

NOTICE OF THE 32ND ANNUAL GENERAL MEETING AND DIVIDEND ENTITLEMENT

NOTICE IS HEREBY GIVEN THAT the 32nd Annual General Meeting of DIALOG Group Berhad (“DIALOG” or the “Company”) will be held as a fully virtual meeting through live streaming and online remote voting from the broadcast venue at the Training Room, Level 5, DIALOG TOWER, No. 15, Jalan PJU 7/5, Mutiara Damansara, 47810 Petaling Jaya, Selangor Darul Ehsan, Malaysia on **Wednesday, 18 November 2020 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 2020 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 1.9 sen per ordinary share in respect of the financial year ended 30 June 2020. **(Ordinary Resolution 1)**
3. To re-elect Chan Yew Kai, the director retiring pursuant to Clause 91 of the Company's Constitution. **(Ordinary Resolution 2)**
4. To re-elect Mohamad Hafiz Bin Kassim, the director retiring pursuant to Clause 96 of the Company's Constitution. **(Ordinary Resolution 3)**
5. To re-elect Juniwati Rahmat Hussin, the director retiring pursuant to Clause 96 of the Company's Constitution. **(Ordinary Resolution 4)**
6. To approve the payment of Directors' fees and Board Committees' fees of RM735,000 in respect of the financial year ended 30 June 2020 (2019: RM735,000). **(Ordinary Resolution 5)**
7. To approve Directors' benefits (other than Directors' fees and Board Committees' fees) up to an amount of RM600,000 from 19 November 2020 to the next Annual General Meeting of the Company. **(Ordinary Resolution 6)**
(Please refer to Explanatory Note 2)
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. **Special Business:-**
To consider and if thought fit, to pass the following resolutions:
(A) ORDINARY RESOLUTION 8 **(Ordinary Resolution 8)**
- CONTINUATION IN OFFICE AS INDEPENDENT NON-EXECUTIVE DIRECTOR
“THAT approval be and is hereby given for Kamariyah Binti Hamdan, who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine years, to continue in office as an Independent Non-Executive Director of the Company.” **(Please refer to Explanatory Note 3)**

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(B) ORDINARY RESOLUTION 9 - PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY

**(Ordinary
Resolution 9)**

“THAT, subject to the Companies Act 2016 ("the Act"), the Constitution 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 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 purchased pursuant to this resolution does not exceed ten percent (10%) of the total number of issued ordinary shares of the Company (“Proposed Renewal of Share Buy-Back Authority”) and THAT an amount not exceeding the total audited retained profits of the Company at the time of purchase, would be allocated by the Company for the Proposed Renewal of Share Buy-Back Authority.

**(Please refer to
Explanatory
Note 3)**

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 the Directors be and are hereby authorised to deal with DIALOG Shares so purchased, at their discretion, in the following manner:

- i. cancel the DIALOG Shares so purchased; or
- ii. retain the DIALOG Shares so purchased as treasury shares which may be dealt with in accordance with Section 127(7) of the Act; or
- iii. retain part of the DIALOG Shares so purchased as treasury shares and cancel the remainder of the DIALOG Shares,

or in any other manner as may be prescribed by the Act, all applicable laws, regulations and guidelines applied from time to time by Bursa Malaysia and/or other relevant authority for the time being in force and THAT the authority to deal with the purchased DIALOG Shares shall continue to be valid until all the purchased DIALOG Shares have been dealt with by the Directors of the Company.”

10. 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 1.9 sen per ordinary share held in DIALOG, if approved, will be paid on 17 December 2020 to shareholders whose names appear in the Record of Depositors at the close of business on 2 December 2020.

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 2 December 2020 in respect of ordinary 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

LIM HOOI MOOI, MAICSA 0799764, SSM PC No. 201908000134

CHAY SIEW KIM, MAICSA 7012266, SSM PC No. 202008000677

Joint Company Secretaries

Petaling Jaya

16 October 2020

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 32nd Annual General Meeting ("32nd 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 32nd AGM via the Remote Participation and Voting facilities ("RPV") provided by Tricor Investor & Issuing House Services Sdn. Bhd. ("Tricor"). A member who has appointed a proxy or attorney or authorised representative to participate in this 32nd AGM via RPV must request his/her proxy or attorney or authorised representative to register himself/herself for RPV via Tricor's TIH Online website at <https://tjih.online>. Please refer to the procedures set out in the Administrative Guide for the 32nd AGM to register, participate, speak and vote remotely via the RPV.

As the 32nd AGM is a fully virtual AGM, members who are unable to participate in this 32nd 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 stead. Where a member appoints more than one (1) proxy, he shall specify the proportion of his 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 proxy.
- (d) The instrument appointing a proxy shall be in writing under the hand of the appointer or his 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 TIH Online at <https://tjih.online> (applicable to individual shareholders only) 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 32nd AGM via RPV, members whose names appear in the Record of Depositors as at 11 November 2020 shall be regarded as members entitled to participate or appoint proxy(ies) to participate in his/her stead in this 32nd AGM via RPV.
- (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.

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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. 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.

3. Special Business

Item 9 of the Agenda

Ordinary Resolution 8 – Continuation in office as Independent Non-Executive Director

The proposed Ordinary Resolution No. 8, if passed, will enable Puan Kamariyah Binti Hamdan to continue in office as Independent Non-Executive Director of the Company in line with the practice of the Malaysian Code of Corporate Governance 2017. Puan Kamariyah has served as an Independent Non-Executive Director of the Company for a cumulative term of more than 9 years and has met the independence guidelines as set out in Chapter 1 of Main Market Listing Requirements of Bursa Malaysia Securities Berhad. The Board has determined that Puan Kamariyah Binti Hamdan is able to bring independent and objective judgements to the Board as a whole and strongly recommended her to continue to act as an Independent Non-Executive Director of the Company.

Ordinary Resolution 9 – Proposed Renewal of Share Buy-Back Authority

The proposed Resolution No. 9, if passed, will empower Directors of the Company to purchase and/or hold up to ten percent (10%) of the total number of issued ordinary shares of the Company. For further information on the Proposed Renewal of Share Buy-Back Authority, please refer to the Share Buy-Back Statement dated 16 October 2020.

STATEMENT ACCOMPANYING THE NOTICE OF THE 32ND 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 32nd Annual General Meeting of the Company.