

THIS NOTICE IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to the course of action to be taken, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.

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DIALOG GROUP BERHAD

(Company Number: 178694-V)
(Incorporated in Malaysia under the Companies Act, 1965)

NOTICE TO WARRANT HOLDERS

IN RELATION TO

THE EXPIRY AND LAST DATE FOR THE EXERCISE OF WARRANTS 2012/2017

(Stock Name : DIALOG-WA)

(Stock Code : 7277WA)

IMPORTANT RELEVANT DATES:

Last date and time for trading of Warrants 2012/2017	: Friday, 20 January 2017 at 5.00 p.m.
Date and time of suspension of trading of Warrants 2012/2017	: Monday, 23 January 2017 at 9.00 a.m.
Last day, date and time for exercise of Warrants 2012/2017 (Expiry Date)	: Friday, 10 February 2017 at 5.00 p.m.
Date and time of delisting of Warrants 2012/2017	: Monday, 13 February 2017 at 9.00 a.m.

This Notice is dated 8 December 2016

DEFINITIONS

Except where the context otherwise requires, the following definitions shall apply throughout this Notice to Warrants Holders:

“Board”	:	Board of Directors of DIALOG
“Bursa Depository”	:	Bursa Malaysia Depository Sdn Bhd (165570-W)
“Bursa Securities”	:	Bursa Malaysia Securities Berhad (635998-W)
“CDS”	:	Central Depository System
“Deed Poll”	:	Deed Poll dated 15 December 2011 constituting the Warrants
“DIALOG” or “the Company”	:	Dialog Group Berhad (Company No. 178694-V)
“Expiry Date”	:	Friday, 10 February 2017 at 5.00 p.m., the date of expiry of the Warrants in accordance with the provision of the Deed Poll
“Exercise Form”	:	The form for exercising the Exercise Rights of Warrants
“Exercise Period”	:	The period during which a Warrants Holder shall be at liberty to exercise his Exercise Rights commencing from 13 February 2012 and expiring at 5.00 p.m. on the Expiry Date, both dates inclusive
“Exercise Price”	:	Ringgit Malaysia One and Sen Nineteen (RM1.19), being the sum payable in respect of each New Shares to which a Warrant Holder shall be entitled to subscribe upon the exercise of the Exercise Rights
“Exercise Rights”	:	The rights of the Warrants Holders to subscribe for New Shares in the Company at the Exercise Price during the Exercise Period and upon the terms and conditions contained in the Deed Poll
“Market Day”	:	Any day on which Bursa Securities is open for the trading of securities
“New Shares”	:	New ordinary shares of RM0.10 each in DIALOG issued or to be issued by the Company pursuant to any valid exercise of the Exercise Rights represented by the Warrants
“Notice”	:	This Notice to Warrants Holders dated 8 December 2016
“Record of Depositors”	:	A record provided by Bursa Depository to the Company under the rules of Bursa Depository including any amendments thereof
“Share Registrar”	:	Symphony Share Registrars Sdn Bhd. (378993-D)
“Warrants”	:	Warrants 2012/2017 issued by the Company pursuant to the Deed Poll dated 15 December 2011 which remain unexercised before the Expiry Date
“Warrants Holder(s)”	:	The registered holder(s) of Warrants whose name appears in the Record of Depositors

Words incorporating the singular shall, where applicable, include the plural and vice versa. Words incorporating the masculine gender shall, where applicable, include the feminine and neuter genders and vice versa. Any reference to persons shall include a corporation, unless otherwise specified.

Any reference in this Notice to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any reference to a time of day in this Notice shall be a reference to Malaysian time, unless otherwise specified.

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DIALOG

DIALOG GROUP BERHAD

(Company Number: 178694-V)
(Incorporated in Malaysia under the Companies Act, 1965)

Registered Office:

DIALOG TOWER,
No 15, Jalan PJU 7/5,
Mutiara Damansara,
47810 Petaling Jaya,
Selangor Darul Ehsan

8 December 2016

Board of Directors:

Tan Sri Dr Ngau Boon Keat	<i>(Executive Chairman)</i>
Chan Yew Kai	<i>(Executive Deputy Chairman)</i>
Datuk Oh Chong Peng	<i>(Senior Independent Non-Executive Director)</i>
Kamariyah Binti Hamdan	<i>(Independent Non-Executive Director)</i>
Ja'afar Bin Rihan	<i>(Non-Independent Non-Executive Director)</i>
Siti Khairon Binti Shariff	<i>(Independent Non-Executive Director)</i>
Chew Eng Kar	<i>(Executive Director)</i>
Zainab Binti Mohd Salleh	<i>(Executive Director)</i>

To: Warrants Holders

Dear Sir/Madam,

NOTICE OF EXPIRY AND LAST DATE FOR THE EXERCISE OF WARRANTS 2012/2017

NOTICE IS HEREBY GIVEN THAT pursuant to the terms and conditions stipulated in the Deed Poll, the Exercise Rights of the Warrants will expire on **Friday, 10 February 2017 at 5.00 p.m. ("Expiry Date")**.

Accordingly, all Warrants Holders intending to exercise their Warrants are advised to submit the documents referred to in Section 4.1.2 herein to the Company's Share Registrar, Symphony Share Registrars Sdn Bhd no later than 5.00 p.m. on the Expiry Date.

WARRANTS NOT EXERCISED BY THE EXPIRY DATE WILL LAPSE AND BECOME NULL AND VOID AND SHALL CEASE TO BE VALID FOR ANY PURPOSE THEREAFTER. ACCORDINGLY, THE WARRANTS WILL BE REMOVED FROM THE OFFICIAL LIST OF BURSA SECURITIES WITH EFFECT FROM 9.00 A.M. ON MONDAY, 13 FEBRUARY 2017.

As at 30 November 2016, being the latest practicable date prior to the printing of this Notice, the total number of unexercised Warrants was 80,914,787.

Pursuant to Paragraph 8.28 of the Main Market Listing Requirements of Bursa Securities, DIALOG is required to notify the Warrants Holders of the expiry of the Warrants at least one (1) month prior to the last date of exercise or the Expiry Date, whichever is earlier.

Warrants Holders are advised to note carefully the procedures set out below:

1. SUSPENSION OF TRADING AND LAST DAY FOR TRADING

Trading of the Warrants on Bursa Securities will be suspended with effect from 9.00 a.m. on Monday, 23 January 2017 up to the Expiry Date and henceforth, the last time and date for the trading of the Warrants will be at 5.00 p.m. on Friday, 20 January 2017.

2. EXERCISE PRICE

The Exercise Price of the Warrants is RM1.19 for each New Shares of DIALOG.

As such, if you exercise 100 Warrants into 100 New Shares of DIALOG, the total Exercise Price shall be RM119.00.

3. PAYMENT OF EXERCISE PRICE

The remittance of the Exercise Price must be made in full and payable in Ringgit Malaysia by way of a banker's draft / cashier's order / money order or postal order drawn on a bank or post office operating in Malaysia made out in favour of "**DIALOG WARRANTS EXERCISE ACCOUNT**", crossed "**A/c Payee Only**" and endorsed on the reverse side with the Warrants Holder's name, address and CDS account number.

4. EXERCISE OF WARRANTS

4.1 If you are a Warrants Holder and wish to exercise your Exercise Rights, you should BEFORE 5.00 p.m. on the Expiry Date:

4.1.1 Complete and execute the Exercise Form. Additional Exercise Form can be obtained from the Company's Share Registrar, Symphony Share Registrars Sdn Bhd, Level 6, Symphony House, Pusat Dagangan Dana 1, Jalan PJU 1A/46, 47301 Petaling Jaya, Selangor Darul Ehsan, Malaysia, during normal office hours.

4.1.2 Deliver to the Company's Share Registrar the following documents and to reach the Company's Share Registrar before 5.00 p.m. on the Expiry Date:

- (a) the duly completed Exercise Form;
- (b) remittance of the full Exercise Price as set out in Sections 2 and 3 above; and
- (c) remittance of a processing fee of RM10.60 (inclusive of 6% Goods & Services Tax) for each Exercise Form submitted, payable with cheque made out in favour of "**Symphony Share Registrars Sdn Bhd**" or in cash if you personally deliver the documents to the Share Registrar.

The Company shall within eight (8) Market Days (or such other period as may be prescribed by Bursa Securities) from the date of receipt of the duly completed Exercise Form together with the requisite payments as set out in Section 4.1.2 above:

- (a) allot and issue the relevant number of New Shares arising from the exercise of the Warrants;
- (b) despatch a notice of allotment to Warrants Holders stating the number of New Shares that will be credited into the CDS account of the Warrants Holders; and
- (c) make an application to Bursa Securities for the listing of and quotation for such New Shares.

The New Shares to be issued pursuant to the exercise of Warrants shall, upon allotment and issue, rank pari passu in all respects with the existing ordinary shares of the Company, save and except that such New Shares shall not be entitled to any dividends, rights, allotments and/or other distributions that may be declared, the entitlement date of which is prior to the date of allotment of the New Shares.

5. BOOK CLOSURE DATE IN RELATION TO THE EXPIRY AND FINAL EXERCISE OF WARRANTS

Warrants Holders should note that apart from the provisions contained in the Deed Poll, the following provisions of Bursa Depository will apply to the Warrants:

- 5.1 Bursa Depository will not accept any request for transfer of the Warrants for the period commencing 4.00 p.m. on Thursday, 2 February 2017 until the Expiry Date.
- 5.2 Warrants Holders shall qualify for entitlement to subscribe for New Shares in respect of the following:
 - 5.2.1 Warrants transferred into the depositor's CDS account before 4.00 p.m. on Thursday, 2 February 2017 in respect of the transfer; and
 - 5.2.2 Warrants bought on Bursa Securities on or before 5.00 p.m. on Friday, 20 January 2017 being the last day of trading of the Warrants.

6. EXPIRY OF WARRANTS

- 6.1 Warrants Holders should note that:
 - 6.1.1 If their Exercise Rights are not exercised and the relevant Exercise Forms together with remittance are not delivered to the Share Registrar of the Company by 5.00 p.m. on the Expiry Date, their Exercise Rights will lapse and become null and void and cease to be valid for any purpose thereafter; and
 - 6.1.2 All unexercised Warrants remaining in a depositor's CDS account with Bursa Depository by 5.00 p.m. on the Expiry Date will be withdrawn from the respective CDS account on Monday, 13 February 2017.

7. DIRECTORS' RESPONSIBILITY STATEMENT

This Notice has been seen and approved by the Board who collectively and individually accept full responsibility for the accuracy of the information given herein and confirm that after making all reasonable enquiries and to the best of their knowledge and belief, there are no other material facts, the omission of which will make any statement herein misleading.

8. CONTACT DETAILS FOR ENQUIRIES

All enquiries relating to this Notice should be addressed to the Company's Share Registrar at the following address:

Symphony Share Registrars Sdn Bhd
Level 6, Symphony House
Pusat Dagangan Dana 1
Jalan PJU 1A/46
47301 Petaling Jaya
Selangor Darul Ehsan
Malaysia

Helpdesk: +603 7849 0777
Facsimile No.: +603 7841 8151 / 8152

Yours faithfully,
For and on behalf of the Board of Directors of
DIALOG GROUP BERHAD

TAN SRI DR NGAU BOON KEAT
Executive Chairman

Petaling Jaya
8 December 2016

DIALOG GROUP BERHAD

(Company No. 178694-V)

(Incorporated in Malaysia under the Companies Act, 1965)

EXERCISE FORM FOR WARRANTS 2012/2017 (EXERCISE FORM)

Full Title: Warrants to subscribe for ordinary shares in Dialog Group Behad (Company No. 178694-V) constituted under the Deed Poll.

Exercise Period: 13 February 2012 to 10 February 2017 at 5.00 p.m. (5 years)

Exercise Price: Ringgit Malaysia One and sen Nineteen (RM1.19) only or such adjusted price as may for the time being be applicable in accordance with the provisions set out in the Deed Poll.

The Warrants Holder(s) is/are entitled, upon and subject to provisions of the Deed Poll at any time on or after the 13th February 2012 BUT NOT LATER THAN 5.00 p.m. in Malaysia on the 10th February 2017 ("Expiry Date") to exercise the Exercise Rights of the Warrants. All Warrants not exercised by the Expiry Date will lapse and become null and void.

Particulars of the Warrant Holder:-

NAME OF WARRANT HOLDER (IN CAPITAL LETTERS)*:

OLD NRIC/PASSPORT/ARMED FORCES /POLICE PERSONNEL/COMPANY REGISTRATION NO*:

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NEW NRIC NO.: (IN THE CASE OF AN INDIVIDUAL)*:

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CORRESPONDENCE ADDRESS OF WARRANT HOLDER*:

CONTACT NO*:

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Note: All information given above must be as per the information in the records of Bursa Malaysia Depository Sdn Bhd.

To: DIALOG GROUP BERHAD

I/We, the undersigned:

- i. hereby confirm and declare that all information provided by me/us herein are true and correct;
- ii. hereby confirm and declare that the information indicated with an asterisk (*) is identical to the information in the records of Bursa Depository with regard to my/our CDS account and further agree and confirm that in the event the information aforesaid differs from the information in Bursa Depository's records as mentioned earlier, the exercise of my/our rights hereunder may be rejected;
- iii. hereby irrevocably elect, upon and subject to the conditions as set out in the Deed Poll, to exercise my/our Exercise Rights in relation to the type and quantity(ies) of Warrants specified below and to subscribe and make payment as provided below for such number of New Shares of the Company to be issued upon the exercise of the Warrants to which this Exercise Form relates at the Exercise Price for each New Shares, and agree to accept such New Shares subject to the terms of the Memorandum and Articles of Association of the Company;



- iv. hereby make payment in full for such New Shares in the quantity(ies) specified below by banker's draft/ cashier's order/money order or postal order drawn on a bank or post office operating in Malaysia made out in favour of "DIALOG WARRANTS EXERCISE ACCOUNT" crossed "A/C Payee Only" and amounting to Ringgit Malaysia.....(RM.....) only together with payments of all other fees, including stamp duty (if any) and taxes payable in respect of the exercise of the Exercise Rights unless the Company is mandatorily obliged to make such payments pursuant to the Deed Poll or as required by Bursa Securities;
- v. hereby authorise you to instruct Bursa Depository to debit the quantity(ies) of the Warrants specified below from my/our CDS account(s) in the exercise of my/our rights herein in accordance with the provisions of the Deed Poll;
- vi. hereby confirm that the Warrants for the exercise of rights are or have been designated as "free securities" in my/our CDS account(s);
- vii. where I/we am/are entitled to receive New Shares upon the exercise of my/our rights herein, I/we hereby authorise you to instruct Bursa Depository to credit the quantity(ies) of the New Shares specified below into my/our CDS account(s) stated below and for the notice of allotment to be dispatched to me/us at my/our risk to the correspondence address as mentioned herein;
- viii. hereby confirm that after the submission of this form to the Company, I/we shall not dispose, transfer or charge the Warrants intended for the exercise of rights herein until the exercise is completed by the debiting of the Warrants from my/our CDS account(s) or the exercise is rejected by the Company, whichever shall be applicable;
- ix. hereby undertake to fully indemnify the Company and Registrars against any loss, damage, liability, cost or expense (including legal costs on a solicitor and client basis) that may be suffered or incurred by the Company or the Registrars as a result of any demand, actions or proceedings made in respect of or arising from the debiting of the Warrants from our/my CDS account(s), in reliance by you on this Exercise Form; and
- x. hereby declare and agree that I/we have complied with all exchange control provisions, the provisions of the Securities Industry (Central Depositories) Act, 1991 and all other legal requirements applicable to the exercise of the Exercise Rights.

Source Account for debiting of Warrants and crediting of New Shares

Source Account for Debiting Warrants*													Targeted Account for New Shares*												
Quantity	CDS Account Number:												Quantity	CDS Account Number:											

Dated theday of

***For individual(s):**

Signature(s):.....
Name(s):

***For company:**

The execution of this instrument by the Warrant Holder was duly effected in a manner authorised by its constitution under its Common Seal which said Common Seal was hereunto duly affixed in the presence of:-

..... Director Name: NRIC No: Director/ Secretary Name: NRIC No:
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**Please complete and delete as applicable.*

- Notes:-
1. No share certificate will be issued to the Depositor as the result of any exercise of rights herein.
 2. No Warrant Holder shall be allowed to instruct crediting of new Shares into a CDS account other than one of those from which the securities are to be debited.
 3. In exercising the Exercise Rights, compliance must be made with any exchange control or other statutory requirements for the time being applicable.
 4. A corporation completing this Exercise Form is required to affix its Common Seal in accordance with its Memorandum and Articles of Association and a certified true copy of the same and the resolution of its directors authorising the use and affixation of its Common Seal, must be lodged together with this Exercise Form with the Registrar.
 5. Words and terms which are defined or construed in the Deed Poll shall have the same meanings and construction when used in this Exercise Form for Warrants, save where they are otherwise defined in this Exercise Form.
 6. Exercise Right means the rights of a Warrant Holder to subscribe for one (1) New Share for every Warrant held at the Exercise Price, in accordance with the provisions of the Deed Poll;
 7. The requisite processing fees of which for the time being is Ringgit Malaysia Ten and Sen Sixty (RM10.60 - inclusive of 6% Goods & Services Tax) only is payable by the Warrant Holder together with the Exercise Price to be made in the form of cash or cheque in favour of "**Symphony Share Registrars Sdn Bhd**".
 8. The attention of Warrant Holders are drawn to Para 4.01 of the Malaysian Code on Takeovers and Mergers 2016 and relevant practice notes, if any, and the provisions of the Capital Markets and Services Act 2007, as amended from time to time. In particular, a Warrant Holder should note that he/it may be under an obligation to extend a takeover offer of the Company if:-
 - (a) He/it has obtained control in the Company; or
 - (b) He/it holds more than thirty-three per centum (33%) but less than fifty per centum (50%) of the voting rights of the Company; and
 - (c) He/it intends to acquire, by exercise of Exercise Rights in any period of six (6) months, additional New Shares which carry more than two per centum (2%) of the voting shares in the Company.

REGISTRAR AND TRANSFER OFFICE:

Symphony Share Registrars Sdn Bhd

Level 6, Symphony House
Pusat Dagangan Dana 1
Jalan PJU 1A/46
47301 Petaling Jaya
Selangor Darul Ehsan
Malaysia

Helpdesk : +603-7849 0777

Fax No. : +603-7841 8151 / 8152

