



ASTRO MALAYSIA HOLDINGS BERHAD

(Company No.: 932533-V)
(Incorporated in Malaysia under the Companies Act, 1965)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Fifth Annual General Meeting of ASTRO MALAYSIA HOLDINGS BERHAD ("Company") will be held on Thursday, 15 June 2017 at 9.30 a.m. at the Grand Ballroom, Level 3A, Connexion Conference & Event Centre at Nexus, Bangsar South City, No. 7, Jalan Kerinchi, 59200 Kuala Lumpur for the following purposes:

AS ORDINARY BUSINESS

- (1) To consider the Audited Financial Statements of the Company for the financial year ended 31 January 2017 and the Reports of the Directors and Auditors thereon.
(Please refer to Explanatory Note 1)
- (2) To declare a Final Single-Tier Dividend of 0.5 sen per ordinary share for the financial year ended 31 January 2017.
(Please refer to Explanatory Note 2)
- (3) To re-elect Dato' Rohana Binti Tan Sri Datuk Hj Rozhan who retires by rotation pursuant to Article 111 of the Company's Articles of Association and who being eligible, has offered herself for re-election.
Datuk Chin Kwai Yoong who retires by rotation pursuant to Article 111 of the Company's Articles of Association, has expressed his intention not to seek re-election and hence, he will retain office until the conclusion of the Fifth Annual General Meeting.
(Please refer to Explanatory Note 3)
- (4) To re-elect the following Directors who retire pursuant to Article 118 of the Company's Articles of Association and being eligible, have offered themselves for re-election:
(i) Lim Ghee Keong
(ii) Richard John Freudenstein
(Please refer to Explanatory Note 3)
- (5) To re-appoint Tun Dato' Seri Zaki Bin Tun Azmi who retires at the conclusion of the Fifth Annual General Meeting of the Company, as a Director of the Company.
(Please refer to Explanatory Note 3)
- (6) To approve the payment of Directors' fees and benefits for the period from 31 January 2017 until the next Annual General Meeting of the Company to be held in 2018.
(Please refer to Explanatory Note 4)
- (7) To re-appoint Messrs PricewaterhouseCoopers as Auditors of the Company to hold office until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration.
(Please refer to Explanatory Note 5)

Resolution 1

Resolution 2

Resolution 3

Resolution 4

Resolution 5

Resolution 6

Resolution 7

Resolution 8

Resolution 9

Resolution 10

- (b) the approval conferred by this resolution shall continue to be in force until:
(i) the conclusion of the next Annual General Meeting of the Company;
(ii) expiry of the period within which the next Annual General Meeting of the Company is required by law to be held; or
(iii) the same is revoked or varied by an ordinary resolution passed by the shareholders of the Company at a general meeting,
whichever is the earliest;
- (c) authority be and is hereby given to the Directors of the Company in their absolute discretion to deal with the Shares so purchased by the Company in the following manner:
(i) to cancel all or part of such Shares;
(ii) to retain all or part of such Shares as treasury shares;
(iii) to retain all or part of such Shares as treasury shares and subsequently cancel, resell on Bursa Malaysia Securities Berhad or distribute as dividends all or part of such treasury shares; and/or
(iv) to deal with in any other manner as may be prescribed by applicable law and/or the regulations and guidelines applied from time to time by Bursa Malaysia Securities Berhad and/or any other relevant authority for the time being in force.
- (d) authority be and is hereby given to the Directors of the Company to take all such actions that may be necessary and/or desirable to give effect to this resolution and, in connection therewith:
(i) to enter into and execute, sign and deliver on behalf of the Company, any documents, agreement and/or arrangement with any person, and in all cases with full powers to assent to any condition, modification, variation and/or amendment thereto as the Directors may deem fit and expedient in the best interest of the Company; and
(ii) to do all such acts and things as the Directors of the Company may deem fit and expedient in the best interest of the Company."
(Please refer to Explanatory Note 8)

- (11) Proposed Shareholders' Mandate for the Company and/or its subsidiaries to enter into Recurrent Related Party Transactions of a Revenue or Trading Nature with the following related parties:

Usaha Tegas Sdn Bhd and/or its affiliates
Maxis Berhad and/or its affiliates
MEASAT Global Berhad and/or its affiliates
Astro Holdings Sdn Bhd and/or its affiliates
New Delhi Television Limited and/or its affiliates
Sun TV Network Limited and/or its affiliates
GS Home Shopping Inc. and/or its affiliates

"THAT, approval be and is hereby given pursuant to Paragraph 10.09 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad for the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature with each of the abovementioned parties, respectively pursuant to Resolutions 11 to 17, Provided that such transactions are necessary for day-to-day operations of the Company and/or its subsidiaries and are carried out in the ordinary course of business on normal commercial terms and on terms which are not more favourable to the parties with which such recurrent transactions are to be entered into than those generally available to the public and which are not detrimental to the minority shareholders of the Company;
AND THAT the mandates conferred by the respective resolutions shall continue to be in force until:

- (a) the conclusion of the next Annual General Meeting of the Company at which time the authority will lapse, unless the authority is renewed by a resolution passed at such general meeting;
(b) the expiration of the period within which such Annual General Meeting is required to be held pursuant to Section 340(2) of the Companies Act 2016 (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Companies Act 2016); or
(c) the resolution is revoked or varied by a resolution passed by the shareholders in a general meeting,
whichever is the earliest;
AND THAT the Directors of the Company be authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the resolution being passed."
(Please refer to Explanatory Note 9)

NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT DATE

NOTICE IS HEREBY GIVEN THAT subject to the approval of the Company's shareholders at the Fifth Annual General Meeting to be held on 15 June 2017 or at any adjournment thereof, a Final Single-Tier Dividend of 0.5 sen per ordinary share for the financial year ended 31 January 2017 will be paid on 14 July 2017 to Depositors whose names appear in the Record of Depositors at the close of business on 4 July 2017.

A Depositor shall qualify for entitlement to the dividend in respect of:

- (a) shares transferred to the Depositor's securities account before 4.00 p.m. on 4 July 2017 in respect of transfers; and
(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

LIEW WEI YEE SHARON (L57908)

Company Secretary

17 May 2017

Kuala Lumpur

EXPLANATORY NOTES:

1) Audited Financial Statements and the Reports of the Directors and Auditors thereon

Section 340 of the Companies Act 2016 ("CA 2016") only requires the directors to lay the Audited Financial Statements of the company (comprising the profit and loss account and balance sheet) and the reports of the Directors and Auditors thereon, before an annual general meeting ("AGM") of the company. There is no requirement for the shareholders to approve such documents and hence, this agenda item is meant for discussion only and the matter will not be put forward for voting.

2) Final Single-Tier Dividend

The Directors have recommended a Final Single-Tier Dividend of 0.5 sen per ordinary share in respect of the financial year ended 31 January 2017. If Resolution 1 is passed, the dividend will be paid on 14 July 2017 to those shareholders whose names appear in the Record of Depositors at the close of business on 4 July 2017.

3) Re-election and Re-appointment of Directors

(a) Resolution 2 - Pursuant to Article 111 of the Company's Articles of Association, two of the Directors (being the number nearest to one-third of the Directors who are subject to retirement by rotation) namely, Dato' Rohana Binti Tan Sri Datuk Haji Rozhan ("DRR") and Datuk Chin Kwai Yoong ("DCKY") shall retire by rotation at this AGM. DRR, being eligible, has offered herself for re-election while DCKY has expressed his intention not to seek re-election at this AGM. Hence, DCKY will retain office until the conclusion of this AGM.

(b) Resolutions 3 and 4 - Lim Ghee Keong and Richard John Freudenstein were appointed to the Board on 30 September 2016. Pursuant to Article 118 of the Company's Articles of Association, they will retire at this AGM and being eligible, have offered themselves for re-election.

(c) Resolution 5 - Tun Dato' Seri Zaki Bin Tun Azmi ("TZ") was re-appointed as a Director of the Company at the Fourth AGM held on 1 June 2016 pursuant to Section 129(2) of the Companies Act 1965 to hold office until the conclusion of this AGM. Resolution 5, if passed, will enable him to continue his office as a Director of the Company following the conclusion of this AGM. The Act (which repealed the Companies Act 1965) no longer requires the continuation of office by a director over 70 years of age to be subject to shareholders' approval at each AGM. Accordingly, if Resolution 5 is passed, TZ's continuation in office will thereafter be subject to retirement by rotation.

The Board had conducted an assessment of the respective Directors through the annual board effectiveness evaluation, and it is of the collective view that the said Directors have satisfactorily discharged their responsibilities to act in the best interest of the Company. The Board thereby recommends that they be re-elected/re-appointed as Directors of the Company.

Please refer to Part A of the Statement Accompanying Notice of AGM

4) Directors' Fees and Benefits

Pursuant to Section 230 of the Act, which came into force on 31 January 2017, any fees and benefits payable to the directors of a listed company and its subsidiaries shall be approved at a general meeting.

The Company is therefore seeking shareholders' approval for the payment of directors' fees and benefits to its Non-Executive Directors for the period commencing 31 January 2017 until the next AGM to be held in 2018 ("Relevant Period") in accordance with the remuneration structure set out below, payable on a monthly basis and/or as and when incurred:

Type of Fees/Benefits	Amount (RM)
Board Chairman	225,000 per annum
Non-Executive Director	225,000 per annum
Audit Committee	
• Chairman	• 25,000 per annum
• Member	• 10,000 per annum
Remuneration Committee	
• Chairman	• 25,000 per annum
• Member	• 10,000 per annum
Nomination and Corporate Governance Committee	
• Chairman	• 25,000 per annum
• Member	• 10,000 per annum
Meeting Allowances	1,000 per day
Other Benefits	• Company car, petrol and driver for Independent Non-Executive Chairman • Telecommunications, business travel and other expenses for the purpose of enabling the Non-Executive Directors to perform their duties

The Executive Director/Group Chief Executive Officer of the Company does not receive any Directors' fees.

Total Directors' fees and benefits for the financial year ended 31 January 2017 was RM2.29 million. The estimated Directors' fees and benefits for the Relevant Period are expected to come up to approximately RM3.93 million comprising a sum of RM2.76 million expected to be incurred for the financial year ending 31 January 2018 and RM1.17 million for the five-month period from 1 February 2018 to 30 June 2018.

In determining the estimated total Directors' fees and benefits for the Relevant Period, the size of the Board and Board Committees and the number of meetings estimated to be held during the Relevant Period based on the above remuneration structure were taken into consideration.

5) Re-appointment of Auditors

An auditor of a public company shall be appointed for each financial year to hold office until the conclusion of the next AGM of the company pursuant to Section 271 of the Act. PricewaterhouseCoopers ("PwC") was re-appointed as the Auditors of the Company at the Fourth AGM held on 1 June 2016 and they have consented to be re-appointed for the financial year ending 31 January 2018. The Board, through the Audit Committee, had reviewed PwC's performance and independence in the last financial year, and recommends that Resolution 7 be passed to retain PwC as the Auditors of the Company to hold office until the conclusion of the next AGM.

6) Appointment of Director

Resolution 8 is to seek shareholders' approval to appoint Simon Cathcart as a Director of the Company. The Nomination and Corporate Governance Committee has reviewed and evaluated the appointment of Simon Cathcart, who is nominated by Usaha Tegas Sdn Bhd, a substantial shareholder of the Company, as a Non-independent Non-Executive Director of the Company. Due to his extensive experience and knowledge in the media industry, particularly in relation to technology, the Board is of the view that the Company will benefit from his guidance and thereby, recommends that the shareholders approve his appointment as a Director of the Company.

Please refer to Part B of the Statement Accompanying Notice of AGM for the profile of Simon Cathcart.

7) Authority for Directors to Issue Ordinary Shares

Resolution 9, if passed, will provide the authority and empower the Directors of the Company, pursuant to Sections 75 and 76 of the Act, to issue and allot new ordinary shares of the Company up to ten (10) percent of the number of issued shares of the Company ("Proposed General Mandate").

Please refer to Part C of the Statement Accompanying Notice of AGM for further details of the Proposed General Mandate.

8) Renewal of Authority for the Company to Purchase its Own Shares

Resolution 10, if passed, will renew the authority granted by the shareholders of the Company at the Fourth AGM held on 1 June 2016 and continue to empower the Directors of the Company to purchase shares of the Company through Bursa Malaysia Securities Berhad up to ten (10) percent of the number of issued shares of the Company ("Proposed Share Buy-Back").

Please refer to Part D of the Statement Accompanying the Notice of AGM for further details of the Proposed Share Buy-Back.

9) Proposed Shareholders' Mandate for Recurrent Related Party Transactions

Detailed information regarding the recurrent related party transactions is set out in the Circular to Shareholders dated 17 May 2017, which is despatched together with the Company's Annual Report 2017. Resolutions 11 to 17, if passed, will enable the Company and/or its subsidiaries to enter into recurrent related party transactions with related parties in the ordinary course of business, which are necessary for the Group's day-to-day operations, based on terms not more favourable to the related parties than those generally available to the public. Such mandates shall lapse at the conclusion of the next AGM unless authority for their renewal is obtained from the shareholders of the Company at such general meeting.

ADDITIONAL NOTES:

NOTES ON ABSTENTION FROM VOTING

The Directors who are referred to in Resolutions 2 to 5, are interested in the relevant resolutions in respect of his/her re-election/re-appointment as a director. Each of the Directors is interested in Resolution 6 which is in relation to the payment of Directors' fees and benefits. They will therefore abstain from voting on the relevant resolutions in respect of his/her direct shareholdings in the Company at this AGM. The said Directors will also ensure that persons connected to him/her will also abstain from voting on the relevant resolutions at this AGM.

NOTES ON PROXY

- (1) A member of the Company entitled to attend and vote at this meeting is entitled to appoint one or more proxies to attend and vote for him/her provided that the number of proxies appointed shall not be more than two except in the circumstances set out in Notes 2 and 3 below. A proxy may but need not be a member of the Company. There shall be no restriction as to the qualification of the proxy.
- (2) Where a member of the Company is an authorised nominee, it may appoint one proxy in respect of each securities account it holds to which ordinary shares in the Company are credited. Each appointment of proxy by an authorised nominee may be made separately or in one instrument of proxy and specify the securities account number and the name of the beneficial owner for whom the authorised nominee is acting. For an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("omnibus account"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
- (3) The instrument appointing a proxy shall:
(i) in the case of an individual, be signed by the appointor or by his/her attorney; and
(ii) in the case of a corporation, be either under its common seal or signed by its attorney or by an officer on behalf of the corporation.
- (4) Where a member appoints more than one proxy, the appointment shall be invalid unless he/she specifies the proportion of his/her shareholdings to be represented by each proxy.

- (5) The original instrument appointing a proxy must be deposited at the Company's Share Registrar, Symphony Share Registrars Sdn Bhd at Level 6, Symphony House, Pusat Dagangan Dana 1, Jalan PJU 1A/46, 47301 Petaling Jaya, Selangor Darul Ehsan, Malaysia, not less than 24 hours before the time appointed for the taking of the poll, i.e. latest by Wednesday, 14 June 2017 at 9.30 am; otherwise the instrument of proxy shall not be treated as valid and the person so named shall not be entitled to vote in respect thereof. Fax copies of the duly executed form of proxy are not acceptable.

- (6) If the form of proxy is returned without an indication as to how the proxy shall vote on any particular resolution, the proxy may exercise his discretion as to whether to vote on such matter and if so, how.

- (7) The lodging of a completed form of proxy does not preclude a member from attending and voting in person at the meeting should the member subsequently decide to do so. A proxy appointed to attend and vote at this meeting shall have the same rights as the member to speak at the meeting. Should you subsequently decide to attend the AGM, you are requested to rescind your earlier appointment of proxy, and notify our share registrar as soon as practicable.

NOTES ON VOTING RIGHTS AND PROCEDURE

- (1) Each member shall be entitled to be present and to vote at any general meeting of the Company either personally or by proxy or by attorney and to be reckoned in a quorum in respect of shares fully paid and in respect of partly paid shares where calls are not due and unpaid.
- (2) Pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all the resolutions as set out in this Notice of Fifth AGM will be conducted by way of a poll. Every member present in person or by proxy or by attorney or other duly authorised representative shall have one (1) vote for every share held by him. A person entitled to more than one (1) vote need not use all his votes or cast all the votes he uses on a poll in the same way.
- (3) The Company has appointed its Share Registrar, Symphony Share Registrars Sdn Bhd as the Poll Administrator to conduct the poll by way of electronic voting ("e-voting") and Symphony Corporatehouse Sdn Bhd as the independent scrutineers to verify the poll results. E-voting for each of the resolutions as set out in this Notice of Fifth AGM will take place only upon conclusion of deliberations of all business to be transacted at the Fifth AGM as announced by the Chairman. The registration for attendance will be closed at a time declared by the Chairman to facilitate the commencement of the poll.
- (4) E-voting counters will be set up for the purpose of conducting the poll using the Share Registrar's e-polling system in the meeting room. Each e-voting counter will be equipped with a terminal and a barcode reader. Each shareholder/proxy will be directed to the e-voting counter with his/her personalised barcode slip which will be issued during registration for the Fifth AGM.
- (5) Please cast your vote for the relevant resolutions at the terminals provided in the meeting room as directed by the Share Registrar. Upon completion of the poll verification, the Fifth AGM will resume for the declaration of the poll results by the Chairman.

MEMBERS ENTITLED TO ATTEND

For purpose of determining a member who is entitled to attend this AGM, the Company will request Bursa Malaysia Depository Sdn Bhd, in accordance with Article 57 of the Company's Articles of Association and Section 34(1) of the Securities Industry (Central Depositories) Act 1991, to issue a Record of Depositors ("ROD") as at 8 June 2017. Only a depositor whose name appears on the ROD as at 8 June 2017 shall be entitled attend and vote at the meeting or appoint a proxy(ies) to attend and/or vote on each depositor's behalf.