



DIALOG GROUP BERHAD

(Company No: 178694-V)

(Incorporated in Malaysia under the Companies Act, 1965)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting of Dialog Group Berhad (the “**Company**”) will be held at Ballroom 1, 1st Floor, Sime Darby Convention Centre, 1A, Jalan Bukit Kiara 1, 60000 Kuala Lumpur, on Wednesday, 25 June 2014 at 10.00 a.m. for the purpose of considering and, if thought fit, passing the following resolutions with or without any modification:

ORDINARY RESOLUTION 1

PROPOSED BONUS ISSUE OF UP TO 2,667,810,087 NEW ORDINARY SHARES OF RM0.10 EACH IN THE COMPANY (“DIALOG SHARES” OR “SHARES”) (“BONUS SHARES”), TO BE CREDITED AS FULLY PAID-UP AT PAR, ON THE BASIS OF ONE (1) BONUS SHARE FOR EVERY ONE (1) EXISTING SHARE HELD ON AN ENTITLEMENT DATE TO BE DETERMINED LATER (“ENTITLEMENT DATE”) (“PROPOSED BONUS ISSUE”)

“**THAT** subject to the passing of Special Resolution 1 and all approvals and/or approvals-in-principle being obtained from the relevant authorities or parties (where required) including but not limited to the approval and/or approval-in-principle of Bursa Malaysia Securities Berhad (“**Bursa Securities**”) for:

- (a) the admission of the Bonus Shares, additional warrants to be issued to the holders of existing Warrants 2012/2017 pursuant to adjustments made in accordance with a deed poll dated 15 December 2011 (“**Additional Warrants**”) to the Official List of Bursa Securities; and
- (b) the listing and quotation of the Bonus Shares, Additional Warrants and the new Shares arising from the exercise of the Additional Warrants on the Main Market of Bursa Securities;

approval be and is hereby given to the Board of Directors of the Company (“**Board**”) to capitalise and apply a total sum of up to RM266,781,009 from the Company’s share premium account for the purposes of the Proposed Bonus Issue;

AND THAT the Board be and is hereby authorised to apply such sums and to issue at par, up to 2,667,810,087 new Dialog Shares to be credited as fully paid-up pursuant to this Proposed Bonus Issue and such new Dialog Shares be allotted to the shareholders of the Company whose names appear in the Record of Depositors of the Company as at the close of business on the Entitlement Date (“**Entitled Shareholders**”), in the proportion of one (1) new Dialog Share for every one (1) existing Dialog Share held in the Company on the Entitlement Date;

AND THAT such new Dialog Shares shall, upon allotment and issue thereof pursuant to this Proposed Bonus Issue, rank *pari passu* in all respects with the existing Dialog Shares, save and except that they shall not be entitled to participate in any rights, allotments, dividends and/or other distributions, the entitlement date of which is prior to the date of allotment of the Bonus Shares;

AND THAT the Board be and is hereby authorised to sign and execute all documents, do all things and acts as may be required to give effect to the aforesaid Proposed Bonus Issue with full power to assent to any conditions, variations, modifications and/or amendments in any manner as may be required by any relevant authorities and to deal with all matters relating thereto and to take all such steps and do all acts and things in any manner as they may deem necessary or expedient to implement, finalise and give full effect to the Proposed Bonus Issue.”

ORDINARY RESOLUTION 2

PROPOSED DISTRIBUTION OF UP TO 21,173,095 SHARES ("TREASURY SHARES") HELD BY THE COMPANY ON THE BASIS OF ONE (1) TREASURY SHARE FOR EVERY 125 EXISTING ORDINARY SHARES OF RM0.10 EACH IN THE COMPANY ("DIALOG SHARES" OR "SHARES") HELD ON THE ENTITLEMENT DATE TO BE DETERMINED LATER ("ENTITLEMENT DATE") ("PROPOSED SPECIAL SHARE DIVIDEND")

"THAT subject to all approvals and/or approvals-in-principle being obtained from the relevant authorities or parties (where required) including but not limited to the approval and/or approval-in-principle of Bursa Malaysia Depository Sdn Bhd for the transfer of the Treasury Shares from the Company to the shareholders of the Company whose names appear in the Record of Depositors of the Company as at the close of business on the Entitlement Date ("**Entitled Shareholders**"), a Special Share Dividend of up to 21,173,095 Treasury Shares be distributed on the basis of one (1) Treasury Share for every one hundred twenty five (125) existing Dialog Shares held in the Company;

AND THAT approval be and is hereby given to the Board to capitalise and apply a total sum of up to RM23,013,037 from the Company's share premium account for the purposes of the Proposed Special Share Dividend;

AND THAT fractional entitlements shall be dealt with by the Board in such manner as the Board may in its absolute discretion think fit and expedient and in the best interest of the Company and shareholders;

AND THAT such Dialog Shares shall, upon distribution pursuant to this Proposed Special Share Dividend, rank *pari passu* in all respects with the existing Dialog Shares, save and except that such Dialog Shares shall be entitled to the Proposed Bonus Issue but they shall not be entitled to participate in any rights, allotments, dividends and / or other distributions, the entitlement date of which is prior to the date of distribution of such Dialog Shares;

AND THAT for avoidance of doubt, the Proposed Special Share Dividend shall be distributed to the Entitled Shareholders before the Proposed Bonus Issue and the entitlement to the Proposed Bonus Issue will be based on the increased number of Shares held by the Entitled Shareholders after the Proposed Special Share Dividend;

AND THAT the Board be and is hereby authorised to sign and execute all documents, do all things and acts as may be required to give effect to the aforesaid Proposed Special Share Dividend with full power to assent to any conditions, variations, modifications and/or amendments in any manner as may be required by any relevant authorities and to deal with all matters relating thereto and to take all such steps and do all acts and things in any manner as they may deem necessary or expedient to implement, finalise and give full effect to the Proposed Special Share Dividend."

SPECIAL RESOLUTION 1

PROPOSED INCREASE IN THE AUTHORISED SHARE CAPITAL OF THE COMPANY FROM RM500,000,000 COMPRISING OF 5,000,000,000 ORDINARY SHARES OF RM0.10 EACH (“DIALOG SHARES” OR “SHARES”) TO RM1,000,000,000 COMPRISING OF 10,000,000,000 SHARES BY THE CREATION OF AN ADDITIONAL 5,000,000,000 NEW SHARES AND IN CONSEQUENCE THEREOF, THE COMPANY’S MEMORANDUM OF ASSOCIATION BE AMENDED ACCORDINGLY (“PROPOSED INCREASE IN THE AUTHORISED SHARE CAPITAL”)

“**THAT**, subject to the passing of Ordinary Resolution 1, the authorised share capital of the Company be and is hereby increased from RM500,000,000 comprising of 5,000,000,000 Shares to RM1,000,000,000 comprising of 10,000,000,000 Shares by the creation of an additional 5,000,000,000 new Shares and in consequence thereof, the Company’s Memorandum of Association be amended accordingly.”

By Order of the Board

Zainab Binti Mohd Salleh (MIA 7672)
Lim Hooi Mooi (MAICSA 0799764)
Chay Siew Kim (MAICSA 7012266)
Joint Company Secretaries

Petaling Jaya
3 June 2014

Notes:-

1. *Other than an exempt authorised nominee, a member of the Company is entitled to appoint not more than two (2) proxies to attend, speak and vote in his stead. Where a member appoints more than one (1) proxy, he shall specify the proportion of his shareholdings to be represented by each proxy.*
2. *A proxy need not be a member of the Company and a member may appoint any person to be his proxy, and the provisions of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company.*
3. *The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing or if the appointer is a corporation under its common seal or the hand of its duly authorised officer or attorney.*
4. *The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.*
5. *An instrument appointing a proxy must be deposited at the Registered Office of the Company at DIALOG Tower, No 15, Jalan PJU 7/5, Mutiara Damansara, 47810 Petaling Jaya, Selangor Darul Ehsan, Malaysia not less than forty-eight (48) hours before the time appointed for holding the Meeting or any adjournment thereof.*
6. *Members whose names appear in the Record of Depositors as at 18 June 2014 shall be regarded as members entitled to attend, speak and vote at the Meeting or appoint a proxy or proxies to attend, speak and vote in his stead.*