

NOTICE OF THE 31ST ANNUAL GENERAL MEETING AND DIVIDEND ENTITLEMENT

NOTICE IS HEREBY GIVEN THAT the Thirty-First 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 Wednesday, 13 November 2019 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 2019 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 2.3 sen per ordinary share in respect of the financial year ended 30 June 2019. **(Ordinary Resolution 1)**
3. To re-elect Kamariyah Binti Hamdan, the director retiring pursuant to Article 96 of the Company's Constitution. **(Ordinary Resolution 2)**
4. To re-elect Siti Khairon Binti Shariff, the director retiring pursuant to Article 96 of the Company's Constitution. **(Ordinary Resolution 3)**
5. To approve the payment of Directors' fees and Board Committees' fees of RM735,000 in respect of the financial year ended 30 June 2019 (2018: RM632,000). **(Ordinary Resolution 4)**
6. To approve Directors' benefits (other than Directors' fees and Board Committees' fees) up to an amount of RM600,000 from 14 November 2019 to the next Annual General Meeting of the Company. **(Ordinary Resolution 5)**
7. To re-appoint Messrs BDO PLT as auditors of the Company and to authorise the Directors to fix their remuneration. **(Please refer to Explanatory Note 2)**
(Ordinary Resolution 6)
8. **Special Business:-**
To consider and if thought fit, to pass the following resolutions:
 - (A) **ORDINARY RESOLUTION 7** **(Ordinary Resolution 7)**
- **CONTINUATION IN OFFICE AS INDEPENDENT NON-EXECUTIVE DIRECTOR** **(Please refer to Explanatory Note 3)**
"THAT approval be and is hereby given for Datuk Oh Chong Peng, who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine years, to continue in office as an Independent Non-Executive Director of the Company."
 - (B) **ORDINARY RESOLUTION 8** **(Ordinary Resolution 8)**
- **CONTINUATION IN OFFICE AS INDEPENDENT NON-EXECUTIVE DIRECTOR** **(Please refer to Explanatory Note 3)**
"THAT approval be and is hereby given for Kamariyah Binti Hamdan, who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine years, to continue in office as an Independent Non-Executive Director of the Company."
 - (C) **ORDINARY RESOLUTION 9** **(Ordinary Resolution 9)**
- **PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY** **(Please refer to Explanatory Note 3)**
"THAT, subject to the Companies Act 2016 ("the Act"), the Constitution 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 number of issued ordinary shares 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 the Directors be and are hereby authorised to deal with DIALOG Shares so purchased, at their discretion, in the following manner:
i. cancel the DIALOG Shares so purchased; or
ii. retain the DIALOG Shares so purchased as treasury shares which may be dealt with in accordance with Section 127(7) of the Act; or
iii. retain part of the DIALOG Shares so purchased as treasury shares and cancel the remainder of the DIALOG Shares,
or in any other manner as may be prescribed by the Act, all applicable laws, regulations and guidelines applied from time to time by Bursa Malaysia and/or other relevant authority for the time being in force and THAT the authority to deal with the purchased DIALOG Shares shall continue to be valid until all the purchased DIALOG Shares have been dealt with by the Directors of the Company."
 - (D) **SPECIAL RESOLUTION** **(Special Resolution)**
- **PROPOSED ADOPTION OF NEW CONSTITUTION OF THE COMPANY** **(Please refer to Explanatory Note 3)**
"THAT approval be and is hereby given to revoke the existing Constitution of the Company with immediate effect and in place thereof, the proposed new Constitution as set out in Appendix 1 be and is hereby adopted as the Constitution of the Company AND THAT the Directors of the Company be and are hereby authorised to assent to any modifications, variations and/or amendments as may be required by any relevant authorities, and to do all such acts and things and take all such steps as may be considered necessary to give full effect to the foregoing."
9. 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 2.3 sen per ordinary share held in DIALOG, if approved, will be paid on 18 December 2019 to shareholders whose names appear in the Record of Depositors at the close of business on 28 November 2019.

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 2019 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

14 October 2019

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 6 November 2019 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

The Directors' Benefits (other than Directors' fees and Board Committees' fees) comprise of meeting attendance allowances and/or other allowances to meet expenses incurred in carrying out their duties. 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.

3. Special Business**Item 8 of the Agenda****Ordinary Resolution 7 and 8 – Continuation in office as Independent Non-Executive Director**

The proposed Ordinary Resolution No. 7 and 8, if passed, will enable Datuk Oh Chong Peng and Puan Kamariyah Binti Hamdan to continue in office as Independent Non-Executive Directors of the Company in line with the practice of the Malaysian Code of Corporate Governance 2017. Both Datuk Oh and Puan Kamariyah have served as Independent Non-Executive Directors of the Company for a cumulative term of more than 9 years respectively and have met the independence guidelines as set out in Chapter 1 of Main Market Listing Requirements of Bursa Malaysia Securities Berhad. The Board has determined that Datuk Oh and Puan Kamariyah are able to bring independent and objective judgements to the Board as a whole and strongly recommended them to continue to act as Independent Non-Executive Directors of the Company.

Ordinary Resolution 9 – Proposed Renewal of Share Buy-Back Authority

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 total number of issued ordinary shares 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 14 October 2019 enclosed together with the Company's Annual Report 2019.

Special Resolution – Proposed Adoption of New Constitution of the Company

The proposed Special Resolution, if passed, will align the Constitution of the Company with the Companies Act 2016, Main Market Listing Requirements of Bursa Malaysia Securities Berhad and/or other applicable laws or regulations or guidelines.

The details are set out in Appendix 1 of Part A of the Statement to Shareholders dated 14 October 2019 enclosed together with the Company's Annual Report 2019.