



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 Fourth Annual General Meeting of ASTRO MALAYSIA HOLDINGS BERHAD ("Company") will be held on Wednesday, 1 June 2016 at 9.30 a.m. at the Grand Ballroom, Level 3A, Connexion@Nexus, Bangsar South City, No. 7, Jalan Kerinchi, 59200 Kuala Lumpur for the following purposes:

AS ORDINARY BUSINESS

- To consider the Audited Financial Statements of the Company for the financial year ended 31 January 2016 and the Reports of the Directors and Auditors thereon.
(Please refer to Explanatory Note 1)
- To declare a Final Single-Tier Dividend of 1.0 sen per ordinary share for the financial year ended 31 January 2016.
(Please refer to Explanatory Note 2)
- To re-elect the following Directors of the Company who retire by rotation pursuant to Article 111 of the Company's Articles of Association and who being eligible, have offered themselves for re-election:
 - Augustus Ralph Marshall
 - Datuk Yau Ah Lan @ Fara Yvonne
(Please refer to Explanatory Note 3)
- To re-appoint Tun Dato' Seri Zaki Bin Tun Azmi, who retires pursuant to Section 129(2) of the Companies Act, 1965, as a Director of the Company to hold office until the conclusion of the next Annual General Meeting.
(Please refer to Explanatory Note 3)
- 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 4)

Resolution 1

Resolution 2

Resolution 3

Resolution 4

Resolution 5

AS SPECIAL BUSINESS

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

- Retention of Independent Non-Executive Director
"THAT approval be and is hereby given to Datuk Chin Kwai Young, who has served as an Independent Non-Executive Director for a cumulative term of more than nine (9) years, to continue to act as an Independent Non-Executive Director of the Company until the conclusion of the next Annual General Meeting."
(Please refer to Explanatory Note 5)
- Appointment of Additional Director
"THAT Dato' Abdul Rahman Bin Ahmad, having completed the statutory declaration as required under Section 123(4) of the Companies Act, 1965 and declarations pursuant to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, be appointed as an Independent Non-Executive Director of the Company with immediate effect.
THAT any one of the Directors or the Secretary of the Company be authorised to take all such actions that may be necessary and/or desirable to give effect to this resolution."
(Please refer to Explanatory Note 6)
- Renewal of Authority for Directors to issue ordinary shares pursuant to Section 132D of the Companies Act, 1965
"THAT, subject to Section 132D of the Companies Act, 1965 ("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 new ordinary shares in the Company:
 - at any time, upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit; and/or
 - 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
 - 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 the Instruments; and
 - 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:
 - 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
 - the Directors of the Company be and are also empowered to obtain, if required, the approval for the listing of and quotation for the additional shares to be or so issued on Bursa Securities."
(Please refer to Explanatory Note 7)
- Renewal of 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 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."
(Please refer to Explanatory Note 8)
- Proposed Allocation and Issuance of Ordinary Shares in the Company to Dato' Rohana Binti Tan Sri Datuk Haji Rozhan, Executive Director/Group Chief Executive Officer of the Company pursuant to the Management Share Scheme
"THAT
 - pursuant to the terms and conditions of the By-Laws governing the Company's Management Share Scheme ("Share Scheme") and the terms of the Letter of Employment between the Company and Dato' Rohana Binti Tan Sri Datuk Haji Rozhan ("Dato' Rohana Rozhan"), Executive Director/Group Chief Executive Officer of the Company, dated 1 April 2016 ("Letter of Employment"), the Directors be and are hereby authorised at any time and from time to time, to offer, grant and/or allot to Dato' Rohana Rozhan such number of ordinary shares of 10.0 sen each in the Company ("AMH Shares") equivalent to RM6,000,000 divided by the five-day volume weighted average market price of the AMH Shares preceding the date of grant, subject always to the terms and conditions of, and/or any adjustments which may be made pursuant to Letter of Employment and/or the provisions of the By-Laws of the Share Scheme; and
 - approval 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 to execute, sign and deliver on behalf of the Company, all such documents as they may deem necessary, expedient and/or appropriate, with full powers to assent to any condition, modification, variation and/or amendment thereto as the Directors of the Company may deem fit and in the best interest of the Company."
(Please refer to Explanatory Note 9)

Resolution 6

Resolution 7

Resolution 8

Resolution 9

Resolution 10

NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT DATE

NOTICE IS HEREBY GIVEN THAT subject to the approval of the Company's shareholders at the Fourth Annual General Meeting ("AGM") to be held on 1 June 2016, a final single-tier dividend of 1.0 sen per ordinary share for the financial year ended 31 January 2016 will be paid on 30 June 2016 to Depositors whose names appear in the Record of Depositors at the close of business on 16 June 2016.

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

- shares transferred to the Depositor's securities account before 4.00 p.m. on 16 June 2016 in respect of transfers; and
- 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

3 May 2016

Kuala Lumpur

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 26 May 2016. Only a depositor whose name appears on the ROD as at 26 May 2016 shall be entitled to attend the meeting or appoint a proxy(ies) to attend and/or vote on such depositor's behalf.

EXPLANATORY NOTES

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

The Act requires that the Directors lay the audited financial statements (comprising profit and loss account, balance sheet and the reports of the Directors and Auditors attached thereto) of the company before the company in general meeting. The audited financial statements and the reports of the Directors and Auditors thereon will accordingly be laid before the Company at the AGM 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) Final Single-Tier Dividend

The Directors have recommended a Final Single-Tier Dividend of 1.0 sen per ordinary share in respect of the financial year ended 31 January 2016. If approved, the dividend will be paid on 30 June 2016 to those shareholders whose names appear in the Record of Depositors at the close of business on 16 June 2016.

3) Re-election and re-appointment of Directors

Pursuant to Article 111 of the Company's Articles of Association, Augustus Ralph Marshall and Datuk Yau Ah Lan @ Fara Yvonne, shall retire by rotation at this AGM and being eligible, they have offered themselves for re-election.

Tun Dato' Seri Zaki Bin Tun Azmi ("Tun Zaki"), who has attained the age of 70 shall retire pursuant to Section 129(2) of the Act and has offered himself for re-appointment as a Director of the Company. The re-appointment of Tun Zaki shall take effect upon Resolution 4 being passed by a majority of not less than three-fourths of such members as being entitled to vote in person or by proxies at this AGM, of which not less than 21 days' notice has been given.

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 discharged their responsibilities to act in the best interest of the Company. The Board thereby recommends that they be re-appointed as Directors of the Company. The Board please refer to Part A of the Statement Accompanying Notice of AGM.

4) Re-appointment of Auditors

At each AGM, a company shall appoint a person to be the auditor of the Company, and any auditors so appointed shall hold office until the conclusion of the next AGM of the Company. PricewaterhouseCoopers ("PwC"), the auditors of the Company has consented to be re-appointed as auditors of the Company for the financial year ending 31 January 2017. The Board, through the Audit Committee, had reviewed the performance and independence of PwC in the last financial year, and recommends that they be retained as auditors of the Company to hold office until the conclusion of the next AGM.

5) Retention of Independent Non-Executive Director

At the last AGM on 17 June 2015, the shareholders of the Company had approved the retention of Datuk Chin Kwai Young ("Datuk Chin") as an Independent Non-Executive Director of the Company until the conclusion of this AGM.

Datuk Chin is an Independent Non-Executive Director of Astro All Asia Networks Limited since March 2006, a former holding company which held substantially the business of the group 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, it is regarded that the tenure of Datuk Chin's appointment as an Independent Director has exceeded a cumulative term of nine (9) years.

The Board, through the Nominations and Corporate Governance Committee ("NCGC"), had undertaken an assessment of the independence of the Independent Directors of the Company, including Datuk Chin as part of the annual board effectiveness evaluation. Based on the assessment, the Board is satisfied that Datuk Chin continues to be independent based on the following grounds:-

- he is able to exercise independent judgement and to act in the best interest of the Company;
- he has detailed knowledge of the business and has proven commitment, experience and competency to effectively advise and oversee the management of the Company;
- he is independent of management and free from any business or other relationship which could interfere with the exercise of independent judgement or the ability to act in the best interest of the Company; and
- he has voluntarily abstained from participating in the discussion and decision-making of matters, in which he may have a potential conflict of interest.

6) Appointment of Additional Director

The Board, through the NCGC, had identified, reviewed and evaluated the credentials, background and experience of Dato' Abdul Rahman Bin Ahmad ("Dato' Abdul Rahman") for the purpose of appointing him as an additional Director of the Company. It is of the view that Dato' Abdul Rahman will be able to contribute his expertise and knowledge relating to the media industry to the Board and management. The Board thereby recommends the appointment of Dato' Abdul Rahman as an Independent Non-Executive Director of the Company for approval of the shareholders of the Company at this AGM.

7) Renewal of Authority for Directors to Issue Ordinary Shares

At the last AGM on 17 June 2015, the shareholders of the Company had approved a resolution to authorise the Directors of the Company, pursuant to Section 132D of the Act, to issue new ordinary shares in the Company up to an aggregate number not exceeding 10% of the issued and paid-up share capital (excluding treasury shares) of the Company for the time being for such purposes as the Directors consider would be in the interest of the Company ("General Mandate"). Resolution 8, if passed, will renew the authority and continue to empower the Directors of the Company, pursuant to Section 132D of the Act, to issue new ordinary shares in the Company. Please refer to Part C of the Statement Accompanying Notice of AGM for further details of the proposed renewal of the General Mandate.

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

Resolution 9, if passed, will renew the authority and continue to empower the Directors of the Company to purchase shares of the Company through Bursa Securities up to 10% of the issued and paid-up share capital of the Company.

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

9) Proposed Allocation and Issuance of Ordinary Shares in the Company to Dato' Rohana Rozhan, Executive Director/Group Chief Executive Officer of the Company pursuant to the Share Scheme

Resolution 10, if passed, will allow Dato' Rohana Rozhan, Executive Director/Group Chief Executive Officer of the Company, to further participate in the Company's Share Scheme, and be eligible for grants of up to such number of AMH Shares equivalent to RM6,000,000 divided by the five-day volume weighted average market price of the AMH Shares preceding the date of grant, over the next two financial years ending 31 January 2017 and 2018 ("Proposed Grant").

The allotment of the AMH Shares to Dato' Rohana Rozhan made pursuant to the Proposed Grant is subject, among others, to the meeting of Company and individual performance targets determined by the Remuneration Committee and the By-Laws of the Share Scheme.

NOTES ON ABSTENTION FROM VOTING

Directors who are referred to in Resolutions 2, 3, 4, 6 and 10 are interested in the relevant resolutions in respect of his/her re-election or re-appointment as a Director, retention as an Independent Non-Executive Director and the Proposed Grant, and therefore will abstain from voting on the relevant resolutions in respect of his/her direct shareholdings in the Company at the AGM. The said Director will ensure that persons connected to him/her will also abstain from voting on the relevant resolutions at the 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, 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:

- 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.

(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 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 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 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 and the instrument appointing a proxy shall be deemed to confer authority to attend or join in demanding a poll. Should you subsequently decide to attend the AGM, you are requested to rescind your earlier appointment of proxy, and notify your share registrar as soon as practicable.