



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

NOTICE OF THE 38TH ANNUAL GENERAL MEETING AND DIVIDEND ENTITLEMENT

NOTICE IS HEREBY GIVEN THAT the 38th Annual General Meeting of DIALOG Group Berhad (“DIALOG” or the “Company”) will be held at **Ballroom 1, 1st Floor, KLGCC Convention Centre, 1A, Jalan Bukit Kiara 1, 60000 Kuala Lumpur, Malaysia on Thursday, 19 November 2026 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 2026 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 3.0 sen per ordinary share in respect of the financial year ended 30 June 2026.

(Ordinary Resolution 1)
3. To re-elect Juniwati Rahmat Hussin, 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 Bernard Rene Francois Di Tullio, the director retiring pursuant to Clause 91 of the Company's Constitution.

(Ordinary Resolution 3)
(Please refer to Explanatory Note 2)
5. To re-elect Tan Sri Datuk Dr Rebecca Fatima Sta Maria, the director retiring pursuant to Clause 91 of the Company's Constitution.

(Ordinary Resolution 4)
(Please refer to Explanatory Note 2)
6. To re-elect Ngau Wu Wei, the director retiring pursuant to Clause 96 of the Company's Constitution.

(Ordinary Resolution 5)
(Please refer to Explanatory Note 2)
7. To approve the payment of Directors' fees and Board Committees' fees of RM1,093,000 in respect of the financial year ended 30 June 2026 (2025: RM993,000).

(Ordinary Resolution 6)
(Please refer to Explanatory Note 3)
8. To approve Directors' benefits (other than Directors' fees and Board Committees' fees) up to an amount of RM1,080,000 from 20 November 2026 to the next Annual General Meeting of the Company.

(Ordinary Resolution 7)
(Please refer to Explanatory Note 4)
9. To re-appoint Messrs BDO PLT as auditors of the Company and to authorise the Directors to fix their remuneration.

(Ordinary Resolution 8)
10. SPECIAL BUSINESS

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

(A) ORDINARY RESOLUTION
PROPOSED ALLOCATION OF EMPLOYEES' SHARE OPTION SCHEME (“ESOS”) TO MUSTAFFA KAMAL BIN ABU BAKAR, THE CHIEF EXECUTIVE OFFICER OF THE COMPANY

(Ordinary Resolution 9)
(Please refer to Explanatory Note 5)

“THAT subject to the approvals of all relevant authorities and/or parties being obtained, approval be and is hereby given to the ESOS Committee, at any time and from time to time throughout the duration of the ESOS, to offer and to grant to Mustaffa Kamal Bin Abu Bakar, the Chief Executive Officer of the Company, Options to subscribe for such number of new DIALOG Shares to be issued under the ESOS PROVIDED THAT: (a) not more than ten percent (10%) of the new DIALOG Shares available under the 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 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 ESOS, and in respect of allocation to persons connected with him under the ESOS; AND THAT subject always to such terms and conditions of the 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 ESOS.”

(B) SPECIAL RESOLUTION
PROPOSED AMENDMENT TO THE CONSTITUTION OF THE COMPANY (“PROPOSED AMENDMENT”)

Special Resolution
(Please refer to Explanatory Note 6)

“THAT the proposed amendment to the Constitution of the Company as set out below, be approved and adopted with immediate effect AND THAT the Directors and/or Company Secretaries of the Company be authorised to take all steps as are necessary and expedient in order to finalise, implement and give full effect to the said proposed amendment for and on behalf of the Company.

Clause No.	Existing Clause	Proposed Clause
80	Subject as hereinafter provided the Directors shall not be less than two nor more than eleven in number. The Company, may by Ordinary Resolution from time to time increase or reduce the maximum or minimum number of Directors.	Subject as hereinafter provided the Directors shall not be less than two nor more than thirteen in number. The Company, may by Special Resolution from time to time increase or reduce the maximum or minimum number of Directors.”

11. To transact any other business of which due notice shall have been given.

NOTICE IS ALSO HEREBY GIVEN THAT the Final Single Tier Cash Dividend of 3.0 sen per ordinary share held in DIALOG, if approved, will be paid on 18 December 2026 to shareholders whose names appear in the Record of Depositors at the close of business on 3 December 2026.

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 3 December 2026 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

CHAY SIEW KIM, MAICSA 7012266, SSM PC No. 202008000677
ONG WAI LENG, MAICSA 7065544, SSM PC No. 202208000633
Joint Company Secretaries

Petaling Jaya
20 October 2026

Notes:

- (a) 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.
- (b) A proxy need not be a member of the Company and a member may appoint any person to be his/her proxy.
- (c) 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.
- (d) 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 Boardroom Smart Investor Portal (BSIP) at <https://investor.boardroomlimited.com> not less than forty-eight (48) hours before the time appointed for holding the Annual General Meeting (“AGM”) or any adjournment thereof.
- (e) Members whose names appear in the Record of Depositors as at 12 November 2026 shall be regarded as members entitled to participate or appoint proxies to participate in his/her stead in this 38th AGM.
- (f) 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. Items 3, 4, 5 and 6 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 Puan Juniwati Rahmat Hussin, Mr Bernard Rene Francois Di Tullio, Tan Sri Datuk Dr Rebecca Fatima Sta Maria and Mr Ngau Wu Wei. They have a strong combination of expertise, experience, and leadership, with a proven commitment to active and constructive board participation.

The profiles of the Board of Directors can be viewed on pages 23 to 27 of DIALOG's Annual Report 2026.
3. Item 7 of the Agenda

The proposed payment of Directors' fees and Board Committees' fees of RM1,093,000, if passed, will facilitate the payment of Directors' fees and Board Committees' fees for the financial year ended 30 June 2026, details of which are disclosed in the Corporate Governance Overview Statement of the 2026 Annual Report and Corporate Governance Report.
4. Item 8 of the Agenda

The Directors' Benefits (other than Directors' fees and Board Committees' fees) up to an amount of RM1,080,000, 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.
5. Item 10 (A) of the Agenda

The Proposed Ordinary Resolution 9 is made pursuant to the ESOS, which was approved by the shareholders of the Company at the Annual General Meeting (“AGM”) held on 14 November 2018. On 3 December 2018, the Company had implemented the ESOS for a duration of 10 years, which will expire on 2 December 2028.

The proposed Ordinary Resolution 9 to approve the Proposed Allocation of ESOS, subject always to such terms and conditions and/or any adjustments and/or variations which may be made in accordance with the provisions of the ESOS By-Laws.

The Proposed Allocation of ESOS to Mustaffa Kamal Bin Abu Bakar is intended to incentivise and motivate him to achieve the Group's goals, and to recognise and reward his contributions to the Group's growth.

Mustaffa Kamal Bin Abu Bakar was appointed as the Chief Executive Officer of the Company on 7 October 2024 and shall be eligible to participate in the ESOS in accordance with the provisions of the By-Laws governing and constituting the ESOS. The proposed Ordinary Resolution 9, if passed, will empower the Directors of the Company to offer and grant options to Mustaffa Kamal Bin Abu Bakar to subscribe for new shares in the Company and to allot and issue such number of new shares to him from time to time pursuant to the exercise of such options.

Mustaffa Kamal Bin Abu Bakar is therefore deemed interested to the extent of his Proposed Allocation of ESOS. Accordingly, he has declared his interests and has abstained and will continue to abstain from voting, directly and/or indirectly, on the resolution pertaining to the Proposed Allocation of ESOS to be tabled at this AGM. He shall also ensure that persons connected with him will abstain from voting on the Resolution 9 in respect of his direct and/or indirect shareholdings in the Company, if any.
6. Item 10 (B) of the Agenda

The Proposed Amendment is to increase the maximum number of Directors in order to provide the Company with the flexibility and expertise necessary to support its continued growth and success.

The Proposed Amendment is not expected to have any effects on the share capital and substantial shareholders' shareholding of DIALOG and is not expected to have any material effects on the earnings, net assets and gearing of DIALOG for the current financial year ending 30 June 2027.

The Proposed Amendment to the Constitution of the Company shall take effect once the special resolution has been passed by a majority of not less than seventy-five per centum (75%) of such members who are entitled to vote and do vote in person or by proxy at the Meeting

STATEMENT ACCOMPANYING THE NOTICE OF THE 38TH 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 38th Annual General Meeting of the Company.