

**DIALOG GROUP BERHAD**  
(Company No. 198901001388 (178694-V))  
(Incorporated in Malaysia)

Minutes of the Thirty-First 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 Wednesday, 13 November 2019 at 10.00 a.m.

---

Present: As per List attached

**1. WELCOME & NOTICE**

The Chairman of the Board of Directors, Tan Sri Dr Ngau Boon Keat (“Tan Sri Dr Ngau” or “Chairman”), welcomed everyone to the Company’s Thirty-First Annual General Meeting (“31<sup>st</sup> AGM” or “the Meeting”) and proceeded with the safety briefing of Sime Darby Convention Centre. Thereafter, the Secretary confirmed that a quorum was present. With the requisite quorum being present, Chairman called the meeting to order. The notice convening the meeting was taken as read.

Chairman informed that voting for the resolutions of the meeting would be by poll, which would be taken after the questions for the proposed resolutions had been dealt with. Chairman informed that the Company had appointed Boardroom Share Registrars Sdn Bhd as poll administrator to conduct the polling process and Deloitte Risk Advisory Sdn Bhd as the scrutineers to verify the poll result. Thereafter, the poll administrator demonstrated the polling process.

**2. AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 30 JUNE 2019**

The audited financial statements for the financial year ended 30 June 2019 were tabled to the meeting and Chairman invited questions from the floor.

It was noted that the Agenda item was meant for discussion only as it did not require shareholders’ approval under the provision of Section 340(1)(a) of the Companies Act 2016.

After answering all the questions (including key matters discussed as per Appendix 1), Chairman declared that the audited financial statements for the financial year ended 30 June 2019, 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 cash dividend, if approved, would be paid and distributed on 18 December 2019 to the shareholders whose names appear in the Record of Depositors at the close of business on 28 November 2019.

Chairman then invited questions from the floor.

After answering all the questions (including key matters discussed as per Appendix 1), the members proceeded to vote.

After the poll was closed, Chairman announced the results as follows:-

Result On Voting By Poll					
Vote For		Vote Against		Total Votes	
No. of Shares	%	No. of Shares	%	No. of Shares	%
3,823,459,830	99.9998	8,469	0.0002	3,823,468,299	100

Based on the poll results, Chairman declared the motion carried.

It was **RESOLVED:-**

THAT the payment of a Final Single Tier Cash Dividend of 2.3 sen per ordinary share in respect of the financial year ended 30 June 2019 be and is hereby approved.

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

Chairman informed that Pn. Kamariyah Binti Hamdan was subjected to retirement pursuant to Article 96 of the Company's Constitution. Being eligible, Pn. Kamariyah Binti Hamdan had offered herself for re-election.

There being no question raised, the members proceeded to vote.

After the poll was closed, Chairman announced the results as follows:-

Result On Voting By Poll					
Vote For		Vote Against		Total Votes	
No. of Shares	%	No. of Shares	%	No. of Shares	%
3,141,797,666	94.9941	165,564,531	5.0059	3,307,362,197	100

Based on the poll results, Chairman declared the motion carried.

It was **RESOLVED:-**

THAT Pn. Kamariyah Binti Hamdan, the Director retiring pursuant to Article 96 of the Company's Constitution and being eligible, be hereby re-elected as Director of the Company.

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

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

There being no question raised, the members then proceeded to vote.

After the poll was closed, Chairman announced the results as follows:-

Result On Voting By Poll					
Vote For		Vote Against		Total Votes	
No. of Shares	%	No. of Shares	%	No. of Shares	%
3,818,219,094	99.9201	3,054,065	0.0799	3,821,273,159	100

Based on the poll results, Chairman declared the motion carried.

It was **RESOLVED**:-

THAT Cik Siti Khairon Binti Shariff, the Director retiring pursuant to Article 96 of the Company's Constitution and being eligible, be hereby re-elected as Director of the Company.

## 6. PAYMENT OF DIRECTORS' FEES AND BOARD COMMITTEES' FEES

Chairman informed that a sum of RM735,000.00 was recommended for payment as Directors' Fees and Board Committees' Fees for the financial year ended 30 June 2019.

After answering all the questions (including key matters discussed as per Appendix 1), the members proceeded to vote.

After the poll was closed, Chairman announced the results as follows:-

Result On Voting By Poll					
Vote For		Vote Against		Total Votes	
No. of Shares	%	No. of Shares	%	No. of Shares	%
3,825,156,943	99.9811	722,349	0.0189	3,825,879,292	100

Based on the poll results, Chairman declared the motion carried.

It was **RESOLVED**:-

THAT the payment of Directors' Fees and Board Committees' Fees of RM735,000.00 in respect of the financial year ended 30 June 2019 be and is hereby approved.

## 7. PAYMENT OF DIRECTORS' BENEFITS (OTHER THAN DIRECTORS' FEES AND BOARD COMMITTEES' FEES)

Chairman informed that a sum of RM600,000.00 was recommended for payment as Directors' Benefits from 14 November 2019 to the next Annual General Meeting of the Company.

There being no question raised, the members proceeded to vote.

After the poll was closed, Chairman announced the results as follows:-

Result On Voting By Poll					
Vote For		Vote Against		Total Votes	
No. of Shares	%	No. of Shares	%	No. of Shares	%
3,017,619,820	99.9775	678,421	0.0225	3,018,298,241	100

Based on the poll results, Chairman declared the motion carried.

It was **RESOLVED**:-

THAT the payment of Directors' Benefits (other than Directors' Fees and Board Committees' Fees) up to an amount of RM600,000.00 from 14 November 2019 to the next Annual General Meeting of the Company be and is hereby approved.

## 8. RE-APPOINTMENT OF AUDITORS

The meeting proceeded with the motion on the re-appointment of Messrs BDO PLT 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 PLT had indicated their willingness to continue in office.

After the Chairman answered a question raised, the members proceeded to vote.

After the poll was closed, Chairman announced the results as follows:-

Result On Voting By Poll					
Vote For		Vote Against		Total Votes	
No. of Shares	%	No. of Shares	%	No. of Shares	%
3,817,108,146	99.9530	1,796,355	0.0470	3,818,904,501	100

Based on the poll results, Chairman declared the motion carried.

It was **RESOLVED**:-

THAT Messrs BDO PLT, 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 Director.

## 9. CONTINUATION IN OFFICE AS INDEPENDENT NON-EXECUTIVE DIRECTOR

The Meeting proceeded with the motion to seek approval for Datuk Oh Chong Peng, who had served as Independent Non-Executive Director of the Company for a cumulative term of more than nine years, to continue in office as Independent Non-Executive Director of the Company.

There being no question raised, the members proceeded to vote.

After the poll was closed, Chairman announced the results as follows:-

Result On Voting By Poll					
Vote For		Vote Against		Total Votes	
No. of Shares	%	No. of Shares	%	No. of Shares	%
2,810,175,563	93.2089	204,746,440	6.7911	3,014,922,003	100

Based on the poll results, Chairman declared the motion carried.

It was **RESOLVED**:-

THAT approval be and is hereby given for Datuk Oh Chong Peng, who has served as Independent Non-Executive Director of the Company for a cumulative term of more than nine years, to continue in office as Independent Non-Executive Director of the Company.

#### 10. CONTINUATION IN OFFICE AS INDEPENDENT NON-EXECUTIVE DIRECTOR

The Meeting proceeded with the motion to seek approval for Pn. Kamariyah Binti Hamdan, who had served as Independent Non-Executive Director of the Company for a cumulative term of more than nine years, to continue in office as Independent Non-Executive Director of the Company.

There being no question raised, the members proceeded to vote.

After the poll was closed, Chairman announced the results as follows:-

Result On Voting By Poll					
Vote For		Vote Against		Total Votes	
No. of Shares	%	No. of Shares	%	No. of Shares	%
3,117,281,976	94.1784	192,693,677	5.8216	3,309,975,653	100

Based on the poll results, Chairman declared the motion carried.

It was **RESOLVED**:-

THAT approval be and is hereby given for Pn. Kamariyah Binti Hamdan, who has served as Independent Non-Executive Director of the Company for a cumulative term of more than nine years, to continue in office as Independent Non-Executive Director of the Company.

#### 11. 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 14 October 2019, which was enclosed together with the Company's Annual Report 2019.

After answering all the questions (including key matters discussed as per Appendix 1), the members proceeded to vote.

After the poll was closed, Chairman announced the results as follows:-

Result On Voting By Poll					
Vote For		Vote Against		Total Votes	
No. of Shares	%	No. of Shares	%	No. of Shares	%
3,535,478,383	99.9986	51,239	0.0014	3,535,529,622	100

Based on the poll results, Chairman declared the motion carried.

It was **RESOLVED**:-

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 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 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 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 purchased DIALOG Shares shall continue to be valid until all the purchased DIALOG Shares have been dealt with by the Directors of the Company.

## 12. PROPOSED ADOPTION OF NEW CONSTITUTION OF THE COMPANY

Chairman informed that the passing of the proposed resolution would align the Constitution of the Company with the Companies Act 2016, Main Market Listing Requirements of Bursa Malaysia Securities Berhad and/or other applicable laws or regulations or guidelines. The full details of the Proposed Adoption of New Constitution of the Company were set out in Appendix 1 of Part A of the Circular to Shareholders dated 14 October 2019, which was enclosed together with the Company's Annual Report 2019.

There being no question raised, the members proceeded to vote.

After the poll was closed, Chairman announced the results as follows:-

<u>Result On Voting By Poll</u>					
<u>Vote For</u>		<u>Vote Against</u>		<u>Total Votes</u>	
<u>No. of Shares</u>	<u>%</u>	<u>No. of Shares</u>	<u>%</u>	<u>No. of Shares</u>	<u>%</u>
3,824,768,763	99.9519	1,840,808	0.0481	3,826,609,571	100

Based on the poll results, Chairman declared the motion carried.

It was **RESOLVED**:-

THAT approval be and is hereby given to revoke the existing Constitution of the Company with immediate effect and in place thereof, the proposed new Constitution as set out in Appendix I be and is hereby adopted as the Constitution of the Company AND THAT the Directors of the Company be and are hereby authorised to assent to any modifications, variations and/or amendments as may be required by any relevant authorities, and to do all such acts and things and take all such steps as may be considered necessary to give full effect to the foregoing.

## **CLOSURE**

The meeting was declared closed at 11.05 a.m. with a vote of thanks to the Chair.

Signed as a correct record,

CHAIRMAN

Date:

**DIALOG GROUP BERHAD**  
(Company No. 198901001388 (178694-V))  
(Incorporated in Malaysia)

**Thirty-First Annual General Meeting**  
**Wednesday, 13 November 2019 at 10.00 a.m.**

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

**AGENDA ITEM 1: AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 30 JUNE 2019**

---

- Q1. In August 2019, the Group acquired an additional 25% equity stake in Halliburton Bayan Petroleum Sdn Bhd (“HBP”) and now owns 75% equity stake in HBP, which mainly focuses on the Upstream business. As the Group has deepened its upstream investments, what is the expected contribution from the upstream activities of the Group’s earnings for the next few years? What are the added opportunities that the Group is aiming to participate in the upstream activities in 2020? What are the reasons for the decrease in other operating income from RM95,487,000 in 2018 to RM67,116,000 in 2019?

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

*The Group’s performance is largely dependent on the strategies of managing oil price volatility. The Group had expanded its business into three (3) main areas (i.e. upstream, midstream, downstream), which equally focus on reducing the impact of the fluctuating oil price.*

*Arising from the joint participation with Halliburton International, Inc to jointly participate in the management of an Oilfield Services Contract (“OSC”) with Petronas Carigali Sdn. Bhd., technology transfer from Halliburton International, Inc to DIALOG, a local company, took place.*

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

*Other operating income in 2018 was higher due to the disposal of two (2) properties that year.*

- Q2. What is the total revenue/profit or percentage generated from recurring income (Midstream) in 2019 and the expected recurring income in the future? As stated in the Annual Report 2019, the revenue under Malaysia Segment was generated from the joint ventures, Pengerang Terminals (Two) Sdn Bhd and Pengerang Independent Terminals Sdn Bhd, but there was a significant drop in revenue. Kindly explain.

**Answered by Chew Eng Kar, Director, Corporate Services**

*70%–80% of revenue was generated from recurring income from the existing business activities.*

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

*The strategic location of Pengerang as well as the strategies of managing oil price volatility and currency movements had contributed to the Company's growth and increased its bottom-line.*

*The reclamation of land in Pengerang, Johor is mainly for the development of tank terminals and industrial development. The remaining 500 acres comprising of reclaimable land and buffer zone have been earmarked for future development.*

- Q3. What precautionary actions are being taken by the Company against the rising sea level?

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

*The Company takes note of global warming and its effects. Pengerang is nonetheless located in a naturally sheltered area and next to one of the busiest international shipping lanes.*

## **AGENDA ITEM 2: PAYMENT OF FINAL SINGLE TIER CASH DIVIDEND**

---

- Q4. What is the basis for the dividend payment of 2.3 sen per share ?

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

*The rate of dividend is in line the dividend policy's payout of 40% of profits and after taking into account the working capital required for future growth.*

## **AGENDA ITEM 6: PAYMENT OF DIRECTORS' FEES AND BOARD COMMITTEES' FEES**

---

- Q5. What is the justification and how does the Company determine the increase of the Directors' fees and Board Committees' fees?

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

*The increase in Directors' fees and Board Committees' fees was based on the Company's policies and taking into consideration the market situation. The increment was due to the Company's good performance for the financial year ended 30 June 2019.*

**AGENDA ITEM 10: PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY**

- Q6. What is the price of the treasury shares? When would the Share Buy-Back Authority be exercised?

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

*The average price of treasury shares was about RM1.09. The purpose for the renewal of Share Buy-Back Authority is for the Company to buy back its shares in the event the market condition is down, and to payout those treasury shares as dividend shares to shareholders when the market condition improves.*