



ASTRO MALAYSIA HOLDINGS BERHAD

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(Company No.: 932533-V)

(Incorporated in Malaysia under the Companies Act, 1965)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the First Annual General Meeting of ASTRO MALAYSIA HOLDINGS BERHAD ("Company") will be held on Wednesday, 3 July 2013 at 10.00 a.m. at the Grand Ballroom, Level 1, Mandarin Oriental, Kuala Lumpur City Centre, 50088 Kuala Lumpur, Malaysia for the following purposes:

As Ordinary Business

- (1) To consider the Audited Financial Statements for the financial year ended 31 January 2013 and the Reports of the Directors and Auditors thereon.
Please refer to Explanatory Note 1
- (2) To approve a final single-tier dividend of 1.0 sen per ordinary share of RM0.10 each for the financial year ended 31 January 2013. **Resolution 1**
- (3) To re-elect the following Directors who retire by rotation pursuant to Article 111 of the Company's Articles of Association and being eligible, have offered themselves for re-election:-
(i) Chin Kwai Yoong **Resolution 2**
(ii) Dato' Mohamed Khadar Bin Merican **Resolution 3**
- (4) To re-elect the following Directors who were appointed to the Board on 15 August 2012 pursuant to Article 118 of the Company's Articles of Association and being eligible, have offered themselves for re-election:-
(i) Tun Dato' Seri Zaki Bin Tun Azmi **Resolution 4**
(ii) Hisham Bin Zainal Mokhtar **Resolution 5**
- (5) To re-appoint Messrs PricewaterhouseCoopers as Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next annual general meeting and to authorise the Directors to fix their remuneration. **Resolution 6**

As Special Business

To consider and if thought fit, to pass the following resolutions with or without modifications:-

- (6) Ordinary Resolution **Resolution 7**
Retention of Independent Non-Executive Director
"THAT pursuant to Recommendation 3.3 of the Malaysian Code on Corporate Governance 2012, Dato' Mohamed Khadar Bin Merican be and is hereby retained as an Independent Non-Executive Director of the Company until the conclusion of the next annual general meeting."
Please refer to Explanatory Note 2
- (7) Ordinary Resolution **Resolution 8**
Authority to issue ordinary shares pursuant to Section 132D of the Companies Act, 1965 ("the Act").
"THAT, subject to the Act, the Articles of Association of the Company and the approvals from any relevant governmental/regulatory authorities, where such approval is required, the Directors of the Company be and are hereby authorised and empowered to issue and allot shares in the Company:
(i) at any time until the conclusion of the next annual general meeting and upon such terms and conditions and for such purposes as the Board of Directors may, in their absolute discretion, deem fit; and/or
(ii) in pursuance of any offer, agreement, option, or any other instruments (collectively the "Instruments") to be made, granted, or issued by them (as the case may be), while the approval under this resolution remains in force, AND THAT the Directors be and are hereby further authorised to make, grant or issue such Instruments which would or might require new ordinary shares in the Company to be issued after the expiration of the approval hereof;
provided that
(i) the aggregate nominal value of shares to be issued pursuant to the authority granted under this resolution, and/or shares that are capable of being issued from the Instruments during the preceding 12 months (calculated in accordance with the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities"), does not exceed 10% of the nominal value of the issued and paid-up share capital (excluding treasury shares) of the Company at the time of issuance of the shares or issuance, making or granting of the Instruments, and
(ii) for the purpose of determining the number of shares which are capable of being issued from the Instruments, each Instrument is treated as giving rise to the maximum number of shares into which it can be converted or exercised,
and such authority under this resolution shall continue to be in force until the conclusion of the next annual general meeting of the Company or when it is required by law to be held, whichever is earlier, and that:
(a) approval and authority be and are 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 to enter into and execute on behalf of the Company any instrument, agreement and/or arrangement with any person, and in all cases with full power to assent to any condition, modification, variation and/or amendment (if any) in connection therewith; and
(b) the Board of Directors be and are also empowered to obtain approval for the listing of and quotation for the additional shares so issued on the Bursa Securities."
Please refer to Explanatory Note 3

NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT

NOTICE IS HEREBY GIVEN THAT subject to the approval of the shareholders at the First Annual General Meeting to be held on Wednesday, 3 July 2013, a final single-tier dividend of 1.0 sen per ordinary share of RM0.10 each for the financial year ended 31 January 2013 will be paid on 2 August 2013 to Depositors whose names appear in the Record of Depositors at the close of business on 18 July 2013.

A Depositor will qualify for entitlement to the dividend only in respect of:-

- (a) shares transferred to the Depositor's Securities Account before 4.00 p.m. on 18 July 2013 in respect of transfers; and
- (b) shares bought on Bursa Securities on a cum entitlement basis according to the Rules of Bursa Securities.

BY ORDER OF THE BOARD
Liew Wei Yee Sharon (LS7908)
Company Secretary

11 June 2013
Kuala Lumpur

NOTES:

EXPLANATORY NOTES ON SPECIAL BUSINESS:-

- 1) **Audited Financial Statements and the Reports of the Directors and Auditors thereon**
The Act requires that the Directors shall lay before the Company in general meeting the audited financial statements (comprising profit and loss account, balance sheet and the reports of the Directors and Auditors attached thereto). The audited financial statements and the Reports of the Directors and Auditors thereon will accordingly be laid before the Company at the First Annual General Meeting for consideration of the shareholders. There is no requirement for the shareholders to approve such documents and hence, the matter will not be put forward for voting.
- 2) **Proposed Resolution 7 – Retention of Dato' Mohamed Khadar Bin Merican as Independent Non-Executive Director of the Company pursuant to Recommendation 3.3 of the Malaysian Code on Corporate Governance 2012**
Dato' Mohamed Khadar Bin Merican, an Independent Non-Executive Director of the Company, has been an independent member of the Board of Directors of Astro All Asia Networks Limited ("AAAN") since 2003. AAAN is the former holding company which held the businesses of the Company prior to the establishment of the Company in March 2011. Taking into consideration the spirit and intent of Recommendation 3.3 of the Malaysian Code on Corporate Governance 2012, his appointment as an Independent Non-Executive Director would therefore be regarded as having exceeded a term of nine years. The Nomination and Corporate Governance Committee has assessed the independence of Dato' Mohamed Khadar Bin Merican, and recommended that he continues to act as an Independent Non-Executive Director of the Company on the following basis:
(i) he continues to be able to exercise independent judgement and to act in the best interest of the Company;
(ii) he has detailed knowledge of the business and has proven commitment, experience and competency to effectively advise and oversee the management of the Company; and
(iii) he has met the criteria for independence as defined in Chapter 1 of the Listing Requirements of Bursa Securities.
The Board is therefore of the view that the retention of Dato' Mohamed Khadar Bin Merican as an Independent Non-Executive Director of the Company is in the best interests of the Company and recommends that you vote in favour of this resolution. For the purpose of clarity, in the event that shareholders' approval for Resolution 7 is withheld and subject to the passing of Resolution 3, Dato' Mohamed Khadar Bin Merican shall be re-designated as a Non-Independent Non-Executive Director of the Company and the Board remains properly constituted as required under Paragraph 15.02 of the Listing Requirements of Bursa Securities.
- 3) **Proposed Resolution 8 - Authority to issue ordinary shares pursuant to Section 132D of the Act**
This resolution, if passed, will grant a general mandate and empower the Directors of the Company, pursuant to Section 132D of the Act, to issue and allot new shares in the Company up to an aggregate number not exceeding 10% of the issued share capital of the Company for the time being for such purposes as the Directors consider would be in the interest of the Company ("General Mandate").
This is the first year in which the Company seeks the General Mandate. This General Mandate will allow the Company to undertake any share issuance without having to convene a separate general meeting for the same thus providing flexibility to the Company to undertake any possible fund raising activities, including but not limited to placement of shares, for the purpose of funding future investments, working capital and/or acquisitions. The General Mandate, unless revoked or varied by the Company at a general meeting, will expire at the next Annual General Meeting.

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. A proxy may but need not be a member of the Company, and the provision of Section 149(1)(b) of the Act shall not apply to 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 be:
(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 proportions of his/her holdings to be represented by each proxy.
- (5) The 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 48 hours before the time appointed for holding the meeting or adjourned meeting** or in the case of a poll, not less than 24 hours before the taking of the poll; 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) A proxy may vote on a show of hands and on a poll. If the form of proxy is returned without an indication as to how the proxy shall vote on any particular matter, 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 and the instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

MEMBERS ENTITLED TO ATTEND

For purposes of determining a member who shall be entitled to attend the First Annual General Meeting, the Company shall be requesting 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 25 June 2013. Only a depositor whose name appears on the ROD as at 25 June 2013 shall be entitled to attend the meeting or appoint a proxy(ies) to attend and/or vote on such depositor's behalf.