

DIALOG GROUP BERHAD

198901001388 (178694-V) (Incorporated in Malaysia)

Interim Financial Statements For The Financial Year Ended 30 June 2023



INTERIM FINANCIAL REPORT

CONDENSED CONSOLIDATED STATEMENTS OF PROFIT OR LOSS FOR THE YEAR ENDED 30 JUNE 2023

	NOTE	INDIVIDUAL PERIOD		CUMULATIVE PERIOD		
		3 MONTH 30/06/2023 RM'000	S ENDED 30/06/2022 RM'000	12 MONTH 30/06/2023 RM'000	S ENDED 30/06/2022 RM'000	
Revenue		690,039	675,654	3,001,534	2,319,025	
Operating expenses		(646,184)	(597,350)	(2,810,769)	(2,040,879)	
Other operating income		37,412	13,085	71,430	60,668	
Share of profit of joint ventures and associates, net of tax		82,071	54,560	364,028	251,589	
Finance costs		(17,989)	(19,269)	(72,335)	(40,101)	
Profit before tax		145,349	126,680	553,888	550,302	
Tax expense		(10,056)	(10,968)	(33,265)	(44,424)	
Profit for the year		135,293	115,712	520,623	505,878	
Profit for the year attributable to: Owners of the parent Non-controlling interests		126,778 8,515 135,293	118,249 (2,537) 115,712	510,522 10,101 520,623	508,005 (2,127) 505,878	
Basic earnings per ordinary share (sen)	B13	2.25	2.10	9.05	9.00	
Diluted earnings per ordinary share (sen)	B13	2.25	2.10	9.05	9.00	

(The Condensed Consolidated Statement of Profit or Loss should be read in conjunction with the audited financial statements for the year ended 30 June 2022 and the accompanying explanatory notes attached to the Interim Financial Statements.)



INTERIM FINANCIAL REPORT

CONDENSED CONSOLIDATED STATEMENTS OF OTHER COMPREHENSIVE INCOME FOR THE YEAR ENDED 30 JUNE 2023

	NOTE	INDIVIDUAL PERIOD 3 MONTHS ENDED 30/06/2023 30/06/2022 RM'000 RM'000			VE PERIOD IS ENDED 30/06/2022 RM'000
Profit for the year	B14	135,293	115,712	520,623	505,878
Other comprehensive income					
Items that may not be reclassified subsequently to profit or loss					
Fair value loss on other investment		(17,706)	(7,094)	(6,645)	(4,208)
Items that may be reclassified subsequently to profit or loss					
Foreign currency translations		99,394	19,333	135,363	34,653
Cash flow hedge		7,579	3,340	15,882	3,378
Share of other comprehensive gain of joint ventures		14,964	46,523	79,724	114,772
Other comprehensive income for the year		104,231	62,102	224,324	148,595
Total comprehensive income for the year		239,524	177,814	744,947	654,473
Total comprehensive income attributable to:					
Owners of the parent Non-controlling interests		227,367 12,157	177,731 83	729,637 15,310	652,653 1,820
Ç		239,524	177,814	744,947	654,473

(The Condensed Consolidated Statement of Other Comprehensive Income should be read in conjunction with the audited financial statements for the year ended 30 June 2022 and the accompanying explanatory notes attached to the Interim Financial Statements.)



INTERIM FINANCIAL REPORT

CONDENSED CONSOLIDATED STATEMENTS OF FINANCIAL POSITION AS AT 30 JUNE 2023

A3 A1 30 30NL 2023		00/00/0000	
	NOTE	30/06/2023 RM'000	30/06/2022 RM'000
ASSETS			
NON-CURRENT ASSETS			
Property, plant and equipment		2,750,105	2,710,580
Development of tank terminals		685,837	639,640
Intangible assets		922,445	807,094
Investments in joint ventures and associates	B12	1,814,313	1,535,590
Inventories Other investments	A16	271,655	237,805
Deferred tax assets		49,077	55,238
Deferred tax assets		76,976	65,183
CURRENT ACCETS		6,570,408	6,051,130
CURRENT ASSETS Inventories	A16	70.952	72.452
Trade and other receivables	A16 A17	70,853 904,614	73,452 859,876
Current tax assets	AII	20,438	17,290
Other investment		24,702	5,000
Cash and cash equivalents	A18	1,720,621	1,840,307
2321 2112 2321 2421 212		2,741,228	2,795,925
TOTAL ASSETS		9,311,636	8,847,055
EQUITY AND LIABILITIES		0,011,000	0,011,000
Equity attributable to owners of the parent			
Share capital		1,698,323	1,698,303
Treasury shares		(3,625)	(3,625)
Reserves		3,881,431	3,359,720
110001100		5,576,129	5,054,398
Perpetual Sukuk Wakalah	B8	498,940	498,940
Non-controlling interests		85,248	99,115
TOTAL EQUITY		6,160,317	5,652,453
NON-CURRENT LIABILITIES			
Bank Borrowings	В7	1,363,710	1,526,934
Senior Sukuk Wakalah	B8	500,000	500,000
Lease liabilities		16,914	17,789
Deferred tax liabilities		4,623	1,484
		1,885,247	2,046,207
CURRENT LIABILITIES			<u> </u>
Trade and other payables	A19	906,988	740,695
Bank Borrowings	B7	298,791	337,175
Lease liabilities		5,327	5,885
Current tax liabilities		54,966	64,640
		1,266,072	1,148,395
TOTAL LIABILITIES		3,151,319	3,194,602
TOTAL EQUITY AND LIABILITIES		9,311,636	8,847,055
Net assets per share attributable to owners of the			
parent (sen)		98.8	89.6

(The Condensed Consolidated Statement of Financial Position should be read in conjunction with the audited financial statements for the year ended 30 June 2022 and the accompanying explanatory notes attached to the Interim Financial Statements.)



CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY FOR THE YEAR ENDED 30 JUNE 2023

Attributable to owners of the parent

	Share capital RM'000	Treasury shares RM'000	Other reserves RM'000	Retained earnings RM'000	Total RM'000	Perpetual Sukuk Wakalah RM'000	Non - controlling interests RM'000	Total equity RM'000
Balance as at 1 July 2022	1,698,303	(3,625)	258,501	3,101,219	5,054,398	498,940	99,115	5,652,453
Total comprehensive income for the year	-	-	219,115	510,522	729,637	-	15,310	744,947
Appropriation: Final dividend for FY2022	-	-	-	(118,494)	(118,494)	-	-	(118,494)
Interim dividend for FY2023	-	-	-	(73,353)	(73,353)		-	(73,353)
Share options granted under ESOS	-	-	4,671	-	4,671	-	69	4,740
Dividend paid to non-controlling interests	-	-		-	-	-	(5,405)	(5,405)
Profit distribution paid to holders of Perpetual Sukuk Wakalah	-	-	-	(20,750)	(20,750)		-	(20,750)
Share options exercised	20	-	-	-	20	-	-	20
Disposal of a subsidiary	-	-	-	-	-	-	(5,240)	(5,240)
Reclass subsidiary to joint venture	-	-	-	-	-	-	(980)	(980)
Additional shares subscription from non-controlling interest	-	-	-	-	-	-	5	5
Capital Reduction payable to non-controlling interests	-	-	-	-	-	-	(14,729)	(14,729)
Capital Reduction paid to non-controlling interests	-	-	-	-	-	-	(2,897)	(2,897)
Balance as at 30 June 2023	1,698,323	(3,625)	482,287	3,399,144	5,576,129	498,940	85,248	6,160,317
Balance as at 1 July 2021	1,697,751	(3,625)	110,916	2,792,626	4,597,668	498,940	102,255	5,198,863
Total comprehensive income for the year	-	-	144,648	505,504	650,152	2,501	1,820	654,473
Appropriation: Final dividend for FY2021	-	-	-	(107,209)	(107,209)	-	-	(107,209)
Interim dividend for FY2022	-	-	-	(73,353)	(73,353)	-	-	(73,353)
Share options granted under ESOS	-	-	3,024	-	3,024	-	231	3,255
Issuance of ordinary shares pursuant to ESOS exercised	553	-	(87)	-	466	-	(3)	463
Share issue expenses	(1)	-	-	-	(1)	-	-	(1)
Distribution paid/payable to holders of Perpetual Sukuk	-	-	-	(20,750)	(20,750)	(2,501)	-	(23,251)
Dividends paid to non-controlling interests	-	-	-	-	-	-	(4,177)	(4,177)
Additional shares subscription from non-controlling interest	-	-	-	-	-	-	3,690	3,690
Acquisition of shares from non-controlling interests			-	4,401	4,401	-	(4,701)	(300)
Balance as at 30 June 2022	1,698,303	(3,625)	258,501	3,101,219	5,054,398	498,940	99,115	5,652,453

(The Condensed Consolidated Statement of Changes in Equity should be read in conjunction with the audited financial statements for the year ended 30 June 2022 and the accompanying explanatory notes attached to the Interim Financial Statements.)



CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS FOR THE YEAR ENDED 30 JUNE 2023

12 MONTHS E	ENDED
30/06/2023 3	0/06/2022
	RM'000
CASH FLOWS FROM OPERATING ACTIVITIES	550.000
Profit before tax 553,888	550,302
Adjustments for:	
Depreciation and amortisation 254,908	239,246
Net interest expense 38,841	20,407
	(251,589)
Share options granted under ESOS 4,740	3,255
Other non-cash items (1,910)	(2,519)
Operating profit before working capital changes 486,439	559,102
Changes in working capital:	
Net change in inventories and receivables (23,140)	(249,118)
Net change in payables (25,140) Net change in payables	(15,752)
Net change in payables	(13,732)
Cash from operations 610,170	294,232
Dividends received 162,705	254,026
Interest received 32,757	19,376
Tax paid (67,298)	(70,349)
Tax refunded 11,843	21,780
Net cash from operating activities 750,177	519,065
	010,000
CASH FLOWS FROM INVESTING ACTIVITIES	
Acquisition of shares from non-controlling interests -	(300)
Additions of intangible assets (211,046)	(70,203)
Additions of other investment (2,910)	(4,426)
Development of tank terminals (46,197)	(49,741)
Investments in joint ventures and associates (209,714)	(6,860)
Redemption of redeemable preference shares from	
joint venture and associate 250,521	102,969
Net change in deposits with licensed banks (2)	21
Net cash on disposal of a subsidiary (70)	-
Proceeds from disposal of property, plant and equipment 3,048	12,746
Proceeds from disposal of other investments 8,380	12,193
Purchase of property, plant and equipment (62,763)	(61,559)
Purchase of properties for development (24,791)	(228,192)
Net cash used in investing activities (295,544)	(293,352)



CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS FOR THE YEAR ENDED 30 JUNE 2023 (CONTINUED)

	12 MONTHS ENDED	
	30/06/2023 RM'000	30/06/2022 RM'000
CASH FLOWS FROM FINANCING ACTIVITIES	KIVI UUU	KIVI UUU
Interest paid	(71,598)	(39,783)
Share issue expenses	(71,590)	(1)
Dividends paid	(191,847)	(180,562)
Profit distribution to Sukuk holders	(131,047) $(20,750)$	(20,750)
Dividend paid to non-controlling interests	(5,405)	(4,177)
Additional shares subscription from non-controlling interest	(5,405)	3,690
Capital reduction from non-controlling interests	(2,897)	-
Net repayment of bank borrowings	(305,517)	(103,190)
Net proceeds from issuance of Senior Sukuk Wakalah	(000,017)	499,470
Proceeds from issuances of shares	20	463
1 roccus from issuances of shares		100
Net cash (used in)/from financing activities	(597,989)	155,160
NET (DECREASE)/INCREASE IN CASH AND CASH EQUIVALENTS	(143,356)	380,873
CASH AND CASH EQUIVALENTS AT BEGINNING OF THE YEAR		
As previously reported	1,840,183	1,453,252
Effects of exchange rate changes on cash and cash equivalents	23,670	6,058
Effects of exchange rate offainges off easil and easil equivalents	20,070	0,000
	1,863,853	1,459,310
CASH AND CASH EQUIVALENTS AT END OF THE YEAR (Note A18)	1,720,497	1,840,183
		



INTERIM FINANCIAL REPORT

NOTES TO THE INTERIM FINANCIAL REPORT

A EXPLANATORY NOTES PURSUANT TO MFRS 134

A1 Basis of preparation

The unaudited condensed consolidated interim financial statements have been prepared in accordance with the reporting requirements of Malaysian Financial Reporting Standards ("MFRS") 134: Interim Financial Reporting issued by the Malaysian Accounting Standards Board ("MASB") and Paragraph 9.22 Main Market Listing Requirements ("Listing Requirements") of Bursa Malaysia Securities Berhad ("Bursa Malaysia"). These interim financial statements also comply with IAS 34: Interim Financial Reporting issued by the International Accounting Standards Board.

The interim financial statements should be read in conjunction with the audited financial statements for the financial year ended 30 June 2022. The explanatory notes attached to the interim financial statements provide an explanation of events and transactions that are significant to an understanding of the changes in the financial position and performance of the Group since the financial year ended 30 June 2022.

A2 Changes in accounting policies

The audited financial statements of the Group for the year ended 30 June 2022 were prepared in accordance with Malaysian Financial Reporting Standards ("MFRS") framework issued by MASB. As per requirements under MFRS, the significant accounting policies adopted in preparing these interim financial statements are consistent with those of the audited financial statements for the year ended 30 June 2022 except as discussed below:

As of 1 July 2022, the Group has adopted the revised MFRSs and Amendments of MFRSs that have been issued by MASB as listed below:

MFRSs, Amendments to MFRSs

Title	Effective Date
Annual Improvements to MFRS Standards 2018 - 2020	1 January 2022
Amendments to MFRS 3 Reference to the Conceptual Framework	1 January 2022
Amendments to MFRS 116 Property, Plant and Equipment - Proceeds	
before Intended Use	1 January 2022
Amendments to MFRS 137 Onerous Contracts - Cost of Fulfilling a	4.1. 0000
Contract	1 January 2022

The adoption of the above Amendments of MFRSs did not have any material impact to the condensed financial statements.

A3 Auditors' report of preceding annual audited financial statements

The auditors' report on the preceding year's audited financial statements was not subject to any qualification.

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A EXPLANATORY NOTES PURSUANT TO MFRS 134 – CONTINUED

A4 Seasonal or cyclical factors

The Group's operations are not affected by seasonal or cyclical factors.

A5 Unusual items affecting assets, liabilities, equity, net income or cash flows

There were no unusual items affecting assets, liabilities, equity, net income or cash flows of the Group for the current financial year ended 30 June 2023.

A6 Material changes in estimates

There were no changes in estimates of amounts reported in the prior financial year, which have a material effect in the current financial year.

A7 Debt and equity securities

There were no other issuance, cancellation, repurchase, resale and repayment of debt and equity securities for the current financial year except for exercise of 8,400 share options under the Employees' Share Option Scheme.

A8 Dividends paid

- A final dividend of 2.10 sen per ordinary share, amounting to RM118,493,965 in respect of financial year ended 30 June 2022 was paid on 20 December 2022.
- ii. A interim dividend of 1.30 sen per ordinary share, amounting to RM73,353,518 in respect of financial year ended 30 June 2023 was paid on 27 June 2023.

A9 Property, plant and equipment

There was no revaluation of property, plant and equipment brought forward from the previous audited financial statements.

A10 Material events subsequent to the end of the financial year

There were no material events subsequent to the current financial year ended 30 June 2023 and up to the date of this report, which is likely to substantially affect the profits of the Group.



A EXPLANATORY NOTES PURSUANT TO MFRS 134 - CONTINUED

A11 Operating segments

The Group is principally involved in providing integrated technical services to the energy sectors in Malaysia and other areas of the world. Its operating segments are presented based on the geographical location of its customers. The performance of each segment is measured based on profit before tax as included in the internal management report reviewed by the chief operating decision maker.

The Group's operating segments for the financial year ended 30 June 2023 are as follows:

			Other	Australia &	Middle	Other	
	Malaysia	Thailand	Asia	New Zealand	East	Countries	Total
	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
Segment profits before tax	338,955	93,001	57,905	25,110	36,909	2,008	553,888
Included in the measure of segment profits are:							
Revenue from external customers	1,635,984	247,586	305,864	481,792	321,333	8,975	3,001,534
Inter-segment revenue	21,667	-	958	5,174	-	-	27,799
Depreciation and amortisation	226,487	578	4,229	15,285	8,329	-	254,908
Interest expense	65,562	281	4,180	1,575	-	-	71,598
Interest income	30,338	-	2,076	15	328	-	32,757
Share of profit/(loss) of joint ventures and associates	281,953	82,119	(44)	-	-	-	364,028
Segment assets	7,783,448	280,135	430,608	474,249	266,220	_	9,234,660
Deferred tax assets	,, -	200,100	,	, -		_	76,976
Total assets						=	9,311,636
Included in the measure of segment assets are:							
Investments in joint ventures and associates	1,604,882	209,431	-	-	-	-	1,814,313
Changes to non-current assets:							
 Property, plant and equipment 	28,184	194	1,445	30,415	2,525	-	62,763
- Intangible assets	210,903	-	140	3	-	-	211,046
- Development of tank terminals	46,197	-	-	-	-	-	46,197
- Joint ventures and associates	(221,130)	180,763	(440)	-	-	-	(40,807)
- Other investments	-	-	74	2,836	-	-	2,910
Segment liabilities Deferred tax liabilities	2,825,723	4,040	144,671	103,788	68,474	-	3,146,696 4,623
Total liabilities						_	3,151,319



INTERIM FINANCIAL REPORT

A EXPLANATORY NOTES PURSUANT TO MFRS 134 – CONTINUED

A12 Changes in the composition of the Group

In August 2022, the Group completed the acquisition of the entire equity interest in Pan Orient Energy Corp. ("POEC"), for a cash consideration of USD39,200,000 (equivalent to approximately RM174,000,000). Pursuant to that, POEC is now an indirect wholly owned subsidiary of the Company. POEC through its wholly owned subsidiary Pan Orient Petroleum Pte. Ltd. ("POPS"), holds 50.01% equity interest in Pan Orient Energy (Siam) Ltd. ("POES"), which is the concessionaire and operator of Concession L53/48, onshore Thailand.

In December 2022, Dialog (Labuan) Ltd ("DLL"), a wholly owned indirect subsidiary, disposed off its entire 60% equity interest in Dialog Services Saudi Arabia Company Limited ("DSSA"), for a total cash consideration of SAR6,600,000 (equivalent to RM8,501,213). Following the disposal, DSSA ceased to be a subsidiary of the Group.

There were no other changes in the composition of the Group during the current financial year.

A13 Commitments

	30/06/2023 RM'000
Capital commitments	
Capital expenditure in respect of property, plant and equipment:	
- approved but not contracted for	81,800
- contracted but not provided for	34,200
	116,000
Commitments of the Group in respect of upstream business	133,000

A14 Changes in contingent liabilities and contingent assets

The Company provides corporate guarantees up to a total amount of RM1,841.6 million (2022: RM2,257.3 million) to licensed banks for banking facilities granted to certain subsidiaries. The amount of the banking facilities utilised by the said subsidiaries totalled RM1,465.3 million as at 30.06.2023 (2022: RM1,669.3 million).

The Company also provides corporate guarantees up to a total amount of RM39.5 million (2022: RM Nil) to licensed banks for banking facilities granted to certain joint ventures. The amount of the banking facilities utilised by the said joint ventures totalled RM26.5 million as at 30.06.2023 (2022: RM Nil).



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EXPLANATORY NOTES PURSUANT TO MFRS 134 - CONTINUED

A15 Significant related party transactions

Significant related party transactions which were entered into on agreed terms and prices for the financial year ended 30 June 2023 are set out below. The relationship of the related parties are disclosed in the audited financial statements for the financial year ended 30 June 2022.

12 MONTHS
ENDED
30/06/2023
RM'000
400 705

30/06/2023

342,508

Transaction with associate and joint ventures:

Dividend income	162,705
Subcontract works	74,307

A16 Inventories

	RM'000
Non-current assets:	
Land held for development	271,655
Current assets:	
Construction materials	9,133
Trading inventories	61,720
	70,853

A17 Trade and other receivables

	30/06/2023 RM'000
Trade receivables	521,534
Amounts due from customers for contract works	273,791
Amounts due from joint ventures and associates	38,397
Other receivables, deposits and prepayments	51,558
Hedge derivative assets	19,334
	904,614

A18

Cash and cash equivalents	
	30/06/2023
	RM'000
Bank balances and deposits with licensed banks	1,720,621
Less: Bank balances and deposits pledged to licensed banks	(124)
	1,720,497

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A EXPLANATORY NOTES PURSUANT TO MFRS 134 - CONTINUED

A19 Trade and other payables

30/06/2023 RM'000
690,987
38,118
177,735
148
906,988

A20 Employees' Share Option Scheme ("ESOS")

The Company has implemented an ESOS scheme to attract and retain qualified and experienced employees. The scheme was approved by the shareholders at the Annual General Meeting held on 14 November 2018 and came into effect on 3 December 2018. The ESOS shall be in force for a period of ten (10) years until 2 December 2028.

In compliance with Malaysian Financial Reporting Standard, MFRS 2 on Share-based Payment, a total ESOS cost for share options amounted to RM4,740,000 was charged to the statement of profit or loss in the current financial year (FY2022: RM3,255,000).



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B EXPLANATORY NOTES PURSUANT TO APPENDIX 9B OF THE LISTING REQUIREMENTS OF BURSA MALAYSIA

B1 Performance analysis

The Group closed its 4th quarter ended 30th June 2023 with a revenue of RM690.04 million and net profit after tax of RM135.29 million, higher by 2.13 % and 16.92 %, respectively compared to the corresponding quarter last year. As for the full financial year ended 30th June 2023 compared to last year, the Group's revenue of RM3.00 billion was higher by 29.43 % from RM2.32 billion, and its net profit after tax increased by 2.91 % to RM520.62 million from RM505.88 million.

During the current quarter and financial year, the Malaysian operations recorded increased revenue from its upstream, midstream, and downstream activities. The higher upstream revenue was mostly due to the offshore project implementation at Bayan field. The net profit from upstream business was however lower due to maintenance activities and higher operation costs.

The Malaysia midstream activities continued to contribute a stable revenue stream to the Group from the operation of DIALOG Terminals Langsat and DIALOG Terminals Pengerang (5). The profit contributions from these terminals for the current quarter and financial year were, however, lower due to higher financing costs.

The Malaysia downstream activities remained busy with various engineering, construction, fabrication, and plant maintenance projects. The unprecedented challenges brought on by the COVID-19 pandemic, conflict in Ukraine, inflationary pressures and manpower constraints continue to impact our on-going projects. These unexpected circumstances have caused severe supply chain disruption, higher material prices and labour costs. Despite these challenges, the Group's main priority is still to complete and deliver the committed projects, which have inevitably resulted in cost overruns and project losses.

On the International front, the Group reported higher revenue and net profit after tax for the current quarter and financial year contributed by increased activities and improved business environment oversea.

The Group has successfully completed the acquisition of 50.01% equity interest in Pan Orient Energy (Siam) Ltd., a concessionaire and operator of Concession L53/48, onshore Thailand oilfield in August 2022. This has contributed to a higher share of joint ventures' results to the Group in the current quarter and financial year.

B2 Variation of results against preceding quarter

There was no significant variation noted in the Group's profit before tax for the current financial quarter of RM145.35 million compared to RM141.24 million reported in the preceding quarter.



INTERIM FINANCIAL REPORT

B EXPLANATORY NOTES PURSUANT TO APPENDIX 9B OF THE LISTING REQUIREMENTS OF BURSA MALAYSIA – CONTINUED

B3 Prospects

As a leading integrated technical service provider that is diversified across the upstream, midstream, and downstream businesses of the energy sector, DIALOG will remain focused and steadfast in the pursuit of its key long-term strategies. With our dedicated management team, we remain confident that our business model is well structured to manage and sustain the Group through periods of economic uncertainty, oil price volatility and currency movements.

In the Upstream business, in line with DIALOG's strategy to expand and diversify across its business streams, the Group made a significant step in August 2022 when it successfully completed the acquisition of 50.01% equity interest in Pan Orient Energy (Siam) Ltd., the concessionaire and operator of Concession L53/48 onshore Thailand oilfield.

In January 2023, the Group signed a Small Field Asset Production Sharing Contract with PETRONAS and Petroleum Sarawak Exploration and Production ("PSEP") to take 70% participating interest including operatorship in Baram Junior Cluster. PSEP holds the remaining 30% participating interest.

These ventures are in line with the Group's strategy of generating long term recurring income and expected to be the catalyst for further expansion and growth in the Upstream business, focusing on development and producing assets. Moving forward, we will continue to look for opportunities to enhance our development and production services and assets, while adopting new technologies to manage greenhouse gas emissions.

Looking ahead our focus will continue to be on the Midstream business, the ongoing development of Pengerang Deepwater Terminals ("PDT") into the largest petroleum and petrochemical hub for Asia Pacific region. Phase 3 of PDT has been designated for the development of more dedicated petroleum and petrochemical storage terminals for medium to long-term customers, potentially comprising energy traders, multinational energy companies, refineries, and petrochemical plants. This will support the further development of various downstream operations including those of the refinery and petrochemical plants within the Pengerang Integrated Petroleum Complex.

With approximately another 500 acres available for development, PDT's ideal location and one-stop integrated hub offering provides a compelling value proposition to energy players interested in Asia Pacific's demand growth over the next 30 years. In addition to Pengerang, the Group has another 17 acres of available land at DIALOG Terminals Langsat.

Today, DIALOG is the 2nd largest independent terminal owner cum operator in Southeast Asia with a current operating capacity of 5.1 million m³. The Group will continue to invest in phased capacity expansions for dedicated long-term customers across the Group midstream terminals business portfolio, in line with the Group's longer-term strategy to grow its sustainable and recurring income.

In the Downstream business, we will continue to leverage on our strengths and established track record in integrated technical services comprising Engineering, Procurement, Construction & Commissioning, Plant Maintenance & Catalyst Handling Services, and Specialist Products and Services. With the completion of PDT Phase 2, Phase 3A, and the refinery projects at RAPID, we are also now actively involved in the plant maintenance services for these complete projects, in addition to other external and existing projects.



INTERIM FINANCIAL REPORT

B EXPLANATORY NOTES PURSUANT TO APPENDIX 9B OF THE LISTING REQUIREMENTS OF BURSA MALAYSIA – CONTINUED

B3 Prospects – continued

In the Sustainable and Renewable business, the Group's newly incorporated joint venture company, Dialog Diyou PCR Sdn. Bhd. ("Dialog Diyou") has commenced commissioning its plant in August 2023. Dialog Diyou is principally to build, own and operate a food grade recycled polyethylene terephthalate ("recycled PET") pellets production facility using recycled PET flakes as raw material to produce food grade recycled PET pellets for sale. The Group also incorporated Dialog Eseco Sdn. Bhd. to provide innovative solutions for waste management and support the implementation of recycling to promote circular economy.

In response to growing investor interest in low-carbon fuel alternatives, DIALOG marks its first venture into storage facilities for renewable fuel products under DIALOG Terminals Langsat (3). This venture will serve potential users such as biofuel production companies, energy trading houses and multinational energy companies. The 24,000 m³ storage facilities will be connected to truck loading bays and existing marine facilities and is expected to commence operations by end-2024.

In addition, the Group invested in Hiringa Energy Limited, a company based in New Zealand which is involved in the production of green hydrogen and the operation of hydrogen filling stations. These ventures are a continuation of the initiatives by the Group to achieve business sustainability and fulfil its Environmental, Social and Governance agenda through commercially viable ventures.

As the economic environment is expected to remain extremely challenging in the short to medium-term, we will continue to build and strengthen our competencies by investing and multi-skilling our workforce to ensure we remain efficient and competitive. Alongside the investment in our people is also our investment in technology. DIALOG has long leveraged on technology to differentiate ourselves from our competitors. In this regard, our ongoing digital transformation initiatives have been progressing well and we will continue these initiatives to reinforce our competitiveness.

Barring any unforeseen circumstances, the Group remains optimistic of its positive performance in the financial year ending 30 June 2024.

B4 Profit forecast and profit guarantee

The Group did not announce any profit forecast nor profit guarantee for the current financial year.

B5 Taxation

	INDIVIDUAL PERIOD	CUMULATIVE PERIOD
	3 MONTHS ENDED 30/06/2023 RM'000	12 MONTHS ENDED 30/06/2023 RM'000
Current tax Deferred tax Under provision in prior years	16,416 (10,974) 4,614	43,178 (13,707) 3,794
Total tax expense	10,056	33,265
Effective tax rate on profit before tax excluding share of profit of joint ventures and associates	15.9%	17.5%

The effective tax rates for the quarter and financial year ended 30th June 2023 were lower than the statutory rate of 24% mainly due to non-taxable income and lower tax rates in foreign tax jurisdictions.



INTERIM FINANCIAL REPORT

B EXPLANATORY NOTES PURSUANT TO APPENDIX 9B OF THE LISTING REQUIREMENTS OF BURSA MALAYSIA – CONTINUED

B6 Status of corporate proposals

Memorandum of Understanding with the State Government of Johor Darul Ta'zim and the State Secretary, Johor (Incorporated) ("SSI")

In April 2018, Dialog Pengerang Sdn. Bhd., a wholly owned subsidiary of the Company, had signed a Memorandum of Understanding with the State Government of Johor Darul Ta'zim and SSI to outline the understanding between the said parties for Dialog Terminals Pengerang CTF Sdn. Bhd., which is currently an indirect wholly owned subsidiary of the Company, to develop common tankage facilities (including shared infrastructure) and deepwater marine facilities to support and promote the petroleum and petrochemicals storage and handling tank terminal business to be constructed and carried out as Pengerang Deepwater Terminals Phase 3. Phase 3 will be developed on the land located next to Phase 2 within Pengerang Deepwater Terminals of approximately 300 acres and the indicative initial investment cost of RM2.5 billion. The Group, State Government of Johor Darul Ta'zim and SSI are currently finalising the terms of the joint venture.

There are no other corporate proposals announced but not completed as at date of this report.

B7 Borrowings and debt securities

As at 30 June 2023, the Group's bank borrowings were denominated in the following currencies:

Ringgit Malaysia - 8,00 Singapore Dollar 22,000 75,60 Unsecured: Ringgit Malaysia - 181,02 Sterling Pound - - United States Dollar 6,381 29,85 Long term borrowings: Secured: New Zealand Dollar 6,361 18,10 Ringgit Malaysia - 166,00 Singapore Dollar 328,269 1,129,24 Unsecured: Ringgit Malaysia - 50,30		FC'000	RM'000
New Zealand Dollar 1,488 4,24 Ringgit Malaysia - 8,00 Singapore Dollar 22,000 75,60 Unsecured: - 181,00 Sterling Pound - - United States Dollar 6,381 29,80 Long term borrowings: - 298,79 Long term borrowings: - 166,00 Secured: - 166,00 Ringgit Malaysia - 166,00 Singapore Dollar 328,269 1,129,24 Unsecured: - 50,30 Ringgit Malaysia - 50,30	Short term borrowings:		
Ringgit Malaysia - 8,00 Singapore Dollar 22,000 75,60 Unsecured: Ringgit Malaysia - 181,00 Sterling Pound - - United States Dollar 6,381 29,80 Long term borrowings: Secured: New Zealand Dollar 6,361 18,10 Ringgit Malaysia - 166,00 Singapore Dollar 328,269 1,129,24 Unsecured: Ringgit Malaysia - 50,30	Secured:		
Singapore Dollar 22,000 75,66 Unsecured: Ringgit Malaysia - 181,02 Sterling Pound - - United States Dollar 6,381 29,85 Long term borrowings: Secured: New Zealand Dollar 6,361 18,10 Ringgit Malaysia - 166,00 Singapore Dollar 328,269 1,129,24 Unsecured: Ringgit Malaysia - 50,30	New Zealand Dollar	1,488	4,248
Unsecured: Ringgit Malaysia - 181,02 Sterling Pound United States Dollar 6,381 29,85 Long term borrowings: Secured: New Zealand Dollar 6,361 18,16 Ringgit Malaysia - 166,00 Singapore Dollar 328,269 1,129,26 Unsecured: Ringgit Malaysia - 50,36	Ringgit Malaysia	-	8,000
Ringgit Malaysia - 181,02 Sterling Pound - - United States Dollar 6,381 29,85 Long term borrowings: Secured: New Zealand Dollar 6,361 18,16 Ringgit Malaysia - 166,00 Singapore Dollar 328,269 1,129,24 Unsecured: - 50,30 Ringgit Malaysia - 50,30	Singapore Dollar	22,000	75,680
Sterling Pound - - - - - - - - - - - - - - - - - - - - - - - - - - - - - - - -	Unsecured:		
United States Dollar 6,381 29,83 Long term borrowings: 298,75 Secured: Secured: 18,10 New Zealand Dollar 6,361 18,10 Ringgit Malaysia - 166,00 Singapore Dollar 328,269 1,129,24 Unsecured: Ringgit Malaysia - 50,30	Ringgit Malaysia	-	181,024
Long term borrowings: Secured: New Zealand Dollar 6,361 18,10 Ringgit Malaysia - 166,00 Singapore Dollar 328,269 1,129,24 Unsecured: Ringgit Malaysia - 50,30	Sterling Pound	-	-
Long term borrowings: Secured: Secured: 18,10 New Zealand Dollar 6,361 18,10 Ringgit Malaysia - 166,00 Singapore Dollar 328,269 1,129,20 Unsecured: Ringgit Malaysia - 50,30	United States Dollar	6,381	29,839
Secured: New Zealand Dollar 6,361 18,10 Ringgit Malaysia - 166,00 Singapore Dollar 328,269 1,129,24 Unsecured: Ringgit Malaysia - 50,30			298,791
New Zealand Dollar 6,361 18,10 Ringgit Malaysia - 166,00 Singapore Dollar 328,269 1,129,24 Unsecured: Ringgit Malaysia - 50,30	Long term borrowings:	-	
Ringgit Malaysia - 166,00 Singapore Dollar 328,269 1,129,24 Unsecured: - 50,30 Ringgit Malaysia - 50,30	Secured:		
Singapore Dollar 328,269 1,129,24 Unsecured: Ringgit Malaysia - 50,36	New Zealand Dollar	6,361	18,163
Unsecured: Ringgit Malaysia - 50,30	Ringgit Malaysia	-	166,000
Ringgit Malaysia - 50,30	Singapore Dollar	328,269	1,129,245
	Unsecured:		
1,363,7	Ringgit Malaysia		50,302
		<u>-</u>	1,363,710
1,662,50			1,662,501

Included in the bank borrowings of the Group is RM1,234.4 million (30.06.2022: RM1,476.4 million) obtained under Islamic financing facilities.

DIALOG GROUP BERHAD

Company No. 198901001388 (178694-V) (Incorporated in Malaysia)



INTERIM FINANCIAL REPORT

B EXPLANATORY NOTES PURSUANT TO APPENDIX 9B OF THE LISTING REQUIREMENTS OF BURSA MALAYSIA – CONTINUED

B8 In September 2020, the Company had obtained approval for an Islamic notes issuance programme of up to an aggregate amount of RM3.0 billion in nominal value based on the Shariah principle of Sukuk Programme with the Securities Commission Malaysia. The Sukuk Programme, which has a perpetual programme tenure, provides the Company the flexibility to issue, from time to time, senior Islamic medium term notes ("Senior Sukuk Wakalah") and/or subordinated perpetual Islamic notes ("Perpetual Sukuk Wakalah") subject to the aggregate outstanding nominal amount not exceeding RM3.0 billion at any point in time.

In November 2020, the Company had completed the first issuance of RM500 million Perpetual Sukuk Wakalah in nominal value with tenure of perpetual non-callable 7 years with a periodic distribution rate 4.15% per annum. The net nominal value after transaction costs is RM498.9 million.

In January 2022, the Company issued another RM500 million Senior Sukuk Wakalah in nominal value with tenure of 10 years with a periodic distribution rate 4.53% per annum.

B9 Material litigation

The Group is not engaged in any material litigation and is not aware of any legal proceeding that might materially affect the financial position or business of the Group.

B10 Dividends

- a) The Board of Directors, pursuant to the Company's Constitution, recommends a final cash dividend of 2.40 sen (previous corresponding year: 2.10 sen) per ordinary share in respect of the current financial year for approval of the shareholders at the forthcoming Annual General Meeting.
- b) The total cash dividend for current financial year of 3.70 sen per ordinary share is amounting to approximately RM209,353,518, comprises the following:
 - i) Interim cash dividend of 1.30 sen per ordinary share amounting to RM73,353,518; and
 - ii) Proposed final cash dividend of 2.40 sen per ordinary share amounting to approximately RM136,000,000.

The total dividend for the current financial year is in line with the Company's dividend policy of payout ratio of at least 40% of profit attributable to shareholders of RM510.5 million.



INTERIM FINANCIAL REPORT

B EXPLANATORY NOTES PURSUANT TO APPENDIX 9B OF THE LISTING REQUIREMENTS OF BURSA MALAYSIA – CONTINUED

B11 Derivative financial instruments

As at 30 June 2023, the Group has the following outstanding derivatives:

, , , , , , , , , , , , , , , , , , ,	Contract/Notic	onal Value	Net fair value income/ (losses)
Forward foreign exchange contracts	FC'000	RM'000	RM'000
With maturity less than 1 year:			
Australian Dollar	87	267	0
Euro	98	479	16
Singapore Dollar	3,201	10,902	21
Japanese Yen	37,566	1,267	(53)
United States Dollar	2,335	10,592	(225)
Interest rate swap contracts With maturity from 2 to 4 years:			
Singapore Dollar	175,000	602,000	19,332

There has been no significant changes to the financial derivatives in respect of the following since the last financial year ended 30 June 2022:

- a) the credit risk, market risk, and liquidity risk associated with these financial derivatives;
- b) the cash requirement of the financial derivatives; and
- c) the policy in place for mitigating or controlling the risk associated with these financial derivatives.

The basis of fair value measurement is the difference between the contracted rates and the market forward rates. This resulted in the Group recording a gain when the rates moved in its favour and recording a loss when the rates moved unfavourably against the Group.

B12 Investments in joint ventures and associates

The Company provides corporate guarantees to joint ventures as disclosed in A14.



INTERIM FINANCIAL REPORT

B EXPLANATORY NOTES PURSUANT TO APPENDIX 9B OF THE LISTING REQUIREMENTS OF

B13 Earnings per share

The basic and diluted earnings per ordinary share for the current financial year is calculated by dividing the profit for the financial year attributable to owners of the Company by the weighted average number of ordinary shares after deducting treasury shares.

	INDIVIDUA	L PERIOD	CUMULAT	IVE PERIOD
	3 MONTHS ENDED		12 MONTHS ENDED	
	30/06/2023	30/06/2022	30/06/2023	30/06/2022
Profit for the financial year attributable to owners of the Company (RM'000)	126,778	118,249	510,522	508,005
Weighted average number of ordinary shares in issue ('000)	5,642,570	5,642,569	5,642,573	5,642,502

Diluted earnings per ordinary share for the current financial year is calculated by dividing the profit for the financial year attributable to owners of the Company by the weighted average number of ordinary shares outstanding during the financial year adjusted for the effects of dilutive potential ordinary shares. The adjusted weighted average number of ordinary shares in issue and issuable has been arrived at based on the assumption that ESOS are exercised at the beginning of the financial year. The ordinary shares to be issued under ESOS are based on the assumed proceeds on the difference between average share price for the financial year and exercise price.

	INDIVIDUA	L PERIOD	CUMULAT	IVE PERIOD
	3 MONTHS ENDED		12 MONTHS ENDED	
	30/06/2023	30/06/2022	30/06/2023	30/06/2022
Profit for the financial year attributable to owners of the				
Company (RM'000)	126,778	118,249	510,522	508,005
Weighted average number of ordinary shares in issue ('000)	5,642,570	5,642,569	5,642,573	5,642,502
Effect of dilution due to: - ESOS ('000)		<u>-</u>	-	-
Adjusted weighted average number of ordinary shares applicable to diluted earnings per share ('000)	5,642,570	5,642,569	5,642,573	5,642,502



B EXPLANATORY NOTES PURSUANT TO APPENDIX 9B OF THE LISTING REQUIREMENTS OF

B14 Profit for the year

	INDIVIDUAL PERIOD 3 MONTHS ENDED 30/06/2023 RM'000	CUMULATIVE PERIOD 12 MONTHS ENDED 30/06/2023 RM'000
This is arrived at after crediting / (charging):		
Depreciation and amortisation Dividend income Fair value gain of other investment Foreign exchange gain Gain on disposal of property, plant and equipment Impairment loss on receivables Impairment loss on property, plant and equipment Interest expense Interest income Loss on disposal of other investment Property, plant and equipment written off	(73,893) - 21,058 3,839 710 (3,172) (10,794) (17,880) 8,807 (152) (25)	(254,908) 3,773 21,058 5,385 972 (4,849) (17,896) (71,598) 32,757 (152) (80)
Rental income Other miscellaneous income	2,456 719	4,380 3,337

Other disclosure items pursuant to Appendix 9B Note 16 of the Listing Requirements of Bursa Malaysia are not applicable.

Date: 15 August 2023