



ASTRO MALAYSIA HOLDINGS BERHAD

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

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting of ASTRO MALAYSIA HOLDINGS BERHAD ("Company") will be held at the Grand Ballroom, Level 6, Hilton Kuala Lumpur Hotel, 3 Jalan Stesen Sentral, 50470 Kuala Lumpur on Thursday, 19 June 2014 at 11.15 a.m. or immediately upon the conclusion, or adjournment (as the case may be) of the Second Annual General Meeting of the Company which will be held at the same venue and on the same day at 9.30 a.m. or any adjournment of the Extraordinary General Meeting, whichever is later, for the purpose of considering and, if thought fit, passing the following ordinary resolutions:

ORDINARY RESOLUTION 1

PROPOSED AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN SHARES OF UP TO 10% OF ITS ISSUED AND PAID-UP SHARE CAPITAL

"THAT subject to compliance with all applicable laws (as may be amended, modified or re-enacted from time to time), the Company's articles of association, and the regulations and guidelines applied from time to time by Bursa Malaysia Securities Berhad ("Bursa Securities") and/or any other relevant regulatory authority:

- approval be and is hereby given to the Company to purchase such number of ordinary shares in the Company's issued and paid-up ordinary share capital ("Shares") listed on Bursa Securities (as may be determined by the Directors of the Company) ("Proposed Share Buy-Back") upon such terms and conditions as the Directors of the Company may deem fit and expedient in the interest of the Company provided that:
 - the aggregate number of Shares to be purchased and/or held by the Company pursuant to this resolution shall not exceed ten percent (10%) of the total issued and paid-up share capital of the Company at the time of purchase; and
 - the maximum amount of funds to be utilised for the purpose of the Proposed Share Buy-Back shall not exceed the Company's aggregate retained profits and/or share premium account;
- the approval conferred by this resolution shall continue to be in force until:
 - the conclusion of the next annual general meeting of the Company;
 - expiry of the period within which the next annual general meeting of the Company is required by law to be held; or
 - 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;
- 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:
 - to cancel all or part of such Shares;
 - to retain all or part of such Shares as treasury shares;
 - to retain all or part of such Shares as treasury shares and subsequently cancel, resell on Bursa Securities or distribute as dividends all or part of such treasury shares; and/or
 - 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 Securities and/or any other relevant authority for the time being in force;
- 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:
 - 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
 - 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."

ORDINARY RESOLUTION 2

Proposed shareholders' mandate for the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature with Usaha Tegas Sdn Bhd and/or its affiliates including but not limited to UT Projects Sdn Bhd, UTBS Management Sdn Bhd, SRG Asia Pacific Sdn Bhd, Tanjong Public Limited Company, TGV Cinemas Sdn Bhd and TGV Pictures Sdn Bhd

"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 Usaha Tegas Sdn Bhd and/or its affiliates including but not limited to UT Projects Sdn Bhd, UTBS Management Sdn Bhd, SRG Asia Pacific Sdn Bhd, Tanjong Public Limited Company, TGV Cinemas Sdn Bhd and TGV Pictures Sdn Bhd as specified in Appendix I of the Company's Circular to Shareholders dated 21 May 2014, 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 mandate conferred by this resolution shall continue to be in force until:

- the conclusion of the next annual general meeting of the Company following the general meeting at which this resolution shall be passed, at which time it will lapse, unless by a resolution passed at such meeting, the authority conferred by this resolution is renewed; or
- the expiration of the period within which such annual general meeting is required to be held pursuant to Section 143(1) of the Companies Act, 1965 (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Companies Act, 1965); or
- this 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 this resolution."

ORDINARY RESOLUTION 3

Proposed shareholders' mandate for the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature with Maxis Berhad and/or its affiliates including but not limited to Maxis Berhad, Maxis Mobile Services Sdn Bhd and Maxis Broadband Sdn Bhd

"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 Maxis Berhad and/or its affiliates including but not limited to Maxis Berhad, Maxis Mobile Services Sdn Bhd and Maxis Broadband Sdn Bhd as specified in Appendix I of the Company's Circular to Shareholders dated 21 May 2014, 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 mandate conferred by this resolution shall continue to be in force until:

- the conclusion of the next annual general meeting of the Company following the general meeting at which this resolution shall be passed, at which time it will lapse, unless by a resolution passed at such meeting, the authority conferred by this resolution is renewed; or
- the expiration of the period within which such annual general meeting is required to be held pursuant to Section 143(1) of the Companies Act, 1965 (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Companies Act, 1965); or
- this 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 this resolution."

ORDINARY RESOLUTION 4

Proposed shareholders' mandate for the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature with MEASAT Global Berhad and/or its affiliates including but not limited to MEASAT Satellite Systems Sdn Bhd

"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 MEASAT Global Berhad and/or its affiliates including but not limited to MEASAT Satellite Systems Sdn Bhd as specified in Appendix I of the Company's Circular to Shareholders dated 21 May 2014, 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 mandate conferred by this resolution shall continue to be in force until:

- the conclusion of the next annual general meeting of the Company following the general meeting at which this resolution shall be passed, at which time it will lapse, unless by a resolution passed at such meeting, the authority conferred by this resolution is renewed; or
- the expiration of the period within which such annual general meeting is required to be held pursuant to Section 143(1) of the Companies Act, 1965 (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Companies Act, 1965); or
- this 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 this resolution."

ORDINARY RESOLUTION 5

Proposed shareholders' mandate for the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature with Astro Holdings Sdn Bhd and/or its affiliates including but not limited to Astro All Asia Entertainment Networks Limited, Celestial Pictures Limited, Celestial Filmed Entertainment Limited, Celestial Movie Channel Limited, Celestial Tiger Entertainment Limited, Media Innovations Pte Ltd and Ideate Media Sdn Bhd

"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 Astro Holdings Sdn Bhd and/or its affiliates including but not limited to Astro All Asia Entertainment Networks Limited, Celestial Pictures Limited, Celestial Filmed Entertainment Limited, Celestial Movie Channel Limited, Celestial Tiger Entertainment Limited, Media Innovations Pte Ltd and Ideate Media Sdn Bhd as specified in Appendix I of the Company's Circular to Shareholders dated 21 May 2014, 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 mandate conferred by this resolution shall continue to be in force until:

- the conclusion of the next annual general meeting of the Company following the general meeting at which this resolution shall be passed, at which time it will lapse, unless by a resolution passed at such meeting, the authority conferred by this resolution is renewed; or
- the expiration of the period within which such annual general meeting is required to be held pursuant to Section 143(1) of the Companies Act, 1965 (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Companies Act, 1965); or
- this resolution is revoked or varied by a resolution passed by the shareholders in a general meeting, whichever is the earliest;

ORDINARY RESOLUTION 6

Proposed shareholders' mandate for the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature with New Delhi Television Limited 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 New Delhi Television Limited and/or its affiliates as specified in Appendix I of the Company's Circular to Shareholders dated 21 May 2014, 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 mandate conferred by this resolution shall continue to be in force until:

- the conclusion of the next annual general meeting of the Company following the general meeting at which this resolution shall be passed, at which time it will lapse, unless by a resolution passed at such meeting, the authority conferred by this resolution is renewed; or
- the expiration of the period within which such annual general meeting is required to be held pursuant to Section 143(1) of the Companies Act, 1965 (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Companies Act, 1965); or
- this 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 this resolution."

ORDINARY RESOLUTION 7

Proposed shareholders' mandate for the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature with Sun TV Network Limited 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 Sun TV Network Limited and/or its affiliates as specified in Appendix I of the Company's Circular to Shareholders dated 21 May 2014, 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 mandate conferred by this resolution shall continue to be in force until:

- the conclusion of the next annual general meeting of the Company following the general meeting at which this resolution shall be passed, at which time it will lapse, unless by a resolution passed at such meeting, the authority conferred by this resolution is renewed; or
- the expiration of the period within which such annual general meeting is required to be held pursuant to Section 143(1) of the Companies Act, 1965 (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Companies Act, 1965); or
- this 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 this resolution."

ORDINARY RESOLUTION 8

Proposed shareholders' mandate for the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature with G5 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 G5 Home Shopping Inc. and/or its affiliates as specified in Appendix I of the Company's Circular to Shareholders dated 21 May 2014, 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 mandate conferred by this resolution shall continue to be in force until:

- the conclusion of the next annual general meeting of the Company following the general meeting at which this resolution shall be passed, at which time it will lapse, unless by a resolution passed at such meeting, the authority conferred by this resolution is renewed; or
- the expiration of the period within which such annual general meeting is required to be held pursuant to Section 143(1) of the Companies Act, 1965 (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Companies Act, 1965); or
- this 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 this resolution."

BY ORDER OF THE BOARD

Liew Wei Yee Sharon (LS7908)
Company Secretary

21 May 2014

3rd Floor, Administration Building
All Asia Broadcast Centre
Technology Park Malaysia
Lebuhraya Puchong-Sungai Besi, Bukit Jalil
57000 Kuala Lumpur, Malaysia

Notes:

- 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 Companies Act, 1965 (the "Act") shall not apply to the Company. There shall be no restriction as to the qualification of the proxy.
- 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 on whose behalf 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.
- The instrument appointing a proxy shall:
 - in the case of an individual, be signed by the appointor or by his/her attorney; and
 - 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.
- 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.
- 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 48 hours before the time appointed for holding the meeting; 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.
- 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 resolution, the proxy may exercise his discretion as to whether to vote on such matter and if so, how.
- 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. Should you decide to attend the EGM, you are requested to rescind your earlier appointment of proxy, and notify our Share Registrar as soon as practicable.

MEMBERS ENTITLED TO ATTEND

For purposes of determining a member who shall be entitled to attend the Extraordinary 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 13 June 2014. Only a depositor whose name appears on the ROD as at 13 June 2014 shall be entitled to attend the meeting or appoint a proxy(ies) to attend and/or vote on such depositor's behalf.