

DIALOG GROUP BERHAD

(Company No. 178694-V)
(Incorporated in Malaysia)

NOTICE OF THE TWENTY-SIXTH ANNUAL GENERAL MEETING AND DIVIDEND ENTITLEMENT

NOTICE IS HEREBY GIVEN that the Twenty-Sixth Annual General Meeting of Dialog Group Berhad (DIALOG or the Company) will be held at **Ballroom 1, 1st Floor, Sime Darby Convention Centre, 1A, Jalan Bukit Kiara 1, 60000 Kuala Lumpur, Malaysia** on **Thursday, 20 November 2014 at 10.00 a.m.** to consider the following matters:

AGENDA

1. To receive the Audited Financial Statements for the financial year ended 30 June 2014 together with the Reports of the Directors and Auditors thereon. **(Please refer to Note 2)**
2. To approve the payment of a Final Single Tier Cash Dividend of 1.1 sen per ordinary share in respect of the financial year ended 30 June 2014. **(Resolution 1)**
3. To re-elect Chan Yew Kai, the director retiring pursuant to Article 96 of the Company's Articles of Association. **(Resolution 2)**
4. To re-elect Chew Eng Kar, the director retiring pursuant to Article 96 of the Company's Articles of Association. **(Resolution 3)**
5. To re-elect Ja'afar Bin Rihan, the director retiring pursuant to Article 96 of the Company's Articles of Association. **(Resolution 4)**
6. To consider and, if thought fit, to pass the following resolution pursuant to Section 129(6) of the Companies Act, 1965:-
"THAT pursuant to Section 129(6) of the Companies Act, 1965, Datuk Oh Chong Peng be re-appointed as Director to hold office until the conclusion of the next Annual General Meeting of the Company." **(Resolution 5)**
7. To approve the payment of Directors' fees of RM368,000 in respect of the financial year ended 30 June 2014 (2013: RM348,000). **(Resolution 6)**
8. To re-appoint Messrs BDO as auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 7)**
9. Special Business:-
To consider and if thought fit, to pass the following resolutions:

**(A) ORDINARY RESOLUTION 1
- PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY**

"THAT, subject to the Companies Act, 1965, the Memorandum and Articles of Association of the Company and the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (Bursa Malaysia) and the requirements of any other relevant authorities, the Company be and is hereby authorised to purchase such number of ordinary shares of RM0.10 each in the Company as may be determined by the Directors of the Company from time to time through Bursa Malaysia upon such terms and conditions as the Directors of the Company may deem fit in the interest of the Company provided that the aggregate number of ordinary shares of RM0.10 each purchased pursuant to this resolution does not exceed ten percent (10%) of the total issued and paid-up share capital of the Company (Proposed Renewal of Share Buy-Back Authority) and that an amount not exceeding the total audited retained profits and share premium account of the Company at the time of purchase, would be allocated by the Company for the Proposed Renewal of Share Buy-Back Authority.

THAT the authority conferred by this ordinary resolution will commence immediately upon passing of this ordinary resolution until the conclusion of the next Annual General Meeting of the Company (unless earlier revoked or varied by ordinary resolution of the shareholders of the Company in a general meeting) or until the expiration of the period within which the next Annual General Meeting after that date is required by law to be held.

THAT the Directors of the Company be and are hereby authorised to take all steps necessary to implement, finalise and to give full effect to the Proposed Renewal of Share Buy-Back Authority and THAT authority be and is hereby given to the Directors of the Company to decide in their discretion to either retain the ordinary shares of RM0.10 each purchased pursuant to the Proposed Renewal of Share Buy-Back Authority as treasury shares and/or to resell the treasury shares and/or to distribute them as share dividends and/or to cancel them." **(Resolution 8)**

**(B) ORDINARY RESOLUTION 2
- PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE**

"THAT, subject to the Companies Act, 1965 (the Act), the Memorandum and Articles of Association of the Company and the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and the requirements of any other relevant authorities, approval be and is hereby given to the Company and/or its subsidiaries to enter into the Recurrent Related Party Transactions of a Revenue or Trading Nature (Recurrent Related Party Transactions) as set out in Section 2.5 of Part B of the Circular to Shareholders dated 28 October 2014 subject further to the following:

- (i) the Recurrent Related Party Transactions are in the ordinary course of business which are necessary for day-to-day operations and are 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 of the Company; and
- (ii) disclosure is made in the annual report of the breakdown of the aggregate value of transactions conducted during a financial year and that such approval shall commence immediately upon the passing of this ordinary resolution and continue to be in force until:
 - (a) the conclusion of the next Annual General Meeting (AGM) of the Company following the forthcoming AGM at which the Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature is approved, at which time it will lapse, unless by a resolution passed at the next AGM, the authority is renewed;
 - (b) the expiration of the period within which the next AGM after the date it is required to be held pursuant to Section 143(1) of the Act (but must not extend to such extension as may be allowed pursuant to Section 143(2) of the Act); or
 - (c) revoked or varied by resolution passed by the shareholders of the Company in a general meeting, whichever is the earlier.
- (iii) the Directors and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) to give effect to the transactions contemplated and/or authorised by this ordinary resolution." **(Resolution 9)**

10. To transact any other ordinary business for which due notice shall have been given.

NOTICE IS ALSO HEREBY GIVEN that the Final Single Tier Cash Dividend of 1.1 sen per ordinary share held in DIALOG, if approved, will be paid on 18 December 2014 to shareholders whose names appear in the Record of Depositors at the close of business on 28 November 2014.

A depositor shall qualify for entitlement to the Final Single Tier Cash Dividend only in respect of:

- (a) Shares transferred into the Depositor's Securities Account before 4.00 p.m. on 28 November 2014 in respect of ordinary transfers.
- (b) Shares bought on Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of Bursa Malaysia Securities Berhad.

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
28 October 2014

Notes:**1. Appointment of proxy**

- (a) 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.
- (b) 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.
- (c) 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.
- (d) The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
- (e) 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.
- (f) Members whose names appear in the Record of Depositors as at 13 November 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.

2. Item 1 of the Agenda

The audited financial statements are for discussion only as it does not require shareholders' approval under the provisions of Section 169(1) and (3) of the Companies Act, 1965. Hence, it will not be put for voting.

3. Special Business**Item 9 of the Agenda**

- (a) The proposed Resolution No. 8, if passed, will empower Directors of the Company to purchase and/or hold up to ten percent (10%) of the issued and paid-up share capital of the Company. For further information on the Proposed Renewal of Share Buy-Back Authority, please refer to Part A of the Circular to Shareholders dated 28 October 2014 enclosed together with the Company's Annual Report 2014.
- (b) The proposed Resolution No. 9, if passed, will enable the Company and Group to enter into the Recurrent Related Party Transactions of a Revenue or Trading Nature which are necessary for the day-to-day operations, subject to the transactions being in the ordinary course of business and on terms 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 of the Company. For further information on the Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transaction of a Revenue or Trading Nature, please refer to Part B of the Circular to Shareholders dated 28 October 2014 enclosed together with the Company's Annual Report 2014.