

DIALOG GROUP BERHAD

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

NOTICE OF THE 29TH ANNUAL GENERAL MEETING AND DIVIDEND ENTITLEMENT

NOTICE IS HEREBY GIVEN that the Twenty-Ninth 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, 23 November 2017 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 2017 together with the Reports of the Directors and Auditors thereon. **(Please refer to Explanatory Note 1)**
2. To approve the payment of a Final Single Tier Cash Dividend of 1.45 sen per ordinary share in respect of the financial year ended 30 June 2017. **(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 re-appoint Datuk Oh Chong Peng as a director of the Company. **(Resolution 5)**
7. To approve the payment of Directors' fees and Board Committees' fees of RM471,000 in respect of the financial year ended 30 June 2017 (2016: RM442,000). **(Resolution 6)**
8. To approve Directors' benefits (other than Directors' fees and Board Committees' fees) up to an amount of RM275,000 from 31 January 2017 to the next Annual General Meeting of the Company. **(Resolution 7)**
9. To re-appoint Messrs BDO as auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 8)**
10. Special Business:-
To consider and if thought fit, to pass the following resolutions:

ORDINARY RESOLUTION 1**– PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY**

"THAT, subject to the Companies Act 2016, 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 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 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 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 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 9)**

11. 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 1.45 sen per ordinary share held in DIALOG, if approved, will be paid on 20 December 2017 to shareholders whose names appear in the Record of Depositors at the close of business on 4 December 2017.

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 4 December 2017 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 BINI MOHD SALLEH, MIA 7672

LIM HOOI MOOI, MAICSA 0799764

CHAY SIEW KIM, MAICSA 7012266

Joint Company Secretaries

Petaling Jaya
25 October 2017

Notes:

- (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.
- (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) 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 Annual General Meeting ("AGM") or any adjournment thereof.
- (e) Members whose names appear in the Record of Depositors as at 16 November 2017 shall be regarded as members entitled to attend, speak and vote at the AGM or appoint a proxy or proxies to attend, speak and vote in his stead.
- (f) Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in the Notice of AGM will be put to vote by poll.

Explanatory Notes to the Agenda:**1. 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 340(1)(a) of the Companies Act 2016. Hence, it will not be put for voting.

2. Item 6 of the Agenda

Datuk Oh Chong Peng who was re-appointed as a Director pursuant to Section 129 of the Companies Act, 1965 at the last Annual General Meeting to hold office until the conclusion of the forthcoming Annual General Meeting has, being eligible, offered himself for re-appointment as a Director.

3. Item 8 of the Agenda

The Directors' Benefits (other than Directors' fees and Board Committees' fees) comprise meeting attendance allowances. In determining the estimated total amount, the Board has considered various factors, among others, the estimated number of meetings for the Board and its Committees.

4. Special Business**Item 10 of the Agenda**

The proposed Resolution No. 9, 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 B of the Statement to Shareholders dated 25 October 2017 enclosed together with the Company's Annual Report 2017.