Listing Requirements.	To be complied
(f)	Samaiden is required to furnish Bursa Securities with a certified true copy of the resolution passed by the shareholders approving the Proposed Bonus Issue prior to the quotation of the Bonus Shares.	To be complied

- (ii) Our shareholders for the Proposed Bonus Issue at the EGM to be convened; and
- (iii) Any other relevant authorities and/or third parties, if required.

The Proposed Bonus Issue is not conditional upon any other corporate proposal undertaken or to be undertaken by our Company.

**7. INTERESTS OF DIRECTORS, MAJOR SHAREHOLDERS AND CHIEF EXECUTIVE AND/OR PERSONS CONNECTED WITH THEM**

None of our Directors, major shareholders and chief executive of Samaiden and/or any persons connected with them have any interest, either direct or indirect, in the Proposed Bonus Issue, save for their respective entitlements as shareholders of our Company under the Proposed Bonus Issue, the rights of which are also available to all existing shareholders of Samaiden as at the Entitlement Date.

**8. DIRECTORS' STATEMENT AND RECOMMENDATION**

Our Board, having considered all aspects of the Proposed Bonus Issue, including but not limited to the rationale and effects of the Proposed Bonus Issue, is of the opinion that the Proposed Bonus Issue is in the best interest of our Company.

Accordingly, our Board recommends that you **vote in favour** of the resolution pertaining to the Proposed Bonus Issue to be tabled at the forthcoming EGM.

**9. ESTIMATED TIMEFRAME FOR COMPLETION**

Barring any unforeseen circumstances and subject to all relevant approvals being obtained from the relevant authorities and/or parties, the Proposed Bonus Issue is expected to be completed by the third (3<sup>rd</sup>) quarter of calendar year 2022. The tentative timeline for the implementation of the Proposed Bonus Issue is set out below:

<b>Events</b>	<b>Tentative timeline</b>
EGM	26 May 2022
Announcement of the Entitlement Date	End May 2022
Entitlement Date	Early June 2022
Listing and quotation of the Bonus Shares on the ACE Market of Bursa Securities	Mid-June 2022

**10. CORPORATE PROPOSALS ANNOUNCED BUT PENDING COMPLETION**

Save for the Proposed Bonus Issue, our Board confirms that as at the date of this Circular, there are no other outstanding corporate exercises that have been announced but pending completion by our Company.

**11. EGM**

The EGM will be conducted fully virtual through the online meeting platform provided by Tricor Investor & Issuing House Services Sdn. Bhd. via TIIH Online website at <https://tiih.online> or <https://tiih.com.my> (Domain registration number with MYNIC: D1A282781) on Thursday, 26 May 2022 at 10.00 a.m. or at any adjournment thereof, for the purpose of considering and, if thought fit, passing the resolution as set out in the Notice of EGM enclosed in this Circular, with or without modifications, to give effect to the Proposed Bonus Issue.

A shareholder who is entitled but unable to attend, participate and vote remotely at the EGM is entitled to appoint not more than 2 proxies to attend, participate and vote on his/her behalf. In such event, the completed and signed Proxy Form must be lodged with the Share Registrar of the Company, Tricor Investor & Issuing House Services Sdn Bhd at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, W. P. Kuala Lumpur, Malaysia or its Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, W. P. Kuala Lumpur, Malaysia or alternatively, to submit electronically via TIIH Online website at <https://tiih.online> not less than 48 hours before the time appointed for



holding the EGM or at any adjournment thereof. Kindly refer to the Administrative Guide for the EGM for further information on electronic submission of the Proxy Form. The last day, date and time for lodging the Proxy Form for the EGM is Tuesday, 24 May 2022 at 10.00 a.m.

**12. FURTHER INFORMATION**

Shareholders are advised to refer to the appendix set out in this Circular for further information.

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

**IR. CHOW PUI HEE**  
Group Managing Director

**1. DIRECTORS' RESPONSIBILITY STATEMENT**

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

**2. CONSENT**

AIS, being the Principal Adviser for the Proposed Bonus Issue, has given and has not subsequently withdrawn its written consent to the inclusion of its name in this Circular and all references thereto in the form and context in which it appears in this Circular.

**3. DECLARATION ON CONFLICT OF INTEREST**

Save as disclosed below, AIS is not aware of any conflict of interest which exists or likely to exist in AIS's capacity to act as the Principal Adviser to Samaiden for the Proposed Bonus Issue.

As at the LPD, Alliance Bank Malaysia Berhad ("**ABMB**") and its subsidiaries ("**ABMB Group**") have extended credit facilities to our Group.

Notwithstanding that, AIS is of the opinion that the financial relationship of ABMB Group with our Group as aforementioned would not give rise to a conflict of interest situation for AIS to act as the Principal Adviser to Samaiden for the Proposed Bonus Issue, based on the following:

- (i) The total credit facilities granted by ABMB Group are part of the ordinary course of business of ABMB Group and are not material when compared to the audited shareholders' funds of ABMB Group as at 31 March 2021 of RM6.26 billion; and
- (ii) The credit facilities were not granted by AIS. The conduct of ABMB Group in its banking business is strictly regulated by the Financial Services Act 2013, the Islamic Financial Services Act 2013 and its own internal controls and checks. In addition, AIS is a licensed Islamic bank and its appointment as the Principal Adviser to Samaiden for the Proposed Bonus Issue is conducted in the ordinary course of its business. The conduct of AIS is strictly regulated by the Islamic Financial Services Act 2013, the Capital Markets and Services Act 2007 and its own internal controls, policies and procedures.

**4. MATERIAL LITIGATION, CLAIMS OR ARBITRATION**

As at the LPD, our Group is not engaged in any material litigation, claims or arbitration either as plaintiff or defendant or otherwise, and our Board is not aware of any proceedings pending or threatened against our Group or of any facts likely to give rise to any proceedings which may materially or adversely affect the position or business of our Group.

**5. MATERIAL COMMITMENT**

As at the LPD, our Board is not aware of any material commitments contracted or known to be contracted by our Group, which may have a material impact on the financial position of our Group.

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**APPENDIX I – FURTHER INFORMATION (CONT'D)**

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**6. MATERIAL CONTINGENT LIABILITIES**

Save as disclosed below, as at the LPD, our Board is not aware of any material contingent liabilities incurred by us which may have a substantial impact on the financial position of our Group:

	<b>RM'000</b>
Performance guarantee for contracts in favour of existing customers	5,391
Tender guarantee for contracts in favour of prospective customers	2,560

The abovementioned guarantees were issued in respect of the contracts entered into by the subsidiaries of Samaiden Group.

**7. DOCUMENTS AVAILABLE FOR INSPECTION**

Copies of the following documents will be available for inspection at our registered office 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 Circular up to and including the date of the forthcoming EGM:

- (i) Our Constitution;
- (ii) Our Accountants' Report dated 1 September 2020 as contained in our prospectus dated 28 September 2020, which included our audited combined financial statements for the FYE 30 June 2019 and FYE 30 June 2020, audited consolidated financial statements for the FYE 30 June 2021 and the latest unaudited quarterly results for the 6-month financial period ended 31 December 2021; and
- (iii) The letter of consent and declaration on conflict of interest referred to in Sections 2 and 3 above, respectively.

# SAMAIDEN

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

## **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting (“**EGM**”) of Samaiden Group Berhad (“**Samaiden**” or “**Company**”) will be conducted fully virtual through the online meeting platform provided by Tricor Investor & Issuing House Services Sdn. Bhd. via TIIH Online website at <https://tiih.online> or <https://tiih.com.my> (Domain registration number with MYNIC: D1A282781) on Thursday, 26 May 2022 at 10.00 a.m. or at any adjournment thereof for the purpose of considering and, if thought fit, passing the following ordinary resolution, with or without modifications:

### **ORDINARY RESOLUTION**

**PROPOSED BONUS ISSUE OF UP TO 224,000,000 NEW ORDINARY SHARES OF SAMAI DEN GROUP BERHAD (“SAMAI DEN SHARES”) (“BONUS SHARES”) ON THE BASIS OF TWO (2) BONUS SHARES FOR EVERY THREE (3) EXISTING SAMAI DEN SHARES HELD ON THE ENTITLEMENT DATE TO BE DETERMINED AND ANNOUNCED AT A LATER DATE (“PROPOSED BONUS ISSUE”)**

**"THAT** subject to the approvals of all relevant authorities and/or parties (where applicable) being obtained, the Proposed Bonus Issue be and is hereby approved and authority be and is hereby given to the Board to issue and allot up to 224,000,000 Bonus Shares in the share capital of the Company credited as fully paid-up, at nil consideration and without any capitalisation of the Company’s reserves to the entitled shareholders of the Company whose names appear in the Record of Depositors of the Company as at the close of business at 5.00 p.m. on an entitlement date to be determined and announced by the Board (“Entitlement Date”) at a later date on the basis of two (2) Bonus Shares for every three (3) existing Samaiden Shares held;

**THAT** subject to the approvals of all relevant authorities and/or parties (where applicable) in respect of the Proposed Bonus Issue, authority be and is hereby given to the Board to implement any other adjustments to the warrants 2021/2026 (“Warrants”) as a result of the Proposed Bonus Issue in accordance with the Deed Poll dated 1 June 2021;

**THAT** fractional entitlements arising from the Proposed Bonus Issue, if any, shall be disregarded and dealt with by the Board in such manner as the Board may in its absolute discretion deem fit and expedient and in the best interest of the Company;

**THAT** all the Bonus Shares and additional new Samaiden Shares to be issued pursuant to the exercise of the additional Warrants arising from the adjustments, shall upon issuance and allotment, rank pari passu in all respects with the then existing Samaiden Shares;

**AND THAT** the Board be and is hereby authorised to sign and execute all documents to give effect to the Proposed Bonus Issue with full power to assent to any condition, variation, modification and/or amendment in any manner as may be required or imposed by the relevant authorities and to take all steps and do all such acts and matters in the manner as the Board may consider necessary or expedient to implement, finalise and give full effect to the Proposed Bonus Issue.”

By Order of the Board

**LIM LEE TZE** (SSM PC No. 201908002274) (MAICSA 7065751)  
**TE HOCK WEE** (SSM PC No. 202008002124) (MAICSA 7054787)  
Company Secretaries

Kuala Lumpur  
11 May 2022

## **Notes:**

### **1. IMPORTANT NOTICE**

The Extraordinary General Meeting (“**EGM**”) will be conducted on a fully virtual basis via TIIH Online website at <https://tiih.online> or <https://tiih.com.my> (Domain registration number with MYNIC:D1A282781). An online meeting platform can be recognised as the meeting venue or place under Section 327(2) of the Companies Act 2016 provided that the online meeting platform is located in Malaysia and the Chairman is physically present in Malaysia.

Shareholders are to attend, speak (in the form of real time submission of typed texts) and vote (collectively, “**participate**”) remotely at this EGM via the Remote Participation and Voting (“**RPV**”) facilities provided by Tricor Investor & Issuing House Services Sdn. Bhd. (“**Tricor**”) via its **TIIH Online** website at <https://tiih.online>.

**Please read these Notes carefully and follow the procedures in the Administrative Guide for the EGM in order to participate remotely via RPV facilities.**

2. For the purpose of determining who shall be entitled to participate in this EGM via RPV, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. to make available to the Company, a Record of Depositors as at 19 May 2022. Only a member whose name appears on this Record of Depositors shall be entitled to attend this EGM via RPV facilities.
3. A member who is entitled to participate in this EGM via RPV facilities is entitled to appoint a proxy or attorney or in the case of a corporation, to appoint a duly authorised representative to participate in his/her place. A proxy may but need not be a member of the Company.
4. A member of the Company who is entitled to attend and vote at a general meeting of the Company may appoint not more than two (2) proxies to participate instead of the member at the EGM.
5. Where a member of the Company is an authorised nominee as defined in the Securities Industry (Central Depositories) Act 1991 (“**Central Depositories Act**”), it may appoint not more than two (2) proxies in respect of each securities account it holds in ordinary shares of the Company standing to the credit of the said securities account.
6. Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account (“**omnibus account**”), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds. An exempt authorised nominee refers to an authorised nominee defined under the Central Depositories Act which is exempted from compliance with the provisions of Section 25A(1) of the Central Depositories Act.
7. Where a member appoints more than one (1) proxy, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.
8. A member who has appointed a proxy or attorney or authorised representative to participate at the EGM via RPV **must request his/her proxy or attorney or authorised representative to register himself/herself for RPV** via TIIH Online website at <https://tiih.online>. Procedures for RPV can be found in the Administrative Guide for the EGM.
9. The appointment of a proxy may be made in a hard copy form or by electronic form in the following manner and must be received by the Company not less than forty-eight (48) hours before the time appointed for holding the EGM or adjourned general meeting at which the person named in the appointment proposes to vote:

#### **(i) In hard copy form**

In the case of an appointment made in hard copy form, this Proxy Form must be deposited with the Company's Share Registrar, Tricor Investor & Issuing House Services Sdn. Bhd. at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, W. P. Kuala Lumpur, Malaysia, or alternatively, its Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, W. P. Kuala Lumpur, Malaysia.

**(ii) By electronic means via TIIH Online website**

The Proxy Form can be electronically lodged with the Share Registrar of the Company via TIIH Online website at <https://tiih.online>. Kindly refer to the Administrative Guide for the EGM on the procedures for electronic submission of Proxy Form via TIIH Online.

10. Please ensure ALL the particulars as required in the Proxy Form are completed, signed and dated accordingly.
11. Last date and time for lodging the Proxy Form is on Tuesday, 24 May 2022 at 10.00 a.m.
12. Any authority pursuant to which such an appointment is made by a power of attorney must be deposited with the Share Registrar of the Company, Tricor Investor & Issuing House Services Sdn. Bhd. at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, W. P. Kuala Lumpur, Malaysia or alternatively, its Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, W. P. Kuala Lumpur, Malaysia not less than forty-eight (48) hours before the time appointed for holding the EGM or adjourned general meeting at which the person named in the appointment proposes to vote. A copy of the power of attorney may be accepted provided that it is certified notarially and/or in accordance with the applicable legal requirements in the relevant jurisdiction in which it is executed.
13. For a corporate member who has appointed an authorised representative, please deposit the **ORIGINAL** certificate of appointment of authorised representative with the Share Registrar of the Company, Tricor Investor & Issuing House Services Sdn. Bhd. at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, W. P. Kuala Lumpur, Malaysia or alternatively, its Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, W. P. Kuala Lumpur, Malaysia. The certificate of appointment of authorised representative should be executed in the following manner:
  - (i) If the corporate member has a common seal, the certificate of appointment of authorised representative should be executed under seal in accordance with the constitution of the corporate member.
  - (ii) If the corporate member does not have a common seal, the certificate of appointment of authorised representative should be affixed with the rubber stamp of the corporate member (if any) and executed by:
    - (a) at least two (2) authorised officers, one of whom shall be a director; or
    - (b) any director and/or authorised officers in accordance with the laws of the country under which the corporate member is incorporated.
14. Pursuant to Rule 8.31A(1) of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, the resolution set out in this Notice will be put to vote by poll.

# SAMAIDEN

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

## ADMINISTRATIVE GUIDE FOR THE EXTRAORDINARY GENERAL MEETING (“EGM”)

Day, Date & Time	: Thursday, 26 May 2022 at 10.00 a.m.
Venue	: Online Meeting Platform provided by Tricor Investor & Issuing House Services Sdn Bhd
Meeting Platform	: TIIH Online website at <a href="https://tiih.online">https://tiih.online</a> or <a href="https://tiih.com.my">https://tiih.com.my</a> (Domain registration number with MYNIC: D1A282781)

### MODE OF MEETING

In view of the COVID-19 outbreak and to align with the “Transition to Endemic” phase which was announced by the Prime Minister on 8 March 2022 and issuance of the revised Standard Operating Procedure by Majlis Keselamatan Negara and the Ministry of Health as well as the revised Guidance and FAQs on the Conduct of General Meetings for Listed Issuers issued by Securities Commission Malaysia (“SC Guidance”) on 7 April 2022, the Company will conduct the EGM on **a fully virtual basis through live streaming and online remote voting** via Remote Participation and Voting (“RPV”) facilities which are available on Tricor Investor & Issuing House Services Sdn Bhd’s (“Tricor”) **TIIH Online** website at <https://tiih.online>.

An online meeting platform used to conduct the meeting can be recognised as the meeting venue or place as required under Section 327(2) of the Companies Act 2016, provided that the online meeting platform located in Malaysia and the Chairman is physically present in Malaysia.

### RPV FACILITIES

The RPV facilities are available on Tricor’s **TIIH Online** website at <https://tiih.online>.

Shareholder(s)/proxy(ies)/corporate representative(s)/attorney(s) are to attend, speak (in the form of real time submission of typed texts) and vote (collectively, “**participate**”) remotely at the EGM using RPV facilities provided by Tricor via its website at <https://tiih.online>.

A shareholder who has appointed a proxy(ies) or attorney(s) or corporate representative(s) to participate at this EGM must request his/her proxy(ies) or attorney(s) or corporate representative(s) to register himself/herself for RPV via **TIIH Online** website at <https://tiih.online>.

Please refer to the Procedures for RPV as set out below.

### PROCEDURES FOR RPV

- Please read and follow the procedures below if you wish to participate in the EGM using the RPV facilities:

	Procedure	Action
	<b>BEFORE THE EGM</b>	
(a)	Register as a user with <b>TIIH Online</b>	<ul style="list-style-type: none"><li>• Using your computer, access <b>TIIH online</b> website at <a href="https://tiih.online">https://tiih.online</a>.</li><li>• Register as a user under the “e-Services”, select the “Sign Up” button, followed by “Create Account by Individual Holder”. Refer to the tutorial guide posted on the homepage for assistance.</li></ul>

	Procedure	Action
		<ul style="list-style-type: none"> <li>Registration as a user will be approved within one (1) working day and you will be notified via e-mail.</li> <li>If you are already a user with <b>TIIH Online</b>, you are not required to register again. You will receive an <b>e-mail to notify</b> you that the remote participation is available for registration at Tricor's <b>TIIH Online</b> website.</li> </ul>
(b)	Submit your registration for RPV	<ul style="list-style-type: none"> <li>Registration is open from Wednesday, 11 May 2022 until the day of the EGM on Thursday, 26 May 2022.</li> <li>Shareholder(s) or proxy(ies) or corporate representative(s) or attorney(s) are required to pre-register their attendance for the EGM to ascertain their eligibility to participate in the EGM using the RPV facilities.</li> <li>Login with your user ID (i.e. e-mail address) and password and select the corporate event: <b>(REGISTRATION) SAMAI DEN GROUP BERHAD EGM 2022</b>.</li> <li>Read and agree to the Terms &amp; Conditions and confirm the Declaration.</li> <li>Select "Register for Remote Participation and Voting".</li> <li>Review your registration and proceed to register.</li> <li>System will send an <b>e-mail to notify</b> that your registration for remote participation is received and will be verified.</li> <li>After verification of your registration against the General Meeting Record of Depositors as at 19 May 2022, the system will send you an <b>e-mail after 24 May 2022 to approve or reject</b> your registration for remote participation. <i>(Note: Please allow sufficient time for approval of new user of Tricor's <b>TIIH Online</b> and registration for the RPV).</i></li> </ul>
<b>ON THE DAY OF THE EGM (Thursday, 26 May 2022)</b>		
(a)	Login to <b>TIIH Online</b>	<ul style="list-style-type: none"> <li>Login with your user ID and password for remote participation at the EGM at any time from 9.00 a.m. i.e. 1 hour before the commencement of the EGM at 10.00 a.m. on Thursday, 26 May 2022.</li> </ul>
(b)	Participate through Live Streaming	<ul style="list-style-type: none"> <li>Select the corporate event: "<b>(LIVE STREAMING MEETING) SAMAI DEN GROUP BERHAD EGM 2022</b>" to engage in the proceedings of the EGM remotely.</li> <li>If you have any question for the Chairman/Board, you may use the query box to transmit your question. The Chairman/Board will endeavor to respond to questions submitted by remote participants during the EGM. If there is time constraint, the responses will be e-mailed to you at the earliest possible, after the meeting.</li> </ul>
(c)	Online Remote Voting	<ul style="list-style-type: none"> <li>Voting session commences <b>from 10.00 a.m. on Thursday, 26 May 2022</b> until a time when the Chairman announces the completion of the voting session of the EGM.</li> <li>Select the corporate event: "<b>(REMOTE VOTING) SAMAI DEN GROUP BERHAD EGM 2022</b>" or if you are on the live stream meeting page, you can select "<b>GO TO REMOTE VOTING PAGE</b>" button below the Query box.</li> <li>Read and agree to the Terms &amp; Conditions and confirm the Declaration.</li> <li>Select the CDS account that represents your shareholdings.</li> <li>Indicate your votes for the resolution that is tabled for voting.</li> <li>Confirm and submit your votes.</li> </ul>
(d)	End of remote participation	Live streaming will end upon the announcement by the Chairman on the closure of the EGM.



**Note to users of the RPV facilities:**

1. Should your registration for RPV be approved, we will make available to you the rights to join the live stream meeting and to vote remotely. Your login to **TIIH Online** on the day of meeting will indicate your presence at the virtual meeting.
2. The quality of your connection to the live broadcast is dependent on the bandwidth and stability of the internet at your location and the device you use.
3. In the event that you encounter any issues with logging-in, connection to the live stream meeting or online voting on the meeting day, kindly call Tricor Help Line at 011-40805616 / 011-40803168 / 011-40803169 / 011-40803170 or e-mail to [tiih.online@my.tricorglobal.com](mailto:tiih.online@my.tricorglobal.com) for assistance.

**ENTITLEMENT TO PARTICIPATE AND APPOINTMENT OF PROXY**

- Only members whose names appear on the Record of Depositors as at 19 May 2022 shall be eligible to attend, speak and vote at the EGM or appoint a proxy(ies) vote on his/her behalf.
- If a shareholder is unable to participate in the EGM, he/she can appoint the Chairman of the meeting as his/her proxy and indicate the voting instruction in the Proxy Form.
- If you wish to participate in the EGM yourself, please do not submit any Proxy Form for the EGM. You will not be allowed to participate in the EGM together with a proxy appointed by you.
- Accordingly, proxy forms and/or documents relating to the appointment of proxy/corporate representative/attorney for the EGM whether in hard copy or by electronic means shall be deposited or submitted in the following manner not later than Tuesday, 24 May 2022 at 10.00 a.m.:

(i) In hard copy form:

By hand or post to the office of the Share Registrar, Tricor Investor & Issuing House Services Sdn Bhd at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, W. P. Kuala Lumpur, Malaysia or the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, W. P. Kuala Lumpur, Malaysia.

Please ensure ALL the particulars as required in the Proxy Form are completed, signed and dated accordingly.

(ii) By electronic means via Tricor System, TIIH Online:

You may submit the Proxy Form electronically via **TIIH Online** website and the steps to submit are summarised below:

**Procedures for Electronic Submission of Proxy Form**

Procedure	Action
<b><u>i. Steps for Individual Shareholders</u></b>	
Register as a User with <b>TIIH Online</b>	<ul style="list-style-type: none"><li>• Using your computer, please access <b>TIIH Online</b> website at <a href="https://tiih.online">https://tiih.online</a>.</li><li>• Register as a user under the “e-Services”, select the “Sign Up” button followed by “Create Account by Individual Holder”. Please refer to the tutorial guide posted on the homepage for assistance.</li><li>• If you are already a user with <b>TIIH Online</b>, you are not required to register again.</li></ul>

Procedure	Action
Proceed with submission of Proxy Form	<ul style="list-style-type: none"> <li>• After the release of the Notice of EGM by the Company, login with your user name (i.e. e-mail address) and password.</li> <li>• Select the corporate event: <b>“SAMAIDEN GROUP BERHAD EGM 2022 - Submission of Proxy Form”</b>.</li> <li>• Read and agree to the Terms and Conditions and confirm the Declaration.</li> <li>• Insert your CDS account number and indicate the number of shares for your proxy(ies) to vote on your behalf.</li> <li>• Appoint your proxy(ies) and insert the required details of your proxy(ies) or appoint the Chairman as your proxy.</li> <li>• Indicate your voting instructions – FOR or AGAINST, otherwise your proxy will decide on your votes.</li> <li>• Review and confirm your proxy(ies) appointment.</li> <li>• Print the Proxy Form for your record.</li> </ul>
<b>ii. <u>Steps for Corporate or Institutional Shareholders</u></b>	
Register as a User with <b>TIIH Online</b>	<ul style="list-style-type: none"> <li>• Access <b>TIIH Online website</b> at <a href="https://tiih.online">https://tiih.online</a>.</li> <li>• Under e-Services, the authorised or nominated representative of the corporate or institutional shareholder selects “Create Account by Representative of Corporate Holder”.</li> <li>• Complete the registration form and upload the required documents.</li> <li>• Registration will be verified, and you will be notified by e-mail within one (1) to two (2) working days.</li> <li>• Proceed to activate your account with the temporary password given in the e-mail and re-set your own password.</li> </ul> <p>Note: The representative of a corporate or institutional shareholder must register as a user in accordance with the above steps before he/she can subscribe to this corporate holder electronic proxy submission. Please contact our Share Registrar if you need clarifications on the user registration.</p>
Proceed with submission of Proxy Form	<ul style="list-style-type: none"> <li>• Login to <b>TIIH Online website</b> at <a href="https://tiih.online">https://tiih.online</a>.</li> <li>• Select the corporate event: <b>“SAMAIDEN GROUP BERHAD EGM 2022 – Submission of Proxy Form”</b>.</li> <li>• Agree to the Terms &amp; Conditions and Declaration.</li> <li>• Proceed to download the file format for “Submission of Proxy Form” in accordance with the Guidance Note set therein.</li> <li>• Prepare the file for the appointment of proxies by inserting the required data.</li> <li>• Login to <b>TIIH Online website</b>, select corporate event: <b>“SAMAIDEN GROUP BERHAD EGM 2022 - Submission of Proxy Form”</b>.</li> <li>• Proceed to upload the duly completed proxy appointment file.</li> <li>• Select “Submit” to complete your submission.</li> <li>• Print the confirmation report of your submission for your record.</li> </ul>

## POLL VOTING

- The voting at the EGM will be conducted by poll in accordance with Rule 8.31A(1) of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad. The Company has appointed Tricor as Poll Administrator to conduct the poll voting electronically.
- Shareholders/proxies/corporate representatives/attorneys can proceed to vote on the resolution at any time from the commencement of the EGM at 10.00 a.m. but before the end of the voting session which will be announced by the Chairman of the meeting. Kindly refer to item (c) of the above “Procedures for RPV” for guidance on how to vote remotely via **TIIH Online website** at <https://tiih.online>.

## **PRE-MEETING SUBMISSION OF QUESTION TO THE BOARD OF DIRECTORS**

Shareholders may submit questions for the Board in advance of the EGM via Tricor's **TIIH Online** website at <https://tiih.online> by selecting "e-Services" to login, pose questions and submit electronically not later than Tuesday, 24 May 2022 at 10.00 a.m.. The Board will endeavor to answer the questions received at the EGM.

## **DOOR GIFT/VOUCHER**

There will be no door gifts or vouchers for attending the EGM.

## **NO RECORDING OR PHOTOGRAPHY**

Unauthorised recording and photography are strictly prohibited at the EGM.

## **ENQUIRY**

If you have any enquiries on the above, please contact the following persons during office hours on Mondays to Fridays from 9.00 a.m. to 5.30 p.m. (except on public holidays):

### **Tricor Investor & Issuing House Services Sdn. Bhd.**

General Line : +603-2783 9299  
Fax Number : +603-2783 9222  
E-mail Address : [is.enquiry@my.tricorglobal.com](mailto:is.enquiry@my.tricorglobal.com)

### **Contact persons**

Nur Qaisara Naaila : +603-2783 9272  
E-mail Address : [Nur.Qaisara.Naaila@my.tricorglobal.com](mailto:Nur.Qaisara.Naaila@my.tricorglobal.com)

Nor Faeayzah : +603-2783 9274  
E-mail Address : [Nor.Faeayzah@my.tricorglobal.com](mailto:Nor.Faeayzah@my.tricorglobal.com)

# SAMAIDEN

## SAMAIDEN GROUP BERHAD

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

### PROXY FORM

CDS Account No.
Number of shares held

I/We \_\_\_\_\_ NRIC/Passport/Company  
(FULL NAME IN BLOCK LETTERS) No. \_\_\_\_\_  
of \_\_\_\_\_  
(FULL ADDRESS)

Mobile Phone No: \_\_\_\_\_

being a member of **SAMAIDEN GROUP BERHAD**, hereby appoint

\_\_\_\_\_ of \_\_\_\_\_  
(FULL NAME IN BLOCK LETTERS & NRIC/PASSPORT NO.) (FULL ADDRESS)

and (if more than one (1) proxy) \_\_\_\_\_ of \_\_\_\_\_  
(FULL NAME IN BLOCK LETTERS & NRIC/PASSPORT NO.)  
(FULL ADDRESS)

or failing him/her, the Chairman of the Meeting as my/our proxy/proxies to vote for me/us on my/our behalf at the Extraordinary General Meeting of the Company to be conducted fully virtual through the online meeting platform provided by Tricor Investor & Issuing House Services Sdn. Bhd. via TIIH Online website at <https://tiih.online> or <https://tiih.com.my> (Domain registration number with MYNIC: D1A282781) on Thursday, 26 May 2022 at 10.00 a.m. or at any adjournment thereof. My/Our proxy/proxies shall vote as indicated below:

ORDINARY RESOLUTION	FOR	AGAINST
PROPOSED BONUS ISSUE		

Please indicate with an "X" in the space provided how you wish your votes to be cast. If you do not indicate how you wish your proxy to vote on the resolution, the proxy will vote as he or she thinks fit, or, at his or her discretion, abstain from voting.

\_\_\_\_\_  
Signature / Common Seal of Member

Date : \_\_\_\_\_  
Contact No. : \_\_\_\_\_

For appointment of two proxies, percentage of shareholdings to be represented by the proxies:		
	<u>No. of shares</u>	<u>Percentage</u>
Proxy 1		%
Proxy 2		%
Total		<u>100%</u>



## **Notes:**

### **1. IMPORTANT NOTICE**

The Extraordinary General Meeting (“EGM”) will be conducted on a fully virtual basis via TIIH Online website at <https://tiih.online> or <https://tiih.com.my> (Domain registration number with MYNIC: D1A282781). An online meeting platform can be recognised as the meeting venue or place under Section 327(2) of the Companies Act 2016 provided that the online meeting platform is located in Malaysia and the Chairman is physically present in Malaysia.

Shareholders are to attend, speak (in the form of real time submission of typed texts) and vote (collectively, “participate”) remotely at this EGM via the Remote Participation and Voting (“RPV”) facilities provided by Tricor Investor & Issuing House Services Sdn. Bhd. (“Tricor”) via its **TIIH Online** website at <https://tiih.online>.

**Please read these Notes carefully and follow the procedures in the Administrative Guide for the EGM in order to participate remotely via RPV facilities.**

2. For the purpose of determining who shall be entitled to participate in this EGM via RPV, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. to make available to the Company, a Record of Depositors as at 19 May 2022. Only a member whose name appears on this Record of Depositors shall be entitled to attend this EGM via RPV facilities.
3. A member who is entitled to participate in this EGM via RPV facilities is entitled to appoint a proxy or attorney or in the case of a corporation, to appoint a duly authorised representative to participate in his/her place. A proxy may but need not be a member of the Company.
4. A member of the Company who is entitled to attend and vote at a general meeting of the Company may appoint not more than two (2) proxies to participate instead of the member at the EGM.
5. Where a member of the Company is an authorised nominee as defined in the Securities Industry (Central Depositories) Act 1991 (“**Central Depositories Act**”), it may appoint not more than two (2) proxies in respect of each securities account it holds in ordinary shares of the Company standing to the credit of the said securities account.
6. Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account (“**omnibus account**”), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds. An exempt authorised nominee refers to an authorised nominee defined under the Central Depositories Act which is exempted from compliance with the provisions of Section 25A(1) of the Central Depositories Act.
7. Where a member appoints more than one (1) proxy, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.
8. A member who has appointed a proxy or attorney or authorised representative to participate at the EGM via RPV **must request his/her proxy or attorney or authorised representative to register himself/herself for RPV** via TIIH Online website at <https://tiih.online>. Procedures for RPV can be found in the Administrative Guide for the EGM.
9. The appointment of a proxy may be made in a hard copy form or by electronic form in the following manner and must be received by the Company not less than forty-eight (48) hours before the time appointed for holding the EGM or adjourned general meeting at which the person named in the appointment proposes to vote:

#### **(i) In hard copy form**

In the case of an appointment made in hard copy form, this Proxy Form must be deposited with the Company’s Share Registrar, Tricor Investor & Issuing House Services Sdn. Bhd. at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, W. P. Kuala Lumpur, Malaysia, or alternatively, its Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, W. P. Kuala Lumpur, Malaysia.

#### **(ii) By electronic means via TIIH Online website**

The Proxy Form can be electronically lodged with the Share Registrar of the Company via TIIH Online website at <https://tiih.online>. Kindly refer to the Administrative Guide for the EGM on the procedures for electronic submission of Proxy Form via TIIH Online.

10. Please ensure ALL the particulars as required in the Proxy Form are completed, signed and dated accordingly.
11. Last date and time for lodging the Proxy Form is on Tuesday, 24 May 2022 at 10.00 a.m.

12. Any authority pursuant to which such an appointment is made by a power of attorney must be deposited with the Share Registrar of the Company, Tricor Investor & Issuing House Services Sdn. Bhd. at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, W. P. Kuala Lumpur, Malaysia or alternatively, its Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, W. P. Kuala Lumpur, Malaysia not less than forty-eight (48) hours before the time appointed for holding the EGM or adjourned general meeting at which the person named in the appointment proposes to vote. A copy of the power of attorney may be accepted provided that it is certified notarially and/or in accordance with the applicable legal requirements in the relevant jurisdiction in which it is executed.
13. For a corporate member who has appointed an authorised representative, please deposit the **ORIGINAL** certificate of appointment of authorised representative with the Share Registrar of the Company, Tricor Investor & Issuing House Services Sdn. Bhd. at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, W. P. Kuala Lumpur, Malaysia or alternatively, its Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, W. P. Kuala Lumpur, Malaysia. The certificate of appointment of authorised representative should be executed in the following manner:
  - (i) If the corporate member has a common seal, the certificate of appointment of authorised representative should be executed under seal in accordance with the constitution of the corporate member.
  - (ii) If the corporate member does not have a common seal, the certificate of appointment of authorised representative should be affixed with the rubber stamp of the corporate member (if any) and executed by:
    - (a) at least two (2) authorised officers, one of whom shall be a director; or
    - (b) any director and/or authorised officers in accordance with the laws of the country under which the corporate member is incorporated.
14. Pursuant to Rule 8.31A(1) of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, the resolution set out in this Notice will be put to vote by poll.



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AFFIX  
STAMP

The Share Registrar

**SAMAIDEN GROUP BERHAD**

Registration No. 201901037874 (1347204-V)

**C/O 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,  
W. P. Kuala Lumpur,  
Malaysia.

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