

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

Minutes of the Thirtieth (“30th”) Annual General Meeting of Dialog Group Berhad (“Dialog” or the “Company”) held at Ballroom 1, 1st Floor, Sime Darby Convention Centre, 1A, Jalan Bukit Kiara 1, 60000 Kuala Lumpur, on Wednesday, 14 November 2018 commencing at 10.00 a.m.

Present: As per Attendance List

1. WELCOME & NOTICE

The Chairman of the Board of Directors, Tan Sri Dr Ngau Boon Keat (“Tan Sri Dr Ngau” or the “Chairman”) welcomed everyone to the Company’s Thirtieth Annual General Meeting (“30th AGM” or “the Meeting”). The Chairman also welcomed the new directors to the Board, namely Dato’ Ismail Bin Karim and Tunku Alizakri Bin Raja Muhammad Alias and proceeded with the safety briefing by Sime Darby Convention Centre. With the requisite quorum being present, as confirmed by the Secretary, the Chairman called the meeting to order. The notice convening the meeting, having been circulated and with the consent of the shareholders present, 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 have all been dealt with.

2. AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 30 JUNE 2018

The Audited Financial Statements for the financial year ended 30 June 2018 (“FY2018”) were tabled at the Meeting and the Chairman invited questions from the floor.

It was noted that this Agenda item on the Audited Financial Statements for the FY2018 was meant for discussion only as it does not require shareholders’ approval under the provision of Section 340(1)(a) of the Companies Act (“CA”), 2016.

After answering all the questions (including key matters discussed as per Appendix 1), Chairman declared that the Audited Financial Statements for the FY2018, together with the Reports of the Directors and Auditors thereon, have been properly laid and received.

3. FINAL SINGLE TIER CASH DIVIDEND

The Chairman informed that the final cash dividend, if approved, would be paid and distributed on 18 December 2018 to the shareholders whose names appear in the Record of Depositors as at the close of business on 28 November 2018. The Chairman invited questions from the floor.

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

4. RE-ELECTION OF TAN SRI DR NGAU BOON KEAT AND PUAN ZAINAB BINTI MOHD SALLEH

The Chairman informed the Meeting that as one of the motions under consideration was in relation to his re-appointment and with the consent from the Shareholders present, he passed the Chair to Datuk Oh Chong Peng (“Datuk Oh”) to table the motion.

a) Re-election of Tan Sri Dr Ngau

Datuk Oh informed that Tan Sri Dr Ngau is subjected to retirement under Article 96 of the Company's Constitution. Being eligible, Tan Sri Dr Ngau offered himself for re-election.

Datuk Oh invited questions and noted there were none and continued with the next resolution for consideration.

b) Re-election of Puan Zainab Binti Mohd Salleh

Datuk Oh further informed that Puan Zainab Binti Mohd Salleh is subjected to retirement under Article 96 of the Company's Constitution. Being eligible, Puan Zainab Binti Mohd Salleh offered herself for re-election.

Datuk Oh invited questions and noted there were none.

The Chair was passed back to Tan Sri Dr Ngau.

5. RE-ELECTION OF DATO' ISMAIL BIN KARIM

Chairman informed that Dato' Ismail Bin Karim is subjected to retirement under Article 101 of the Company's Constitution. Being eligible, Dato' Ismail Bin Karim offered himself for re-election.

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

6. RE-ELECTION OF TUNKU ALIZAKRI BIN RAJA MUHAMMAD ALIAS

Chairman informed that Tunku Alizakri Bin Raja Muhammad Alias is subjected to retirement under Article 101 of the Company's Constitution. Being eligible, Tunku Alizakri Bin Raja Muhammad Alias offered himself for re-election.

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

7. PAYMENT OF DIRECTORS' FEES

Chairman informed that a sum of RM632,000.00 is recommended for payment as Directors' Fees for the financial year ended 30 June 2018.

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

8. PAYMENT OF DIRECTORS' BENEFITS

Chairman informed that a sum of RM600,000.00 is recommended for payment as Directors' Benefits from 15 November 2018 to the next Annual General Meeting of the Company.

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

9. 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 questions raised, Chairman proceeded with the next agenda item.

10. CONTINUATION IN OFFICE AS INDEPENDENT NON-EXECUTIVE DIRECTOR

The Meeting then proceeded with the motion to seek approval for Datuk Oh Chong Peng, 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

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

11. PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY

The 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 15 October 2018, which is enclosed together with the Company's Annual Report 2018.

After answering all the questions (including key matters discussed as per Appendix 1), the Chairman proceeded with the next agenda item.

12. PROPOSED ESTABLISHMENT OF AN EMPLOYEES' SHARE OPTION SCHEME OF UP TO TEN PERCENT (10%) OF THE TOTAL NUMBER OF ISSUED ORDINARY SHARES OF THE COMPANY ("DIALOG SHARES") (EXCLUDING TREASURY SHARES, IF ANY) FOR THE ELIGIBLE DIRECTORS AND EMPLOYEES OF DIALOG AND ITS NON-DORMANT SUBSIDIARIES ("PROPOSED ESOS")

The Chairman notified the shareholders that Resolution 11 in the agenda item is to propose the establishment of an Employees' Share Option Scheme of up to 10% of the total number of issued ordinary shares of the Company, excluding treasury shares, for eligible directors and employees of the Company and its non-dormant subsidiaries.

Full details of the Proposed ESOS are set out in Part C of the Circular and Statement to Shareholders dated 15 October 2018, which was despatched together with the Company's Annual Report 2018.

After answering all the questions (including key matters discussed as per Appendix 1), the Chairman proceeded with the next agenda item.

13. PROPOSED ALLOCATION OF ESOS OPTIONS TO THE EXECUTIVE CHAIRMAN AND DIRECTORS OF THE COMPANY

The Chairman informed the Meeting that as he is a related party to the next motion(s) under consideration in relation to the Proposed Allocation of ESOS options, with the consent from the shareholders, he again passed the Chair to Datuk Oh to table the motion(s).

Datuk Oh highlighted to the shareholders that subject to the passing of Proposed Resolution 11 above, the Resolutions 12 to 15 are to seek the Shareholders' approval for the ESOS Committee to offer and to grant to the following Executive Chairman and Directors of the Company respectively, the option to subscribe for new Dialog Shares to be issued under the Proposed ESOS:-

1. Resolutions 12 - Proposed Allocation of ESOS options to Tan Sri Dr Ngau;
2. Resolutions 13 - Proposed Allocation of ESOS options to Mr Chan Yew Kai;
3. Resolutions 14 - Proposed Allocation of ESOS options to Mr Chew Eng Kar; and
4. Resolutions 15 - Proposed Allocation of ESOS options to Puan Zainab Bt Mohd Salleh.

The full text of the Proposed Resolutions 12 to 15 are set out on pages 85 and 86 of the Annual Report 2018.

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

14. PROPOSED ALLOCATION OF ESOS OPTIONS TO MR NGAU WU WEI AND MS NGAU SUE CHING, EMPLOYEES OF THE COMPANY WHO ARE THE CHILDREN OF TAN SRI DR NGAU

Datuk Oh also highlighted to the shareholders that the Proposed Resolutions 16 and 17 are to seek the approval for the ESOS Committee to offer and to grant to Mr Ngau Wu Wei and Ms Ngau Sue Ching, employees of the Company who are the children of Tan Sri Dr Ngau the option to subscribe for new Dialog Shares to be issued under the Proposed ESOS. The full text of the resolutions are set out on pages 86 and 87 of the Annual Report 2018.

There being no questions raised, the Chair was passed back to Tan Sri Dr Ngau.

The Chairman thanked Datuk Oh and informed that since the Company had not received any notice of any matter to be transacted as provided for under item 11 of the agenda, all the motions as tabled under the Notice of Annual General Meeting would be put to vote by way of poll.

POLLING PROCESS

The Chairman informed that the Company had appointed Messrs Deloitte as the scrutineers for the poll. For polling purposes, the Chairman instructed the closure of registration for attendance at the 30th AGM so as to determine the number of shares represented and the persons entitled to vote.

The Meeting then proceeded to vote and after 30 minutes the Meeting was adjourned for 15 minutes to allow for the polling and the voting results to be ascertained.

ANNOUNCEMENT OF POLL RESULTS

The 30th AGM re-convened and the Chairman called the meeting to order at 11.10 a.m. for the declaration of the poll results. The Chairman informed that the Scrutineers, Messrs Deloitte had verified the results and that results are as projected on the screen in the meeting room.

Resolutions	For		Against		Total Votes	
	Number of Shares	%	Number of Shares	%	Number of Shares	%
Resolution 1	4,151,827,972	99.9994	25,916	0.0006	4,151,853,888	100
Resolution 2	3,679,184,598	95.5182	172,629,790	4.4818	3,851,814,388	100
Resolution 3	3,764,493,363	97.7330	87,321,025	2.2670	3,851,814,388	100
Resolution 4	4,128,960,190	99.8467	6,338,898	0.1533	4,135,299,088	100
Resolution 5	4,047,168,031	97.8688	88,131,057	2.1312	4,135,299,088	100
Resolution 6	4,149,862,510	99.9987	52,764	0.0013	4,149,915,274	100
Resolution 7	3,566,903,258	99.9656	1,228,298	0.0344	3,568,131,556	100
Resolution 8	4,143,738,774	99.9583	1,730,414	0.0417	4,145,469,188	100
Resolution 9	3,099,474,308	94.7843	170,556,362	5.2157	3,270,030,670	100
Resolution 10	4,151,603,568	99.9993	30,298	0.0007	4,151,633,866	100
Resolution 11	3,561,242,211	86.1181	574,056,877	13.8819	4,135,299,088	100
Resolution 12	2,450,141,021	80.8370	580,823,507	19.1630	3,030,964,528	100
Resolution 13	3,519,090,814	85.8333	580,823,507	14.1667	4,099,914,321	100
Resolution 14	3,546,336,974	85.9268	580,823,507	14.0732	4,127,160,481	100
Resolution 15	3,547,083,702	85.9710	578,821,347	14.0290	4,125,905,049	100
Resolution 16	2,450,141,021	80.8370	580,823,507	19.1630	3,030,964,528	100
Resolution 17	2,450,141,021	80.8370	580,823,507	19.1630	3,030,964,528	100

Based on the poll results verified by the Scrutineers, the Chairman declared that all resolutions tabled at the 30th AGM, as carried.

Therefore, **IT WAS RESOLVED: -**

RESOLUTION 1: FINAL SINGLE TIER CASH DIVIDEND

THAT the payment of a Final Single Tier Cash Dividend of 1.80 sen per ordinary share in respect of the financial year ended 30 June 2018 be approved AND THAT the Final Single Tier Cash Dividend be payable on 18 December 2018 to shareholders whose names appear in the Record of Depositors as at the close of business on 28 November 2018.

RESOLUTION 2:
RE-ELECTION OF DIRECTOR – TAN SRI DR NGAU BOON KEAT

THAT Tan Sri Dr Ngau Boon Keat, the Director retiring pursuant to Article 96 of the Company's Constitution and being eligible, be hereby re-elected as Director of the Company.

RESOLUTION 3:
RE-ELECTION OF DIRECTOR – PUAN ZAINAB BINTI MOHD SALLEH

THAT Puan Zainab Binti Mohd Salleh, the Director retiring pursuant to Article 96 of the Company's Constitution and being eligible, be hereby re-elected as Director of the Company.

RESOLUTION 4:
RE-ELECTION OF DIRECTOR – DATO' ISMAIL BIN KARIM

THAT Dato' Ismail Bin Karim, the Director retiring pursuant to Article 101 of the Company's Constitution and being eligible, be hereby re-elected as Director of the Company.

RESOLUTION 5:
RE-ELECTION OF DIRECTOR – TUNKU ALIZAKRI BIN RAJA MUHAMMAD ALIAS

THAT Tunku Alizakri Bin Raja Muhammad Alias, the Director retiring pursuant to Article 101 of the Company's Constitution and being eligible, be hereby re-elected as Director of the Company.

RESOLUTION 6:
PAYMENT OF DIRECTORS' FEES

THAT the payment of Directors' Fees of RM632,000.00 in respect of the financial year ended 30 June 2018 be and is hereby approved.

RESOLUTION 7:
PAYMENT OF DIRECTORS' BENEFITS

THAT the payment of Directors' Benefits of RM600,000.00 from 15 November 2018 to the next Annual General Meeting of the Company be and is hereby approved.

RESOLUTION 8:
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.

RESOLUTION 9 (Special Business – Ordinary Resolution 1):
CONTINUATION IN OFFICE AS INDEPENDENT NON-EXECUTIVE DIRECTOR

THAT approval be and is hereby given for Datuk Oh Chong Peng, 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.

**RESOLUTION 10 (Special Business – Ordinary Resolution 2):
PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY**

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.

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.

**RESOLUTION 11 (Special Business – Ordinary Resolution 3):
PROPOSED ESTABLISHMENT OF AN EMPLOYEES' SHARE OPTION SCHEME OF UP TO TEN PERCENT (10%) OF THE TOTAL NUMBER OF ISSUED ORDINARY SHARES OF THE COMPANY ("DIALOG SHARES") (EXCLUDING TREASURY SHARES, IF ANY) FOR THE ELIGIBLE DIRECTORS AND EMPLOYEES OF DIALOG AND ITS NON-DORMANT SUBSIDIARIES ("PROPOSED ESOS")**

THAT subject to the approvals of all relevant regulatory authorities, including but not limited to, the approval of Bursa Malaysia Securities Berhad ("Bursa Malaysia") and/or parties (where required) being obtained, approval be and is hereby given to the Directors of the Company to:-

- (a) establish, implement and administer the Proposed ESOS, for the benefit of all eligible employees and eligible directors of the Company and its subsidiaries (excluding subsidiaries which are dormant) ("DIALOG Group") ("Eligible Persons"), in accordance with the provisions of the by-laws for the Proposed ESOS as set out in Appendix I of Part C of the Circular and Statement to Shareholders dated 15 October 2018 ("By-Laws") and to give effect to the Proposed ESOS with full power to consent to and to adopt such conditions, modifications,

variations, and/or amendments as it may deem fit and/or as may be required by the relevant regulatory authorities;

- (b) allot and issue such number of new DIALOG Shares from time to time as may be required pursuant to the exercise of the options under the Proposed ESOS ("Options") provided that the aggregate number of new DIALOG Shares to be allotted and issued shall not at any point in time in aggregate exceed ten percent (10%) of the total number of issued ordinary shares of the Company (excluding treasury shares, if any) and such new DIALOG Shares shall, upon issuance and allotment rank pari passu in all respects with the then existing DIALOG Shares, except that the new DIALOG Shares so issued and allotted shall not be entitled to any dividends, rights, allotments and/or other forms of distributions that may be declared, made or paid to the Shareholders, for which the entitlement date is prior to the date the new DIALOG Shares are credited into the relevant Central Depository System accounts of the Eligible Persons maintained by Bursa Malaysia Depository Sdn Bhd;
- (c) amend and/or modify all or any part of the Proposed ESOS from time to time provided that such amendments and/or modifications are effected in accordance with the provisions of the By-Laws;
- (d) make such applications as may be necessary at the appropriate time or times to Bursa Malaysia for the listing of and quotation for the new DIALOG Shares which may hereafter from time to time be issued and allotted pursuant to the exercise of the Options to be granted under the Proposed ESOS; and
- (e) do all such acts, execute all such documents and to enter into all such transactions, arrangements and agreements, deeds and undertakings and to make such rules or regulations or impose such terms and conditions or delegate part of its power as may be necessary or expedient in order to give full effect to the Proposed ESOS and terms of the By-Laws;

AND THAT the Directors be and are hereby authorised to give effect to the Proposed ESOS with full power to consent to and to adopt any such conditions, modifications, variations and/or amendments (including adopting such modifications, variations and/or amendments to the By-Laws) as it may deem fit and/or as may be required by the relevant regulatory authorities;

AND THAT the proposed By-Laws which is in compliance with the Main Market Listing Requirements of Bursa Malaysia ("Listing Requirements"), be and is hereby approved.

**RESOLUTION 12 (Special Business – Ordinary Resolution 4):
PROPOSED ALLOCATION OF ESOS OPTIONS TO TAN SRI DR NGAU BOON KEAT**

THAT subject to the passing of Ordinary Resolution 3 above and for so long as this approval remains in force, approval be and is hereby given to the committee of the Proposed ESOS ("ESOS Committee"), at any time and from time to time, to offer and to grant to Tan Sri Dr Ngau Boon Keat, the Executive Chairman of the Company, Options to subscribe for such number of new DIALOG Shares to be issued under the Proposed ESOS PROVIDED THAT:

- (a) not more than ten percent (10%) of the new DIALOG Shares available under the Proposed ESOS shall be granted to any individual Eligible Person, who, either singly or collectively through persons connected with him, holds twenty percent (20%) or more of the issued DIALOG Shares (excluding treasury shares, if any);

- (b) not more than fifty percent (50%) of the total number of DIALOG Shares to be issued under the Proposed ESOS will be allocated, in aggregate to him, other Executive Directors and senior management of DIALOG Group; and
- (c) he must not be allowed to participate in the deliberation or discussion of his own allocation of Options to be issued to him under the Proposed ESOS, and in respect of allocation to persons connected with him under the Proposed ESOS;

AND THAT subject always to such terms and conditions of the Proposed ESOS as may, from time to time, be modified, varied and/or amended in accordance with the provisions of the By-Laws governing and constituting the Proposed ESOS.

**RESOLUTION 13 (Special Business – Ordinary Resolution 5):
PROPOSED ALLOCATION OF ESOS OPTIONS TO CHAN YEW KAI**

THAT subject to the passing of Ordinary Resolution 3 above and for so long as this approval remains in force, approval be and is hereby given to the ESOS Committee, at any time and from time to time, to offer and to grant to Chan Yew Kai, the Executive Deputy Chairman of the Company, Options to subscribe for such number of new DIALOG Shares to be issued under the Proposed ESOS PROVIDED THAT:

- (a) not more than ten percent (10%) of the new DIALOG Shares available under the Proposed ESOS shall be granted to any individual Eligible Person, who, either singly or collectively through persons connected with him, holds twenty percent (20%) or more of the issued DIALOG Shares (excluding treasury shares, if any);
- (b) not more than fifty percent (50%) of the total number of DIALOG Shares to be issued under the Proposed ESOS will be allocated, in aggregate to him, other Executive Directors and senior management of DIALOG Group; and
- (c) he must not be allowed to participate in the deliberation or discussion of his own allocation of Options to be issued to him under the Proposed ESOS, and in respect of allocation to persons connected with him under the Proposed ESOS;

AND THAT subject always to such terms and conditions of the Proposed ESOS as may, from time to time, be modified, varied and/or amended in accordance with the provisions of the By-Laws governing and constituting the Proposed ESOS.

**RESOLUTION 14 (Special Business – Ordinary Resolution 6):
PROPOSED ALLOCATION OF ESOS OPTIONS TO CHEW ENG KAR**

THAT subject to the passing of Ordinary Resolution 3 above and for so long as this approval remains in force, approval be and is hereby given to the ESOS Committee, at any time and from time to time, to offer and to grant to Chew Eng Kar, the Executive Director of the Company, Options to subscribe for such number of new DIALOG Shares to be issued under the Proposed ESOS PROVIDED THAT:

- (a) not more than ten percent (10%) of the new DIALOG Shares available under the Proposed ESOS shall be granted to any individual Eligible Person, who, either singly or collectively through persons connected with him, holds twenty percent (20%) or more of the issued DIALOG Shares (excluding treasury shares, if any);

- (b) not more than fifty percent (50%) of the total number of DIALOG Shares to be issued under the Proposed ESOS will be allocated, in aggregate to him, other Executive Directors and senior management of DIALOG Group; and
- (c) he must not be allowed to participate in the deliberation or discussion of his own allocation of Options to be issued to him under the Proposed ESOS, and in respect of allocation to persons connected with him under the Proposed ESOS;

AND THAT subject always to such terms and conditions of the Proposed ESOS as may, from time to time, be modified, varied and/or amended in accordance with the provisions of the By-Laws governing and constituting the Proposed ESOS.

**RESOLUTION 15 (Special Business – Ordinary Resolution 7):
PROPOSED ALLOCATION OF ESOS OPTIONS TO ZAINAB BINTI MOHD SALLEH**

THAT subject to the passing of Ordinary Resolution 3 above and for so long as this approval remains in force, approval be and is hereby given to the ESOS Committee, at any time and from time to time, to offer and to grant to Zainab Binti Mohd Salleh, the Group Chief Financial Officer and Joint Company Secretary of the Company, Options to subscribe for such number of new DIALOG Shares to be issued under the Proposed ESOS PROVIDED THAT:

- (a) not more than ten percent (10%) of the new DIALOG Shares available under the Proposed ESOS shall be granted to any individual Eligible Person, who, either singly or collectively through persons connected with her, holds twenty percent (20%) or more of the issued DIALOG Shares (excluding treasury shares, if any);
- (b) not more than fifty percent (50%) of the total number of DIALOG Shares to be issued under the Proposed ESOS will be allocated, in aggregate to her, other Executive Directors and senior management of DIALOG Group; and
- (c) she must not be allowed to participate in the deliberation or discussion of her own allocation of Options to be issued to her under the Proposed ESOS, and in respect of allocation to persons connected with her under the Proposed ESOS;

AND THAT subject always to such terms and conditions of the Proposed ESOS as may, from time to time, be modified, varied and/or amended in accordance with the provisions of the By-Laws governing and constituting the Proposed ESOS.

**RESOLUTION 16 (Special Business – Ordinary Resolution 8):
PROPOSED ALLOCATION OF ESOS OPTIONS TO NGAU WU WEI**

THAT subject to the passing of Ordinary Resolution 3 above and for so long as this approval remains in force, approval be and is hereby given to the ESOS Committee, at any time and from time to time, to offer and to grant to Ngau Wu Wei, person connected to the Executive Chairman, Options to subscribe for such number of new DIALOG Shares to be issued under the Proposed ESOS PROVIDED THAT:

- (a) not more than ten percent (10%) of the new DIALOG Shares available under the Proposed ESOS shall be granted to any individual Eligible Person, who, either singly or collectively through persons connected with him, holds twenty percent (20%) or more of the issued DIALOG Shares (excluding treasury shares, if any);

- (b) not more than fifty percent (50%) of the total number of DIALOG Shares to be issued under the Proposed ESOS will be allocated, in aggregate to him, other Executive Directors and senior management of DIALOG Group; and
- (c) he must not be allowed to participate in the deliberation or discussion of his own allocation of Options to be issued to him under the Proposed ESOS, and in respect of allocation to persons connected with him under the Proposed ESOS;

AND THAT subject always to such terms and conditions of the Proposed ESOS as may, from time to time, be modified, varied and/or amended in accordance with the provisions of the By-Laws governing and constituting the Proposed ESOS.

**RESOLUTION 17 (Special Business – Ordinary Resolution 9):
PROPOSED ALLOCATION OF ESOS OPTIONS TO NGAU SUE CHING**

THAT subject to the passing of Ordinary Resolution 3 above and for so long as this approval remains in force, approval be and is hereby given to the ESOS Committee, at any time and from time to time, to offer and to grant to Ngau Sue Ching, person connected to the Executive Chairman, Options to subscribe for such number of new DIALOG Shares to be issued under the Proposed ESOS PROVIDED THAT:

- (a) not more than ten percent (10%) of the new DIALOG Shares available under the Proposed ESOS shall be granted to any individual Eligible Person, who, either singly or collectively through persons connected with her, holds twenty percent (20%) or more of the issued DIALOG Shares (excluding treasury shares, if any);
- (b) not more than fifty percent (50%) of the total number of DIALOG Shares to be issued under the Proposed ESOS will be allocated, in aggregate to her, other Executive Directors and senior management of DIALOG Group; and
- (c) she must not be allowed to participate in the deliberation or discussion of her own allocation of Options to be issued to her under the Proposed ESOS, and in respect of allocation to persons connected with her under the Proposed ESOS;

AND THAT subject always to such terms and conditions of the Proposed ESOS as may, from time to time, be modified, varied and/or amended in accordance with the provisions of the By-Laws governing and constituting the Proposed ESOS.

CLOSURE

The meeting was declared closed at 11.15 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)

**Thirtieth Annual General Meeting
Wednesday, 14 November 2018 at 10.00 a.m.**

**Key Matters Discussed
(Appendix 1)**

**AGENDA ITEM 1: AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED
30 JUNE 2018**

Q1. For Upstream business, what are the activities which the Company is undertaking to increase the bottom line growth?

Answered by Tan Sri Dr Ngau Boon Keat, Executive Chairman

The Group has been engaged in an Oilfield Services Contract with Halliburton and a Production Sharing Contract with PETRONAS Carigali Sdn Bhd and ROC Oil. Currently, the Upstream assets and services consist of approximately 30% of the Group's total investments. The increase in the oil price in the last year has contributed positively towards the Group's profitability. The Group would continue to look for opportunities in Upstream assets and services, including matured field opportunities.

AGENDA ITEM 10(B): PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY

Q2.

(i) Will there be any actual share buy-back? What would be the basis for the Company to support the share price?

Answered by Tan Sri Dr Ngau Boon Keat, Executive Chairman

The intention is to obtain the mandate to buy-back shares when the market is not doing well due to reasons such as world politics and/or financial crisis, and not just to support the share price. Share buy-back has not been done recently as the share price has been stable.

(ii) Does the recent budget announcement have any impact on the Company?

Answered by Tan Sri Dr Ngau Boon Keat, Executive Chairman

The Chairman informed that the Company is seeking for clarifications and hence, would not be able to comment on this question.

- (iii) Does the Company intend to sell off any of its treasury shares?

Answered by Tan Sri Dr Ngau Boon Keat, Executive Chairman

So far, the Company has not sold any shares but has only utilised the treasury shares to distribute share dividends. The Company does not have any plans to sell the treasury shares in the near future.

AGENDA ITEM 10 (C): PROPOSED ESTABLISHMENT OF AN EMPLOYEES' SHARE OPTION SCHEME OF UP TO TEN PERCENT (10%) OF THE TOTAL NUMBER OF ISSUED ORDINARY SHARES OF THE COMPANY ("DIALOG SHARES") (EXCLUDING TREASURY SHARES, IF ANY) FOR THE ELIGIBLE DIRECTORS AND EMPLOYEES OF DIALOG AND ITS NON-DORMANT SUBSIDIARIES ("PROPOSED ESOS")

Q3.

- (i) How effective and motivating are the ESOS exercise to the employees of the Company (as only the same employees have been getting the shares)?

Answered by Tan Sri Dr Ngau Boon Keat, Executive Chairman

Only eligible employees are entitled for ESOS. The ESOS is an effective tool to retain talent within the Group. The Group needs good and capable employees to excel. The past share option schemes were correlated positively with the growth of the Company. The ESOS is effective when implemented wisely for the benefit of the Group.

- (ii) Is the share price expected to go up?

Answered by Tan Sri Dr Ngau Boon Keat, Executive Chairman

The Company is working to increase the bottom line. However, the Company would not be able to control the share price movement.