

NOTICE OF THE 34TH ANNUAL GENERAL MEETING AND DIVIDEND ENTITLEMENT

NOTICE IS HEREBY GIVEN THAT the 34th Annual General Meeting of DIALOG Group Berhad (“DIALOG” or the “Company”) will be held as a 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 **Thursday, 17 November 2022 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 2022 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 2.1 sen per ordinary share in respect of the financial year ended 30 June 2022. **(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)
(Please refer to Explanatory Note 2)**
4. To re-elect Badrul Hisham Bin Dahalan, the director retiring pursuant to Clause 96 of the Company’s Constitution. **(Ordinary Resolution 3)
(Please refer to Explanatory Note 2)**
5. To approve the payment of Directors’ fees and Board Committees’ fees of RM735,000 in respect of the financial year ended 30 June 2022 (2021: RM883,000). **(Ordinary Resolution 4)**
6. To approve Directors’ benefits (other than Directors’ fees and Board Committees’ fees) up to an amount of RM650,000 from 18 November 2022 to the next Annual General Meeting of the Company. **(Ordinary Resolution 5)
(Please refer to Explanatory Note 3)**
7. To re-appoint Messrs BDO PLT as auditors of the Company and to authorise the Directors to fix their remuneration. **(Ordinary Resolution 6)**

8. Special Business:-

To consider and if thought fit, to pass the following resolutions:

(A) ORDINARY RESOLUTION 7

- 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.

**(Ordinary Resolution 7)
(Please refer to
Explanatory Note 4)**

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.”

9. 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 2.1 sen per ordinary share held in DIALOG, if approved, will be paid on 20 December 2022 to shareholders whose names appear in the Record of Depositors at the close of business on 1 December 2022.

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 1 December 2022 in respect of 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

18 October 2022

NOTICE OF THE 34TH ANNUAL GENERAL MEETING AND DIVIDEND ENTITLEMENT

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 34th Annual General Meeting ("34th 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 34th 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 34th 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://tiah.online>. Please refer to the procedures set out in the Administrative Guide for the 34th AGM to register, participate, speak and vote remotely via the RPV.

As the 34th AGM is a virtual AGM, members who are unable to participate in this 34th 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/her stead. Where a member appoints more than one (1) proxy, he/she shall specify the proportion of his/her 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/her proxy.
- (d) The instrument appointing a proxy shall be in writing under the hand of the appointer or his/her 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://tiah.online> 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 34th AGM via RPV, members whose names appear in the Record of Depositors as at 10 November 2022 shall be regarded as members entitled to participate or appoint proxy(ies) to participate in his/her stead in this 34th 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.

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 3 and 4 of the Agenda

The Nomination Committee had conducted an assessment of the Directors and assessed the mix of skills, knowledge, experience, qualities, time commitment and diversity of the Board members and their individual performance for the past year. Based on the assessment and the recommendation of the Nomination Committee, the Board approved the re-election of Mr Chan Yew Kai and Encik Badrul Hisham Bin Dahalan, who with their relevant skills, knowledge and experience, made invaluable contributions to the Group and consistently attended board meetings. The profiles of the Board of Directors can be viewed on pages 25 to 28 of DIALOG's Annual Report 2022.

3. Item 6 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.

4. Special Business

Item 8 of the Agenda

Ordinary Resolution 7 – Proposed Renewal of Share Buy-Back Authority

The proposed Resolution No. 7, 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 18 October 2022.

STATEMENT ACCOMPANYING THE NOTICE OF THE 34TH 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 34th Annual General Meeting of the Company.