

## **CORPORATE GOVERNANCE REPORT**

**STOCK CODE** : 0223  
**COMPANY NAME** : SAMAIKEN GROUP BERHAD  
**FINANCIAL YEAR** : June 30, 2023

### **OUTLINE:**

#### **SECTION A – DISCLOSURE ON MALAYSIAN CODE ON CORPORATE GOVERNANCE**

*Disclosures in this section are pursuant to Paragraph 15.25 of Bursa Malaysia Listing Requirements.*

#### **SECTION B – DISCLOSURES ON CORPORATE GOVERNANCE PRACTICES PERSUANT CORPORATE GOVERNANCE GUIDELINES ISSUED BY BANK NEGARA MALAYSIA**

*Disclosures in this section are pursuant to Appendix 4 (Corporate Governance Disclosures) of the Corporate Governance Guidelines issued by Bank Negara Malaysia. This section is only applicable for financial institutions or any other institutions that are listed on the Exchange that are required to comply with the above Guidelines.*

## SECTION A – DISCLOSURE ON MALAYSIAN CODE ON CORPORATE GOVERNANCE

*Disclosures in this section are pursuant to Paragraph 15.25 of Bursa Malaysia Listing Requirements.*

### Intended Outcome

Every company is headed by a board, which assumes responsibility for the company's leadership and is collectively responsible for meeting the objectives and goals of the company.

### Practice 1.1

The board should set the company's strategic aims, ensure that the necessary resources are in place for the company to meet its objectives and review management performance. The board should set the company's values and standards, and ensure that its obligations to its shareholders and other stakeholders are understood and met.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Board is responsible for the leadership, oversight, control, development and long-term success of the Group. It is also responsible for instilling the appropriate culture, values and behaviour throughout the Group.</p> <p>The Company's Board Charter defines the following duties and responsibilities of the Board which can be found at the Company's website at <a href="http://www.samaiden.com.my">www.samaiden.com.my</a>:-</p> <ul style="list-style-type: none"><li>(a) to promote good corporate governance culture within the Company which reinforces ethical, prudent and professional behaviour with the Senior Management;</li><li>(b) to review and adopt a strategic plan of the Group and responsible for monitoring the implementation of the strategic plan by Senior Management;</li><li>(c) to oversee the conduct of the Group's businesses and evaluate whether the businesses are being properly managed;</li><li>(d) to ensure that the development and implementation of the Group's strategies, business plans, major plans of action and risk management take into account sustainability consideration;</li><li>(e) to identify principal business risks faced by the Company and the Group and ensure the implementation of appropriate systems to manage these risks;</li><li>(f) to consider and implement succession planning including the implementation of appropriate systems for recruitment, training and replacement of Senior Management staff;</li><li>(g) to oversee the development and implementation of an investors relations programme or shareholder communication policy for the Group;</li><li>(h) to review the adequacy and the integrity of the Group's internal</li></ul>

	<p>control systems and management information system;</p> <p>(i) to determine the remuneration of Executive Directors and Non-Executive Directors of the Company, with the individuals concerned abstaining from discussions of their own remuneration; and</p> <p>(j) to ensure that the Group adheres to high standards of ethics and corporate behaviour.</p> <p>The Board has delegated certain roles and responsibilities to the Committees of the Board, namely Audit and Risk Management Committee (“ARMC”), Nominating Committee (“NC”) and Remuneration Committee (“RC”). The Board Committees’ roles and responsibilities in discharging their functions are set out in the Terms of Reference of each Committees.</p> <p>While the responsibility for monitoring the effectiveness of the Group’s risk management and internal control systems has been delegated to the ARMC, the Board retains ultimate responsibility for determining the Group’s “risk tolerance” and annually considers a report in relation to the monitoring, controlling and reporting of identified risks and uncertainties. In addition, the Board receives regular reports from the Chairman of the ARMC in the area of internal control.</p>	
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

**Intended Outcome**

Every company is headed by a board, which assumes responsibility for the company's leadership and is collectively responsible for meeting the objectives and goals of the company.

**Practice 1.2**

A Chairman of the board who is responsible for instilling good corporate governance practices, leadership and effectiveness of the board is appointed.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>Dato' Dr. Nadzri Bin Yahaya helms the Board as Independent Non-Executive Chairman to provide leadership at Board level and represents the Board to shareholders and other stakeholders. The Chairman presides over meetings of the Board and is responsible for instilling best corporate governance practices, providing leadership and ensuring effectiveness of the Board and its Committees. The Chairman is primarily responsible for the following:</p> <ul style="list-style-type: none"><li>(a) Providing leadership to the Board in ensuring the effectiveness of all aspects of its role;</li><li>(b) The efficient organisation and conduct of the Board's function, chairing Board meetings and encouraging all Directors to play an active role in Board activities;</li><li>(c) Taking the lead in setting the values and standards, including good corporate governance practices of the Company;</li><li>(d) Setting board agenda and ensuring quality information is furnished to Board members on a timely basis to facilitate decision-making;</li><li>(e) Ensuring accurate and timely information, in particular, about the performance of the Company is furnished to Board members;</li><li>(f) Chairing general meetings of shareholders and ensuring orderly conduct and proceedings of such meetings;</li><li>(g) Ensuring effective communication with shareholders and stakeholders and that their views are communicated to the Board; and</li><li>(h) Facilitating the contribution of Non-Executive Directors and ensuring constructive work relations be maintained between Executive and Non-Executive Directors.</li></ul> <p>The Chairman's role and responsibilities have been set forth in the Board Charter which is available on the Company's website at <a href="http://www.samaiden.com.my">www.samaiden.com.my</a>.</p>
<b>Explanation for departure</b>	:	

<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

**Intended Outcome**

Every company is headed by a board, which assumes responsibility for the company's leadership and is collectively responsible for meeting the objectives and goals of the company.

**Practice 1.3**

The positions of Chairman and CEO are held by different individuals.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Board acknowledges the importance of having different individuals holding the positions of Chairman and CEO so as to ensure a balance of power and authority and no individual has unfettered powers of decision and control.</p> <p>The position of Chairman and Group Managing Director ("GMD") are held by Dato' Dr. Nadzri Bin Yahaya and Ir. Chow Pui Hee respectively.</p> <p>The Board has delegated responsibilities for the management of the Group, through the GMD, to manage the daily operations. The GMD is primarily responsible for the effective implementation of the Group's corporate strategies and business development for the Group, and management of the Group's business and day-to-day operation.</p> <p>There is a clear division of responsibilities between the roles of the Chairman and GMD, which are clearly demarcated in the Board Charter.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

### Intended Outcome

Every company is headed by a board, which assumes responsibility for the company's leadership and is collectively responsible for meeting the objectives and goals of the company.

### Practice 1.4

The Chairman of the board should not be a member of the Audit Committee, Nomination Committee or Remuneration Committee

*Note: If the board Chairman is not a member of any of these specified committees, but the board allows the Chairman to participate in any or all of these committees' meetings, by way of invitation, then the status of this practice should be a 'Departure'.*

<b>Application</b>	:	Departure
<b>Explanation on application of the practice</b>	:	
<b>Explanation for departure</b>	:	Dato' Dr. Nadzri Bin Yahaya, the Independent Non-Executive Chairman of the Company, is a Chairman of the RC, and a member of the ARMC and NC of the Company, for the financial year ended ("FYE") 30 June 2023.  Dato' Dr. Nadzri Bin Yahaya had subsequently resigned as a Chairman of the RC, and a member of the ARMC and NC of the Company, on 30 August 2023.
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	Please explain the measure(s) the company has taken or intend to take to adopt the practice.
<b>Timeframe</b>	:	Choose an item.

**Intended Outcome**

Every company is headed by a board, which assumes responsibility for the company's leadership and is collectively responsible for meeting the objectives and goals of the company.

**Practice 1.5**

The board is supported by a suitably qualified and competent Company Secretary to provide sound governance advice, ensure adherence to rules and procedures, and advocate adoption of corporate governance best practices.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Board is supported by two (2) suitably qualified Company Secretaries in discharging their functions. Both are Associate members of The Malaysian Institute of Chartered Secretaries and Administrators (MAICSA) and qualified under Section 235 of the Companies Act 2016. The Company Secretaries have attended relevant conferences and training programmes to constantly keep themselves abreast with the regulatory changes and development in corporate governance.</p> <p>The Company Secretaries play an advisory role, particularly in relation to the Company's Constitution, Board policies and procedures and its compliance with regulatory requirements and advocate adoption of corporate governance best practices. The Board is regularly updated and advised by the Company Secretaries on new statutory and regulatory requirements as well as corporate governance best practices to enable them to discharge their duties and responsibilities effectively. All Directors have ready and unrestricted access to the advice and services of the Company Secretaries in carrying out their duties. The appointment and removal of the Company Secretaries should be a matter for the Board as a whole.</p> <p>The Company Secretaries attend all Board, Board Committees and general meetings and ensure the meetings are properly convened and all deliberations and decisions made are accurately documented. The Company Secretaries also work closely with the Senior Management to ensure timely and appropriate information flows within the Board and Board Committees, and between the Non-Executive Directors and Senior Management.</p> <p>Further details on the roles of the Company Secretaries are set forth in the Company's Board Charter.</p>
<b>Explanation for departure</b>	:	



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

<b>Measure</b>	:		
<b>Timeframe</b>	:		

**Intended Outcome**

Every company is headed by a board, which assumes responsibility for the company's leadership and is collectively responsible for meeting the objectives and goals of the company.

**Practice 1.6**

Directors receive meeting materials, which are complete and accurate within a reasonable period prior to the meeting. Upon conclusion of the meeting, the minutes are circulated in a timely manner.

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	<p>Prior to the Board and Board Committee meetings, a formal and structured agenda together with the agenda papers are forwarded to the Directors via electronic mail at least five (5) business days prior to the Board and Board Committee meetings. Exceptions may be made for certain ad-hoc or urgent instances when Directors unanimously consent to a shorter notice period and elapsed timeframe for the provision of agenda papers. This is to accord sufficient time for the Directors to review, consider and obtain further information or seek clarification on the matters to be deliberated at the meeting, if required, from the Senior Management or the Company Secretaries.</p> <p>The minutes of the Board and Board Committees meetings accurately reflect the deliberations and decisions made, including any dissenting views and matters where Directors abstained from voting and deliberation. Draft minutes of the meetings are circulated to the Board of Directors and Committee members for their comments and necessary action in a timely manner, prior to confirmation at the following meeting.</p>	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

**Intended Outcome**

There is demarcation of responsibilities between the board, board committees and management.

There is clarity in the authority of the board, its committees and individual directors.

**Practice 2.1**

The board has a board charter which is periodically reviewed and published on the company's website. The board charter clearly identifies–

- the respective roles and responsibilities of the board, board committees, individual directors and management; and
- issues and decisions reserved for the board.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Board Charter was adopted by the Board on 19 December 2019 in preparation for the listing of the Company. The Company was listed on the ACE Market of Bursa Malaysia Securities Berhad ("Bursa Securities") on 15 October 2020, and subsequently transferred its listing to Main Market of Bursa Securities on 31 March 2023.</p> <p>The Board Charter is made available on the Company's website at <a href="http://www.samaiden.com.my">www.samaiden.com.my</a> and has been incorporated into the Group's governance system, documented policies that the Board has decided upon to meet, among others, its responsibilities, governance and leadership as a description tool of how the Board operates. It also sets out the delegation of authority by the Board to the Board Committees namely, ARMC, RC and NC.</p> <p>There is a formal schedule of matters reserved to the Board for consideration and decision which is set out in the Board Charter.</p> <p>The Board Charter will be reviewed and updated periodically in accordance with the needs of the Company and any new regulations that may have an impact on the Board in discharging its duties and responsibilities.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	

<b>Timeframe</b>	:		
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**Intended Outcome**

The board is committed to promoting good business conduct and maintaining a healthy corporate culture that engenders integrity, transparency and fairness.

The board, management, employees and other stakeholders are clear on what is considered acceptable behaviour and practice in the company.

**Practice 3.1**

The board establishes a Code of Conduct and Ethics for the company, and together with management implements its policies and procedures, which include managing conflicts of interest, preventing the abuse of power, corruption, insider trading and money laundering.

The Code of Conduct and Ethics is published on the company's website.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Code of Conduct and Ethics for Directors ("the Code") had been adopted by the Board on 27 May 2021. All Directors are expected to uphold the highest standard of integrity, ethical conduct and corporate governance in discharging their duties. The acceptable practices and behaviour of management and employees are included in the employees' handbook.</p> <p>Other than the Code, the Board had adopted the Anti-Corruption and Anti-Bribery Policy to provide guidance to the Group, all its personnel and business associates in order to promote better governance culture and ethical behaviour within the Group and to prevent the occurrence of corrupt practices.</p> <p>Further, the Board had on 24 May 2023 adopted a Conflict of Interest Policy to provide guidance in identifying and manage any actual, potential and perceived conflict of interest situations between the employees (including Directors) and the Group.</p> <p>The Code, Anti-Corruption and Anti-Bribery Policy as well as Conflict of Interest Policy are available on the Company's website at <a href="http://www.samaiden.com.my">www.samaiden.com.my</a>.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		

<b>Measure</b>	:		
<b>Timeframe</b>	:		

**Intended Outcome**

The board is committed to promoting good business conduct and maintaining a healthy corporate culture that engenders integrity, transparency and fairness.

The board, management, employees and other stakeholders are clear on what is considered acceptable behaviour and practice in the company.

**Practice 3.2**

The board establishes, reviews and together with management implements policies and procedures on whistleblowing.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Board had established a Whistleblowing Policy and Procedures which sets out the avenues where genuine concerns related to possible improprieties in matters of financial reporting, compliance and other malpractices can be objectively investigated and addressed.</p> <p>During the FYE 30 June 2023, no whistleblowing report was received by the ARMC.</p> <p>The Whistleblowing Policy and Procedures can be found on the Company's website at <a href="http://www.samaiden.com.my">www.samaiden.com.my</a>.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

**Intended Outcome**

The company addresses sustainability risks and opportunities in an integrated and strategic manner to support its long-term strategy and success.

**Practice 4.1**

The board together with management takes responsibility for the governance of sustainability in the company including setting the company's sustainability strategies, priorities and targets.

The board takes into account sustainability considerations when exercising its duties including among others the development and implementation of company strategies, business plans, major plans of action and risk management.

Strategic management of material sustainability matters should be driven by senior management.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Board acknowledges the importance of incorporating environment, social and governance ("ESG") aspects throughout the business operations and has embedded sustainability considerations into the Company's strategies and business plans, for delivering sustainable value to stakeholders and performance of the Company. Management is also constantly looking for business opportunities which can fulfil the Group's sustainability obligations. For instance, diversified into biomass and biogas types of renewable energy.</p> <p>Management will consider sustainability elements such as carbon emission, energy saving and environmental friendly in formulating business plans.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	



**Intended Outcome**

The company addresses sustainability risks and opportunities in an integrated and strategic manner to support its long-term strategy and success.

**Practice 4.2**

The board ensures that the company's sustainability strategies, priorities and targets as well as performance against these targets are communicated to its internal and external stakeholders.

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	<p>The Board is cognisant of the value of communicating the Company's sustainability strategies, priorities and targets to external and internal stakeholders. As such, the Company had established several engagement methods with its internal and external stakeholders to enable the message of the Group's sustainability reaches the key communities of the Group. The Group has been practising an open line of communication with its stakeholders to garner insights, feedback and opinions from them. In communicating the sustainability matters, various types of stakeholders' engagement are adopted, depending on the target stakeholders such as corporate website, social media, events &amp; campaigns, press conference, events, collaborations, etc.</p> <p>Sustainability Statement is included in the Company's Annual Report to ensure that external stakeholders are well informed. In addition, employees are updated with the Company's sustainability matters in various ways such as emails, intranet portal, corporate town hall and etc.</p>	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

**Intended Outcome**

The company addresses sustainability risks and opportunities in an integrated and strategic manner to support its long-term strategy and success.

**Practice 4.3**

The board takes appropriate action to ensure they stay abreast with and understand the sustainability issues relevant to the company and its business, including climate-related risks and opportunities.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Board is being regularly updated with the progress of the Company's renewable energy business, which is aligned with the Company's commitment in addressing sustainability issues such as global warming resulted from climate change.</p> <p>In view of the increased interest from stakeholders and regulators on matters relating to sustainability, the Group will continue to engage its stakeholders and explore further improvement in conducting the business in a more sustainable manner.</p> <p>The Board also took note of the enhanced sustainability reporting framework introduced by Bursa Malaysia Securities Berhad and is endeavour to adhere to the requirements.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

**Intended Outcome**

The company addresses sustainability risks and opportunities in an integrated and strategic manner to support its long-term strategy and success.

**Practice 4.4**

Performance evaluations of the board and senior management include a review of the performance of the board and senior management in addressing the company's material sustainability risks and opportunities.

Application	:	Applied	
Explanation on application of the practice	:	Annual evaluation of the Board and Senior Management have been revised by including the assessment of the Board and Senior Management’s performance in addressing the Company’s material sustainability risks and opportunities.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

**Intended Outcome**

The company addresses sustainability risks and opportunities in an integrated and strategic manner to support its long-term strategy and success.

**Practice 4.5- Step Up**

The board identifies a designated person within management, to provide dedicated focus to manage sustainability strategically, including the integration of sustainability considerations in the operations of the company.

*Note: The explanation on adoption of this practice should include a brief description of the responsibilities of the designated person and actions or measures undertaken pursuant to the role in the financial year.*

<b>Application</b>	:	Adopted
<b>Explanation on adoption of the practice</b>	:	Dr Tee Wu Shun, the Business Unit Head of Strategy Development, is the dedicated person within management who is tasked to focus on sustainability business and to review regularly the operations of the Company to ensure sustainability considerations are factored in.

**Intended Outcome**

Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

**Practice 5.1**

The Nomination Committee should ensure that the composition of the board is refreshed periodically. The tenure of each director should be reviewed by the Nomination Committee and annual re-election of a director should be contingent on satisfactory evaluation of the director's performance and contribution to the board.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>Annual evaluation is conducted for each Director and the results are deliberated in NC meeting to ensure the Board consists of appropriate mixture of Directors with various background and expertise and gender and ethnicity.</p> <p>The NC, in accordance with the Terms of Reference, is also tasked to review and assess the performance and contribution of retiring Directors including fit and proper criteria as set out in the Company's Fit and Proper Policy, adopted by the Board on 26 May 2022 prior to recommending to the Board for consideration.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

**Intended Outcome**

Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

**Practice 5.2**

At least half of the board comprises independent directors. For Large Companies, the board comprises a majority independent directors.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Board comprised of two (2) Executive Directors and three (3) Independent Non-Executive Directors (“INED”) as at 30 June 2023, representing 60% of the Board. The representation of INEDs in the Board increased to 66.66% after the appointment of Ir. Dr Ng Kok Chiang as INED on 30 August 2023. The Independent Directors are expected to challenge management proposals constructively and to examine and review management performance in meeting agreed objectives and targets. In addition, they are expected to draw on their experience and knowledge in respect of any challenges facing the Group and in relation to the development of proposals on strategy.</p> <p>The current size and composition of the Board is within a range which is appropriate. The current size of the Board is sufficient to enable its Committees to operate and being dynamic and responsive to the needs of the Group.</p> <p>The Board as a whole has the appropriate blend of skills, knowledge and experience, from a wide range of industries and backgrounds, necessary to lead the Group.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

**Intended Outcome**

Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

**Practice 5.3**

The tenure of an independent director does not exceed a cumulative term limit of nine years. Upon completion of the nine years, an independent director may continue to serve on the board as a non-independent director.

If the board intends to retain an independent director beyond nine years, it should provide justification and seek annual shareholders' approval through a two-tier voting process.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	Currently, there are no Independent Directors serving beyond a cumulative term limit of nine years.  Should the Board wish to retain an Independent Director who has served a cumulative term of nine (9) years, his/her independence should be reviewed and if deemed appropriate for continuance in the office, justification should be provided and seek shareholders' approval through a two-tier voting process at the Annual General Meeting ("AGM").
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

**Intended Outcome**

Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

**Practice 5.4 - Step Up**

The board has a policy which limits the tenure of its independent directors to nine years without further extension.

*Note: To qualify for adoption of this Step Up practice, a listed issuer must have a formal policy which limits the tenure of an independent director to nine years without further extension i.e. shareholders' approval to retain the director as an independent director beyond nine years.*

<b>Application</b> :	Not Adopted
<b>Explanation on adoption of the practice</b> :	



**Intended Outcome**

Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

**Practice 5.5**

Appointment of board and senior management are based on objective criteria, merit and with due regard for diversity in skills, experience, age, cultural background and gender.

Directors appointed should be able to devote the required time to serve the board effectively. The board should consider the existing board positions held by a director, including on boards of non-listed companies. Any appointment that may cast doubt on the integrity and governance of the company should be avoided.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Board is committed to encourage diversity and inclusion in the Board and workplace. The Board had on 26 May 2022 revised the Diversity Policy to include both Directors and Senior Management. The same is made available on the Company's website.</p> <p>In recommending the appointment of Directors, the NC considers salient attributes such as mix of skills and experience, strengths, expected contribution, independence (where applicable) and the multiple facets of diversity to ensure a balanced mix of talents on the Board level.</p> <p>The Board, alongside the NC, undertakes periodic reviews of the composition of the Board to ensure that they remain diverse. The appointment of Senior Management falls under the purview of the GMD who is aware that a diverse workforce allows the Group to be competitive.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

**Intended Outcome**

Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

**Practice 5.6**

In identifying candidates for appointment of directors, the board does not solely rely on recommendations from existing board members, management or major shareholders. The board utilises independent sources to identify suitably qualified candidates.

If the selection of candidates was based on recommendations made by existing directors, management or major shareholders, the Nominating Committee should explain why these source(s) suffice and other sources were not used.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The NC is responsible to identify and select the potential candidates as Director through various channels and avenues to identify suitably qualified candidates in addition to considering potential candidates proposed by senior executive, any Director or shareholder, prior to making recommendation to the Board.</p> <p>There was no new appointment of Director during the FYE 30 June 2023.</p> <p>Ir. Dr Ng Kok Chiang was appointed to the Board as Independent Non-Executive Director on 30 August 2023. Even though his candidacy was sourced through recommendation of the business network of the Board members, his appointment was accepted after considering his qualification, skills set, competency and experience. The Board and NC strongly believes that based on his credential, he will be able to contribute positively to the Board.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

**Intended Outcome**

Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

**Practice 5.7**

The board should ensure shareholders have the information they require to make an informed decision on the appointment and reappointment of a director. This includes details of any interest, position or relationship that might influence, or reasonably be perceived to influence, in a material respect their capacity to bring an independent judgement to bear on issues before the board and to act in the best interests of the listed company as a whole. The board should also provide a statement as to whether it supports the appointment or reappointment of the candidate and the reasons why.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>Ir. Chow Pui Hee and Olivia Lim are retiring in accordance with Clause 76(3) of the Constitution of the Company; while Ir. Dr Ng Kok Chiang is retiring in accordance with Clause 78 of the Constitution of the Company. The aforesaid Directors have offered themselves for re-election at the forthcoming AGM.</p> <p>The detailed information of the retiring Directors is included in the Annual Report. The Explanatory Notes to the agenda on re-election of Directors in the AGM notice includes a statement of the Board's support on the re-appointment and the reasons in relation thereto.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

**Intended Outcome**

Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

**Practice 5.8**

The Nominating Committee is chaired by an Independent Director or the Senior Independent Director.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The NC is chaired by Ms Olivia Lim, an Independent Non-Executive Director ("INED"). The NC comprises exclusively INEDs, as follows:-</p> <ul style="list-style-type: none"> <li>i) Olivia Lim – Chairperson</li> <li>ii) Dato' Dr. Nadzri Bin Yahaya – Member <i>(Resigned on 30 August 2023)</i></li> <li>iii) Lim Poh Seong – Member</li> <li>iv) Ir. Dr Ng Kok Chiang – Member <i>(Appointed on 30 August 2023)</i></li> </ul> <p>The Board recognises the need for the Chairperson of the NC to be independent to ensure objectivity and independence in judgement during deliberations.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

**Intended Outcome**

Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

**Practice 5.9**

The board comprises at least 30% women directors.

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	During the FYE 30 June 2023, the Board has 2 women directors out of total 5 directors, representing 40% women representation on the Board.  With the appointment of Ir. Dr Ng Kok Chiang on 30 August 2023, the women representation on the Board revised to 33.33%.	
<b>Explanation for departure</b>	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

**Intended Outcome**

Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

**Practice 5.10**

The board discloses in its annual report the company's policy on gender diversity for the board and senior management.

Application	:	Applied	
Explanation on application of the practice	:	<p>The Diversity Policy which was last revised on 26 May 2022 covers gender diversity for the Board and Senior Management. The same policy is deliberated in Corporate Governance Overview Statement of the Annual Report.</p> <p>The Board acknowledges the importance of promoting gender diversity in the Board and Senior Management. While diversity would be taken into consideration, selection of candidates would be based on merit and contributions that the individual could bring to the Board and Senior Management.</p>	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

**Intended Outcome**

Stakeholders are able to form an opinion on the overall effectiveness of the board and individual directors.

**Practice 6.1**

The board should undertake a formal and objective annual evaluation to determine the effectiveness of the board, its committees and each individual director. The board should disclose how the assessment was carried out its outcome, actions taken and how it has or will influence board composition.

For Large Companies, the board engages an independent expert at least every three years, to facilitate objective and candid board evaluation.

<i>Note: For a Large Company to qualify for adoption of this practice, it must undertake annual board evaluation and engage an independent expert at least every three years to facilitate the evaluation.</i>	
<b>Application</b>	: Applied
<b>Explanation on application of the practice</b>	<p>The Company had in place a formal process for assessment of the effectiveness of the Board as a whole, the Board Committees and the contribution of each Director, facilitated by the Company Secretaries where the members of the NC and/or Directors are required to complete a set of evaluation forms individually/collectively and the results were compiled by the Company Secretaries on a confidential basis. At the NC meeting, the NC reviewed the summary of the results and discussed on the areas for improvement or actions required included the training needs of each individual directors. Thereafter, the NC reported the same to the Board and recommended the necessary actions to be taken. No external facilitator has been used.</p> <p>The NC had on 30 August 2023 conducted an annual assessment to determine the effectiveness of the Board, Board Committees and individual director and performance and contribution of each director in respect of the FYE 30 June 2023.</p> <p>Based on the annual assessment for the FYE 30 June 2023, the Board was satisfied with the outcome and that the skills and experience of the current Directors satisfy the requirements of the skills matrix and that the Chairman possesses the leadership to safeguard the stakeholders' interest and ensure the Group's performance. The NC was also satisfied that the existing Board and Board Committees have discharged their respective roles and responsibilities in a conscientious manner. The evaluation also helped individual Directors understand and determine their upskilling or development needs.</p>

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



**Intended Outcome**

The level and composition of remuneration of directors and senior management take into account the company's desire to attract and retain the right talent in the board and senior management to drive the company's long-term objectives.

Remuneration policies and decisions are made through a transparent and independent process.

**Practice 7.1**

The board has remuneration policies and procedures to determine the remuneration of directors and senior management, which takes into account the demands, complexities and performance of the company as well as skills and experience required. The remuneration policies and practices should appropriately reflect the different roles and responsibilities of non-executive directors, executive directors and senior management. The policies and procedures are periodically reviewed and made available on the company's website.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>Remuneration Policy for Directors and Senior Management was adopted by the Board on 26 May 2022 and is made available on the Company's website, <a href="http://www.samaiden.com.my">www.samaiden.com.my</a>.</p> <p>The Board, as a whole, determines the level of remuneration package of Non-Executive Directors and Executive Directors with the interested Directors abstaining from any deliberations or voting on their own remuneration.</p> <p>The remuneration package for Non-Executive Directors commensurate with their expertise and responsibilities, as well as the Company's performance in managing material sustainability risks and opportunities, benchmarked against the market rate within similar industry. The remuneration package for Executive Directors and Senior Management further takes into consideration individual and other corporate performance.</p> <p>The remuneration of Senior Management falls under the purview of the GMD which is performed annually and coincides with the employees' annual performance appraisal/ increment review.</p>
<b>Explanation for departure</b>	:	

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

<b>Measure</b> :		
<b>Timeframe</b> :		

**Intended Outcome**

The level and composition of remuneration of directors and senior management take into account the company's desire to attract and retain the right talent in the board and senior management to drive the company's long-term objectives.

Remuneration policies and decisions are made through a transparent and independent process.

**Practice 7.2**

The board has a Remuneration Committee to implement its policies and procedures on remuneration including reviewing and recommending matters relating to the remuneration of board and senior management.

The Committee has written Terms of Reference which deals with its authority and duties and these Terms are disclosed on the company's website.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Board has established a RC that comprises solely of Independent Non-Executive Directors.</p> <p>The RC is principally responsible for reviewing and assessing the remuneration packages of Executive Directors and Non-Executive Directors in all forms to ensure that they remain competitive, appropriate and commensurate with their experience, skills, level of responsibilities as well as industry benchmark to drive the Company towards long-term sustainable growth.</p> <p>The Remuneration Policy for Directors and Senior Management adopted on 26 May 2022 and the Terms of Reference of the RC which was last revised on 26 May 2022 are made available on the Company's website at <a href="http://www.samaiden.com.my">www.samaiden.com.my</a>.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

**Intended Outcome**

Stakeholders are able to assess whether the remuneration of directors and senior management is commensurate with their individual performance, taking into consideration the company's performance.

**Practice 8.1**

There is detailed disclosure on named basis for the remuneration of individual directors. The remuneration breakdown of individual directors includes fees, salary, bonus, benefits in-kind and other emoluments.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	In conjunction with the listing of the Company, the remuneration of the Directors of the Company is disclosed on a named basis in the prospectus of the Company. The details of the remuneration of Directors received from the Company and the Group during the FYE 30 June 2023 are in next page.

No	Name	Directorate	Company							Group						
			Fee	Allowance	Salary	Bonus	Benefits-in-kind	Other emoluments	Total	Fee	Allowance	Salary	Bonus	Benefits-in-kind	Other emoluments	Total
1	Dato' Dr. Nadzri Bin Yahaya	Independent Director	60,000	-	-	-	-	1,000	61,000	60,000	-	-	-	-	1,000	61,000
2	Ir Chow Pui Hee	Executive Director	-	-	-	-	-	1,000	1,000	-	-	516,000	-	-	63,039	580,039
3	Fong Yeng Foon	Executive Director	-	-	-	-	-	1,000	1,000	-	-	426,000	-	-	52,240	479,240
4	Lim Poh Seong	Independent Director	48,000	-	-	-	-	1,000	49,000	48,000	-	-	-	-	1,000	49,000
5	Olivia Lim	Independent Director	36,000	-	-	-	-	1,000	37,000	36,000	-	-	-	-	1,000	37,000
6	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
7	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
8	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
9	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
10	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
11	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
12	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
13	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
14	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
15	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here

**Intended Outcome**

Stakeholders are able to assess whether the remuneration of directors and senior management is commensurate with their individual performance, taking into consideration the company's performance.

**Practice 8.2**

The board discloses on a named basis the top five senior management's remuneration component including salary, bonus, benefits in-kind and other emoluments in bands of RM50,000.

<b>Application</b>	:	Departure
<b>Explanation on application of the practice</b>	:	
<b>Explanation for departure</b>	:	<p>The Board has considered this practice and is of the view that the disclosure of the top five (5) Senior Management's remuneration on a named basis would not be in the best interest of the Group due to the competitive environment for talents within the industries the Company and its subsidiaries operate in.</p> <p>The Board ensures that the remuneration of Senior Management is fair and commensurate with the performance of the Company and the contribution made by the Senior Management, with due consideration to attract, retain and motivate such key personnel.</p>
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	Please explain the measure(s) the company has taken or intend to take to adopt the practice.
<b>Timeframe</b>	:	Choose an item.

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

**Intended Outcome**

Stakeholders are able to assess whether the remuneration of directors and senior management is commensurate with their individual performance, taking into consideration the company's performance.

**Practice 8.3 - Step Up**

Companies are encouraged to fully disclose the detailed remuneration of each member of senior management on a named basis.

<b>Application</b>	:	Not Adopted
<b>Explanation on adoption of the practice</b>	:	



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

**Intended Outcome**

There is an effective and independent Audit Committee.

The board is able to objectively review the Audit Committee's findings and recommendations. The company's financial statement is a reliable source of information.

**Practice 9.1**

The Chairman of the Audit Committee is not the Chairman of the board.

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	The Chairman of the ARMC is Mr Lim Poh Seong, while the Chairman of the Board is Dato' Dr. Nadzri Bin Yahaya. Having the positions of Board Chairman and Chairman of the ARMC assumed by different individuals, allows the Board to objectively review the ARMC's findings and recommendations with unfettered objectivity and uphold the overall effectiveness and independence of the ARMC.	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

**Intended Outcome**

There is an effective and independent Audit Committee.

The board is able to objectively review the Audit Committee's findings and recommendations. The company's financial statement is a reliable source of information.

**Practice 9.2**

The Audit Committee has a policy that requires a former partner of the external audit firm of the listed company to observe a cooling-off period of at least three years before being appointed as a member of the Audit Committee.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Terms of Reference of the ARMC which was last reviewed on 26 May 2022 requires a former key audit partner to observe a cooling-off period of at least three (3) years before being appointed as a member of the ARMC as to safeguard the integrity and independence of the audit process.</p> <p>The Terms of Reference of the ARMC is available on the Company's website at <a href="http://www.samaiden.com.my">www.samaiden.com.my</a>.</p> <p>None of the members of the ARMC are former key audit partners of external audit firm(s) servicing the Company or the Group.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

**Intended Outcome**

There is an effective and independent Audit Committee.

The board is able to objectively review the Audit Committee's findings and recommendations. The company's financial statement is a reliable source of information.

**Practice 9.3**

The Audit Committee has policies and procedures to assess the suitability, objectivity and independence of the external auditor to safeguard the quality and reliability of audited financial statements.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>An External Auditors' Assessment Policy was adopted by the Board on 26 May 2022.</p> <p>The ARMC on an annual basis, assesses the performance, suitability and independence of External Auditors before recommending their re-appointment as the Company's External Auditors.</p> <p>The ARMC had on 30 August 2023 carried out the annual assessment to determine the calibre, performance and independence of TGS TW PLT ("TGS") as the External Auditors of the Company in respect of the FYE 30 June 2023.</p> <p>Based on the assessment results, the ARMC was satisfied with the suitability and independence of TGS. Based on the ARMC's recommendation and having regard to the outcome of the annual assessment of External Auditors, the Board had agreed that the re-appointment of TGS as External Auditors of the Company be recommended to the shareholders for approval at the forthcoming AGM of the Company.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

**Intended Outcome**

There is an effective and independent Audit Committee.

The board is able to objectively review the Audit Committee's findings and recommendations. The company's financial statement is a reliable source of information.

**Practice 9.4 - Step Up**

The Audit Committee should comprise solely of Independent Directors.

<b>Application</b>	:	Adopted
<b>Explanation on adoption of the practice</b>	:	The ARMC comprises three (3) members, all of whom are Independent Non-Executive Directors as disclosed in ARMC Report of the Annual Report.

**Intended Outcome**

There is an effective and independent Audit Committee.

The board is able to objectively review the Audit Committee's findings and recommendations. The company's financial statement is a reliable source of information.

**Practice 9.5**

Collectively, the Audit Committee should possess a wide range of necessary skills to discharge its duties. All members should be financially literate, competent and are able to understand matters under the purview of the Audit Committee including the financial reporting process.

All members of the Audit Committee should undertake continuous professional development to keep themselves abreast of relevant developments in accounting and auditing standards, practices and rules.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The current members of the ARMC possess a range of skills and the requisite financial literacy to meet their responsibilities. The members of the ARMC continuously apply critical and probing view on the Company's financial reporting process, transactions and other financial information, and effectively challenge Management's assertions on the Company's financials during the ARMC meeting.</p> <p>The qualification and experience of the individual ARMC members are disclosed in the Annual Report. All the ARMC members have kept abreast with issues and trends through articles, periodicals and online seminars.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

**Intended Outcome**

Companies make informed decisions about the level of risk they want to take and implement necessary controls to pursue their objectives.

The board is provided with reasonable assurance that adverse impact arising from a foreseeable future event or situation on the company's objectives is mitigated and managed.

**Practice 10.1**

The board should establish an effective risk management and internal control framework.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Board acknowledges its overall responsibilities for the Group's risk management and internal control system within the Group and is focusing on setting the procedures and culture towards their effectiveness. The ARMC has been entrusted to assist the Board in discharging its roles and responsibilities to oversee the effectiveness of risk management and internal control systems, and also to advise the Board on the principal risks facing the business including those that would threaten its solvency or liquidity.</p> <p>Further, the Board had established a risk management framework for identifying, evaluating and managing significant risks faced by the Group.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

**Intended Outcome**

Companies make informed decisions about the level of risk they want to take and implement necessary controls to pursue their objectives.

The board is provided with reasonable assurance that adverse impact arising from a foreseeable future event or situation on the company's objectives is mitigated and managed.

**Practice 10.2**

The board should disclose the features of its risk management and internal control framework, and the adequacy and effectiveness of this framework.

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	<p>The Board has established a framework to formulate and review risk management policies and risk strategies. The Board, assisted by the ARMC, reviews risk management and internal control issues identified by the Internal and External Auditors. The ARMC also monitors and assesses the risk appetite and risk tolerance of the Group, so as to safeguard the shareholders' investment and the Group's assets.</p> <p>Further information on the Group's risk management and internal framework is presented in the Statement on Risk Management and Internal Control of the Annual Report.</p>	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		



**Intended Outcome**

Companies make informed decisions about the level of risk they want to take and implement necessary controls to pursue their objectives.

The board is provided with reasonable assurance that adverse impact arising from a foreseeable future event or situation on the company's objectives is mitigated and managed.

**Practice 10.3 - Step Up**

The board establishes a Risk Management Committee, which comprises a majority of independent directors, to oversee the company's risk management framework and policies.

<b>Application</b>	:	Not Adopted
<b>Explanation on adoption of the practice</b>	:	

**Intended Outcome**

Companies have an effective governance, risk management and internal control framework and stakeholders are able to assess the effectiveness of such a framework.

**Practice 11.1**

The Audit Committee should ensure that the internal audit function is effective and able to function independently.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Company had outsourced the internal audit function to GovernanceAdvisory.com Sdn Bhd, a professional firm.</p> <p>The ARMC is responsible for monitoring and reviewing the effectiveness of the Group's internal audit function. The outsourced Internal Auditors report directly to the ARMC. Its role is to provide independent assurance on the adequacy and the effectiveness of the risk management, internal control and governance process of the Group. After the audit, an internal audit report summarising the audit findings, recommendations for improvements and Management's responses to the findings and recommendations were tabled to the ARMC at the ARMC meetings. The Internal Auditors will perform follow-up audits subsequently to ensure that corrective actions had been implemented.</p> <p>For further details, please refer to ARMC Report of the Annual Report.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

**Intended Outcome**

Companies have an effective governance, risk management and internal control framework and stakeholders are able to assess the effectiveness of such a framework.

**Practice 11.2**

The board should disclose–

- whether internal audit personnel are free from any relationships or conflicts of interest, which could impair their objectivity and independence;
- the number of resources in the internal audit department;
- name and qualification of the person responsible for internal audit; and
- whether the internal audit function is carried out in accordance with a recognised framework.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Internal Auditors reports directly to the ARMC. This reporting relationship promotes independence and objectivity, which assures adequate consideration of audit recommendations and planned corrective actions, and gives the internal audit staff the authority needed for full, free and unrestricted access to all operations, records, property and personnel within the Group.</p> <p>The internal audit function is outsourced to an independent professional firm, GovernanceAdvisory.com Sdn Bhd, to ensure objectivity and independence of the work. The engagement Executive Director is Wong Tchen Cheg who has diverse professional experience in internal audits and risk management advisory. He is a member of the Malaysian Institute of Accountants (MIA) and CPA Australia.</p> <p>The number of staff deployed for the internal audit reviews is ranging from three (3) to four (4) staff per visit including the Engagement Executive Director. The staff involved in the internal audit reviews possesses professional qualifications and/or a university degree.</p> <p>The Internal Auditors, GovernanceAdvisory.com Sdn Bhd is free from any relationship or conflicts of interest which could impair their objectivity and independence. The internal audit function is carried out in accordance with The International Standards for the Professional Practice of Internal Auditing set by the Institute of Internal Auditors (IIA).</p>
<b>Explanation for departure</b>	:	

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

<b>Measure</b>	:		
<b>Timeframe</b>	:		

**Intended Outcome**

There is continuous communication between the company and stakeholders to facilitate mutual understanding of each other's objectives and expectations.

Stakeholders are able to make informed decisions with respect to the business of the company, its policies on governance, the environment and social responsibility.

**Practice 12.1**

The board ensures there is effective, transparent and regular communication with its stakeholders.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Board is committed to provide shareholders and investors with accurate, useful and timely information about the Company's businesses and activities. The Board is also steadfast in ensuring that all communications to the investing public regarding the business operations and financial performance of the Group are made in a timely, accurate, unswerving and informative manner.</p> <p>Shareholders receive regular communication from the Company through the release of annual audited accounts, quarterly reports to Bursa Securities and Annual Report.</p> <p>In addition, the Company communicates other information to the shareholders by way of announcement to Bursa Securities as and when necessary.</p> <p>The AGM is the principal forum for dialogue with shareholders, who will be given the opportunity to enquire and seek clarification on the operations and financial performance of the Group.</p> <p>The Company's website at <a href="http://www.samaiden.com.my">www.samaiden.com.my</a> has an Investors section to ensure shareholders and investors are provided with sufficient information on a timely basis to make informed investment decisions.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	

<b>Timeframe</b>	:		
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**Intended Outcome**

There is continuous communication between the company and stakeholders to facilitate mutual understanding of each other's objectives and expectations.

Stakeholders are able to make informed decisions with respect to the business of the company, its policies on governance, the environment and social responsibility.

**Practice 12.2**

Large companies are encouraged to adopt integrated reporting based on a globally recognised framework.

<b>Application</b>	:	Not applicable – Not a Large Company	
<b>Explanation on application of the practice</b>	:		
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

**Intended Outcome**

Shareholders are able to participate, engage the board and senior management effectively and make informed voting decisions at General Meetings.

**Practice 13.1**

Notice for an Annual General Meeting should be given to the shareholders at least 28 days prior to the meeting.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	The Notice of the Third AGM which was held on 9 December 2022 was issued on 10 November 2022, gave the shareholders at least 28 clear days' notice (exclude the day of sending the notice and the day of the meeting). The Notice outlined the resolutions to be tabled during the general meeting and accompanied with explanatory notes and background information where applicable to provide clarity on the matters that were decided at the AGM. In addition to sending of the AGM notice, the Company had also announced it via Bursa Securities and published it on the newspaper and the Company's website.
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	



**Intended Outcome**

Shareholders are able to participate, engage the board and senior management effectively and make informed voting decisions at General Meetings.

**Practice 13.2**

All directors attend General Meetings. The Chair of the Audit, Nominating, Risk Management and other committees provide meaningful response to questions addressed to them.

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	<p>During the Third AGM held on 9 December 2022, all Directors together with the Chief Financial Officer attended the meeting. Senior Management, Company Secretary and External Auditors of the Company were also in attendance. All issues and questions raised by the shareholders pertaining to the Company’s financial statements and business operations were provided with a meaningful response.</p> <p>All the six (6) Directors will also endeavour to attend the forthcoming Fourth AGM and engage directly with the shareholders and will be accountable for their stewardship of the Company. Amongst them will be the Chairman of the ARMC, RC and NC.</p>	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

**Intended Outcome**

Shareholders are able to participate, engage the board and senior management effectively and make informed voting decisions at General Meetings.

**Practice 13.3**

Listed companies should leverage technology to facilitate—

- voting including voting in absentia; and
- remote shareholders' participation at general meetings.

Listed companies should also take the necessary steps to ensure good cyber hygiene practices are in place including data privacy and security to prevent cyber threats.

<b>Application</b>	:	Departure
<b>Explanation on application of the practice</b>	:	
<b>Explanation for departure</b>	:	<p>The Third AGM of the Company was conducted in the conventional mode with the physical presence of shareholders at The Vertical, Kuala Lumpur on 9 December 2022. It was the first ever physical general meeting since the Company was listed in October 2020. However, the Company has not adopted any technology to facilitate the voting in absentia and remote shareholders' participation at the Third AGM.</p> <p>Notwithstanding the above, the Board had considered and decided to conduct Fourth AGM virtually through live streaming and online remote voting via Remote Participation and Voting ("RPV") facilities provided by Tricor Investor &amp; Issuing House Services Sdn Bhd via TIIH Online website at <a href="https://tiih.online">https://tiih.online</a> where shareholders will be able to attend, speak (in the form of real time submission of typed texts) and vote remotely at the Fourth AGM using RPV facilities.</p>
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

### Intended Outcome

Shareholders are able to participate, engage the board and senior management effectively and make informed voting decisions at General Meetings.

### Practice 13.4

The Chairman of the board should ensure that general meetings support meaningful engagement between the board, senior management and shareholders. The engagement should be interactive and include robust discussion on among others the company's financial and non-financial performance as well as the company's long-term strategies. Shareholders should also be provided with sufficient opportunity to pose questions during the general meeting and all the questions should receive a meaningful response.

*Note: The explanation of adoption of this practice should include a discussion on measures undertaken to ensure the general meeting is interactive, shareholders are provided with sufficient opportunity to pose questions and the questions are responded to.*

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Chairman of the Board is the Chairman of the Third AGM held on 9 December 2022 who briefed the shareholders on each agenda of the AGM prior to the voting session and allowed sufficient time for shareholders to raise questions during the Question and Answer ("Q&amp;A") session.</p> <p>The GMD and Chief Financial Officer answered all questions posed by shareholders during the Q&amp;A session accordingly.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

**Intended Outcome**

Shareholders are able to participate, engage the board and senior management effectively and make informed voting decisions at General Meetings.

**Practice 13.5**

The board must ensure that the conduct of a virtual general meeting (fully virtual or hybrid) support meaningful engagement between the board, senior management and shareholders. This includes having in place the required infrastructure and tools to support among others, a smooth broadcast of the general meeting and interactive participation by shareholders. Questions posed by shareholders should be made visible to all meeting participants during the meeting itself.

*Note: The explanation of adoption of this practice should include a discussion on measures undertaken to ensure the general meeting is interactive, shareholders are provided with sufficient opportunity to pose questions and the questions are responded to. Further, a listed issuer should also provide brief reasons on the choice of the meeting platform.*

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

**Intended Outcome**

Shareholders are able to participate, engage the board and senior management effectively and make informed voting decisions at General Meetings.

**Practice 13.6**

Minutes of the general meeting should be circulated to shareholders no later than 30 business days after the general meeting.

<i>Note: The publication of Key Matters Discussed is not a substitute for the circulation of minutes of general meeting.</i>		
<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	The Minutes of the Third AGM held on 9 December 2022 which covers the Q&A session presented at the meeting were uploaded to the Company's website within 30 business days after the Third AGM.
<b>Explanation for departure</b>	:	
	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	
	:	

**SECTION B – DISCLOSURES ON CORPORATE GOVERNANCE PRACTICES  
PERSUANT CORPORATE GOVERNANCE GUIDELINES ISSUED BY BANK NEGARA  
MALAYSIA**

*Disclosures in this section are pursuant to Appendix 4 (Corporate Governance Disclosures) of the Corporate Governance Guidelines issued by Bank Negara Malaysia. This section is only applicable for financial institutions or any other institutions that are listed on the Exchange that are required to comply with the above Guidelines.*

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