



MUSTAFFA KAMAL BIN ABU BAKAR
Chief Operating Officer

REVIEW OF

OPERATIONS

DIALOG closed FY2016 with a net profit of RM301.3 million on the back of RM2.53 billion in revenue. This is an increase of 5.6% and 7.5% respectively over the last financial year.

MALAYSIA OPERATIONS

During the year under review, the Malaysia midstream and downstream sectors were kept busy, highlighted by the good performances of the Joint Venture (“JV”) terminals.

With a total storage capacity of 1.3 million m³, Phase 1 development of Pengerang Deepwater Terminal (“PDT”) under Pengerang Independent Terminals Sdn Bhd (“PITSB”) serves as a tankage facility for the handling, storage, blending and distribution of crude oil and petroleum products of Oil Majors and Traders. PITSB was included in the Platts’ FOB Straits

price benchmark in middle of 2015 and since then, PITSB has fully leased out its storage capacity. Since operations began in April 2014, the terminal has recorded over 4 million man-hours without Loss Time Incident (“LTI”) as at end June 2016.

The other JV terminals, Kertih Terminals Sdn Bhd (“KTSB”), Langsat Terminal (One) Sdn Bhd (“LgT-1”) and Langsat Terminal (Two) Sdn Bhd (“LgT-2”), continued to register sustainable profits and retained operational excellence in FY2016.

REVIEW OF OPERATIONS

KTSB has a total of 42 tanks with a combined storage capacity of about 400,000 m³. This terminal achieved over 6.2 million man-hours without LTI and won the prestigious Occupational, Safety and Health's ("OSH") Excellence Award in the Storage Category and the OSH's CEO of the Year 2015.

LgT-1 and LgT-2 have 42 tanks with a total storage capacity of 647,000 m³ for petroleum products. These terminals have achieved over 1.3 million man-hours without LTI.



Lifting Operation on D35A Complex

The Phase 2 development of PDT under Pengerang Terminals (Two) Sdn Bhd ("PT2SB") and Pengerang LNG (Two) Sdn Bhd ("PLNG-2") are progressing well.

PT2SB is a joint venture company between PRPC Utilities and Facilities Sdn Bhd ("PRPC UF"), a wholly-owned subsidiary of PETRONAS and Dialog Equity (Two) Sdn Bhd together with Vopak Terminal Pengerang BV and the State Secretary, Johor (Incorporated) ("SSI"). Scheduled for completion in 2019, PT2SB will be the Group's largest tank facility by far. It is a dedicated terminal being planned to store approximately 2 million m³ of crude, refined petroleum and petrochemical products. Additionally, it will come with a deepwater jetty amid water depths of up to 24 metres, capable of handling Very Large Crude Carriers ("VLCC") and, berths for unloading and reloading of Liquefied Natural Gas ("LNG") vessels of up to QMax-sized, which are the largest LNG carriers in the world.

PLNG-2 is a joint venture company between Dialog LNG Sdn Bhd ("Dialog LNG"), PETRONAS Gas Berhad ("PGB") and SSI. It will be involved in the development of Liquefied Natural Gas ("LNG") regasification facilities comprising a regasification unit and two units of 200,000 m³ LNG storage tanks. The initial send out capacity of the facilities is 3.5 million tonnes per annum ("MTPA") of natural gas. This project is expected to be completed by the end of 2017.

Despite the low oil price, the Upstream Division remained busy and active during the financial year. As part of our commitment to the D35/D21/J4 Production Sharing Contract ("PSC"), we successfully drilled one appraisal and three in-fill wells with no safety incidents. A Field Development Plan ("FDP") for further development of these fields was completed and submitted to PETRONAS in June 2016 for approval. Based on the submitted FDP, further development is being planned for 2017 and beyond.

Incremental production continued to be delivered in the Bayan matured field where the group has a 20% stake under the Oilfield Services Contract. A Production Enhancement campaign is underway to further increase production. During this financial year, we have completed a barge-supported Production Enhancement campaign and continuous studies are being performed to identify measures to enhance production further.

In relation to the Balai Cluster Risk Service Contract, BC Petroleum Sdn Bhd and PETRONAS have terminated the Balai Cluster Risk Service Contract effective December 2015. DIALOG holds 32% in BC Petroleum Sdn Bhd.



Bullet tanks for Toyo – Thai Corporation Limited

FY2016 remained challenging for the Specialist Products and Services Division as the industry was facing a significant decline in all drilling related activities due to low oil prices. As a result, business was affected in particular the sales of drilling base oil. However, the Division continued to derive steady income from sales of other Specialist Products such as catalysts and jet pumps.

Moving forward, we will continue to focus on New Technologies and Production Enhancement Solutions to further contribute to the Group's performance.

The Engineering and Construction Division continues to record outstanding performances in project execution and new business development. The execution of the Pengerang Deepwater Terminal Phase 2 Project is on schedule with 5 million man-hours achieved without LTI. Meanwhile, Front End Engineering Design ("FEED") work for the Refrigerated Gas Facilities (Ethylene & Propylene) as well as other petrochemical products is in progress.

Other projects include the installation of the LNG jetty topside facilities at Pengerang for Samsung C&T and PLNG-2 which are also on track and on schedule.



Structural and module fabrication – Samsung LNG pipeline

The Division is pleased to report the successful completion of two field piping erection works under very challenging timelines for the following;

- (a) MHI Corp in December 2015 for Sabah Ammonia/Urea Project ("SAMUR") in Sipitang; and
- (b) JGC Corp in March 2016 for PETRONAS' LNG Train 9 Project in Bintulu

The Division was also awarded a new Engineering, Procurement, Construction and Commissioning ("EPCC") contract for a 120,000 tonnes-a-year Plasticiser Plant in Gebeng and Kuantan Port by Taiwan's UPC Chemicals in March 2016. The duration for project completion is 18 months.

The Fabrication Division carried out a number of major projects namely, Toyo-Thai Corporation Ltd's ("TTCL") bullet tanks, PT2SB's module pipe racks and Samsung's LNG pipeline. Others were Toyo Engineering and Construction's ("TEC") large bored piping and Sapura Kencana's MRU skids.

The expansion of Dialog Fabricators Pengerang Facility ("DFPF") is ongoing. Moving ahead, DFPF will be ready to accommodate future projects and services which are expected to increase in Pengerang.

REVIEW OF OPERATIONS

The Fibreglass Reinforced Plastic (“FRP”) Services Division continued to grow with projects such as PETRONAS Carigali Baronia, Besar, Angsi Facility Upgrading and Tukau. Contributing to growth was the continuation of Shell’s Malikai deepwater project offshore Sabah, the Carigali Hess’ CKX booster compressor platform hook-up, the PETRONAS Carigali SK316 project hook-up and Hess’ Bergading project. The unit also undertook projects for the replacement of corroded metallic piping and non-metallic piping for existing offshore platforms and onshore petrochemical plants.

For the year under review, Plant Maintenance Services Division successfully completed a major refinery turnaround project which included project modification and rejuvenation works at PETRONAS Penapisan Melaka without any LTI. The total safe man-hours clocked exceeded 500,000.

In addition, the Plant Maintenance Division completed multiple tank-cleaning and repair projects and various mechanical and piping maintenance jobs in refineries and petrochemicals plants in Malaysia under its long term service contracts.

Meanwhile, our Catalyst Handling Services Division achieved another good year in FY2016, with the completion of several major change-out projects in petrochemical plants for PETRONAS Chemicals Group, BASF PETRONAS and Petron Refinery. Other achievements included jobs completed for onshore and offshore international oil and gas companies in the ASEAN region, such as PT Pertamina and Chevron Thailand Exploration and Production, Ltd. Catalyst Handling Services is also leveraging on its strength and experience to expand maintenance services in the region.

Moving forward, Plant Maintenance and Catalyst Handling Services Division are preparing to take on bigger roles in RAPID and Pengerang when these developments come on stream in the near future.

As the IT arm of DIALOG, ePetrol continues to develop and promote cutting-edge technology solutions with a focus on the Oil and Gas, Telecommunications, Retail, Healthcare, Education and Carpark Management markets. Recognising the education segment as an area of growth, the first campus



Catalyst Handling Services management team walk-about during the execution of catalysts change out at PT Pertamina Refinery Unit VI, Balongan, Indonesia



Dialog Services Saudi Arabia achieving 1 Million Safe Man-Hours

cashless payment system was implemented with a leading international university. In the wake of this successful implementation, several other universities and schools are in the process of being recruited to offer similar cashless payment schemes.

ePetrol has also ventured into providing a unique cashless solution for waste recycling and management. In collaboration with the waste management concessionaire for the northern region of Peninsular Malaysia, ePetrol has embarked on a pilot scheme where money earned by households from the recycling of waste material is deposited into a smartcard, which is then used to pay for purchases at retail stores. The scheme also supports the activation of the MyKad or a mobile smart application in place of the smartcard. The pilot has since been extended to schools to encourage students to develop a life-long habit of recycling.

ePetrol's signature welfare distribution system continues to receive strong support from organisations such as corporations, government agencies and Zakat institutions. Since 2009, ePetrol has reached out to more than 230,000 low income households nationwide, including Indonesia.



Students of the University of Nottingham Malaysia Campus ("UNMC") at the launch of the UNMC Cash Card

REVIEW OF OPERATIONS



Arrival of base oil shipment at Dialog Jubail Supply Base

INTERNATIONAL OPERATIONS

For the year under review, all operating segments under International Operations continued to contribute positively to the Group's results led by the Middle East Market.

Dialog Jubail Supply Base Company Ltd ("DJSB"), which operates in Saudi Arabia's Jubail Commercial Port, continues providing and growing its reputation for excellence in HSE performance and quality of work. DJSB continued to offer a wide range of specialised services despite the challenging business environment.

During the year under review, DJSB received over 600 vessels. Its existing long-term contract with Snamprogetti Saudi Arabia Ltd ("SAIPEM") and the contract extension with Saudi Aramco for the supply of Base Oil will ensure the continuous growth of DJSB. Earlier this year, DJSB signed an MOU with Power Diesel Engineering for Schedule Engine overhauling services.

Moving forward, DJSB will continue to expand its scope of services by forming strategic partnerships with specialised services' providers to provide value-added services and

logistic support to its customers. The company will also leverage from Saudi Aramco Long Term Agreements ("LTA") with various companies and remain focused on expanding its floating repair services at the supply base.

Dialog Services Saudi Arabia Company Ltd ("DSSA") continued to provide onsite services that include industrial chemical cleaning, steam blowing, bolt torquing and tensioning, flange facing, cutting and bevelling, milling and tapping, inline testing, flange weld testing and pipe cleaning (Pigging) to Major Petrochemical Plants such as SABIC, ARAMCO, Saudi Chevron & Ma'adeen (Saudi Arabia Mineral City).

Despite low oil prices and a decline in drilling activities, the sales of Shell drilling base fluids grew in the Middle East, especially in the United Arab Emirates and Saudi Arabia.

The Singapore Specialist Products and Services Division has also been actively pursuing new niche products and services and developing new markets in Central Asia and Europe.

The Singapore-based Engineering, Construction and Maintenance Division continued to support the implementation of the Group's major projects, in particular the Pengerang Deepwater Terminal Phase 2 Project and the DFPF's contract to supply moulded bullet tanks and large pressure vessels to TTCL for RAPID's Steam Cracker Complex Project in Pengerang which is expected to finish by 3Q2017.

Among its significant projects in FY2016 was the mechanical completion of the ExxonMobil Aurora/EOS project for four sites erected and seven shop built tanks on Jurong Island. The mechanical completion was carried out safely with no LTI. Also completed was seven numbers of tank jacking for maintenance work for Vopak Penjuru in Singapore.

Other works executed during the financial year included the Vopak Banyan Terminal New Pump upgrades on Jurong Island, EPCC of PCS Naphtha Import Facilities comprising eight '45-m' in diameter tanks, the Zeon Chemicals S1501 Additional Oil Extend Grade Project involving piping and tie-in work at Jurong Island, Singapore, Kaneka BD2 (Butadiene) project for two spheres, firewater tank and associated piping in Kuantan, Malaysia.

The Maintenance Division also secured its first maintenance work for Vopak at an offshore terminal on Pulau Sebarok for repair of Tank TK-401. This is a significant milestone as it marked the beginning of maintenance work which the Division intends to pursue and grow in the coming year. The current maintenance Division also secured 19 tanks for Tank Jackup repair of foundation in Vopak Penjuru.

During the financial year under review, the New Zealand operations under Fitzroy diversified into the structural steel market, winning its first structural steel contract as part of the Christchurch rebuild following the 2010 and 2011 earthquakes. This initial project and a second Christchurch structural steel project were successfully completed in FY2016. Towards the end of FY2016 the erection of the structural steel for the new Christchurch Hospital Acute Services Building commenced, as did the initial phases for the supply and erection of the structural steel for the National Bio-containment Laboratory in Wellington. These projects position the business well in this increasingly important business sector.

Fitzroy also completed Z Energy Limited's Tallow-to-Biodiesel facility and refurbishment of the Pohokura offshore platform.



Erection of structural steel at Christchurch Hospital Acute Services Building, Christchurch, New Zealand



HSE AND QUALITY

HEALTH, SAFETY AND ENVIRONMENT

At DIALOG, our business operations and Health, Safety and Environment (“HSE”) practices are closely integrated. We continuously strive to improve our HSE performance through the implementation of the various DIALOG’s HSE Management System (“HSEMS”) programmes. This resulted in our achievement of a Total Recordable Incident Rate (“TRIR”) of 0.669 incidents per million man-hours, and working without Lost Time Incident (“LTI”) for the entire year under review (a total of 14.9 million man-hours). This performance surpassed TRIR and Lost Time Incident Rate (“LTIR”) targets set for the FY2016. Since the last LTI, we have worked over 25 million safe man-hours.

Visible leadership and accountability for HSE at our workshops and project sites have also enhanced the HSE performance of all our business units. Additionally, the establishment of TRIR/LTIR as Key Performance Indicators (“KPI”) for every business unit has created a greater awareness and accountability for HSE performance. In addition, rigorous HSE inspections and audits are carried out at workshops and project sites to ensure HSEMS programmes are effectively implemented.

The enhancement of our HSE capabilities through the HSEMS has allowed our subsidiaries, Pacific Advance Composites Sdn Bhd (in January 2016), Dialog Plant Services Sdn Bhd and Dialog Catalyst Services Sdn Bhd (in December 2015) to be re-certified ISO 14001 (for Environmental Management) / OHSAS 18001 (for Occupational Health & Safety) for another three years.

In addition, two subsidiaries, Dialog Systems Sdn Bhd and Dialog Fabricators Sdn Bhd have successfully obtained ISO 14001 and OHSAS 18001 certification from Bureau Veritas Certification (M) Sdn Bhd in December 2015 and June 2016 respectively.

Our outstanding HSE performance in the execution of various projects has received recognition and awards from our clients. Among them;

- (a) Shell Australia Lubricants Production for achieving 600 Days Goal Zero
- (b) Viva Energy Australia for excellent work on MUL500 Project
- (c) ACC Workplace Safety Management Practices to Fitzroy Engineering Group Ltd
- (d) Kertih Terminals Sdn Bhd (“KTSB”) Safety Awards for Great Contribution and Commitment towards Achieving Safety Excellence
- (e) Achievement of 5-Million Safe man-hours without LTI for Pengerang Terminal Phase 2 Project

QUALITY ASSURANCE & QUALITY CONTROL

DIALOG has demonstrated an effective quality management system through continuous improvements in the quality of our products and services, to ensure customers’ expectations are met or exceeded. Our commitment to maintaining the effectiveness of our quality management system is evident from the recognition by national and international accreditation bodies.

In September 2015, Dialog Plant Services Sdn Bhd successfully obtained an extension of its ISO 9001:2008 Certification from SIRIM QAS International Sdn Bhd to include Dialog Fabricators Pengerang Facility (“DFPF”).

In 2016, Dialog E & C Sdn Bhd and Dialog Systems Sdn Bhd underwent Re-certification Audits for ISO 9001:2008 and ISO/TS 29001:2010 respectively. Recommendation to continue another 3-year cycle of certification was granted by the Certification Bodies. An ISO Surveillance Audit was also conducted for Pacific Advance Composites Sdn Bhd, Dialog Services Sdn Bhd and Dialog Plant Services Sdn Bhd.

In early 2016, Overseas Manufacturing (Johor) Sdn Bhd successfully renewed its ASME and NB certification. Another subsidiary, Dialog Plant Services Sdn Bhd, is now pursuing ASME, while also seeking NB Certification for DFPF. This is expected to be completed by the end of 2016.

In progressing to the new edition of ISO 9001:2015, DIALOG will endeavour to enhance its existing quality management system. This includes incorporating new requirements which take into account emerging risks and opportunities.

Currently, DIALOG via its subsidiary companies holds the following certifications;

- (a) ISO 9001:2008 certificates
- (b) ISO/TS 29001:2010 certificate
- (c) ASME Certificate of Authorisation for ‘U’, ‘U2’ & ‘S’
- (d) National Board Certificate of Authorisation for ‘NB’ & ‘R’
- (e) Certificate of Manufacturing Assessment for FRP products (Product Type Approval)
- (f) American Petroleum Institute (“API”) Monogram License for ‘API SpecQ1’, ‘API 5DP’ & ‘API 7’



TECHNOLOGY PARTNERS

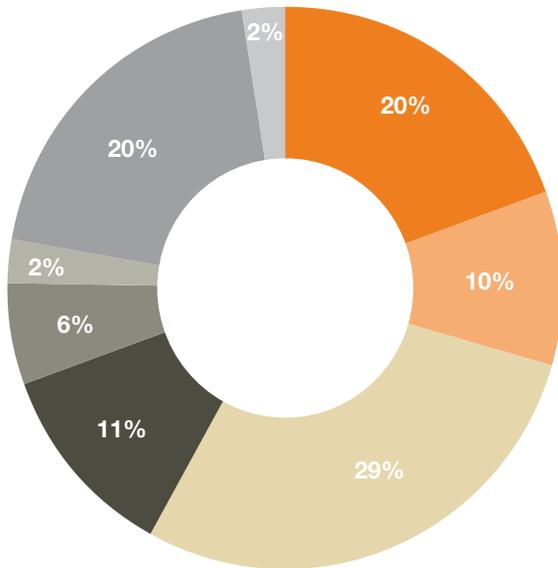




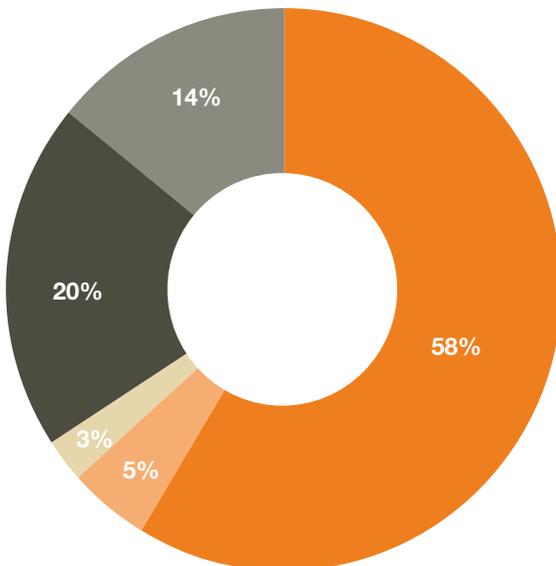
HUMAN

RESOURCE

AS AT 30 JUNE 2016



Qualification Category	No. of Employees
Technical Degree	445
Technical Diploma	223
Technical Certificate	646
None Tech Degree	255
None Tech Diploma	133
None Tech Certificate	56
Secondary Certificate	446
Lower Secondary/Primary Certificate	53
Total	2,257



By Location	No. of Employees
Malaysia	1,324
Singapore	106
Asia	62
Australia & New Zealand	451
Middle East	314
Total	2,257



29 July 2015
DIALOG Hari Raya Open House



12 September 2015
MyKasih Charity Golf 2015

CALENDAR OF EVENTS



November 2015
Tan Sri Dr Ngau received the Construction Industry Development Berhad Fellowship Award



19 November 2015
Annual General Meeting



16 February 2016

Chinese New Year Open House



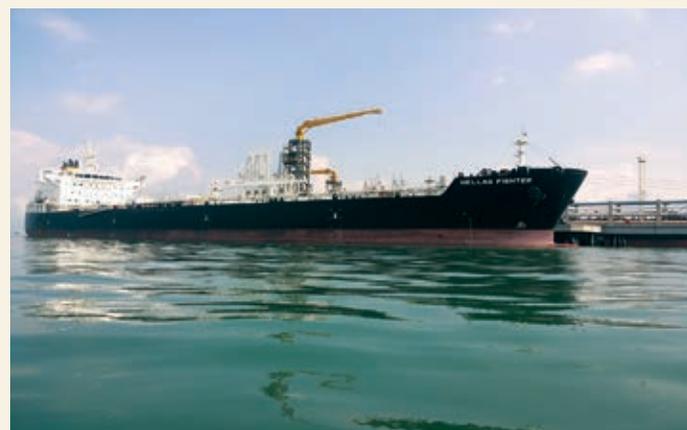
22 – 25 March 2016

Offshore Technology Conference Asia 2016



10 May 2016

Five Million Safe Man-Hours at Pengerang Deepwater Terminal, Phase 2



7 June 2016

Arrival of 600th vessel, MT Hellas Fighter, at Pengerang



22 – 24 June 2016

Annual Budget Planning for FY2017



MyKasih children from the Semai Orang Asli community in Kampung Tual, Raub in the state of Pahang



Two students of the SOLS Solar Academy

CORPORATE SOCIAL RESPONSIBILITY

As a conscientious corporate citizen with over 30 years' experience in the oil, gas and petrochemical industry, Corporate Social Responsibility ("CSR") is an essential part of DIALOG's identity. We continuously ensure that our business operations are aligned to the four pillars of Community, Workplace, the Environment and the Marketplace.

CORPORATE SOCIAL RESPONSIBILITY

A HELPING HAND TO THE COMMUNITY

DIALOG is a devoted supporter of the MyKasih Foundation, a Not-For-Profit Organisation set up to feed and educate economically-challenged Malaysian households through food aid, student bursaries, academic scholarships and training programmes.

In addition to pioneering the cashless system that runs MyKasih Foundation's welfare distribution programme using proprietary MyKad technology, DIALOG and its joint venture companies, Pengerang Independent Terminals Sdn Bhd ("PITSB") and Langsat Terminal (One) Sdn Bhd ("LgT-1") and Langsat Terminal (Two) Sdn Bhd ("LgT-2"), are also donors of MyKasih's flagship programmes – 'Love My Neighbourhood' food aid and 'Love My School' student bursary.

DIALOG contributed RM2.1 million in the financial year ended June 2016 to support 1,470 families and students under the food aid and bursary programmes. DIALOG's joint venture companies, PITSB contributed RM336,000 and LgT-1 and LgT-2 contributed RM64,000, to support 350 and 50 families respectively under the food aid programme.

Under the food aid programme, registered recipients use their MyKad to draw upon a monthly allowance of RM80 to purchase essential food items from 10 different product categories, like rice, cooking oil, canned foods, biscuits, bread, noodles, seasonings, eggs, beverages and flour at partner retail outlets.

Likewise, student beneficiaries under the MyKasih 'Love My School' student bursary programme use their MyKad-linked student smartcard to draw on monthly allowances of RM60-RM80 to buy food and drinks at the school canteen, as well as books and stationery at the school bookstore.

In essence, the overall aim of the MyKasih programmes is to help alleviate the burden that underprivileged families have in putting food on the table and keeping their children in school.

In September 2015, the Group supported the annual MyKasih Charity Golf through the sponsorship of flights, and later in May 2016, a charity musical called 'Into The Woods' staged by PAN Productions, both in aid of MyKasih Foundation. DIALOG contributed a total of RM174,000 towards the above fund-raisers.



A MyKasih recipient using her MyKad to pay for essential food items



'Ragbi Rimau' Under-12 Rugby Championship hosted by SK Bukit Lanjan where DIALOG was the major sponsor

CORPORATE SOCIAL RESPONSIBILITY

Devoted to nurturing the young both in the classroom and on the field, DIALOG contributed RM10,000 to support the 'Ragbi Rimau' under-12 rugby championship in May 2016, hosted by the Group's adopted school, Sekolah Kebangsaan Bukit Lanjan (Asli) in Damansara Perdana, Selangor.

DIALOG presented bicycles to 20 secondary school students from SMK Tanjung Datuk in Pengerang, Johor, after they had won a national award in the Malaysian Young Investors competition. The students, who come from poor families, are beneficiaries of the DIALOG-sponsored MyKasih 'Love My School' programme in SMK Tanjung Datuk.

DIALOG sponsors tuition programmes for 36 school-going children of its MyKasih-adopted families in Kayu Ara, Petaling Jaya, with a contribution of RM20,000. The tuition caters to those sitting for critical examinations in Primary Year 6, Lower Secondary (PT3) and Upper Secondary (SPM), focusing on core subjects such as Bahasa Malaysia, English, Mathematics and Science. DIALOG also piloted an online tuition programme called 'iCerdik' in Sekolah Kebangsaan Bukit Lanjan (Asli).

Elsewhere in Pasir Gudang, DIALOG's joint venture companies – LgT-1 and LgT-2, jointly contributed RM 17,000 in 2015 to sponsor tuition classes for 19 children preparing for Primary Year 6 and Lower Secondary examinations.

In May 2016, PITSB hosted the first Pengerang Health Carnival for its 200 MyKasih families. Supported by the Ministry of Health, the carnival was designed to provide basic health screenings for all members of the families and at the same time, create awareness on the importance of looking after one's health.

As part of the DIALOG employee volunteer programme, 10 employees participated in a small gotong royong activity in October 2015 at Sekolah Kebangsaan Bukit Lanjan (Asli), to clean up and beautify the school's classrooms and the surrounding compound. Since then, the students have formed a dengue patrol group to create awareness and participate in activities to prevent the spread of dengue.



Semai children of Kampung Ulu Tual attending art class

CORPORATE SOCIAL RESPONSIBILITY



Puan Sri Jean Ngau playing host to students of SK Bukit Lanjan at DIALOG Headquarters



Eidlan Hakimi, a primary 2 student rewarded for scoring four A's in his year-end exam



Escape Room Winners



Pengerang Health Carnival – Basic health screenings for MyKasih families

In May 2016, DIALOG employees took 165 students and 25 teachers of Sekolah Kebangsaan Bukit Lanjan (Asli) for a full day of educational fun at Kidzania Kuala Lumpur, an indoor edutainment centre which empowers and inspires children through role-play and gives them a sense of vocation as they learn about the outside world.

In the financial year under review, DIALOG had made a total contribution of RM2,614,980 to fund MyKasih's food aid and student bursary programmes as well as, to support educational and sporting activities in community outreach events initiated by various other charity organisations.

CORPORATE SOCIAL RESPONSIBILITY



16 Futsal Teams participated

PROVIDING A GREAT WORKPLACE

The strength of a company is in its people. DIALOG embraces the diversity, values the different approaches and perspectives, as well as experience and insights its employees bring to the workplace.

Our dedicated workforce is one of the reasons we excel in each of our business areas. The Group is committed to providing our employees with an environment that promotes learning and camaraderie, so they can grow and succeed.

Similarly, the Group offers work experience opportunity to university students. These internship programmes are key in finding our future talents. In this financial year, 57 interns were accepted and placed in various divisions within the Group, including placement at our workshops and projects in states where we have a presence.

A happy workforce is a productive one. To this end, DIALOG's Sports Club continued to provide employees with activities they might not have considered or, had the time for. Weekly activities include yoga, dance and Qi Gong classes, as well as Futsal and Badminton games.

In addition, competitive annual Futsal and Bowling tournaments have attracted healthy participation. Futsal saw 16 teams from the Klang Valley, Melaka, Nilai, Gebeng and Labohan competing.

The Sports Club also introduced a new game "Escape Room" where only three teams managed to 'escape', out of 13 participating teams.

In support of the Malaysian film industry and fostering team spirit and togetherness, staff were treated to a private viewing of 'Ola Bola'. Produced locally, Ola Bola revisits the glorious moments of the Malaysian National Football team's qualification

for the 1980 Olympics in Moscow. The students and teachers of Sekolah Kebangsaan Bukit Lanjan (Asli), a DIALOG-sponsored school, were also invited to the viewing as we shared with them the film's messages of national unity and patriotism.

Another annual initiative, championed by the HR Division, is the Academic Achievement Rewards. The tradition that began nine years ago has become much anticipated event in DIALOG each year. The aim of the programme is to encourage and motivate the employees' children to keep working for better results and improvement. In this financial year, we rewarded a record number of 73 primary and 16 secondary students who did well in their school and national exams.

A get-together was held to celebrate the achievement of these students with more than 100 proud parents and family members from all over the country turning up for the event.

HEALTH, SAFETY AND ENVIRONMENT

As one of the leading services' providers to the oil, gas and petrochemical industry, we continue to adopt best practices in Health, Safety and Environment ("HSE") aspects, in compliance with local and international standards and guidelines.

We continuously strive to improve our HSE performance through the implementation of the various DIALOG's HSE Management System ("HSEMS") programmes. This resulted in our achievement of a Total Recordable Incident Rate ("TRIR") of 0.669 incidents per million man-hours, and working without Lost Time Incident ("LTI") for the entire year under review (a total of 14.9 million man-hours). This performance surpassed TRIR and Lost Time Incident Rate ("LTIR") targets set for the FY2016. Since the last LTI, we have worked over 25 million safe man-hours.

Visible leadership and accountability for HSE at our workshops and project sites have also enhanced the HSE performance for all our business units. Additionally, the establishment of TRIR/LTIR as Key Performance Indicators ("KPIs") for every business



Weekly badminton game

unit has created a greater awareness and accountability for HSE performance. In addition, rigorous HSE inspections and audits are carried out at workshops and project sites to ensure HSEMS programmes are effectively implemented.

HSEMS initiatives have also helped to ensure that the Group's subsidiary companies, Pacific Advance Composites Sdn Bhd, Dialog Plant Services Sdn Bhd and Dialog Catalyst Services Sdn Bhd were recertified as ISO 14001 (for Environmental Management) / OHSAS 18001 (for Occupational Health and Safety) for another three years. In addition, two other subsidiaries; Dialog Systems Sdn Bhd and Dialog Fabricators Sdn Bhd have also obtained similar certification.

Our Catalyst Handling Services team stays committed to operating in a dust-free environment. All catalyst handling equipment are designed with a 'closed-loop' function which stops the emission of harmful or toxic dust, polluting the atmosphere. Our obligation to protect the environment is in compliance with SIRIM QAS/IQNET ISO 14001:2004 certification which serves as a guide for all works performed.

The Group's HSEMS also includes a structured framework that concerns energy usage, fresh water consumption, greenhouse gas emissions and protection of biodiversity. In support of the green initiative, our employees continue to practise simple daily routines such as separating and recycling waste and, minimising printing using both sides of paper as well as recycled paper.

Our Langsat Terminals continue to practise the 3R (Reduce, Reuse, Recycle) approach to manage scheduled wastes. All scheduled wastes are managed by our own Certified Scheduled Waste Competent Person registered and recognised by the Department of Environment. Our obligation to protect the environment is in compliance with ISO 14001:2004 certification which serves as a guide for all works performed.

In Pengerang, all developments are carried out in accordance to the approved Detailed Environment Impact Assessment ("DEIA") that was performed at the beginning of the project. State-of-the-art online monitoring devices are used to provide live data to a 3-tier management system which includes the site specific Environmental Management Plan ("EMP"), an ongoing Environmental Monitoring and Management Plan ("EMMP") and, fixed periodic Independent Third Party Audit.

We are proud that DIALOG TOWER, the Group's Headquarters, is a Green Building Index ("GBI") certified. This certification indicates the incorporation of environment-friendly features and design. These include energy-efficient lighting with sensor controls, which will turn lights out when there is sufficient daylight and, zone controlled air conditioning that allows for air conditioning to be switched off in areas not in use.

TRANSPARENT MARKETPLACE PRACTICES

As a listed company, DIALOG is committed to protecting and enhancing our shareholders' return on investment. Open channels of communication ensure transparent reporting of relevant business and performance information to our shareholders, investors, customers, partners, suppliers, the Government and all other stakeholders on a regular basis and timely manner.

Our Investor Relations ("IR") team continues to play an active role in hosting media practitioners, fund managers and the investment fraternity, providing them the latest and timely information about the Group. In addition to press releases and announcements to Bursa Malaysia, we also make all relevant financial indicators as well as quarterly and annual results available on our corporate website for stakeholders to access conveniently. Our website www.dialogasia.com also offers direct channels of communication with the IR team for stakeholders seeking additional information.

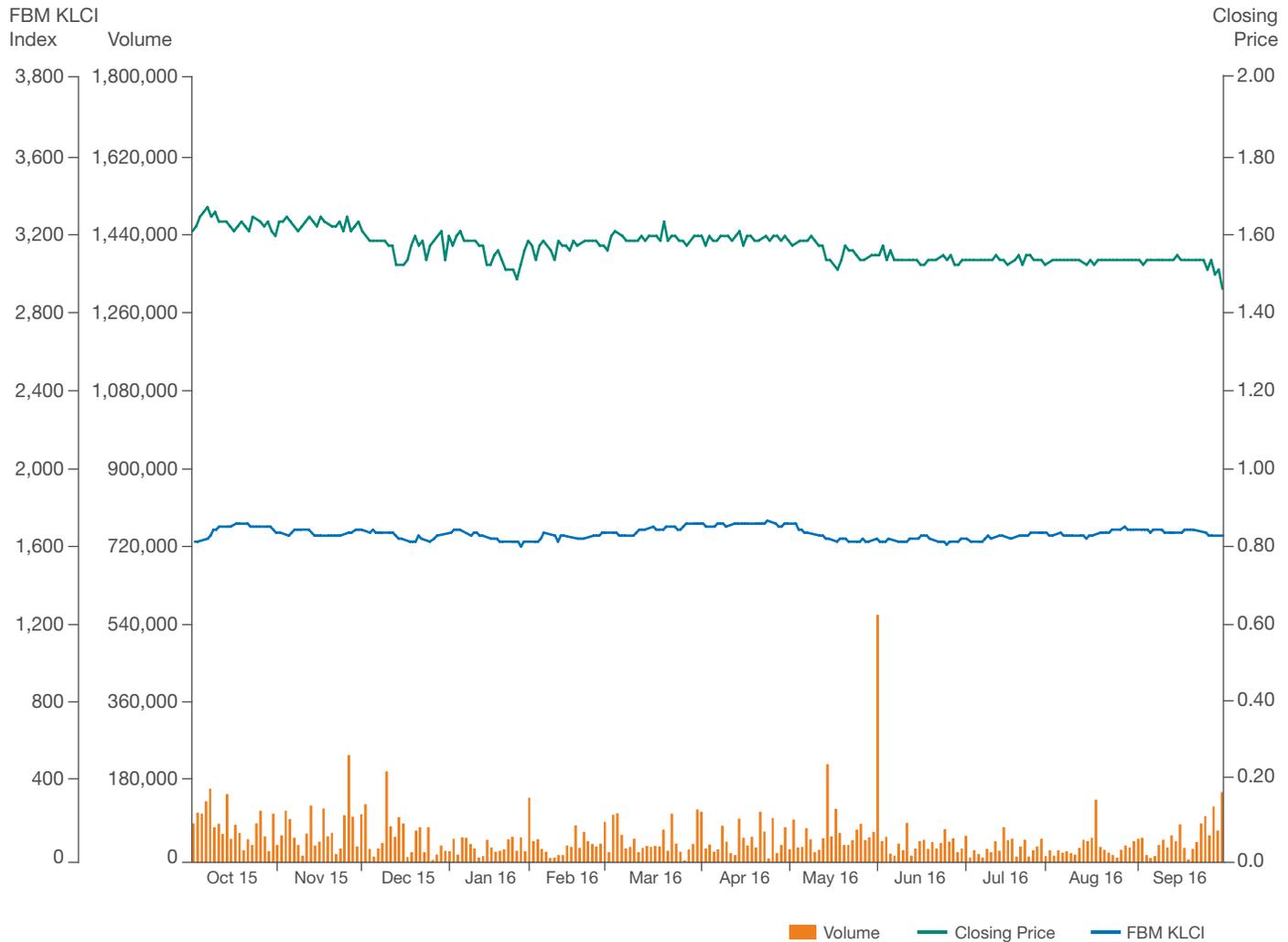
The Annual General Meeting also serves as another forum for the Board of Directors and Management to engage directly with shareholders to discuss the Group's performance and future direction.

DIALOG will remain committed to upholding responsible business practices, guided by our Corporate Governance framework, which ensures the highest ethical and integrity standards at all times.



Annual General Meeting

SHARE PERFORMANCE



SUMMARY OF MONTHLY SHARE INFORMATION FOR THE PERIOD FROM OCTOBER 2015 TO SEPTEMBER 2016

	Oct-15	Nov-15	Dec-15	Jan-16	Feb-16	Mar-16	Apr-16	May-16	Jun-16	Jul-16	Aug-16	Sep-16
Opening Price (RM)	1.60	1.61	1.64	1.59	1.57	1.58	1.59	1.58	1.55	1.52	1.53	1.54
Highest Price (RM)	1.70	1.67	1.64	1.62	1.61	1.63	1.61	1.60	1.58	1.55	1.54	1.55
Lowest Price (RM)	1.58	1.60	1.49	1.49	1.53	1.56	1.56	1.50	1.51	1.51	1.52	1.46
Closing Price (RM)	1.60	1.63	1.60	1.58	1.57	1.60	1.59	1.55	1.54	1.52	1.54	1.46
Volume (Board Lot of 100 units)	1,746,158	1,546,147	1,166,136	789,841	705,582	1,188,290	1,017,828	1,882,769	867,464	601,284	772,993	1,124,157

ENHANCING SHAREHOLDERS' VALUE

20-YEAR RETURN TO SHAREHOLDERS

Compounded Annual Growth Rate on return to shareholders is 31% from IPO in 1996 to 2016

Financial Year	Particulars	New Shares Issued to a Shareholder	Free Warrants Alloted	Cumulative Number of Shares Held By a Shareholder	Cumulative Number of Warrants Held by a Shareholder	Cost of Investment of a Shareholder
1996	Initial Public Offer ("IPO") at RM2.75 per share			1,000		RM2,750
2000	Bonus issue : 4 for 5	800		1,800		
2000	Bonus issue : 2 for 3	1,200		3,000		
2001	Bonus issue : 2 for 5	1,200		4,200		
2002	Bonus issue : 1 for 5	840		5,040		
2004	Bonus issue : 1 for 5	1,008		6,048		
2004	Share split of 1 into 10	-		60,480		
2006	Special share dividend : 1 for 50	1,209		61,689		
2009	Special share dividend : 1 for 50	1,233		62,922		
2010	Bonus issue : 2 for 5	25,168		88,090		
2012	Rights Issue at RM 1.20 : 2 for 10	17,618		105,708		RM21,142
2012	Free Warrants : 1 for 10		8,809		8,809	
2014	Special share dividend : 1 for 125	845	70	106,553	8,879	
2014	Bonus issue : 1 for 1	106,553	8,879	213,106	17,758	
	Total Investment					RM23,892

RETURN TO SHAREHOLDERS

Market value of shares and warrants held (plus dividend received from IPO in 1996 to FY2016 based on closing price as at 30 September 2016)	RM354,151
Compounded annual growth rate from IPO in 1996 to 2016	31%

SHAREHOLDINGS INFORMATION

AS AT 30 SEPTEMBER 2016

Authorised Share Capital (RM)	: 1,000,000,000
Issued and Paid-up Share Capital (RM)	: 530,167,960
No. of Shareholders	: 16,568
Class of the Shares	: Ordinary Shares of RM0.10 each
Voting Rights	: One Vote per ordinary share (On a poll)

DISTRIBUTION SCHEDULE OF SHARES AS AT 30 SEPTEMBER 2016

No of Holders	Total Holdings	Holdings*	%*
1,850	Less than 100 shares	78,701	0.00
2,278	100 to 1,000 shares	938,972	0.02
6,617	1,001 to 10,000 shares	31,446,774	0.59
4,485	10,001 to 100,000 shares	130,485,123	2.46
1,334	100,001 to less than 5% of issued shares	3,938,517,084	74.34
3	5% and above of issued shares	1,196,877,916	22.59
16,567		5,298,344,570	100.00

Note:

* Excluding a total of 3,335,032 shares bought-back by Dialog Group Berhad and retained as treasury shares as at 30 September 2016.

THIRTY SECURITIES ACCOUNT HOLDERS HAVING THE LARGEST NUMBER OF ORDINARY SHARES AS AT 30 SEPTEMBER 2016

Name	Holdings	%*
1. CITIGROUP NOMINEES (TEMPATAN) SDN BHD < EMPLOYEES PROVIDENT FUND BOARD >	571,645,816	10.79
2. CIMSEC NOMINEES (TEMPATAN) SDN BHD < PLEDGED SECURITIES ACCOUNT FOR AZAM UTAMA SDN BHD >	330,313,714	6.23
3. KUMPULAN WANG PERSARAAN (DIPERBADANKAN)	294,918,386	5.57
4. AMANAHRAYA TRUSTEES BERHAD < AMANAH SAHAM BUMIPUTERA >	259,197,000	4.89
5. CIMSEC NOMINEES (TEMPATAN) SDN BHD < PLEDGED SECURITIES ACCOUNT FOR WIDE SYNERGY SDN BHD >	212,113,352	4.00
6. CIMB GROUP NOMINEES (TEMPATAN) SDN BHD < PLEDGED SECURITIES ACCOUNT FOR WIDE SYNERGY SDN BHD (CORPBANKING-5) >	181,440,000	3.42
7. LEMBAGA TABUNG HAJI	148,414,900	2.80
8. AZAM UTAMA SDN BHD	130,337,666	2.46
9. CARTABAN NOMINEES (ASING) SDN BHD < GIC PRIVATE LIMITED FOR GOVERNMENT OF SINGAPORE (C) >	107,855,204	2.04
10. CARTABAN NOMINEES (ASING) SDN BHD < EXEMPT AN FOR STATE STREET BANK & TRUST COMPANY (WEST CLTOD67) >	89,430,722	1.69
11. CARTABAN NOMINEES (TEMPATAN) SDN BHD < EXEMPT AN FOR EASTSPRING INVESTMENTS BERHAD >	86,560,492	1.63
12. MAYBANK NOMINEES (TEMPATAN) SDN BHD < MAYBANK TRUSTEES BERHAD FOR PUBLIC ITTIKAL FUND (N14011970240) >	75,600,000	1.43

SHAREHOLDINGS INFORMATION

AS AT 30 SEPTEMBER 2016

THIRTY SECURITIES ACCOUNT HOLDERS HAVING THE LARGEST NUMBER OF ORDINARY SHARES AS AT 30 SEPTEMBER 2016 (CONTINUED)

Name	Holdings	%*
13. ABDUL RASHID HUSSAIN	71,366,400	1.35
14. CITIGROUP NOMINEES (TEMPATAN) SDN BHD < EXEMPT AN FOR AIA BHD >	66,229,858	1.25
15. CIMSEC NOMINEES (TEMPATAN) SDN BHD < PLEDGED SECURITIES ACCOUNT FOR GMC SDN BHD >	58,387,484	1.10
16. HSBC NOMINEES (ASING) SDN BHD < EXEMPT AN FOR JPMORGAN CHASE BANK, NATIONAL ASSOCIATION (U.S.A.) >	49,534,300	0.93
17. CIMSEC NOMINEES (TEMPATAN) SDN BHD < CIMB BANK FOR IMPRESIF MATRIK SDN BHD (MY1150) >	49,177,456	0.93
18. AMANAHRAYA TRUSTEES BERHAD < PUBLIC ITTIKAL SEQUEL FUND >	47,883,576	0.90
19. MAYBANK NOMINEES (TEMPATAN) SDN BHD < MAYBANK TRUSTEES BERHAD FOR PUBLIC REGULAR SAVINGS FUND (N14011940100) >	44,168,330	0.83
20. AMSEC NOMINEES (TEMPATAN) SDN BHD < MTRUSTEE BERHAD FOR CIMB ISLAMIC DALI EQUITY GROWTH FUND (UT-CIMB-DALI) >	42,406,952	0.80
21. AMANAHRAYA TRUSTEES BERHAD < PUBLIC ISLAMIC DIVIDEND FUND >	42,378,090	0.80
22. HSBC NOMINEES (ASING) SDN BHD < TNTC FOR MONDRIAN EMERGING MARKETS SMALL CAP EQUITY FUND L.P. >	41,366,962	0.78
23. HSBC NOMINEES (ASING) SDN BHD < BBH AND CO BOSTON FOR VANGUARD EMERGING MARKETS STOCK INDEX FUND >	40,128,700	0.76
24. CITIGROUP NOMINEES (TEMPATAN) SDN BHD < EMPLOYEES PROVIDENT FUND BOARD (NOMURA) >	36,673,554	0.69
25. AMANAHRAYA TRUSTEES BERHAD < AMANAH SAHAM DIDIK >	36,454,728	0.69
26. CIMSEC NOMINEES (TEMPATAN) SDN BHD < CIMB BANK FOR NGAU BOON KEAT (MM0592) >	35,196,471	0.66
27. AMANAHRAYA TRUSTEES BERHAD < AMANAH SAHAM MALAYSIA >	34,409,300	0.65
28. AMANAHRAYA TRUSTEES BERHAD < PUBLIC ISLAMIC SELECT ENTERPRISES FUND >	31,303,464	0.59
29. CARTABAN NOMINEES (ASING) SDN BHD < GIC PRIVATE LIMITED FOR MONETARY AUTHORITY OF SINGAPORE (H) >	31,040,400	0.59
30. MALAYSIA NOMINEES (TEMPATAN) SENDIRIAN BERHAD < GREAT EASTERN LIFE ASSURANCE (MALAYSIA) BERHAD (PAR 1) >	27,282,000	0.51

Notes:

The above list is according to the Record of Depositors (without aggregating the number of ordinary shares from different securities accounts belonging to the same person).

* Excluding a total of 3,335,032 shares bought-back by Dialog Group Berhad and retained as treasury shares as at 30 September 2016.

SHAREHOLDINGS INFORMATION

AS AT 30 SEPTEMBER 2016

INFORMATION ON SUBSTANTIAL SHAREHOLDERS (EXCLUDING BARE TRUSTEES) AS AT 30 SEPTEMBER 2016

Name of Substantial Shareholders	Direct Interest		Deemed Interest	
	No.	%*	No.	%*
EMPLOYEES PROVIDENT FUND BOARD	668,316,104 ¹	12.61	–	–
AZAM UTAMA SDN BHD	462,563,330 ¹	8.73	–	–
WIDE SYNERGY SDN BHD	426,970,688 ¹	8.06	–	–
KUMPULAN WANG PERSARAAN (DIPERBADANKAN)	294,918,386 ¹	5.57	38,345,030 ³	0.72
TAN SRI DR NGAU BOON KEAT	49,984,083 ¹	0.94	1,080,672,868 ²	20.40

Notes:

- 1 Shares are held in own name and/or nominee account(s).
- 2 Deemed interested by virtue of his interest in Azam Utama Sdn Bhd, Wide Synergy Sdn Bhd, GMC Sdn Bhd and WRN Sdn Bhd and interests held by his spouse and children.
- 3 Shares are held by KWAP fund manager.
- * Excluding a total of 3,335,032 shares bought-back by Dialog Group Berhad and retained as treasury shares as at 30 September 2016.

DIRECTORS' SHAREHOLDINGS AS AT 30 SEPTEMBER 2016

Name of Director	Direct Interest		Deemed Interest	
	No.	%*	No.	%*
TAN SRI DR NGAU BOON KEAT	49,984,083 ¹	0.94	1,080,672,868 ²	20.40
CHAN YEW KAI	30,515,967 ¹	0.58	–	–
DATUK OH CHONG PENG	–	–	–	–
KAMARIYAH BINTI HAMDAN	1,938,614 ¹	0.04	268,158 ³	0.01
JA'AFAR BIN RIHAN	–	–	–	–
SITI KHAIRON BINTI SHARIFF	–	–	–	–
CHEW ENG KAR	5,427,456 ¹	0.10	10,138,607 ⁴	0.19
ZAINAB BINTI MOHD SALLEH	5,382,583 ¹	0.10	–	–

Notes:

- 1 Shares are held in own name and/or nominee account(s).
- 2 Deemed interested by virtue of his interest in Azam Utama Sdn Bhd, Wide Synergy Sdn Bhd, GMC Sdn Bhd and WRN Sdn Bhd and interests held by his spouse and children.
- 3 Deemed interested by virtue of her spouse's interest.
- 4 Deemed interested by virtue of his interest in CEKinvst Sdn Bhd and his family trust.
- * Excluding a total of 3,335,032 shares bought-back by Dialog Group Berhad and retained as treasury shares as at 30 September 2016.

WARRANT HOLDINGS INFORMATION

AS AT 30 SEPTEMBER 2016

No. of outstanding Warrants	: 112,790,839
Exercise price per Warrant (RM)	: 1.19
Exercise period of Warrants	: 13 February 2012 to 12 February 2017
Voting Rights	: One Vote per Warrant (On a poll)

DISTRIBUTION SCHEDULE OF WARRANTS AS AT 30 SEPTEMBER 2016

No. of Holders	Total Holdings	Holdings	%
663	Less than 100 warrants	17,376	0.02
1,914	100 to 1,000 warrants	753,192	0.67
1,852	1,001 to 10,000 warrants	6,194,456	5.49
901	10,001 to 100,000 warrants	28,029,026	24.85
168	100,001 to less than 5% of issued warrants	70,935,260	62.89
1	5% and above of issued warrants	6,861,529	6.08
5,499		112,790,839	100.00

THIRTY SECURITIES ACCOUNT HOLDERS HAVING THE LARGEST NUMBER OF WARRANTS AS AT 30 SEPTEMBER 2016

Name	Holdings	%
1. UOBM NOMINEES (TEMPATAN) SDN BHD < EXEMPT AN FOR ARECA CAPITAL SDN BHD (CLIENT A/C 1) >	6,861,529	6.08
2. BOYZ UNITED LIMITED	5,000,000	4.43
3. HSBC NOMINEES (ASING) SDN BHD < EXEMPT AN FOR BSI SA (BSI BK SG-NR) >	4,209,600	3.73
4. CIMSEC NOMINEES (TEMPATAN) SDN BHD < CIMB BANK FOR MOHAMMED AMIN BIN MAHMUD (MM1004) >	2,923,394	2.59
5. NELSON BENJAMIN A/L JEYAPPAUL SAMATHANAM	2,800,000	2.48
6. TANG GEONG KOANG	2,010,000	1.78
7. WONG CHENG YONG	1,905,064	1.69
8. RHB NOMINEES (TEMPATAN) SDN BHD < PLEDGED SECURITIES ACCOUNT FOR LEE NGEE MOI >	1,427,700	1.27
9. RHB CAPITAL NOMINEES (TEMPATAN) SDN BHD < PLEDGED SECURITIES ACCOUNT FOR LEE CHIAH CHEANG >	1,413,232	1.25
10. CHOW SIEW CHIN	1,400,740	1.24
11. RHB CAPITAL NOMINEES (TEMPATAN) SDN BHD < PLEDGED SECURITIES ACCOUNT FOR LOKE TAN CHUNG >	1,324,000	1.17
12. GOH HOCK SIEW	1,322,517	1.17
13. WILFRED KOH SENG HAN	1,234,200	1.09
14. POH SIM GARK	1,159,100	1.03
15. AMSEC NOMINEES (TEMPATAN) SDN BHD < PLEDGED SECURITIES ACCOUNT FOR YAP SIEW BEE (MX3237) >	1,152,144	1.02

WARRANT HOLDINGS INFORMATION

AS AT 30 SEPTEMBER 2016

THIRTY SECURITIES ACCOUNT HOLDERS HAVING THE LARGEST NUMBER OF WARRANTS AS AT 30 SEPTEMBER 2016 (CONTINUED)

Name	Holdings	%
16. HEH WUN YEE	1,120,000	0.99
17. PHILIP AMIR SALLEH	1,115,004	0.99
18. WONG KIM YOONG	1,114,160	0.99
19. CIMSEC NOMINEES (TEMPATAN) SDN BHD < PLEDGED SECURITIES ACCOUNT FOR ORIGINAL CREATIONS SDN BHD >	1,105,969	0.98
20. PUBLIC NOMINEES (TEMPATAN) SDN BHD < PLEDGED SECURITIES ACCOUNT FOR HOOI KOW MOI (KPG / AHI) >	1,086,624	0.96
21. THEE YOK YIN	1,000,000	0.89
22. LAW SAY HUAT	937,250	0.83
23. GOH YONG SENG	887,040	0.79
24. TAN SIEW HONG	769,504	0.68
25. CIMSEC NOMINEES (TEMPATAN) SDN BHD < PLEDGED SECURITIES ACCOUNT FOR CHAY WAI LING (CURVE-CL) >	685,520	0.61
26. AMSEC NOMINEES (TEMPATAN) SDN BHD < PLEDGED SECURITIES ACCOUNT FOR YONG PIAU RAN >	604,800	0.54
27. GAN LEONG PEW	604,800	0.54
28. TAM SOW FONG	580,000	0.51
29. AMBANK (M) BERHAD < PLEDGED SECURITIES ACCOUNT FOR CHOW SOONG MING (SMART) >	560,000	0.50
30. LEE RONG SEAN	543,715	0.48

Note:

The above list is according to the Record of Depositors (without aggregating the number of warrants from different securities accounts belonging to the same person).

DIRECTORS' WARRANT HOLDINGS AS AT 30 SEPTEMBER 2016

Name of Director	Direct Interest		Deemed Interest	
	No.	%	No.	%
Tan Sri Dr Ngau Boon Keat	-	-	-	-
Chan Yew Kai	-	-	-	-
Datuk Oh Chong Peng	-	-	-	-
Kamariyah Binti Hamdan	-	-	-	-
Ja'afar Bin Rihan	-	-	-	-
Siti Khairon Binti Shariff	-	-	-	-
Chew Eng Kar	-	-	-	-
Zainab Binti Mohd Salleh	-	-	-	-

CORPORATE GOVERNANCE STATEMENT

Dialog Group Berhad's ("DIALOG") Directors and Management continue to be committed in maintaining good corporate governance by constantly having in place an effective Corporate Governance framework which is in line with the Malaysian Code on Corporate Governance 2012 ("the Code"). The Principles and Recommendations of the Code are carried out across the Group to ensure that high standards of transparency, accountability and integrity are attained in managing the Group's business. The Board believes that having a strong corporate governance framework is the key for enhancing sustainable shareholders' value and the Group's financial performance as well as protecting stakeholders' interests.

This Corporate Governance Statement outlines how DIALOG has applied the Principles and Recommendations of the Code during the financial year under review. The reasons for non-observance of Recommendation 3.5 in the Code are also included in this Statement.

BOARD OF DIRECTORS

Board Composition and Balance

The Board consists of eight (8) members, comprising three (3) Independent Non-Executive Directors, one (1) Non-Independent Non-Executive Director and four (4) Executive Directors.

DIALOG believes that the current Board's composition and size is deemed to be an effective team for the Group. There is a good balance due to the presence of the three (3) Independent Non-Executive Directors and whereas all the Non-Executive Directors are free of management obligations and free from any relationships that could materially interfere with the exercise of their independent judgement.

The Independent Directors provide a strong independent element on the Board where all matters are reviewed with balance and fairness. Among the Non-Executive Directors is a representative from the Employees Provident Fund ("EPF"), a substantial shareholder of the Company. His independent judgement together with that of the other Independent Directors are important in ensuring that the strategies proposed by the Management are fully discussed and intently deliberated, and thus in the long term, the interest of all stakeholders of the Group is safeguarded.

The Directors with their different backgrounds and specialisation, collectively bring with them a wide range of experience and expertise from engineering, construction, marketing, accounting, finance, economics, legal, corporate to general management disciplines suitable for managing the Group's businesses in the oil, gas and petrochemical industry. A brief profile of each Director is presented on pages 013 to 015 of this Annual Report.

Tan Sri Dr Ngau Boon Keat is the Executive Chairman and Mr Chan Yew Kai is the Executive Deputy Chairman of the Group. Mr Chan is involved in dealing with business strategies and new ventures while Tan Sri Dr Ngau focuses on steering DIALOG towards its vision. Tan Sri Dr Ngau and Mr Chan each have more than 30 years experience in the oil, gas and petrochemical industry and their track record capabilities on leadership, entrepreneurship skills and business acumen is immeasurable.

Encik Mustaffa Kamal Bin Abu Bakar who is the Chief Operating Officer of the Group, manages the operations of the Group.

The Board is mindful of the Code's recommendation on the composition of the Board where the chairman of the Board is not an independent director. The Board has strong confidence in the balance of power and authority on the Board with the current composition which leverages on the independent judgement of the four (4) Non-Executive Directors on the Board including a representative from the EPF, a substantial shareholder of the Company. These Non-Executive Directors whose calibre, diverse experiences and integrity add strength to objective discussions and decision makings. In addition, the Board composition is well defined and fulfils the Main Market Listing Requirements ("Listing Requirements") of Bursa Malaysia Securities Berhad ("Bursa Malaysia") of having at least 1/3 of the Board are independent directors. Furthermore, the Board Charter sets out amongst others matters reserved solely for the Board to make decisions which provides the check and balance in the decision making process of the Board.

Datuk Oh Chong Peng is the Senior Independent Non-Executive Director, and should there be any concerns or queries pertaining to the Group, he will be the main contact person. Any concerns or queries may be sent by way of writing to DIALOG's registered address, or electronic mail to Datuk Oh Chong Peng's email address at ocp@dialogasia.com.

CORPORATE GOVERNANCE STATEMENT

Board Committees

The Board has delegated specific responsibilities to six (6) Board Committees, namely the Audit Committee, Nomination Committee, Remuneration Committee, Management Committee, Risk Management Committee and Employees' Share Option Scheme ("ESOS") Committee.

These Board Committees operate under clearly defined roles and responsibilities as set out in its respective terms of reference. They have the authority to deal with particular issues and report to the Board with their respective recommendations, if any.

Board Charter

A Board Charter ("the Charter") has been drawn up and approved by the Board. The Charter provides guidance to the Board in the discharge of its duties and functions which sets out, amongst others, the roles and responsibilities of the Board to ensure that each Board member acting on behalf of the Company is aware of his fiduciary duties and responsibilities, the legislation and regulations affecting their duties and the principles and practices of good corporate governance which apply to the Group.

The Charter is published on the Company's corporate website at www.dialogasia.com. The Charter will be periodically reviewed and updated as and when deemed necessary and upon any new regulations that may have an impact on the discharge of the Board's duties and responsibilities.

Code of Ethics

The Code of Ethics, which forms part of the Board Charter, sets out the broad standards of conducts and basic principles to guide the Board in carrying out their duties and responsibilities to the highest standards of personal and corporate integrity.

The Group has also in place a Code of Ethics for its employees which encompass all aspects of its day to day business operations.

Directors and employees of the Group are expected to observe high standards of integrity and fair dealings in relation to customers, staff and regulators in the communities within which the Group operates and ensure compliance with all applicable laws, rules and regulations to which the Group is bound to observe in the performance of its duties.

Meetings

During the FY2016, six (6) meetings of the Board were held. All Directors have complied with the requirement in respect of board meetings attendance as provided in DIALOG's Articles of Association.

The attendance of the members of board at all meetings was recorded during FY2016, details of which are set out as below:-

Name	No. of meetings attended
Tan Sri Dr Ngau Boon Keat	6/6
Chan Yew Kai	6/6
Datuk Oh Chong Peng	6/6
Kamariyah Binti Hamdan	6/6
Ja'afar Bin Rihan	4/6
Siti Khairon Binti Shariff	6/6
Chew Eng Kar	6/6
Zainab Binti Mohd Salleh	6/6

The schedule of meeting calendar which provides the tentative schedule dates for meetings of the Board, Audit Committee and Annual General Meeting is circulated to Directors before the beginning of each calendar year to enable the Directors to plan ahead and coordinate their respective schedules.

Supply and Access to Information

Prior to the meetings of the Board and Board Committees, Board papers which include the agenda and reports relevant to the issues of the meetings covering the areas of quarterly financial results, progress reports of the various core services, corporate development, regulatory updates, business development, audit reports, risk management reports and/or updates on corporate social responsibility are circulated to all Directors. The information supplied to the members of the Board and Board Committees is relevant and timely to enable the members of the Board and Board Committees to review matters and bring such matters to the meetings for deliberation.

Management personnel of various core services are invited to provide additional insights and deliberations to their areas of responsibilities during the Board and Board Committee meetings.

CORPORATE GOVERNANCE STATEMENT

The Board has direct and unrestricted access to the advice and services of the Company Secretaries. This will ensure that they have ready and unrestricted access to all information within the Group. The Directors are also able to receive advice and services from the external auditors and other independent professionals upon their request.

Appointments to the Board

The Nomination Committee has been established to take on the responsibility of making recommendations for appointments to the Board and ensuring that the Board comprises individuals with the requisite skills, knowledge, qualities and experience. The Nomination Committee is guided by its terms of reference (which is published on the Company's corporate website at www.dialogasia.com) and the Board Charter on appointments to the Board. The Nomination Committee will annually evaluate the effectiveness of the Board, its Committees and also the performance of the Directors. They are also responsible for assessing the suitability of any proposed candidate as a board member and to submit their recommendations to the Board. In evaluating the suitability of candidates, the Nomination Committee considers the following criteria:

- skills, knowledge, qualities and experience;
- commitment (including time commitment) and contribution;
- diversity of the Board; and
- in the case of the independence of a candidate for the position of an independent director, whether the candidate can bring independent and objective judgement to board deliberations.

The Nomination Committee of the Company comprised of two (2) Independent Non-Executive Directors. The Committee is chaired by Datuk Oh Chong Peng, a Senior Independent Non-Executive Director and the other member is Puan Kamariyah Binti Hamdan.

During the FY2016, the Nomination Committee met once to review the composition of the Board, mix of skills, knowledge, experience, qualities, time commitment and diversity of the Board members and their individual performance for the past year. The Nomination Committee also assessed the independence of Independent Directors. The Independent Directors namely Datuk Oh Chong Peng, Puan Kamariyah Binti Hamdan and Cik Siti Khairon Binti Shariff fulfil the criteria of "Independence" as prescribed under Chapter 1 of the Listing Requirements.

Re-election of Directors

DIALOG's Articles of Association provides for all directors, including the managing director, to submit themselves for re-election at least once every three years. Directors appointed during the year are required to retire at the following Annual General Meeting ("AGM") but are eligible for re-election.

Directors' Training

For FY2016, the Directors have attended various seminars and briefings to enhance their knowledge with the latest development in the industry and to better enable them to fulfil their responsibilities and to discharge their duties. These seminars and training programmes range from many areas, which include leadership management, corporate governance, internal control, financial reporting, tax, strategic planning, developments in the oil and gas industry, finance and economic outlook. Conferences, seminars, dialogues, briefings and training programmes attended by the Directors include the following:

- Malaysia's Economic Update 2015
- SBO KL-EY Entrepreneurship Learning Series
- Johor Petroleum Development Corporation's Trade Investment And Mission To Japan
- Offshore Technology Conference Asia 2016
- Operations Excellence
- World Maritime Day 2015 International Conference
- The 10th Asia Economic Summit
- SC Annual Report 2015 Briefing Session
- 2016 BNM Governor's Address on the Malaysian Economy & Panel Discussion
- Invest Malaysia 2016
- Sustainability Reporting and New Auditors' Reporting
- Companies Bill 2015
- Fide Forum: Board Leading Change
- Fide Forum: New Audit Report
- PwC briefing: AML/CFT; Social Media; MFRS9
- Audit Committee Conference 2016
- Corporate Board Leadership Symposium 2015
- CG Breakfast Series for Directors: "Future of Auditor Reporting – The Game Changer for Boardroom"
- Creating a better world – The Role of Corporate ASEAN in driving the Sustainable Development Goals
- ADP : Leading for organisational

CORPORATE GOVERNANCE STATEMENT

- EPF Investment Seminar
- Leadership Coaching (ADP)
- Leadership Energy Summit Asia 2015
- Volunteerism Pro Mercy Malaysia
- Global Transformation Forum
- Deloitte TaxMax - the 41st series seminar
- Audit Committee Institute Breakfast Roundtable 2016
- Advocacy Sessions On Management Discussion and Analysis for Chief Executive Officers and Chief Financial Officers
- Engagement Session with Public Listed Companies
- MOGSC Tea Talk - An Industry in Transition

The Board has assessed the trainings attended by the Directors during FY2016 and was satisfied that each of the Directors had attended continuous training. The Directors will continue to undergo relevant training programmes to further enhance their skills and knowledge as well as awareness of the development in the industry that inevitably can contribute to the Group. The Board acknowledges that continuous education is essential for the Directors to keep abreast with the dynamic environment in which the Group operates.

DIRECTORS' REMUNERATION

The Level and Make-up of Remuneration

The Group has a policy for remunerating directors for their responsibilities and contributions in leading and managing the Group's business operations. The remuneration package is structured to offer reward in tandem with the Group's financials and the individual's performance.

Remuneration Procedure

The Remuneration Committee is responsible for recommending to the Board a remuneration framework and package for the Executive Directors that are considered necessary to attract, retain and motivate key personnel needed for the continual success of the Group.

The Remuneration Committee comprised of a majority of non-executive directors and is chaired by Tan Sri Dr Ngau Boon Keat and the other members are Datuk Oh Chong Peng and Puan Kamariyah Binti Hamdan.

The Remuneration Committee met once during the FY2016.

The remuneration awarded to the Executive Directors consists of salary, allowance, employers' contribution to the Employees Provident Fund, bonus, incentive, ESOS and other benefits accorded such as company cars, drivers, insurance, hospitalisation and club membership.

Non-Executive Directors' remuneration package includes directors' fees, allowances and other benefits.

The directors' remuneration for FY2016 is presented in DIALOG's Audited Financial Statements on page 092.

RELATIONSHIP WITH SHAREHOLDERS

Dialogue Between DIALOG and Investors

The Group recognises the importance of effective constant open communication with shareholders and investors. Information on the Group's business activities and financial performance is disseminated through various mediums including announcements of quarterly results, annual report, forums, company visits, site visits, annual general meeting, exhibitions and other company activities.

DIALOG's announcements of quarterly results and annual report are key channels of communication with its shareholders and investors. DIALOG strives to keep its announcements of quarterly results and annual report as informative, comprehensive, and user friendly as possible, as well as provide factual descriptions on business operations, figures and charts on the performance of the Group.

Investor relations communication is also important to DIALOG. Therefore regular company and site visits, briefings, meetings, dialogues and teleconferences were conducted with institutional investors, fund managers, analysts, investors and media representatives to give them a better understanding of the business and financial performance of the Group. In FY2016, the Executive Chairman and the Executive Directors met with more than 300 representatives from various fund management and investment companies, investment banks and other stakeholders. DIALOG also participated in various roadshows in Kuala Lumpur and Singapore organised by various banks and investment banks. There were also numerous visits to the Group's project sites, notably visits to the Pengerang Deepwater Terminal by analysts and fund managers. Apart from that, DIALOG was privileged by visits from cabinet ministers, department heads and officers from various government ministries and international business councils and diplomatic missions.

CORPORATE GOVERNANCE STATEMENT

DIALOG has an established homepage, www.dialogasia.com, where shareholders and investors can have access to information on the Group. The homepage is constantly updated to incorporate the latest developments of the Group. DIALOG's quarterly financial results announcements, general announcements and press releases are also posted on the homepage. The homepage has an e-news section where shareholders and anyone who is interested may register to obtain DIALOG's announcements via email. Investors' queries relating to financial performance or company developments can be directed to Mr Chew Eng Kar, Director, Corporate Services (Tel: 603 7717 1168 or Email: ekchew@dialogasia.com) or Puan Zainab Mohd Salleh, Group Chief Financial Officer (Tel: 603 7717 1284 or Email: zainabs@dialogasia.com), and other company related queries can be directed to Ms Chay Siew Kim, Company Secretary (Tel: 603 7717 1130 or Email: kim@dialogasia.com).

Annual General Meeting

The AGM is an excellent opportunity for the Company's shareholders to have a dialogue session with the Board of Directors. Shareholders are encouraged to attend and participate in a questions and answers session during the AGM. After the conclusion of the AGM, it is a practice of DIALOG to have about an hour of open discussion with its shareholders on any issue with regard to the Group including issues of strategy and performance, and macro views of the oil, gas and petrochemical industry. An exhibition is usually held during the AGM where important informative charts are displayed to explain to shareholders, DIALOG's various core services, corporate strategies, performance and major developments.

CORPORATE SOCIAL RESPONSIBILITY

To promote the sustainability of the business, DIALOG is committed to looking after the interests of its community, employees, environment and market place. The Group will continue to invest its time and resources in Corporate Social Responsibility ("CSR") as a business, and through the MyKasih programmes, expand the reach of its efforts in providing assistance to families and students of low income households.

MyKasih programme has been DIALOG's leading activity for its CSR initiative. Administered with the use of cutting-edge technology, the programme further exhibits the Group's commitment in putting in place a system to ensure integrity and accountability. The technology that was developed by ePetrol, a subsidiary of the Group, is based on payment industry standards and best practices, and has revolutionised the way welfare aid is distributed with the use of MyKad.

Its innovative and superior technology is able to account for all transactions under the MyKasih Programme. DIALOG as part of its continuous effort to expand its CSR scope, has commissioned the MyKasih Foundation with the technology to administer the MyKasih Programme and extend it to other corporate and individual donors wishing to support underprivileged communities.

As at June 2016, DIALOG has sponsored 1,470 poor and needy families and students under the MyKasih programmes.

The Corporate Social Responsibility Statement is detailed on pages 038 to 043 of this Annual Report.

ACCOUNTABILITY AND AUDIT

Audit Committee

The present Audit Committee of the Company comprises exclusively Independent and Non-Executive Directors, namely Datuk Oh Chong Peng (Chairman), Puan Kamariyah Binti Hamdan and Cik Siti Khairon Binti Shariff.

The summary of work of the Audit Committee relating to the FY2016 are highlighted on pages 057 to 058 of this Annual Report.

Risk Management and Internal Control

Recognising the importance of risk management and internal controls, the Company has established a sound risk management framework and internal controls system to safeguard shareholders' investments and the Group's assets.

The Statement on Risk Management and Internal Control set out on pages 059 to 060 of this Annual Report provides an overview of the state of risk management and internal controls within the Group.

Financial Reporting

The Board is committed to the preparation of financial statements that present a true and fair view of the financial position of the Group and prospects each time it releases its quarterly and annual financial results. The Board is assisted by the Audit Committee to oversee the Group's financial reporting processes and ensure necessary internal controls are in place to enable that the preparation of financial statements are free from material misstatement, whether due to fraud or error.

CORPORATE GOVERNANCE STATEMENT

Relationship with the Auditors

Through the Audit Committee of the Board, the Group has established transparent and appropriate relationship with the Group's auditors. The Audit Committee had convened two (2) meetings with the external auditors without the presence of executive directors and officers to discuss the audit plans and findings for FY2016.

DIRECTORS' RESPONSIBILITY IN FINANCIAL REPORTING

The Board is satisfied that in preparing the financial statements of the Group for the financial year ended 30 June 2016, the Group has:

- Ensured compliance in accordance with the applicable Malaysian and International Financial Reporting Standards and provisions of the Malaysian Companies Act, 1965.
- Adopted and consistently applied appropriate accounting policies.
- Made estimates and judgements which are reasonable based on the Board's best knowledge.

The Board is responsible for ensuring the proper maintenance of accounting records, disclosing with reasonable accuracy the financial position of the Group. In addition, the Board is responsible for taking reasonable steps to safeguard the assets of the Group and to detect as well as prevent fraud and other irregularities.

AUDIT COMMITTEE REPORT

AUDIT COMMITTEE REPORT

The Audit Committee (“The Committee”) provide assistance to the Board in fulfilling the Board's responsibilities to the Company and its shareholders relating to the internal control systems, accounting and financial reporting process and the audit of the Company's financial statements.

COMPOSITION

Board members who served on the Audit Committee during the year are as follows:

- (a) **Datuk Oh Chong Peng**
(Senior Independent Non-Executive Director and a member of the Malaysian Institute of Accountants)
(Chairman of the Audit Committee)
- (b) **Kamariyah Binti Hamdan**
(Independent Non-Executive Director)
- (c) **Siti Khairon Binti Shariff**
(Independent Non-Executive Director)

The Secretary of the Committee is Ms Chay Siew Kim, who is also the Joint Company Secretary.

The Terms of Reference (“TOR”) of the Audit Committee is published on the Company's corporate website at www.dialogasia.com. The TOR will be periodically reviewed and updated as and when deemed necessary and upon any new regulations that may have an impact on the discharge of the Audit Committee's duties and responsibilities.

TERM OF MEMBERSHIP

Members of the Audit Committee are appointed for an initial terms of 2 years after which they may be re-appointed on such terms as may be determined by the Board of Directors.

MEETINGS

The Audit Committee met six times during the financial year 2016. The external auditors, other non-executive directors of the Company and the senior management personnel of the operating business units of the Group were invited, when appropriate, to attend the Audit Committee meetings to assist in its deliberations.

The details of attendance at the Audit Committee meetings during the financial year 2016 are as follows:

No.	Name	No. of Meetings Attended	Percentage of Attendance (%)
1	Datuk Oh Chong Peng	6/6	100
2	Kamariyah Binti Hamdan	6/6	100
3	Siti Khairon Binti Shariff	6/6	100

AUTHORITY

The Committee has the authority to seek any information it requires from any officer or employee of the Group and such officers or employees are instructed by the Board of the Company employing them to respond to such enquiries. It is also authorised to seek independent professional advice, as it considers necessary.

The Committee is authorised by the Board to investigate any activity within its responsibility and duties. The Committee submits a report to the Board detailing its findings and recommendations immediately after deliberating on the findings of its enquiries.

AUDIT COMMITTEE REPORT

SUMMARY OF WORK OF THE AUDIT COMMITTEE RELATING TO FINANCIAL YEAR 2016

The Audit Committee carried out the following work in the discharge of its functions and duties through reviewing and deliberation during Audit Committee meetings for the financial year 2016:

- (a) Reviewed the quarterly financial statements and annual audited financial statement of the Group;
- (b) Reviewed the scope, functions and resources of the internal audit function;
- (c) Reviewed and appraised the Group's internal control systems and report to the Board of Directors on the Risk Management and Internal Control Statement of the Group;
- (d) Reviewed the terms of reference of the audit committee, audit charter, audit procedures and audit plan;
- (e) Reviewed the internal audit reports and adequacy and effectiveness of the management responses in implementing the recommendations of the Internal Audit department;
- (f) Reviewed the risk management process for managing the risks associated with the Group's business activities;
- (g) Reviewed related party transactions of the Group; and
- (h) Reviewed with the external auditors their audit scope, procedures and reporting requirements. Convened 2 meetings on 8 October 2015 and 18 May 2016 with the external auditors without the presence of executive directors and officers.

INTERNAL AUDIT FUNCTION

The Board of Directors and the Audit Committee are assisted by the in-house Internal Audit Department in ensuring that a sound system of internal controls is in place. The Internal Audit Department reports to the Audit Committee in the performance of its duties and is guided by its Audit Charter in its independent appraisal functions.

The primary role of internal audit is to provide independent assurance to the Board that:

- (a) The Group's policies and guidelines have been communicated, implemented and are working as intended; and
- (b) Risk areas have been identified and there are effective internal control systems over all aspects of the Group's business and operations.

The Internal Audit Department is responsible for developing and monitoring an efficient and effective audit plan to provide the Board with assurance that the systems of internal control of the Group achieve the following:

- (a) That business is planned and conducted in an orderly, prudent, efficient and cost effective manner;
- (b) Transactions and commitments are entered into in accordance with management's authority;
- (c) Management is able to safeguard the assets and control the liabilities of the Group, i.e. there are measures to minimise and to detect the loss from irregularities, frauds and errors; and
- (d) The accounting and other records of the business provide complete, accurate and timely information.

During the financial year 2016, the Internal Audit Department conducted a total of 13 audit reviews and 14 follow-up/audit closure reviews for current and previous years. On-going actions were taken by the management to rectify the weaknesses identified in the reports. The total costs incurred for the internal audit function in respect of the financial year 2016 amounted to RM547,750.

STATEMENT OF RISK MANAGEMENT AND INTERNAL CONTROL

The Board of Directors affirms its responsibility for maintaining a sound and effective system of risk management and internal control. This system is designed to:

- Safeguard shareholders' investments and Group's assets;
- Ensure continuous identification, evaluation, monitoring and management of key risks that may impede the achievement of Group's business objectives;
- Ensure that proper accounting records are maintained;
- Ensure that the financial information used within the business and for publication to the public is reliable; and
- Ensure compliance with applicable laws and regulations.

The Group's risk management and internal control system is an ongoing process designed to meet the Group's particular needs and to manage the risks associated with strategic, operations, financial and regulatory compliance.

The Directors are aware that the risk management and internal control system can only provide reasonable and not absolute assurance against the risk of material errors, misstatement, fraud or occurrences of unforeseeable circumstances. The Directors constantly review the adequacy and integrity of the Group's risks management and systems of internal control with the assistance of both the Audit Committee and the Risk Management Committee. The Directors believe that the business and operation environment in DIALOG is conducive for the Group to accomplish its mission and business objectives.

KEY INTERNAL CONTROLS PROCESSES

The key processes of the Group's internal controls include the following elements:

CONTROL ENVIRONMENT

Line of Reporting

Clear organisational structures with formally defined lines of responsibility and delegation of authority that act as a control mechanism in terms of lines of reporting and accountability.

Financial Authority Limits

A well-defined financial limits of authority on all financial commitments for each level of management within the Group. The financial authority limits are continuously reviewed and updated so as to ensure their suitability for implementation. Policies and procedures on such limits are documented to guide staff at all levels in the performance of their duties.

RISK ASSESSMENT

Risk Management

The Group has in place a Risk Management policy and framework to identify, evaluate, monitor and manage risks encountered by the Group. The policy and framework are consistent with the principles set out in accordance with ISO 31000:2009 Risk Management Standards. The policy and framework provide a common understanding and approach in the application of risk management process across the Group.

The Risk Management Committee, chaired by the Executive Chairman and comprised of senior management within the Group, reviews the effectiveness of the risk management process and reports arising from risk management activities as well as deliberating the risks identified, controls and risk mitigation strategies.

Key and potential risks identified, together with the mitigation action plans are reported to the Risk Management Committee, Audit Committee and the Board for their attention and deliberation.

CONTROL ACTIVITIES

Internal Audit Function

Internal Audit Department is responsible to assist the Audit Committee in providing independent assessments on the adequacy, efficiency and effectiveness of internal control systems and ensuring operational compliance with standard operating procedures within the Group.

The Internal Audit Department undertakes regular and systematic review of the internal controls, providing the Audit Committee and the Board with sufficient independent assurance that the system of internal control is effective in identifying and addressing potential risks.

ISO 9001 and TS 29001 Quality Management Systems Audit

Annual audits are conducted internally as well as externally by certified bodies to ensure compliance with all requirements of the ISO 9001:2008 and ISO/TS 29001:2010 certifications. The certifications serve as an assurance to customers with regards to the delivery of the highest quality on products and services by the Group.

STATEMENT OF RISK MANAGEMENT AND INTERNAL CONTROL

Centralised Functions

Centralised control of selected key functions of the Group such as finance, accounts, Health, Safety and Environment (“HSE”), Quality Assurance/Quality Control (“QAQC”), contracting, procurement, legal, human resource, treasury and tax enables the management to minimise risk exposure and increase the efficiency and effectiveness of business operations.

Human Resource Development

A proactive approach in human resource development is adopted to ensure employees at all levels are competent to meet the current business requirements and future business needs. Training is provided on various areas of work such as knowledge on leadership, health and safety, technical training as well as soft skills, both locally and overseas to ensure staff of all levels are proficient and competent in handling their job functions. Training programmes are also conducted for risk awareness and on implementation of total risk management process and procedures as part of the Group’s efforts to foster a proactive risk management culture.

INFORMATION AND COMMUNICATION

Financial Reporting

A financial system is in place to capture all financial transactions and generate periodic management financial reports for performance review and decision making.

Annual budgets are prepared by operating units and approved by the Board. Actual performance of operating units against the budgets is reviewed and monitored on a regular basis.

MONITORING

Management Visit

Directors and senior management conduct regular visits to project sites, overseas offices, customers and principals’ offices to review the Group’s operations and gain better understanding to facilitate informed decision-making.

Third Party Audit

Third party audit is carried out by the project owners if required. These audit processes are conducted by joint venture partners, alliance partners and also other relevant parties.

REVIEW OF THIS STATEMENT BY EXTERNAL AUDITOR

As required by the Bursa Securities’ Listing Requirements, the external auditors have reviewed this Statement on Risk Management and Internal Control. Their review was performed in accordance with Recommended Practice Guide 5 (Revised) [“RPG 5 (Revised)”] issued by the Malaysian Institute of Accountants. Their review has been conducted to assess whether the Statement on Risk Management and Internal Control is supported by the documentation prepared by or for the Directors and appropriately reflects the process the Directors have adopted in reviewing the adequacy and integrity of risk management and the system of internal control for the Group.

RPG 5 (Revised) does not require the external auditors to consider whether this Statement covers all risks and controls, or to form an opinion on the effectiveness of the Group’s risk and control procedures. Based on the procedures performed, the external auditors have reported to the Board that nothing has come to their attention that causes them to believe that this Statement is not prepared in all material respects, in accordance with the disclosures required by paragraph 41 and 42 of the Statement on Risk Management and Internal Control: Guidelines for Directors of Listed Issuers, nor is factually inaccurate.

CONCLUSION

The Risk Management and Internal Control system is in place, are adequate and effective for the Group.

The Executive Chairman and Group Chief Financial Officer have provided assurance to the Board that the Group’s Risk Management and Internal Control system is operating adequately and effectively.

The Group will continue to take measures to strengthen the Risk Management and Internal Control system with a view to further enhance its effectiveness and to ensure new and additional risks arising from changes in the business and operating environment are managed within tolerable limits and dealt with in a timely manner.

CORPORATE INFORMATION

BOARD OF DIRECTORS

TAN SRI DR NGAU BOON KEAT

(Executive Chairman)

CHAN YEW KAI

(Executive Deputy Chairman)

DATUK OH CHONG PENG

(Senior Independent
Non-Executive Director)

KAMARIYAH BINTI HAMDAN

(Independent
Non-Executive Director)

JA'AFAR BIN RIHAN

(Non-Independent
Non-Executive Director)

SITI KHAIRON BINTI SHARIFF

(Independent
Non-Executive Director)

CHEW ENG KAR

(Director, Corporate Services)

ZAINAB BINTI MOHD SALLEH

(Group Chief Financial Officer)

AUDIT COMMITTEE

DATUK OH CHONG PENG

(Chairman, Senior Independent
Non-Executive Director)

KAMARIYAH BINTI HAMDAN

(Independent Non-Executive Director)

SITI KHAIRON BINTI SHARIFF

(Independent Non-Executive Director)

JOINT COMPANY SECRETARIES

ZAINAB BINTI MOHD SALLEH

MIA 7672

LIM HOOI MOOI

MAICSA 0799764

CHAY SIEW KIM

MAICSA 7012266

REGISTERED OFFICE

DIALOG TOWER, No. 15
Jalan PJU 7/5, Mutiara Damansara
47810 Petaling Jaya
Selangor Darul Ehsan
Malaysia
Tel No. : 603 7717 1111
Fax No. : 603 7722 3999
Homepage : www.dialogasia.com

SHARE REGISTRAR

Symphony Share Registrars Sdn Bhd
Level 6, Symphony House
Pusat Dagangan Dana 1
Jalan PJU 1A/46
47301 Petaling Jaya
Selangor Darul Ehsan
Malaysia
Helpdesk Line : 603 7849 0777
Fax No. : 603 7841 8151/8152

STOCK EXCHANGE LISTING

Main Market of Bursa Malaysia
Securities Berhad
Stock Name : DIALOG/DIALOG-WA
Stock Code : 7277/7277WA

AUDITORS

Level 8
BDO @ Menara CenTARa
360 Jalan Tuanku Abdul Rahman
50100 Kuala Lumpur
Malaysia

SOLICITORS

Mah-Kamariyah & Philip Koh
Rahmat Lim & Partners
Shearn Delamore
Raja Darryl & Loh

PRINCIPAL BANKERS

AmBank (M) Berhad
CIMB Bank Berhad
Malayan Banking Berhad
OCBC Bank (Malaysia) Berhad
Standard Chartered Bank
Malaysia Berhad

GROUP CORPORATE DIRECTORY

MALAYSIA

Head Office

DIALOG TOWER
No. 15, Jalan PJU 7/5
Mutiara Damansara
47810 Petaling Jaya
Selangor Darul Ehsan
Malaysia
Tel : 603 7717 1111
Fax : 603 7722 3999
Homepage : www.dialogasia.com

Terengganu Office

Lot 3739, Kg. Labohan
Mukim Kertih
Daerah Kemaman
24300 Kertih
Terengganu Darul Iman
Malaysia
Tel : 609 826 6833
Fax : 609 826 6827

Melaka

Office and Workshop

No. 15 & 17, Jalan TP4
Tmn Perindustrian Bukit Rambai
Fasa 6, Mukim Bukit Rambai
75250 Melaka Bandaraya Bersejarah
Malaysia
Tel : 606 351 9051
Fax : 606 351 9070

Fabrication Yards

Lot 486, Mukim Teluk
Panglima Garang
Daerah Kuala Langat
42600 Selangor Darul Ehsan
Malaysia
Tel : 603 3191 4068
Fax : 603 3191 4081

Lot 1480, B12 Mukim Setul
Kawasan Perindustrian Nilai
71800 Nilai
Negeri Sembilan Darul Khusus
Malaysia
Tel : 606 799 2557
Fax : 606 799 2553

Plo 112, Jalan Firma 1/5
Tebrau Industrial Estate
81100 Johor Bahru
Johor Darul Takzim
Malaysia
Tel : 607 354 1068
Fax : 607 354 1093

Lot 4993-4994
Tanjung Kapal
Mukim Pengerang
81600 Pengerang
Johor Darul Takzim
Malaysia
Tel : 607 826 3485
Fax : 607 836 3465

Workshops

P.T. 8920 Kawasan Bukit Labohan
Mukim Kertih, Daerah Kemaman
24300 Kertih
Terengganu Darul Iman
Malaysia
Tel : 609 826 6050
Fax : 609 826 5969

Lot 6, Kawasan Perindustrian Gebeng
Mukim Sg. Karang
26080 Kuantan
Pahang Darul Makmur
Malaysia
Tel : 609 580 1212
Fax : 609 580 1213

Lot 1B, Industri Kecil &
Sederhana (IKS)
Kampung Rancha-Rancha
87000 W.P. Labuan

SINGAPORE

Office and Workshop

10 Tuas Avenue 16
Singapore 638931
Tel : 65 6336 3377
Fax : 65 6338 9929

INDONESIA

Office

Bidakara 2 Building, 15th Floor
Jl. Jend. Gatot Subroto Kav. 71-73
Jakarta 12870
Indonesia
Tel : 62 21 8370 5372
Fax : 62 21 8370 5373

Workshop

Kawasan Industri Jababeka 3
Jl. Tekno Boulevard Blok B 6 A
Cikarang Utara
Bekasi 17530
Indonesia
Tel : 62 21 8984 4541
Fax : 62 21 8984 4542

THAILAND

Office

333/87 6th Floor
Laksi Plaza Tower 1
Kampaengpet 6 Road
Kwaeng Talad Bangkhen
Khet Laksi, Bangkok
10210 Thailand
Tel : 66 2 576 1707-9
Fax : 66 2 576 1710

Office and Workshop

22/9 Soi Chaklukya 4
Watchaklukya Road
Tambol Huaypong
Amphur Muang Rayong, Rayong
21150 Thailand
Tel : 66 3869 2671-2
Fax : 66 3869 2670

CHINA**Office**

Rm. 1905, Building 1
Wanda Plaza, No. 93 Jianguo Road
Chaoyang District
Beijing 100022, China
Tel : 86 10 5820 5069-16
Fax : 86 10 5820 5069-15

SAUDI ARABIA**Office and Workshop**

P.O. Box 10990
Jubail Industrial City 31961
Kingdom of Saudi Arabia
Tel : 966 1 3340 7740/42
Fax : 966 1 3340 7741

Supply Base

P.O. Box 10990
Jubail Industrial City 31961
Kingdom of Saudi Arabia
Tel : 966 1 3363 2056/59
Fax : 966 1 3363 2014/23

AUSTRALIA**Office**

7 Burgay Court
Osborne Park
Perth, WA 6017, Australia
Tel : 61 8 9244 9899
Fax : 61 8 9244 9866

Office and Workshop

1294 Lytton Road
Hemmant, Brisbane QLD 4174
Australia
Tel : 61 7 3900 4500
Fax : 61 7 3393 9232

Workshop

9 Osborne Street
Chinchilla QLD 4413
Australia
Tel : 61 7 4669 1811

NEW ZEALAND**Office and Workshop**

691 Devon Road, Waiwhakaiho
Private Bag 2053
New Plymouth 4342
New Zealand
Tel : 64 6 759 5252
Fax : 64 6 759 5253

Office

1st Floor, 1 Neil Park Drive
East Tamaki
Auckland 2163
New Zealand
Tel : 64 9 272 8460
Fax : 64 9 272 8470

Workshops

579 Rakaunui Road
Taupo, New Zealand
Tel : 64 7 378 5772

45 Mawhitiwhiti Road
Normanby
Hawera 4614
New Zealand
Tel : 64 6 272 8694

72A Seaview Road
Lower Hutt
Wellington, 5010
New Zealand
Tel : 64 4 389 9210

215 Connett Road East
Bell Block
New Plymouth 4312
Tel : 64 755 0709

UNITED ARAB EMIRATES**Office**

P.O. Box 262457
Flat #1814 Tower A (FZJOA1814)
JAFZAONE
Jebel Ali
Dubai, U.A.E.
Tel : 971 4 881 9410
Fax : 971 4 881 9420

LIST OF PROPERTIES

AS AT 30 JUNE 2016

	Existing Use	Tenure	Date of Acquisition by the Group	Approximate Age of Building	Land Area/ Build Up Area (Sq. Ft.)	Net Book Value as at 30-June-16 RM'000	
1	DIALOG PROPERTIES SDN BHD DIALOG TOWER No 15, Jalan PJU 7/5 Mutiara Damansara 47810 Petaling Jaya Selangor Darul Ehsan	Corporate Office	Freehold land and building	2-Apr-07	3 years	53,508	133,591
2	DIALOG CORPORATE SDN BHD G9-G, G9-1, G9-2, G9-3, G9-3A, G9-5, G9-6, G9-7 Block G, Phileo Damansara 1 No.9, Jalan 16/11 46350 Petaling Jaya Selangor Darul Ehsan	Vacant	Freehold land and building	16-Aug-95	18 years	18,656	4,231
3	DIALOG CORPORATE SDN BHD G8-7, Block G, Phileo Damansara 1 No. 9, Jalan 16/11 46350 Petaling Jaya Selangor Darul Ehsan	Vacant	Freehold land and building	15-Jun-98	18 years	2,518	436
4	DIALOG FABRICATORS SDN BHD P.T 1480 Lot B12, Mukim Setul Kawasan Perindustrian Nilai 71800 Seremban Negeri Sembilan Darul Khusus	Fabrication Workshop	Leasehold land and building expiring on 20 Aug 2089	28-Dec-90	25 years	232,625/ 37,200	2,666
5	DIALOG FABRICATORS SDN BHD Lot 3739, Mukim Kertih Daerah Kemaman Terengganu Darul Iman	Regional Office and Workshop	Freehold land and building	16-Jan-02	11 years	215,601	4,748
6	DIALOG FABRICATORS SDN BHD Lot 5-HS(M)- PT6337 Mukim Sungai Karang Kuantan Pahang Darul Makmur	Vacant	Leasehold land expiring on 16 Apr 2063	10-Jul-02	-	43,551	425
7	DIALOG FABRICATORS SDN BHD Lot 6-HS(M)- PT6338 Mukim Sungai Karang Kuantan Pahang Darul Makmur	Workshop	Freehold land and building	10-Jul-02	23 years	108,900	1,801
8	DIALOG FABRICATORS SDN BHD PT 8920 Mukim Kertih Daerah Kemaman Terengganu Darul Iman	Fabrication Workshop	Leasehold land and building expiring on 31 Dec 2070	4-Jun-98	17 years	471,115	720

LIST OF PROPERTIES

AS AT 30 JUNE 2016

		Existing Use	Tenure	Date of Acquisition by the Group	Approximate Age of Building	Land Area/ Build Up Area (Sq. Ft.)	Net Book Value as at 30-June-16 RM'000
9	DIALOG FABRICATORS SDN BHD Lot 486, Mukim Teluk Panglima Garang Daerah Kuala Langat Selangor Darul Ehsan	Fabrication Workshop	Freehold land and building	1-Mar-07	9 years	172,880/ 17,760	6,007
10	DIALOG FABRICATORS SDN BHD Lot 487, Mukim Teluk Panglima Garang Daerah Kuala Langat Selangor Darul Ehsan	Vacant	Freehold land	23-May-08	–	175,602	4,215
11	DIALOG FABRICATORS SDN BHD No. 15 & 17, Jalan TP 4 Taman Perindustrian Bukit Rambai Fasa 6, 75250 Melaka Bandaraya Bersejarah	Workshop and Office	Freehold land and building	13-Aug-08	10 years	72,979/ 29,202	3,204
12	DIALOG FABRICATORS SDN BHD Lot 4993 & 4994, Mukim Pengerang 81620 Kota Tinggi Johor Darul Takzim	Workshop, Office and Building under Construction	Leasehold land and building expiring on 12 May 2110	13 May-11	2 years	5,126,141/ 311,672	108,628
13	ORIENTAL VALLEY SDN BHD Lot 1939, 18 1/4 Mile Jalan Semenyih, Mukim Semenyih Daerah Hulu Langat 43000 Kajang Selangor Darul Ehsan	Petrol Station	Freehold land and building	17-Mar-00	15 years	114,868	4,119
14	CORAK DAHLIA SDN BHD Geran 1476 Lot 236 & Geran 1477 Lot 237 Mukim Seremban, Daerah Seremban Negeri Sembilan Darul Khusus	Vacant	Freehold land	28-Apr-00	–	86,112	5,232
15	SENYUM BESTARI SDN BHD Lot 1011, Jalan Lingkaran Tengah 2 Batu 7 1/2 Ulu Klang 68000 Ampang Selangor Darul Ehsan	Petrol Station	Freehold land and building	26-May-00	12 years	113,256	15,090
16	CENDANA SUTERA SDN BHD Lot 15051, Jalan Langat-Banting KM 8, Kampung Johan Setia Mukim Kelang 41300 Kelang Selangor Darul Ehsan	Petrol Station	Leasehold land and building expiring on 18 Jul 2075	15-Sep-00	13 years	64,560	3,785

LIST OF PROPERTIES

AS AT 30 JUNE 2016

	Existing Use	Tenure	Date of Acquisition by the Group	Approximate Age of Building	Land Area/ Build Up Area (Sq. Ft.)	Net Book Value as at 30-June-16 RM'000	
17	SAGA DIALOG SDN BHD HS(M) 418 PT 31 Batu 4, Mukim Kapar Daerah Klang Selangor Darul Ehsan	Vacant	Leasehold land expiring on 25 Jul 2072	21-Jul-86	-	87,120	64
18	DIALOG PLANT SERVICES SDN BHD Lot 1B, Industri Kecil & Sederhana (IKS) Kampung Ranche-Ranche 87000 W.P. Labuan	Workshop and Office	Building on rented land expiring on 31 May 2023	1-Jun-13	2 years	8,267	394
19	OVERSEAS MANUFACTURING (JOHOR) SDN BHD PLO 111, Jalan Firma 1/5, Tebrau Industrial Estate 81100 Johor Bahru Johor Darul Takzim	Fabrication Workshop	Leasehold land expiring on 14 Feb 2053	18-Apr-06	-	42,194	586
20	OVERSEAS MANUFACTURING (JOHOR) SDN BHD PLO 112, Jalan Firma 1/5, Tebrau Industrial Estate 81100 Johor Bahru Johor Darul Takzim	Workshop and Office	Leasehold land and building expiring on 5 Sep 2051	18-Apr-06	23 years	60,497/ 3,782	1,527
21	OVERSEAS TECHNICAL ENGINEERING AND CONSTRUCTION PTE LTD 259, Arcadia Road # 02-02, Hillcrest Arcadia Singapore 289852	Studio Apartment	Leasehold land and building expiring on 1 Dec 2074	18-Apr-06	37 years	700	304
22	DIALOG SERVICES PTE LTD 29, Gul Lane Singapore 629423	Office cum Warehouse	Leasehold land and building expiring on 31 Mar 2040	10-Aug-04	31 years	54,704/ 19,334	1,455
23	DIALOG SYSTEMS PTE LTD 10 Tuas Avenue 16 Singapore 638931	Workshop and Office	Leasehold land and building expiring on 31 Mar 2019	5-Sep-07	27 years	86,115/ 56,695	1,848
24	DIALOG SERVICES SAUDI ARABIA CO LTD Section J, Block 5B Lot 4 Jubail 31951 Kingdom Of Saudi Arabia	Workshop and Office	Building on rented land expiring on 6 Aug 2018	17-Jun-08	11 years	108,253/ 38,000	3,023

LIST OF
PROPERTIES

AS AT 30 JUNE 2016

		Existing Use	Tenure	Date of Acquisition by the Group	Approximate Age of Building	Land Area/ Build Up Area (Sq. Ft.)	Net Book Value as at 30-June-16 RM'000
25	DIALOG TECHNOLOGY AND SERVICES LIMITED 22/9 Soi Chaklukya 4 Watchaklukya Road Tambol Huaypong Amphur Muang Rayong Rayong 21150 Thailand	Workshop and Office	Freehold land and building	7-Apr-11	30 years	307,214/ 37,084	4,394
26	PT. DIALOG SISTEMINDO Kawasan Industri Jababeka 3 Jl. Tekno Boulevard Blok B 6 A Cikarang Utara Bekasi 17530 Indonesia	Workshop	Freehold land and building	25-Oct-10	6 years	35,424/ 13,358	3,507
27	FITZROY ENGINEERING GROUP LIMITED Devon Road, Private Bag 2053 New Plymouth 4342 New Zealand	Workshop and Office	Freehold land and building	3-Feb-14	42 years	348,535/ 77,274	17,683
28	FITZROY ENGINEERING GROUP LIMITED 45 Mawhitiwhiti Road Normanby Hawera 4614 New Zealand	Workshop and Office	Freehold land and building	1-Apr-14	22 years	58,523/ 8,805	1,888
29	FITZROY ENGINEERING GROUP LIMITED 215 Connett Road Bell Block New Plymouth 4373 New Zealand	Fabrication Workshop	Leasehold land and building expiring on 30 Jul 2025	1-Sep-15	–	36,124/ 13,207	3,996

NOTICE OF THE TWENTY-EIGHTH ANNUAL GENERAL MEETING AND DIVIDEND ENTITLEMENT

NOTICE IS HEREBY GIVEN that the Twenty-Eighth Annual General Meeting of Dialog Group Berhad (“Dialog” or the “Company”) will be held at **Ballroom 1, 1st Floor, Sime Darby Convention Centre, 1A, Jalan Bukit Kiara 1, 60000 Kuala Lumpur, Malaysia on Thursday, 24 November 2016 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 2016 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 1.2 sen per ordinary share in respect of the financial year ended 30 June 2016. | (Resolution 1) |
| 3. To re-elect Kamariyah Binti Hamdan, the director retiring pursuant to Article 96 of the Company’s Articles of Association. | (Resolution 2) |
| 4. To re-elect Siti Khairon Binti Shariff, the director retiring pursuant to Article 96 of the Company’s Articles of Association. | (Resolution 3) |
| 5. To consider and, if thought fit, to pass the following resolution pursuant to Section 129(6) of the Companies Act, 1965:-

“That pursuant to Section 129(6) of the Companies Act, 1965, Datuk Oh Chong Peng be re-appointed as Director to hold office until the conclusion of the next Annual General Meeting of the Company.” | (Resolution 4) |
| 6. To approve the payment of Directors’ fees of RM442,000 in respect of the financial year ended 30 June 2016 (2015: RM442,000). | (Resolution 5) |
| 7. To re-appoint Messrs BDO as auditors of the Company and to authorise the Directors to fix their remuneration. | (Resolution 6) |
| 8. Special Business:- | |

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

(A) ORDINARY RESOLUTION 1 – PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY

“THAT, subject to the Companies Act, 1965, the Memorandum and Articles of Association 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 of RM0.10 each 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 of RM0.10 each 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 and share premium account 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.

NOTICE OF THE TWENTY-EIGHTH ANNUAL GENERAL MEETING AND DIVIDEND ENTITLEMENT

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 authority be and is hereby given to the Directors of the Company to decide in their discretion to either retain the ordinary shares of RM0.10 each purchased pursuant to the Proposed Renewal of Share Buy-Back Authority as treasury shares and/or to resell the treasury shares and/or to distribute them as share dividends and/or to cancel them.” **(Resolution 7)**

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 1.2 sen per ordinary share held in Dialog, if approved, will be paid on 20 December 2016 to shareholders whose names appear in the Record of Depositors at the close of business on 2 December 2016.

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 4.00 p.m. on 2 December 2016 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

LIM HOOI MOOI, MAICSA 0799764

CHAY SIEW KIM, MAICSA 7012266

Joint Company Secretaries

Petaling Jaya

25 October 2016

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, speak 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.
- (b) A proxy need not be a member of the Company and a member may appoint any person to be his proxy, and the provisions of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company.
- (c) 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.
- (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 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 17 November 2016 shall be regarded as members entitled to attend, speak and vote at the AGM or appoint a proxy or proxies to attend, speak and vote in his stead.
- (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 169(1) and (3) of the Companies Act, 1965. Hence, it will not be put for voting.

2. Special Business

Item 8 of the Agenda

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 issued and paid-up share capital of the Company. For further information on the Proposed Renewal of Share Buy-Back Authority, please refer to Part B of the Circular to Shareholders dated 25 October 2016 enclosed together with the Company's Annual Report 2016.



STATEMENT ACCOMPANYING THE NOTICE OF THE TWENTY-EIGHTH 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 a Director at the Twenty-Eighth Annual General Meeting of the Company.

PROXY FORM

DIALOG

DIALOG GROUP BERHAD

(Company No. 178694-V)
(Incorporated in Malaysia)

No. of Ordinary Shares Held	
CDS Account No.	

I/We _____

I.C./Passport/Company No. _____

of _____

being a member of **DIALOG GROUP BERHAD** hereby appoint _____

I.C./Passport No. _____

of _____

or failing him, the Chairman of the Meeting as my/our proxy, to attend and vote for me/us on my/our behalf at the Twenty-Eighth Annual General Meeting of the Company to be held at **Ballroom 1, 1st Floor, Sime Darby Convention Centre, 1A, Jalan Bukit Kiara 1, 60000 Kuala Lumpur, Malaysia** on **Thursday, 24 November 2016 at 10.00 a.m.** and at any adjournment thereof.

No.	Resolution	For	Against
1.	To approve the payment of a Final Single Tier Cash Dividend of 1.2 sen per ordinary share for the financial year ended 30 June 2016.		
2.	To re-elect Kamariyah Binti Hamdan, the director retiring pursuant to Article 96 of the Company's Articles of Association.		
3.	To re-elect Siti Khairon Binti Shariff, the director retiring pursuant to Article 96 of the Company's Articles of Association.		
4.	Re-appointment of Datuk Oh Chong Peng who is retiring under Section 129(6) of the Companies Act, 1965.		
5.	To approve the payment of Directors' fees in respect of the financial year ended 30 June 2016.		
6.	To re-appoint Messrs BDO as auditors of the Company and to authorise the Directors to fix their remuneration.		
7.	Special Business – Ordinary Resolution 1		

Please indicate with an "X" in the appropriate space how you wish your vote to be cast. If you do not indicate how you wish your proxy to vote on any resolution, the proxy shall vote as he thinks fit, or at his discretion, abstain from voting.

Dated this _____ day of _____ 2016

Signature/Common Seal of Shareholder(s)

Date:

For appointment of two proxies, percentage of shareholdings to be represented by the proxies:	
	Percentage
Proxy 1	_____ %
Proxy 2	_____ %
Total	_____ 100%

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, speak 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.
- (b) A proxy need not be a member of the Company and a member may appoint any person to be his proxy, and the provisions of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company.
- (c) 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.
- (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 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 17 November 2016 shall be regarded as members entitled to attend, speak and vote at the AGM or appoint a proxy or proxies to attend, speak and vote in his stead.
- (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.

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STAMP

The Company Secretary
DIALOG GROUP BERHAD
(Company No. 178694-V)

DIALOG TOWER, No. 15, Jalan PJU 7/5
Mutiara Damansara
47810 Petaling Jaya
Selangor Darul Ehsan
Malaysia

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