

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 ("**DIALOG**" or "**Company**") will be held at Ballroom 1, 1st Floor, Sime Darby Convention Centre, 1A, Jalan Bukit Kiara 1, 60000 Kuala Lumpur, Malaysia on Friday, 3 April 2015, at 10.00 a.m. for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions:-

ORDINARY RESOLUTION 1**REQUIREMENT TO SEEK THE APPROVAL FROM SHAREHOLDERS OF DIALOG PURSUANT TO BURSA MALAYSIA SECURITIES BERHAD MAIN MARKET LISTING REQUIREMENTS ("LISTING REQUIREMENTS") IN RESPECT OF INVESTMENTS BY DIALOG IN PENERANG TERMINALS (TWO) SDN BHD ("SPV 2") ("SPV 2 INVESTMENTS")**

"THAT approval be and is hereby given to the Company through its wholly-owned subsidiary, Dialog Equity (Two) Sdn Bhd ("**Dialog 2**"), to invest an estimated amount of up to RM1.9 billion in SPV 2 by way of subscription of ordinary shares in SPV 2, redeemable preference shares in SPV 2, provision of shareholders' loans to SPV 2, guarantees provided to financiers for SPV 2 or a combination of any of the above;

AND THAT the Directors of the Company and/or Dialog 2 be and are hereby authorized to take all such steps and do all such acts, matters and things (including entering into all such deeds, agreements, arrangements, transactions, undertakings, transfers and indemnities) as they may deem fit, necessary, expedient or appropriate to implement, finalise and give full effect to the SPV 2 Investments with full powers to give all or any notices, directions, consents and authorisations in respect of any matter arising or in connection with the SPV 2 Investments as may be approved/required by the relevant regulatory authorities and/or as the Directors deem fit and to assent to any conditions, modifications, variations and /or amendments as may be, in their discretion, so required."

ORDINARY RESOLUTION 2**REQUIREMENT TO SEEK THE APPROVAL FROM SHAREHOLDERS OF DIALOG PURSUANT TO THE LISTING REQUIREMENTS IN RESPECT OF INVESTMENTS BY DIALOG IN PENERANG LNG (TWO) SDN BHD ("SPV 3") ("SPV 3 INVESTMENTS")**

"THAT approval be and is hereby given to the Company through its wholly-owned subsidiary, Dialog LNG Sdn Bhd ("**Dialog LNG**"), to invest an estimated amount of up to RM750 million in SPV 3 by way of subscription of ordinary shares in SPV 3, redeemable preference shares in SPV 3, provision of shareholders' loans to SPV 3, guarantees provided to financiers for SPV 3 or a combination of any of the above;

AND THAT the Directors of the Company and/or Dialog LNG be and are hereby authorized to take all such steps and do all such acts, matters and things (including entering into all such deeds, agreements, arrangements, transactions, undertakings, transfers and indemnities) as they may deem fit, necessary, expedient or appropriate to implement, finalise and give full effect to the SPV 3 Investments with full powers to give all or any notices, directions, consents and authorisations in respect of any matter arising or in connection with the SPV 3 Investments as may be approved/required by the relevant regulatory authorities and/or as the Directors deem fit and to assent to any conditions, modifications, variations and /or amendments as may be, in their discretion, so required."

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
19 March 2015

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 he is appointing 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 27 March 2015 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.*