

**DIALOG GROUP BERHAD**  
(Company No. 178694-V)  
(Incorporated in Malaysia)

Minutes of the Twenty-Eighth Annual General Meeting of Dialog Group Berhad (Dialog or Company) held at Ballroom 1, 1st Floor, Sime Darby Convention Centre, 1A, Jalan Bukit Kiara 1, 60000 Kuala Lumpur, on Thursday, 24 November 2016 at 10.00 a.m.

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Present: As per Attendance List

**1. WELCOME & NOTICE**

Chairman welcomed everyone to the meeting and proceeded with the safety briefing. Thereafter, the Secretary confirmed that a quorum was present. The notice convening the meeting was taken as read.

Chairman informed that voting for the businesses of the meeting would be by poll, which would be taken after the questions for the proposed resolutions had been dealt with.

**2. AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 30 JUNE 2016**

The audited financial statements for the financial year ended 30 June 2016 were tabled to the meeting and Chairman invited questions from the floor.

It was noted that this Agenda item was meant for discussion only as it did not require shareholders' approval under the provision of Section 169(1) and (3) of the Companies Act, 1965.

There being no question raised, Chairman declared that the audited financial statements for the financial year ended 30 June 2016, together with the Reports of the Directors' and Auditors' thereon, had been properly laid and received.

**3. FINAL SINGLE TIER CASH DIVIDEND**

Chairman informed that the final single tier cash dividend of 1.2 sen per ordinary share, if approved, would be paid and distributed on 20 December 2016 to the shareholders whose names appear in the Record of Depositors at the close of business on 2 December 2016.

After answering all the questions raised and replies given at the meeting (including key matters discussed as per Appendix 1), Chairman proceeded with the next agenda item.

**4. RE-ELECTION OF KAMARIYAH BINTI HAMDAN**

The meeting then proceeded with the motion on the re-election of Puan Kamariyah Binti Hamdan as Director of the Company in accordance with Article 96 of the Company's Articles of Association.

There being no question raised, Chairman proceeded with the next agenda item.

**5. RE-ELECTION OF SITI KHAIRON BINTI SHARIFF**

Chairman informed that Cik Siti Khairon Binti Shariff was subjected to retirement under Article 96 of the Company's Articles of Association. Being eligible, Cik Siti Khairon Binti Shariff had offered herself for re-election.

There being no question raised, Chairman proceeded with the next agenda item.

**6. RE-APPOINTMENT OF DATUK OH CHONG PENG PURSUANT TO SECTION 129(6) OF THE COMPANIES ACT, 1965**

The meeting then proceeded with the motion on the re-appointment of Datuk Oh Chong Peng as Director of the Company pursuant to Section 129(6) of the Companies Act, 1965.

There being no question raised, Chairman proceeded with the next agenda item.

**7. PAYMENT OF DIRECTORS' FEES**

Chairman informed that a sum of RM442,000.00 was recommended for payment as Directors' Fees for the financial year ended 30 June 2016.

After answering all the questions raised and replies given at the meeting (including key matters discussed as per Appendix 1), Chairman proceeded with the next agenda item.

**8. RE-APPOINTMENT OF AUDITORS**

The meeting then proceeded with the motion on the re-appointment of Messrs BDO as auditors of the Company for the next financial year and to authorise the Directors to fix their remuneration.

It was noted that Messrs BDO had indicated their willingness to continue in office.

There being no question raised, Chairman proceeded with the next agenda item.

**9. PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY**

Chairman informed that the passing of the proposed resolution would empower the Company to purchase and/or hold up to ten percent (10%) of the total issued and paid-up share capital of the Company. This authority would, unless revoked or varied by the Company at a General Meeting, expire at the next Annual General Meeting. The full details of the Proposed Renewal of Share Buy-Back Authority were set out in Part B of the Circular to Shareholders dated 25 October 2016, which was despatched together with the Company's Annual Report 2016.

After answering all the questions raised and replies given at the Meeting (including key matters discussed as per Appendix 1), Chairman informed that since the Company had not received any notice of any matter to be transacted as provided for under item 9 of the agenda, all the motions as tabled under the Notice of Annual General Meeting would be put to vote by poll.

### **POLL PROCESS**

Chairman informed that the Company had appointed Messrs Deloitte as the scrutineers for the poll. He added that the registration counter would be closed for the purposes of determining the number of shares represented and the persons entitled to vote. The polling stations were set up at the side of the ballroom and the representatives from Symphony Share Registrars would be present at each polling station to provide assistance. Voting would be closed after 30 minutes.

The meeting was adjourned for approximately 45 minutes to allow for the polling and the vote results to be ascertained. The meeting was re-convened for the declaration of the poll results.

### **ANNOUNCEMENT OF POLL RESULTS**

At 11.35 a.m., Chairman reconvened the meeting for the declaration of poll results. He read out the poll results in respect of Ordinary Resolutions 1 to 7 as follows:

Resolutions	For		Against		Total Votes	
	Number of Shares	%	Number of Shares	%	Number of Shares	%
Ordinary Resolution 1	3,417,873,023	100	0	0	3,417,873,023	100
Ordinary Resolution 2	3,408,770,907	99.9992	26,912	0.0008	3,408,797,819	100
Ordinary Resolution 3	3,410,732,511	99.9999	3,922	0.0001	3,410,736,433	100
Ordinary Resolution 4	3,374,079,594	98.9253	36,656,839	1.0747	3,410,736,433	100
Ordinary Resolution 5	3,417,873,023	100	0	0	3,417,873,023	100
Ordinary Resolution 6	3,417,873,023	100	0	0	3,417,873,023	100
Ordinary Resolution 7	3,417,873,023	100	0	0	3,417,873,023	100

He then declared as follows:

**ORDINARY RESOLUTION 1:  
FINAL SINGLE TIER CASH DIVIDEND**

“THAT the payment of a Final Single Tier Cash Dividend of 1.2 sen per ordinary share in respect of the financial year ended 30 June 2016 be approved AND THAT the Final Single Tier Cash Dividend be payable on 20 December 2016 to shareholders whose names appear in the Record of Depositors at the close of business on 2 December 2016” was carried.

**ORDINARY RESOLUTION 2:  
RE-ELECTION OF DIRECTOR – KAMARIYAH BINTI HAMDAN**

“THAT Kamariyah Binti Hamdan, the Director retiring pursuant to Article 96 of the Company’s Articles of Association and being eligible, be hereby re-elected as Director of the Company” was carried.

**ORDINARY RESOLUTION 3:  
RE-ELECTION OF DIRECTOR – SITI KHAIRON BINTI SHARIFF**

“THAT Siti Khairon Binti Shariff, the Director retiring pursuant to Article 96 of the Company’s Articles of Association and being eligible, be hereby re-elected as Director of the Company” was carried.

**ORDINARY RESOLUTION 4:  
RE-APPOINTMENT OF DATUK OH CHONG PENG PURSUANT TO SECTION 129(6) OF THE COMPANIES ACT, 1965**

“THAT Datuk Oh Chong Peng, the Director retiring pursuant to Section 129(6) of the Companies Act, 1965 and being eligible, be hereby re-appointed as a Director of the Company and to hold office until the conclusion of the next Annual General Meeting” was carried.

**ORDINARY RESOLUTION 5:  
PAYMENT OF DIRECTORS’ FEES**

“THAT the payment of Directors’ Fees of RM442,000.00 in respect of the financial year ended 30 June 2016 be and is hereby approved” was carried.

**ORDINARY RESOLUTION 6:  
RE-APPOINTMENT OF AUDITORS**

“THAT Messrs BDO, having indicated their willingness to continue in office, be hereby re-appointed as Auditors of the Company for the ensuing year at a remuneration to be determined by the Directors” was carried.

**ORDINARY RESOLUTION 7:  
PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY**

“THAT, subject to the Companies Act, 1965, the Memorandum and Articles of Association 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 of RM0.10 each 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 of RM0.10 each purchased pursuant to this resolution does not exceed ten percent (10%) of the total issued and paid-up share capital of the Company (“Proposed Renewal of Share Buy-Back Authority”) and that an amount not exceeding the total audited retained profits and share premium account 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 authority be and is hereby given to the Directors of the Company to decide in their discretion to either retain the ordinary shares of RM0.10 each purchased pursuant to the Proposed Renewal of Share Buy-Back Authority as treasury shares and/or to resell the treasury shares and/or to distribute them as share dividends and/or to cancel them.” was carried.

**CLOSURE**

The meeting was declared closed at 11.38 a.m. with a vote of thanks to the Chair.

Signed as a correct record,

CHAIRMAN

Date:

**DIALOG GROUP BERHAD**  
(Company No. 178694-V)  
(Incorporated in Malaysia)

**Twenty-Eighth Annual General Meeting**  
**Thursday, 24 November 2016 at 10.00 a.m.**

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**Key Matters Discussed**  
**(Appendix 1)**

**(1) FINAL SINGLE TIER CASH DIVIDEND**

- (a) Why did the Company declare the payment of a final single tier cash dividend of 1.2 sen per ordinary share to the shareholders since the Company had been performing well in the past years, and what was the percentage of the dividend declared against the net profit of the Company?

**Answered by Tan Sri Dr Ngau Boon Keat, Executive Chairman**

**The dividend payout was approximately 40% of the Company's profit in the past. He added that the "sen" per share derived would depend on the no. of shares and returns. For bonus issue, the no. of shares would be split to smaller no. of shares.**

**He also informed that the compounded growth for dividend was approximately 25% per year.**

- (b) Was the profit for the financial year understated or overstated, as the case may be by the adoption of the International Financial Reporting Standards and whether it was at fair value?

**Answered by Puan Zainab Binti Mohd Salleh, Group Chief Financial Officer**

**The Group's financial statement had been drawn up in accordance with Malaysian Financial Reporting Standards and had been audited by External Auditor, Messrs BDO. It gave a true and fair view of the financial position of the Group.**

**(2) PAYMENT OF DIRECTORS' FEES**

- (a) What was the amount of Directors' Fees paid in the previous year and whether the Directors' Fees had increased or remained the same? Were the Directors' Fees paid for the Non-Executive Directors or included the Executive Directors? Were the salaries of the Directors reduced from RM28,633,000 in 2015 to RM17,266,000 in 2016 under Group?

**Answered by Tan Sri Dr Ngau Boon Keat, Executive Chairman**

**The Directors' Fees paid were the same as the previous year. He added that the condition of the business in the previous year was not good although the Company had remained positive and showed growth. The Management and Directors did not take the economic condition lightly and there was no significant increment in salaries.**

**The breakdown of Directors' Remuneration for Executive and Non-Executive Directors was disclosed on page 092 of the Audited Financial Statements for the year ended 30 June 2016, which included the remuneration paid to the Directors of the subsidiary companies.**

**The Management had taken action to reduce the salaries of executive directors and management and if that was not sufficient, to reduce the salaries of the staff.**

- (b) Do the Directors who attend the Annual General Meeting receive meeting allowances?

**Answered by Puan Zainab Binti Mohd Salleh, Group Chief Financial Officer**

**The Directors, which included the Non-Executive Directors, did not receive any meeting allowance for attending the Annual General Meeting.**

**(3) PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY**

- (a) Will the public shareholding spread as at LPD be below 25% after the share buy-back exercise? Did the Company take precautionary measures in exercising its share buy-back? Did the Company buy-back any shares in the previous year?

**Answered by Tan Sri Dr Ngau Boon Keat, Executive Chairman**

**The Company was mindful of the requirement to have a minimum public shareholding spread of 25% and the Proposed Renewal of Share Buy-Back Authority would decrease the public shareholding spread from 75.8% to 73.1%.**

**The reason for obtaining the mandate from the shareholders for the share buy-back exercise was for the Company to buy-back its shares in the event that the share price decreases in the future due to poor market condition. The mandate for the Company to buy back its shares was done every year. The shares that were bought back by the Company in the past had been distributed to the shareholders as share dividend.**

**The Company had not exercised any share buy-back in the previous year.**