

DIALOG GROUP BERHAD*(Company No. 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

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