

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

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

Bursa Malaysia Securities Berhad ("**Bursa Securities**") has conducted a limited review on this Circular in respect of the Proposed New Shareholders' Mandate for RRPT (as defined herein) pursuant to the provisions of Practice Note 18 of the Main Market Listing Requirements of Bursa Securities.

Bursa Securities 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.



SAMAIDEN GROUP BERHAD

Registration No. 201901027874 (1347204-V)

(A company incorporated in Malaysia under the Companies Act 2016)

**CIRCULAR TO SHAREHOLDERS IN RELATION TO THE
PROPOSED NEW SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A
REVENUE OR TRADING NATURE ("PROPOSED NEW SHAREHOLDERS' MANDATE FOR RRPT")**

The resolution in respect of the Proposed New Shareholders' Mandate for RRPT will be tabled at the Fifth Annual General Meeting ("5th AGM") of the Company which will be held virtually via live streaming and online meeting platform of TIIH Online provided by Tricor Investor & Issuing House Services Sdn. Bhd. via its website at <https://tiih.online> on Friday, 29 November 2024 at 10.00 a.m. or at any adjournment thereof. Notice of the 5th AGM together with the Proxy Form are enclosed in the Annual Report 2024 of the Company.

If you are unable to attend and vote remotely at the 5th AGM, you may complete, sign and return the Proxy Form and deposit it at the office of our 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 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 on or before the date and time indicated below or at any adjournment thereof. Alternatively, you have the option to lodge the Proxy Form by electronic means via TIIH Online website at <https://tiih.online>. For further information on the electronic lodgement of Proxy Form, kindly refer to the Administrative Guide. The lodging of the Proxy Form will not preclude you from attending and voting in person at the forthcoming AGM should you subsequently decide to do so.

Last day, date and time for lodging the Proxy Form : Wednesday, 27 November 2024 at 10.00 a.m.

Day, date and time of our AGM : Friday, 29 November 2024 at 10.00 a.m.

This Circular is dated 30 October 2024

DEFINITIONS

Unless where the context otherwise requires, the following definitions shall apply throughout this Circular:-

Act	:	The Companies Act 2016, as may be amended from time to time and any enactment thereof
AGM	:	Annual General Meeting
Angelaxy Power	:	Angelaxy Power Sdn. Bhd.
Asanaga	:	Asanaga Sdn. Bhd.
Bahau Power	:	Bahau Power Sdn. Bhd.
Board	:	Board of Directors of Samaiden
Bursa Securities or the Exchange	:	Bursa Malaysia Securities Berhad
Director(s)	:	Shall have the same meaning given in Section 2(1) of the Capital Markets and Services Act 2007 and includes any person who is or was within the preceding 6 months of the date on which the terms of the transaction were agreed upon, a director or chief executive of the Company, its subsidiary or holding company, in accordance with the definition in Chapter 10 of the Listing Requirements
Greenviro Solutions	:	Greenviro Solutions Sdn. Bhd.
Legasi Green Energy		Legasi Green Energy Sdn. Bhd.
Legasi Green Power	:	Legasi Green Power Sdn. Bhd.
Listing Requirements	:	Main Market Listing Requirements of Bursa Securities and any Practice Notes issued in relation thereto, including any amendments that may be made from time to time
LPD	:	18 October 2024, being the latest practicable date prior to the printing of this Circular
Major Shareholder(s)	:	<p>A person who has an interest or interests in one or more voting shares in the Company and the number or aggregate number of those shares is:-</p> <p>(a) 10% or more of the total number of voting shares in the Company; or</p> <p>(b) 5% or more of the total number of voting shares in the Company where such person is the largest shareholder of the Company;</p> <p>and shall include any person who is or was within the preceding 6 months of the date on which the terms of the transactions were agreed upon, a Major Shareholder of the Company, its subsidiary or holding company, in accordance with the definition in Chapter 10 of the Listing Requirements</p> <p>“Interest” shall have the meaning of “interest in shares” given in Section 8 of the Act</p>

DEFINITIONS (CONT'D)

Person(s) Connected	: In relation to any person (referred to as “ said Person ”) means such person who falls under any one of the following categories:- <ul style="list-style-type: none">(a) a family member of the said Person;(b) a trustee of a trust (other than a trustee for a share scheme for employees or pension scheme) under which the said Person, or a family member of the said Person, is the sole beneficiary;(c) a partner of the said Person;(d) a person, or where the person is a body corporate, the body corporate or its directors, who is/are accustomed or under an obligation, whether formal or informal, to act in accordance with the directions, instructions or wishes of the said Person;(e) a person, or where the person is a body corporate, the body corporate or its directors, in accordance with whose directions, instructions or wishes the said Person is accustomed or is under an obligation, whether formal or informal, to act;(f) a body corporate in which the said Person or persons connected with the said Person are entitled to exercise, or control the exercise of, not less than 20% of the votes attached to voting shares in the body corporate; or(g) a body corporate which is a related corporation of the said Person.
Proposed New Shareholders' Mandate for RRPT	: Proposed new shareholders' mandate for Samaiden Group to enter into the RRPT with the Related Parties
Recurrent Related Party Transaction(s) or RRPT(s)	: Recurrent related party transaction of a revenue or trading nature which are necessary for the day-to-day operations and are entered/to be entered into by Samaiden Group with the Related Parties in the ordinary course of business which involves the interest, direct or indirect, of a Related Party
Related Party(ies)	: Any Director or Major Shareholder of Samaiden Group or person(s) connected to such Director or Major Shareholder as defined under Chapters 1 and 10 of the Listing Requirements
RM and sen	: Ringgit Malaysia and sen respectively
Samaiden or the Company	: Samaiden Group Berhad
Samaiden Biomass Energy	: Samaiden Biomass Energy Sdn. Bhd.
Samaiden Cambodia	: Samaiden Energy (Cambodia) Co. Ltd
Samaiden Capital Management	: Samaiden Capital Management Sdn. Bhd.

DEFINITIONS (CONT'D)

Samaiden Chudenko Renewables	:	Samaiden Chudenko Renewables Sdn. Bhd.
Samaiden Consultancy	:	Samaiden Consultancy Sdn. Bhd.
Samaiden Group or the Group	:	Samaiden and its subsidiaries
Samaiden Indonesia	:	PT Samaiden Energy Indonesia
Samaiden SB	:	Samaiden Sdn. Bhd.
Samaiden SG	:	Samaiden SG Pte Ltd
Samaiden Vietnam	:	Samaiden Energy (Vietnam) Limited Liability Company
SC Green Solutions	:	SC Green Solutions Sdn. Bhd.
Uzma Environergy	:	Uzma Environergy Sdn. Bhd.

References to “we”, “us”, “our” and “ourselves” mean our Company, or where the context otherwise requires, our Group. All references to “you” and “your” in this Circular are to the shareholders of our Company.

Certain amounts and percentage figures included in this Circular have been subject to rounding adjustments. Any discrepancy in the figures included in this Circular between the amounts stated and the totals thereof are due to rounding.

Words incorporating the singular shall, where applicable, include the plural and vice versa and words incorporating the masculine gender shall, where applicable, include the feminine and neuter genders and vice versa. Any reference to persons shall include a corporation, unless otherwise specified.

Any reference in this Circular to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any reference to a time of day in this Circular shall be a reference to Malaysian time, unless otherwise specified.

TABLE OF CONTENTS

LETTER TO SHAREHOLDERS CONTAINING:

Page

1.	INTRODUCTION	1
2.	INFORMATION ON THE PROPOSED NEW SHAREHOLDERS' MANDATE FOR RRPT	
2.1	Provisions under the Listing Requirements	2
2.2	Validity Period	3
2.3	Details of the Group	3
2.4	Nature of the RRPT and details of the Related Parties	6
2.5	Details of Amount due by Related Parties	9
2.6	Guidelines and Review Procedures for determining prices of RRPT	9
2.7	Threshold of Approval of RRPT within the Group	10
2.8	Audit Committee's Statement	10
2.9	Rationale and Benefits	11
2.10	Financial Effects of the Proposed New Shareholders' Mandate for RRPT	11
3.	APPROVAL REQUIRED	11
4.	INTERESTS OF DIRECTORS, MAJOR SHAREHOLDERS' AND/OR PERSON(S) CONNECTED WITH THEM	11
5.	DIRECTORS' RECOMMENDATION	12
6.	5TH AGM	12
7.	FURTHER INFORMATION	13
	APPENDIX A	14



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

30 October 2024

Board of Directors:-

Dato' Dr Nadzri Bin Yahaya	<i>(Independent Non-Executive Chairman)</i>
Datuk Ir. Chow Pui Hee	<i>(Group Managing Director)</i>
Fong Yeng Foon	<i>(Executive Director)</i>
Lim Poh Seong	<i>(Independent Non-Executive Director)</i>
Ir. Dr Ng Kok Chiang	<i>(Independent Non-Executive Director)</i>
Puan Sri Datuk Seri Rohani	<i>(Independent Non-Executive Director)</i>
Parkash Binti Abdullah	

To: Our Shareholders

Dear Sir/Madam,

PROPOSED NEW SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE

1. INTRODUCTION

On 30 September 2024, the Company announced that Samaiden SB, a wholly-owned subsidiary of the Company, had on even date accepted a Letter of Award to undertake Engineering, Procurement, Construction and Commissioning ("**EPCC**") in relation to the development of 14MWac Solar Photovoltaic Plant in Sungai Petani, Kedah from Legasi Green Power, a Related Party for a contract sum of RM52,000,000.00 ("**Project 1**").

The Company had on 2 October 2024 also announced that Samaiden SB had on even date accepted a Letter of Award to undertake EPCC in relation to the development of 10MWac Solar Photovoltaic Plant in Bahau, Negeri Sembilan from Bahau Power, a Related Party for a contract sum of RM39,170,000.00 ("**Project 2**") (Project 1 and Project 2 are collectively referred to as the "**Projects**").

In view of the above Projects, the Company has in the respective announcements announced that it proposes to seek the approval of its shareholders for the Proposed New Shareholders' Mandate for RRPT at the forthcoming AGM of the Company. The Notice of the 5th AGM of Samaiden and the Proxy Form are enclosed in our Annual Report 2024 despatched together with this Circular.

The Projects are regarded as RRPTs pursuant to Paragraph 10.09 of the Listing Requirements. Further details of Legasi Green Power and Bahau Power Projects are set out in Section 2.4 of this Circular.

Other than Project 1 and Project 2, Samaiden Group may also undertake EPCC contracts or any other related services (such as consulting services, operation and maintenance services and others) which are within Samaiden's core business to the Related Party, and also provide guarantee, indemnity, performance bond or such other collateral in favour of the Related Party which is necessary in the ordinary course of business to procure EPCC contracts or to facilitate investments in renewable energy assets or any other related services from the Related Party.

The purpose of this Circular is to provide you with the relevant information on the Proposed New Shareholders' Mandate for RRPT and to seek your approval for the proposed resolution pertaining thereto to be tabled as Ordinary Resolution at the forthcoming AGM of the Company.

YOU ARE ADVISED TO READ AND CONSIDER CAREFULLY THE CONTENTS OF THIS CIRCULAR TOGETHER WITH THE APPENDIX CONTAINED HEREIN BEFORE VOTING ON THE RESOLUTION IN RELATION TO THE PROPOSED NEW SHAREHOLDERS' MANDATE FOR RRPT TO BE TABLED AT THE FORTHCOMING AGM.

2. INFORMATION ON THE PROPOSED NEW SHAREHOLDERS' MANDATE FOR RRPT

2.1 Provisions under the Listing Requirements

Pursuant to Paragraph 10.09(1) of the Listing Requirements, a listed issuer with share capital of RM60 million and above must immediately announce a RRPT in the event:-

- (a) the consideration, value of the assets, capital outlay or costs of the RRPT is RM1.0 million or more; or
- (b) the percentage ratio of such RRPT is 1% or more,

whichever is the higher.

Paragraph 2.4 of Practice Note 12 of the Listing Requirements states that where a listed issuer has obtained a shareholders' mandate in respect of any RRPTs, the above disclosure obligation as well as the obligation to procure shareholders' approval as set out under Paragraph 10.08 of the Listing Requirements will not apply to the RRPTs which are comprised in the said mandate.

Pursuant to Paragraph 10.09(2) and Practice Note 12 of the Listing Requirements, a listed issuer may seek a shareholders' mandate for RRPT(s) subject to the following:

- (i) the transactions are in the ordinary course of business and are on terms not more favourable to the Related Party than those generally available to the public;
- (ii) the shareholders' mandate is subject to annual renewal and disclosure is made in the annual report of the aggregate value of transactions conducted pursuant to the shareholders' mandate during the financial year where the aggregate value is equal to or more than the threshold prescribed under Paragraph 10.09(1)(a) of the Listing Requirements;
- (iii) the issuance of a circular to shareholders for the shareholders' mandate includes the information as may be prescribed by the Exchange;

- (iv) in a meeting to obtain the shareholders' mandate, the interested Directors, interested Major Shareholders and interested Person Connected; and where it involves the interest of an interested Person Connected with a Director or Major Shareholder, such Director or Major Shareholder, must not vote on the resolution approving the RRPT(s). An interested Director or interested Major Shareholder must also ensure that Persons Connected with them abstain from voting on the resolution approving the RRPT(s); and
- (v) the listed issuer shall make an immediate announcement to the Exchange when the actual value of a RRPT entered into by the listed issuer exceeds the estimated value of the RRPT disclosed in the Circular by 10% or more and must include the information as may be prescribed by the Exchange in its announcement.

Accordingly, Samaiden is proposing to seek its shareholders' approval for the Proposed New Shareholders' Mandate for RRPT pursuant to and in compliance with the conditions stated in Paragraph 10.09 and Practice Note 12 of the Listing Requirements, the details of which are set out in Section 2.2 of this Circular.

2.2 Validity Period

The Proposed New Shareholders' Mandate for RRPT, if approved by the shareholders at the 5th AGM, shall be subject to annual review. In this respect, any authority conferred by the Proposed New Shareholders' Mandate for RRPT shall continue to be in force until:-

- (i) the conclusion of the next AGM of the Company following the forthcoming AGM at which such proposal was passed, at which time it will lapse, unless by a resolution passed by the shareholders in a general meeting whereby the authority is renewed;
- (ii) the expiration of the period within which the next AGM of the Company subsequent to the date it is required to be held pursuant to Section 340(2) of the Act (but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- (iii) the mandate is revoked or varied by a resolution passed by the shareholders in a general meeting,

whichever is the earlier.

Thereafter, approval from shareholders for a renewal of mandate in relation to the RRPT will be sought at each subsequent AGM of the Company.

Transactions with any Related Parties, which do not fall within the ambit of the Proposed New Shareholders' Mandate for RRPT, will be subject to other applicable provisions of the Listing Requirements, the Act and/or any applicable law.

2.3 Details of the Group

Samaiden was incorporated on 18 October 2019. The principal activity of Samaiden is investment holdings whilst the principal activities of its subsidiaries include, among others, the following:-

Subsidiaries	Effective Equity Interest	Principal Activities
Samaiden SB	100%	Project developer of renewable energy generation facilities, EPCC of solar photovoltaic systems and power plants, and provision of operations and maintenance services
Samaiden Capital Management	100%	Project developer of renewable energy generation facilities, leasing and related activities, as well as other investment activities.
Samaiden Consultancy	100%	Renewable energy and environmental consulting services
Samaiden SG	100%	Project developer of renewable energy generation facilities or EPCC of solar photovoltaic systems and power plants, and provision of operations and maintenance services
SC Green Solutions	60%	Project developer of biogas energy generation facilities, and operator of biogas generation facilities
<u>Subsidiaries of Samaiden SB</u>		
Legasi Green Energy	100%	Project developer of renewable energy generation facilities and operator of renewable energy generation facilities
Samaiden Vietnam	100%	Project developer of renewable energy generation facilities or EPCC of renewable energy generation facilities, and provision of operations and maintenance services
Samaiden Cambodia	100%	Project developer of renewable energy generation facilities or EPCC of renewable energy generation facilities, and provision of operations and maintenance services
<u>Subsidiaries of Samaiden Capital Management</u>		
Samaiden Biomass Energy	100%	Project developer of biomass energy generation facilities and operator of biomass energy generation facilities
Samaiden Chudenko Renewables	51%	Investment in renewable energy assets and/or renewable energy business
<u>Subsidiaries of Samaiden SG</u>		
Samaiden Indonesia	70%	Project developer of renewable energy generation facilities and/or EPCC of renewable energy generation facilities, and provision of operations and maintenance services

It is anticipated that the Group would, in the ordinary course of business, continue to enter/enter into RRPT which are necessary for its day-to-day operations with the classes of Related Parties disclosed in Section 2.4 of this Circular.

In view thereof, the Board is seeking shareholders' approval for the Proposed New Shareholders' Mandate for RRPT for the Group to enter into the RRPTs in the normal course of business with the classes of Related Parties set out in Section 2.4 of this Circular provided that such transactions are entered into at arms' length basis and on normal commercial terms and transaction prices which are not more favourable to the Related Parties than those generally available to the public and are not detrimental to the interest of the minority shareholders of the Company.

THE REST OF THIS PAGE HAS BEEN INTENTIONALLY LEFT BLANK
--

2.4 Nature of the RRPT and details of the Related Parties

The nature of the RRPTs of which approval is being sought under the Proposed New Shareholders' Mandate for RRPT is as follows:-

No.	Transacting Company within Samaiden Group	Transacting Parties	Nature of RRPTs	Estimated value from the forthcoming AGM on 29 November 2024 to the next AGM (RM'000)	Interested Related Party ^s
1.	Samaiden SB	*Legasi Green Power	*Provision of design, supply, delivery, installation, testing and commissioning in connection with the development of a 14MWac Large Scale Solar Photovoltaic ("LSSPV") power plant in Sungai Petani, Kedah awarded by Legasi Green Power, for a total contract sum of RM52,000,000.00 inclusive of sales and service tax.	52,000	Datuk Ir. Chow Pui Hee ^s Fong Yeng Foon ^s
2.	Samaiden SB	*Bahau Power	*Provision of design, supply, delivery, installation, testing and commissioning in connection with the development of a 10MWac LSSPV power plant in Bahau, Negeri Sembilan awarded by Bahau Power, for a total contract sum of RM39,170,000.00 inclusive of sales and service tax.	39,170	Datuk Ir. Chow Pui Hee ^s
3.	Samaiden SB, Samaiden Consultancy, Samaiden Capital Management and Legasi Green Energy	*Legasi Green Power *Bahau Power	a) Provision of other related services (such as consulting services, operation and maintenance services and others) which are within Samaiden's core business. b) Provision of guarantee, indemnity, performance bond or such other collateral in favour of the Related Party which is necessary in the ordinary course of business to procure the Projects.	20,000	Datuk Ir. Chow Pui Hee ^s Fong Yeng Foon ^s

4.	Samaiden SB, Samaiden Consultancy and Samaiden Capital Management	Samaiden Chudenko Renewables or its affiliate	<p>a) Provision of EPCC contracts or any other related services (such as consulting services, operation and maintenance services and others) which are within Samaiden's core business to the Related Party.</p> <p>b) Provision of guarantee, indemnity, performance bond or such other collateral in favour of the Related Party which is necessary in the ordinary course of business to procure EPCC contracts or to facilitate investments in renewable energy assets or any other related services from the Related Party.</p>	50,000 [@]	[^] Chudenko Corporation
----	---	---	--	---------------------	-----------------------------------

Note:

- + Legasi Green Power is principally involved in renewable energy generation through harvesting of solar energy for electricity production, and the Directors are Datuk Ir. Chow Pui Hee, Fong Yeng Foon and Syamshuar Bin Husin. Legasi Green Power is held by:-
- (i) Angelaxy Power – 300 ordinary shares (30%)
 - (ii) Asanaga – 300 ordinary shares (30%)
 - (iii) Greenviro Solutions – 400 ordinary shares (40%)

Angelaxy Power is wholly-owned by Datuk Ir. Chow Pui Hee, while Asanaga is wholly-owned by Fong Yeng Foon. The Directors of Angelaxy Power and Asanaga are Datuk Ir. Chow Pui Hee and Fong Yeng Foon, respectively.

The Directors and shareholders of Greenviro Solutions are Syamshuar Bin Husin and Mohd Ramsyah Bin Ismail. They are not connected to any Directors or substantial shareholders of Samaiden and/or its subsidiaries.

- * Bahau Power is principally involved in renewable energy generation through harvesting of solar energy for electricity production, and the Directors are Dato Kamarul Redzuan Bin Muhamed and Datuk Ir. Chow Pui Hee. Bahau Power is held by:-
- (i) Angelaxy Power – 51 ordinary shares (51%)
 - (ii) Uzma Environergy – 49 ordinary shares (49%)

Angelaxy Power is wholly-owned by Datuk Ir. Chow Pui Hee, she is also a Director of Angelaxy Power.

Uzma Environergy Sdn. Bhd. is wholly owned by Uzma Berhad. The Directors of Uzma Environergy Sdn Bhd are Dato' Kamarul Redzuan Bin Muhamed and Mohd Hilmy Abdullah Zawawi. They are not connected to any Directors or substantial shareholders of Samaiden and/or its subsidiaries.

- & The Project 1 is for a duration of 12 months commencing from 30 September 2024 and expected to complete by 30 August 2025. The estimated value of the contract to be performed from 30 September 2024 up to the 5th AGM of the Company is approximately RM500,000, representing 0.51% of the net assets of the Group as at 30 June 2023.
- # The Project 2 is for a duration of 12 months commencing from 2 October 2024 and expected to complete by 15 September 2025. The estimated value of the contract to be performed from 2 October 2024 up to the 5th AGM of the Company is approximately RM500,000, representing 0.51% of the net assets of the Group as at 30 June 2023.
- @ The estimated value of the transactions was derived based on the existing tender book for EPCC and operation and maintenance services, with an added collateral estimate set at 15% of the EPCC contract value.
- \$ Datuk Ir. Chow Pui Hee and Mr Fong Yeng Foon are the Directors of Samaiden SB and also the Directors and Major Shareholders of Samaiden.
- ^ Chudenko Corporation is a Major Shareholder of Samaiden and holding company of Chudenko (Malaysia) Sdn Bhd, and holds 49% equity interest in Samaiden Chudenko Renewables as at the LPD.

The Proposed New Shareholders' Mandate for RRPT is necessary for the Group's day-to-day operations and is in the ordinary course of business and is on terms not more favourable to the Related Parties than those generally available to the public and is not detrimental to the interest of the minority shareholders of the Company.

THE REST OF THIS PAGE HAS BEEN INTENTIONALLY LEFT BLANK
--

2.5 Details of Amount due by Related Parties

There are no amounts due to the Company by its Related Parties which have exceeded the credit term as at the financial year ended 30 June 2024 as the Projects were awarded in September and October 2024, respectively i.e. after the close of financial year.

2.6 Guidelines and Review Procedures for determining prices of RRPT

The management of Samaiden Group has ensured and will continue to ensure that the RRPT(s) will only be entered into after taking into consideration of transaction, prices, on normal commercial terms and consistent with the Company's usual business practices and policies, which are not more favourable to the Related Parties than those generally available to the public and are not to the detriment of the minority shareholders.

The RRPT(s) concerned are provision of EPCC services with the Related Parties. Generally, the contracts are negotiated on a willing buyer willing seller basis with the involvement or input from independent professional consultants such as engineers and relevant partners of the development projects wherever applicable to ensure that it is fair to all parties and not detrimental to the Group.

Whenever practicable and/or feasible, the Company will get at least two (2) other contemporaneous transactions with unrelated third parties for similar products/ services and/or quantities to be used as comparison to determine whether the price and terms offered to/by the Related Parties are fair and reasonable and comparable to those offered to/by other unrelated third parties for the same or substantially similar type of construction work and services since the prices, terms and conditions of the projects are negotiated as described above.

In doing so, the Company has implemented and will continue to implement the following methods and procedures:

- (i) Samaiden Group will keep record of all RRPT(s) and a summary of such transactions is submitted quarterly to the Finance Department;
- (ii) the Audit Committee at its meetings will review the RRPT(s) on a quarterly basis. The Audit Committee may, at its discretion, adopt new procedures and amend the existing procedures which are no longer appropriate or adequate;
- (iii) the internal audit plan shall incorporate a review of RRPT(s) to ensure that all the relevant approvals for the RRPT(s) have been obtained and the approved procedures and guidelines in respect of such RRPT(s) are complied with;
- (iv) terms of the RRPT(s) relating to the price or sales and profit margin shall not be subject to substantial change during the period which the shareholders' mandate is in force. Where such change is deemed necessary, the management shall review the new terms to ensure that they are consistent with a transaction conducted at arm's length and on normal commercial terms and transaction prices and within the Group's usual business practices and policies;
- (v) where practical and feasible, quotations and/or tenders will be obtained for services rendered by the Related Party where at least 2 other contemporaneous transactions with unrelated third parties for similar products/services and/or quantities will be used as a comparison to determine whether the price and terms offered to/by the Related Parties are fair and reasonable and comparable to those offered to/by other unrelated third parties for the same or substantially similar type of products/services and/or quantities. The transaction prices and terms are determined based on the prevailing market rates which are determined by market forces, demand and supply, specifications and other relevant factors;

- (vi) in the event that quotation or comparative pricing from unrelated third parties cannot be obtained, the transaction price will be determined based on prevailing market rates agreed upon under similar commercial terms for transactions with third parties, usual business practices and policies of the Group and on terms which are generally in line with industry norms to ensure that the RRPT(s) are not detrimental to the Group;
- (vii) where any Director has an interest, direct or indirect, in any RRPT(s), such Director or his alternate shall abstain from deliberation and voting on the resolution. Where any member of the Audit Committee is interested in any RRPT(s), that member shall abstain from deliberation and voting on any decisions to be taken by the Audit Committee with respect to such transaction; and
- (viii) disclosure will be made in the annual report of the Company of the aggregate value of the RRPT(s) conducted pursuant to the Proposed New Shareholders' Mandate for RRPT during the financial year with a breakdown of the aggregate value of the RRPT(s) based on the type, names of the Related Parties involved and their relationships with the Company. Disclosure will also be made in the annual reports of the subsequent financial year during which the period the shareholders' mandate remains in force.

In addition, if the actual value of the RRPT(s) entered into by the Group exceeds the estimated value of the RRPT(s) disclosed in the Circular to the shareholders on the Proposed New Shareholders' Mandate for RRPT by 10% or more, the Company will make an immediate announcement to Bursa Securities.

2.7 Threshold of Approval of RRPT within the Group

There is no specific threshold for approval of the RRPT(s) within the Group. However, all RRPT(s) are subject to the review by the Audit Committee on a quarterly basis and approval of the Board. Where any Director has any direct/indirect interest in any RRPT(s), such Directors shall abstain from deliberation and voting on the matter.

If it is determined that the guidelines and procedures stated in Section 2.6 of this Circular are inadequate, the Company is required to ensure that:

- (i) The RRPT(s) will be conducted at arm's length basis and on normal commercial terms and transaction prices which are not more favourable to the Related Parties than those generally available to the public; and
- (ii) Such RRPT(s) are not to the detriment of the minority shareholders of the Company or prejudicial to the interests of the shareholders.

2.8 Audit Committee's Statement

The Audit Committee of the Company, having reviewed the procedures, is satisfied that the said procedures are sufficient to ensure that the RRPT(s) are conducted at arm's length basis, on terms not more favourable to the Related Parties than those generally available to the public and are not to the detriment of the minority shareholders, and hence, will not be prejudicial to the shareholders or disadvantageous to the Group.

In addition, the Audit Committee is of the opinion that Samaiden Group has in place adequate procedures and processes to monitor, track and identify RRPT(s) in a timely and orderly manner. The Audit Committee will annually review and ascertain whether the guidelines and procedures established to monitor the RRPT(s) have been complied with.

2.9 Rationale and Benefits

The RRPT(s) entered or to be entered into from time to time by the Group are in their ordinary course of business. They are recurring transactions of a revenue or trading nature which provide business opportunities and increase the order book of the Group and are likely to occur with some degree of frequency and arise at any time and from time to time. These RRPTs may be constrained by the time-sensitive nature and confidentiality of such transactions, and it may be impractical to seek shareholders' approval on a case-to-case basis before entering into such transactions. As such, the Company is seeking its shareholders' approval for the Proposed New Shareholders' Mandate for RRPT pursuant to Paragraph 10.09(2) of the Listing Requirements to allow the Group to enter or continue to enter into the RRPT(s).

The Proposed New Shareholders' Mandate for RRPT is crucial to ensure continuing day-to-day operations of the Group. By obtaining the shareholders' mandate on an annual basis, this will reduce substantial administrative time and expenses associated with the convening of general meetings from time to time to seek shareholders' approval of each transaction while still maintaining the objective of keeping shareholders informed of the extent of the RRPT(s) occurring within the Group.

It should also be emphasised that the Related Parties are not under any obligation to enter into transactions with the Group and vice versa. Ultimately, all business transactions are entered into with the intention of profiting from market situations within normal trade practices. Therefore, external market prices and conditions are important factors that determine transaction prices between the Group and the Related Parties. Although Samaiden Group also sources similar services from third parties, the Company would like to seek approval for the RRPTs described in Section 2.4 as the close commercial relationship that had been established between the Samaiden Group and the Related Parties will have mutual benefits, effective network and are expected to contribute to operation efficiency of the business of the Samaiden Group.

2.10 Financial Effects of the Proposed New Shareholders' Mandate for RRPT

The Proposed New Shareholders' Mandate for RRPT will not have any effect on the issued share capital and substantial shareholders' shareholding of the Company. It is expected to contribute positively to the future earnings and net assets of the Group.

3. APPROVAL REQUIRED

The Proposed New Shareholders' Mandate for RRPT is subject to the approval of the shareholders of the Company at the 5th AGM.

4. INTERESTS OF DIRECTORS, MAJOR SHAREHOLDERS AND /OR PERSON(S) CONNECTED WITH THEM

Save as disclosed below, none of the other Directors, Major Shareholders and Persons Connected to the Directors and Major Shareholders have any interest, direct or indirect, in the Proposed New Shareholders' Mandate for RRPT.

The direct and indirect interests of the interested Major Shareholders, interested Directors and/or Person(s) Connected to them as at the LPD are as follows:

Interested Major Shareholders/ Interested Directors	Direct		Indirect	
	No. of ordinary shares	%	No. of ordinary shares	%
Datuk Ir. Chow Pui Hee	131,252,500	31.35	86,770,500 [#]	20.73
Fong Yeng Foon	86,770,500	20.73	131,252,500 [#]	31.35
Chudenko Corporation	58,333,333	13.93	-	-

Notes:

[#] Deemed interested by virtue of their spouse's interest pursuant to Section 8 of the Act

Datuk Ir. Chow Pui Hee and Fong Yeng Foon, being the interested Directors and Major Shareholders who are interested in the RRPTs as disclosed under items 1 to 4 of Section 2.4 of this Circular have abstained and will continue to abstain from all Board deliberations, recommendations and voting in respect of the transactions under items 1 to 4 of Section 2.4 of this Circular. Further, they will abstain from voting in respect of their direct and/or indirect interests on the resolution approving the Proposed New Shareholders' Mandate for RRPT at the 5th AGM.

Chudenko Corporation, being the interested Major Shareholder who is interested in the RRPT as disclosed under item 5 of Section 2.4 of this Circular will abstain from voting in respect of its direct interests on the resolution approving the Proposed New Shareholders' Mandate for RRPT at the 5th AGM.

The aforesaid interested Directors and Major Shareholders have also undertaken and will ensure that the Persons Connected with them will abstain from voting in respect of their direct and/or indirect shareholdings in the Company on the resolution approving the Proposed New Shareholders' Mandate for RRPT at the 5th AGM.

Save as disclosed above, none of the other Directors, Major Shareholders and/or Persons Connected to them have any interest, direct or indirect, in the Proposed New Shareholders' Mandate for RRPT.

5. DIRECTORS' RECOMMENDATION

Having considered the rationale of the Proposed New Shareholders' Mandate for RRPT and after careful deliberation, the Board, except for the interested Directors namely, Datuk Ir. Chow Pui Hee and Fong Yeng Foon, who have abstained and will continue to abstain from all Board's deliberations, recommendations and voting on the Proposed New Shareholders' Mandate for RRPT, is of the opinion that the Proposed New Shareholders' Mandate for RRPT is fair, reasonable and in the best interest of the Group and is not detrimental to the interest of the minority shareholders of the Company.

Accordingly, the Board (save for Datuk Ir. Chow Pui Hee and Fong Yeng Foon) recommends that you vote in favour of the resolution pertaining to the Proposed New Shareholders' Mandate for RRPT under Ordinary Resolution 11, the full text of which are set out in the Notice of 5th AGM.

6. 5TH AGM

The ordinary resolution to approve the Proposed New Shareholders' Mandate for RRPT is set out in the Notice of 5th AGM which is available at the Company's website at <https://samaiden.com.my/>.

If you are unable to attend and vote remotely at the 5th AGM, you may complete, sign and return the proxy form, in accordance with the instructions printed thereon as soon as possible, so as to arrive at the Company's Share Registrar's Office 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 the proxy form electronically via TIIH Online website at <https://tiih.online> not less than 48 hours before the time set for holding the 5th AGM.

7. FURTHER INFORMATION

Shareholders are advised to refer to the attached Appendix A for further information.

Yours faithfully,

For and on behalf of the Board of
SAMAIDEN GROUP BERHAD

DATO' DR NADZRI BIN YAHAYA
Independent Non-Executive Chairman

THE REST OF THIS PAGE HAS BEEN INTENTIONALLY LEFT BLANK
--

APPENDIX A - FURTHER INFORMATION

1. DIRECTORS' RESPONSIBILITY STATEMENT

Our Directors have seen and approved this Circular and they collectively and individually accept full responsibility for the accuracy of the information contained in this Circular and confirm that, after making all reasonable enquiries and to the best of their knowledge and belief, there are no other facts, the omission of which would make any statement in this Circular misleading.

2. MATERIAL LITIGATION, CLAIMS OR ARBITRATION

As at the LPD, save as disclosed below, the Group is not involved in any other material litigation, claims or arbitration, either as plaintiff or defendant, and the Board is not aware and has no knowledge of any proceedings, pending or threatened, against the Group, or of any facts which are likely to give rise to any proceedings which may materially adversely affect the business or financial position of the Group:-

(i) In the High Court of Kuala Lumpur [Summons No. WA-22C-74-10/2021] Q Horizon Sdn Bhd v Samaiden SB

Q Horizon Sdn Bhd ("**the Plaintiff**") and Samaiden SB ("**the Defendant**") had entered into a Contract dated 3 May 2021, whereby the Defendant had appointed the Plaintiff as the subcontractor for the Project known as "*The development of a 100MWAC large scale solar photovoltaic plant over the land held under PN257319, Lot 9089, Mukim Beriah, Daerah Kerian, Negeri Perak*" ("**said Project**") for the works "*Appointment of Sub-Contractor works for Part WP3 – Piling, Mechanical & Photovoltaic (PV) Installation Works*".

The Plaintiff filed a Statement of Claim at the High Court on 18 October 2021. The Plaintiff's claim against the Defendant is in relation to the purported final claim sum of RM1,224,131.04 for the said Project. The Defendant filed a counter claim against the Plaintiff on 26 October 2021 in the total sum of RM944,222.08. The Parties went through mediation to settle the matter out of court but to no avail. During case management on 9 September 2022, the Court has scheduled the trial dates on 2, 3, 10, 23, 24 February 2023. The Court has further scheduled a case management on 31 January 2023.

On 31 January 2023, Court had vacated trial dates set for 2 and 3 February 2023 and first day of trial is fixed on 10 February 2023. The Court had further scheduled additional trial dates on 10, 31 July 2023, 1, 11, 25 August 2023, 31 October 2023, 23 and 30 November 2023. Upon the conclusion of testimony from all witnesses and the filing of all pleadings, the Court fixed the decision on 5 June 2024.

The hearing fixed for the decision on 5 June 2024 was converted into a clarification as the judge required some clarifications from the parties. The court further fixed the decision date on 10 July 2024 where the court dismissed the Plaintiff's earlier claims but awarded for a lower sum of RM1,258,508.62 to be paid by the Defendant and the Defendant's counterclaim of RM1,258,035.68 was awarded in full. With the set-off effect, the Defendant is required to pay RM512.86 with interest rate of 5% annually until full and final payment is made.

On the other hand, the Plaintiff filed a Notice of Appeal on 08 August 2024, appealing against part of the decision.

(ii) Payment Claim Pursuant to Section 5 of the Construction Industry Payment and Adjudication Act 2021 (hereinafter referred to as "CIPAA") from Samaiden SB against Ditrollic Sdn Bhd ("Ditrollic") and Notices of Arbitration served by Ditrollic against Samaiden SB

By the following (hereinafter referred to as the "**Sub-Contract**"), Ditrollic appointed Samaiden SB as its sub-contractor for Work Packages No.3 ("**WP3**") and Work Packages

No.4 (“**WP4**”) in relation to the Project known as “*The development of a 100MWAC large scale solar photovoltaic plant over the land held under PN257319, Lot 9089, Mukim Beriah, Daerah Kerian, Negeri Perak*” (“**said Project**”).

Samaiden SB had issued the following payment claims for the Project to Ditrolac pursuant to the CIPAA to claim for outstanding payments premised on works carried out by Samaiden SB. Samaiden SB had on 8 February 2023 received 2 Notices of Arbitration from Ditrolac in connection with WP3 and WP4 for the said Project, the details of which are as follow:

Adjudication (CIPAA Claims)			Arbitration
Work Package	Amount of unpaid claim (excluding costs and interest)	Present Status of CIPAA	Claims by Ditrolac against Samaiden SB
WP3 No.1	RM2,539,141	<p>On 19 December 2022, the adjudicator had decided for a sum of RM2,677,990 together with late payment interests, adjudication and legal costs (less back charges of RM4,825 claimed by Ditrolac) to be paid by Ditrolac to Samaiden SB on or before 3 January 2023.</p> <p>Following the conclusion of adjudication, no payment had been received by Samaiden SB from Ditrolac.</p> <p>On 6 January 2023, Samaiden SB had filed Enforcement Application by applying to the High Court for an order to enforce the adjudication decision as if it is a judgement or order of the High Court.</p> <p>Ditrolac, on the other hand, had applied to the High Court to set aside the adjudication decision and for a stay of the adjudication decision.</p> <p>The High Court had directed Setting Aside Application and Stay Application to be heard together with the Enforcement Application.</p> <p>On 11 October 2023, the High Court had made the following decisions:</p> <p>(a) that Samaiden SB's enforcement</p>	<p>On 8 February 2023, Samaiden SB received a Notice of Arbitration - WP3 from Ditrolac for an estimated claim of RM8,119,482 for the entire WP3, which entails the payment made on behalf of Samaiden SB and demand of liquidated damages for the WP3.</p> <p>On 10 March 2023, Samaiden SB had proposed its arbitrators in response to the Notice of Arbitration received. In the response, Samaiden SB had notified Ditrolac of Samaiden SB's counterclaim of RM10,336,339 for amongst others, the work carried out and completed by Samaiden SB in WP3.</p> <p>However, due to the non-action of Ditrolac in proceeding with the arbitration proceedings, Samaiden SB had on 19 June 2023, issued a fresh notice of arbitration to DSB amounting to RM10,552,704.</p> <p>The parties decided to consolidate the arbitration proceedings for WP3 and WP4. An arbitrator has been appointed and first preliminary meeting was held on 21 November 2023.</p> <p>During the preliminary meeting on 21 November 2023, the arbitrator has set hearing dates on 15, 16, 17,</p>

		<p>application plus interest on the net adjudicated sum of RM2,677,990 was allowed with the costs of RM3,000; and</p> <p>(b) Ditrolic's setting aside application was dismissed with the costs of RM5,000.</p> <p>(c) Ditrolic's stay of execution application was dismissed with the costs of RM5,000.</p> <p>Accordingly, Samaiden SB will be entitled to an additional total cost of RM13,000, and the final adjudicated sum of RM2,677,990 plus interest from Ditrolic.</p> <p>Ditrolic had filed 3 Notices of Appeal against the decisions on the Enforcement, Stay and Setting Aside applications respectively all dated on 10 November 2023.</p> <p>The Court of Appeal has granted the following orders on 20 August 2024:-</p> <p>(a) The appeal against the Setting Aside Order was dismissed, with costs of RM10,000.00</p> <p>(b) The appeal against the Enforcement Order was dismissed, with costs of RM5,000.00</p> <p>(c) The appeal against the Stay Order was dismissed, with costs of RM5,000.00, (all costs are subject to a 4% allocator fee)</p> <p>Section 30 Due to non-payment from Ditrolic, on 17 February 2023, Samaiden SB had filed an application against Kerian Solar Sdn Bhd ("Kerian Solar"), being the principal of Ditrolic or project owner to request for direct payment based on the</p>	<p>28, 29, 30 October 2024, 4 and 5 November 2024.</p> <p>Samaiden SB was notified on 2 February 2024 by its solicitors that Statement of Claim was received from Ditrolic seeking for the reliefs and/or remedies against Samaiden SB of approximately RM10,373,963 and further or other sum as may be deemed fit by the tribunal/arbitrator.</p> <p>On 25 March 2024, Samaiden SB filed against Ditrolic the Statement of Defence and Counterclaim of RM10,552,704. Parties to file list of documents on 11 June 2024.</p> <p>Ditrolic filed their Reply to Defence and Defence to Counterclaim on 23 May 2024.</p> <p>During the case management, the court directed parties to file their Expert witness reports on or before 27 September 2024 as well as Expert rebuttal reports to be filed on or before 7 November 2024.</p>
--	--	---	--

		<p>adjudication decision pursuant to Section 30 of CIPAA.</p> <p>On 9 October 2023, the High Court had allowed Samaiden SB's Section 30 application with costs of RM5,000 to be paid by Kerian. On 27 October 2023, Samaiden SB had received a total sum of RM2,792,813 from Kerian.</p>	
WP3 No.2	RM3,812,503	<p>On 29 April 2024, the Adjudicator had awarded a total sum of RM3,020,434.95 (plus interest) together with late payment interests, adjudication and legal costs to be paid by Ditrolic to Samaiden SB on or before 29 May 2024.</p> <p>Following the conclusion of adjudication, till to date no payment had been received by Samaiden SB from Ditrolic.</p> <p>On 31 May 2024, Samaiden filed an Enforcement application of the Adjudication Decision dated 24 April 2024. Ditrolic, on the other hand, had applied to the High Court to set aside the adjudication decision on 17 July 2024 and for a stay of the adjudication decision on 19 July 2024.</p> <p>The High Court had directed Setting Aside Application and Stay Application to be heard together with the Enforcement Application.</p> <p>The Court fixed the decision or clarification on 11 November 2024.</p>	[refer WP3 No. 1 as both parties had agreed to consolidate the arbitration proceedings for WP3 and WP4]
WP4 No.1	RM5,179,382	<p>On 12 December 2022, the adjudicator had decided for a sum of RM1,457,353(i) together with legal costs to be paid by Ditrolic to Samaiden SB on or before</p>	[refer WP3 No. 1 as both parties had agreed to consolidate the arbitration proceedings for WP3 and WP4]

		<p>11 January 2023. On 17 January 2023, Samaiden SB had filed Enforcement Application by applying to the High Court for an order to enforce the adjudication decision. Ditrolic, on the other hand, had applied to the High Court for a stay of the adjudication decision. The High Court had directed the Stay Application to be heard together with the Enforcement Application.</p> <p>On 1 August 2023, the High Court had made the following decisions:</p> <p>(a) that Samaiden SB's enforcement application plus interest on the net adjudicated sum of RM1,457,352 was allowed with the costs of RM4,000; and</p> <p>(b) Ditrolic's stay of execution application was dismissed with the costs of RM4,000.</p> <p>On 11 August 2023, Samaiden SB received a total sum of RM1,545,160 from Ditrolic being the payment of final adjudicated sum plus interest costs.</p> <p>Section 30 Consequent to payment received from Ditrolic, Samaiden SB had withdrawn the application with a cost of RM5,000 to be paid by Samaiden SB to Kerian Solar.</p>	
WP4 No.2	RM2,002,565	<p>On 27 March 2023, the adjudicator had decided for a sum of RM1,446,935(ii) together with legal costs to be paid by Ditrolic to Samaiden SB on or before 10 April 2023. On 19 June 2023, Samaiden SB had filed Enforcement Application by applying to the High Court for an order to enforce the adjudication decision. Ditrolic, on the</p>	[refer WP3 No. 1 as both parties had agreed to consolidate the arbitration proceedings for WP3 and WP4]

		<p>other hand, had applied to High Court to set aside the adjudication decision. On 29 October 2023, Ditrolic had further applied to High Court for a stay of the adjudication decision.</p> <p>The High Court had directed Setting Aside Application and Stay Application to be heard together with the Enforcement Application. On 1 February 2024, the Court had made the following decisions:</p> <ul style="list-style-type: none"> (a) that Samaiden SB's enforcement application on the total adjudicated sum of RM1,446,935 plus interest was allowed with the costs of RM3,000 subject to allocator; (b) Ditrolic's setting aside application was dismissed with the costs of RM5,000 subject to allocator; and (c) Ditrolic's stay of execution application was dismissed with the costs of RM5,000 subject to allocator. <p>On 21 February 2024, Samaiden SB received a total sum of RM1,554,127.95 from Ditrolic.</p> <p>Section 30 Consequent to payment received from Ditrolic, Samaiden SB had withdrawn the application with a cost of RM3,000 to be paid by Samaiden SB to Kerian Solar.</p>	
WP4 No.3	RM2,195,599	On 6 March 2024, the adjudicator requested an extension of time (EOT) to deliver the decision. However, this request was made after the statutory time limit had already	[refer WP3 No. 1 as both parties had agreed to consolidate the arbitration proceedings for WP3 and WP4]

		<p>expired, which was on 5 March 2024.</p> <p>Despite the EOT was granted by Samaiden SB to the adjudicator, Ditrolic rejected it on the grounds that the decision was issued beyond the stipulated timeframe, rendering it null and void.</p> <p>Samaiden SB has filed a fresh Notice of Adjudication on 31 May 2024 and currently in the midst of appointing an adjudicator.</p>	
--	--	--	--

Note:

- (i) The adjudicator had awarded Samaiden SB the outstanding payment sums of RM5,103,165 and legal and adjudication costs of RM98,430. However, the adjudicator had also allowed the liquidated and ascertained damages ("LAD") claimed by Ditrolic during the CIPAA adjudications of RM3,697,853 and other back charges of RM46,389, for which the final sum of RM1,457,353 was arrived.
- (ii) The adjudicator had awarded Samaiden SB the outstanding payment sums of RM1,447,580 and Ditrolic shall further bear the costs of the adjudication proceedings in the sum of RM65,501. However, the adjudicator had also allowed back charges claimed by Ditrolic of RM66,146, for which the final sum of RM1,446,935 was arrived.

The material litigation with Ditrolic should be read together with the announcement made by the Company dated 14 February 2023, 10 March 2023, 29 March 2023, 19 June 2023, 4 August 2023, 12 October 2023 and 2 February 2024.

3. MATERIAL CONTRACTS

There are no material contracts (not being contracts entered into in the ordinary course of business) which have been entered into by the Samaiden Group within the two (2) years immediately preceding the date of this Circular.

4. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at the registered office of our Company 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 the normal business hours (except public holidays) from the date of this Circular up to the time stipulated for the holding of our 5th AGM:

- (i) the Constitution of Samaiden; and
- (ii) the audited consolidated financial statements of Samaiden for the past two (2) financial years ended 30 June 2023 and 30 June 2024, and the unaudited consolidated financial statements of our Company for the 12-month financial period ended 30 June 2024.