

DIALOG GROUP BERHAD

(Registration No. 198901001388 (178694-V))
(Incorporated in Malaysia)NOTICE OF THE 36TH ANNUAL GENERAL MEETING AND DIVIDEND ENTITLEMENT

NOTICE IS HEREBY GIVEN THAT the 36th Annual General Meeting of DIALOG Group Berhad (“DIALOG” or the “Company”) will be held virtually from Training Room, Level 5, DIALOG TOWER, No. 15, Jalan PJU 7/5, Mutiara Damansara, 47810 Petaling Jaya, Selangor Darul Ehsan, Malaysia as the **Broadcast Venue** and via TIIH Online website at <https://tjih.online> (Domain Registration No. with MYNIC:D1A282781) on Thursday, 21 November 2024 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 2024 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 2.80 sen per ordinary share in respect of the financial year ended 30 June 2024. **(Ordinary Resolution 1)**
3. To re-elect Tan Sri Dr. Ngau Boon Keat, the director retiring pursuant to Clause 91 of the Company’s Constitution. **(Ordinary Resolution 2)**
(Please refer to Explanatory Note 2)
4. To re-elect Dato’ Ismail Bin Karim, the director retiring pursuant to Clause 91 of the Company’s Constitution. **(Ordinary Resolution 3)**
(Please refer to Explanatory Note 2)
5. To re-elect Chin Kwai Fatt, the director retiring pursuant to Clause 91 of the Company’s Constitution. **(Ordinary Resolution 4)**
(Please refer to Explanatory Note 2)
6. To approve the payment of Directors’ fees and Board Committees’ fees of RM984,000 in respect of the financial year ended 30 June 2024 (2023: RM924,000). **(Ordinary Resolution 5)**
7. To approve Directors’ benefits (other than Directors’ fees and Board Committees’ fees) up to an amount of RM880,000 from 22 November 2024 to the next Annual General Meeting of the Company. **(Ordinary Resolution 6)**
(Please refer to Explanatory Note 3)
8. To re-appoint Messrs BDO PLT as auditors of the Company and to authorise the Directors to fix their remuneration. **(Ordinary Resolution 7)**
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 2.80 sen per ordinary share held in DIALOG, if approved, will be paid on 20 December 2024 to shareholders whose names appear in the Record of Depositors at the close of business on 4 December 2024.

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 4.30 p.m. on 4 December 2024 in respect of 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, SSM PC No. 202008003609
CHAY SIEW KIM, MAICSA 7012266, SSM PC No. 202008000677
ONG WAI LENG, MAICSA 7065544, SSM PC No. 202208000633
 Joint Company Secretaries

Petaling Jaya
 22 October 2024

Notes:

- (a) The Broadcast Venue is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 which requires the Chairman of the meeting to be present at the main venue of the meeting. Member(s) or proxy(ies) or attorney(s) or authorised representative(s) **WILL NOT BE ALLOWED** to attend the 36th Annual General Meeting (“36th AGM”) in person at the Broadcast Venue on the day of the meeting.

Members are to attend, speak (including posing questions to the Board via real time submission of typed texts) and vote (collectively, “participate”) remotely at the 36th AGM via the Remote Participation and Voting (“RPV”) facilities provided by Tricor Investor & Issuing House Services Sdn. Bhd. (“TIIH”). A member who has appointed a proxy or attorney or authorised representative to participate in this 36th AGM must request his/her proxy or attorney or authorised representative to register himself/herself via TIIH Online website at <https://tjih.online>. Please refer to the procedures set out in the Administrative Guide for the 36th AGM to register, participate, speak and vote remotely via the RPV facilities.

Members who are unable to participate in this 36th AGM may appoint the Chairman of the meeting as his/her proxy and indicate the voting instructions in the proxy form.
- (b) Other than an exempt authorised nominee, a member of the Company is entitled to appoint not more than two (2) proxies to attend and vote in his/her stead. Where a member appoints more than one (1) proxy, he/she shall specify the proportion of his/her shareholdings to be represented by each proxy.
- (c) A proxy need not be a member of the Company and a member may appoint any person to be his/her proxy.
- (d) The instrument appointing a proxy shall be in writing under the hand of the appointer or his/her 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.
- (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, OR by electronic form via TIIH Online at <https://tjih.online> not less than forty-eight (48) hours before the time appointed for holding the Annual General Meeting (“AGM”) or any adjournment thereof.
- (f) For the purpose of determining who shall be entitled to participate in this 36th AGM via RPV facilities, members whose names appear in the Record of Depositors as at 12 November 2024 shall be regarded as members entitled to participate or appoint proxy(ies) to participate in his/her stead in this 36th AGM via RPV facilities.
- (g) 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. Items 3, 4 and 5 of the Agenda

Based on the results of board assessment conducted by Boardroom Corporate Services Sdn Bhd, the Nomination Committee had reviewed the effectiveness of the Board, its Committees and the performance of the Directors. The Board, upon recommendation of the Nomination Committee, approved the re-election of Tan Sri Dr. Ngau Boon Keat, Dato’ Ismail Bin Karim and Mr Chin Kwai Fatt, in consideration of their mix of skills, knowledge, experience, qualities, time commitment and their leadership in encouraging healthy and robust discussions in meetings.

The profiles of the Board of Directors can be viewed on pages 27 to 31 of DIALOG’s Annual Report 2024.

3. Item 7 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.

STATEMENT ACCOMPANYING THE NOTICE OF THE 36TH ANNUAL GENERAL MEETING OF THE COMPANY

(Pursuant to Paragraph 8.27(2) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad)

• Details of individuals who are standing for election as Directors.

No individual is seeking election as Director at the 36th Annual General Meeting of the Company.