



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 Sixth Annual General Meeting of ASTRO MALAYSIA HOLDINGS BERHAD ("Company") will be held on **Thursday, 7 June 2018 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

- To consider the Audited Financial Statements of the Company for the financial year ended 31 January 2018 and the Reports of the Directors and Auditors thereon.
(Please refer to Explanatory Note 1)
- To declare a Final Single-Tier Dividend of 0.5 sen per ordinary share for the financial year ended 31 January 2018.
(Please refer to Explanatory Note 2)
- To re-elect the following Directors 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:
 - Datuk Yvonne Chia
 - Tun Dato' Seri Zaki bin Tun Azmi
(Please refer to Explanatory Note 3)
- 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:
 - Renzo Christopher Viegas
 - Shahin Farouque bin Jammal Ahmad
(Please refer to Explanatory Note 3)
- To approve the payment of Directors' fees and benefits for the period from 8 June 2018 until the next Annual General Meeting of the Company to be held in 2019.
(Please refer to Explanatory Note 4)
- To re-appoint Messrs PricewaterhouseCoopers PLT 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)

AS SPECIAL BUSINESS

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

- Authority for Directors to Issue Ordinary Shares pursuant to Sections 75 and 76 of the Companies Act 2016
"THAT the Directors of the Company be and are hereby empowered, pursuant to Sections 75 and 76 of the Companies Act 2016, to issue and allot shares in the Company, at any time, to such persons and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit including in pursuance of offers, agreements or options to be made or granted by the Directors while this approval is in force and that the Directors be and are hereby further authorised to make or grant offers, agreements or options in respect of shares in the Company including those which would or might require shares in the Company to be issued after the expiration of the approval hereof, provided that the aggregate number of shares to be issued pursuant to this approval does not exceed ten (10) percent of the total number of issued shares of the Company for the time being and that the Directors be and are also empowered to obtain approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad,
AND THAT such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company, subject always to the Companies Act 2016, the Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and the approvals of all relevant regulatory bodies being obtained (if required)."
(Please refer to Explanatory Note 6)
- Renewal of Authority for the Company to Purchase its Own Shares
"THAT, subject to compliance with all applicable laws (as may be amended, modified or re-enacted from time to time), the Constitution of the Company, and the regulations and guidelines applied from time to time by Bursa Malaysia Securities Berhad 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 Malaysia Securities Berhad (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 purchased and/or held by the Company pursuant to this resolution shall not exceed ten (10) percent of the total number of issued shares of the Company for the time being; and
 - the maximum amount of funds to be utilised for the purposes of the Proposed Share Buy-Back shall not exceed the Company's aggregate retained profits;
 - 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 Malaysia Securities Berhad 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 Malaysia Securities Berhad 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 7)
- Proposed Utilisation of Transponder Capacity on the MEASAT-3b satellite by MEASAT Broadcast Network Systems Sdn Bhd, a wholly-owned subsidiary of the Company
Resolution 10

Resolution 1

"THAT approval be and is hereby given to the Company, through MEASAT Broadcast Network Systems Sdn Bhd ("MBNS"), its wholly-owned subsidiary, and/or subsidiaries or nominees of the Company, to utilise transponder capacity on the MEASAT-3b satellite in accordance with the terms and conditions of the conditional agreement entered into between MBNS and MEASAT International (South Asia) Ltd on 12 April 2018, the salient terms of which are set out in Part A of the Company's Circular to Shareholders dated 8 May 2018;

Resolution 2

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."
(Please refer to Explanatory Note 8)

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 the following related parties:

Resolution 4

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

Resolution 5

"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, pursuant to Resolutions 11 to 17, respectively, the details of which are set out in Part B of the Company's Circular to Shareholders dated 8 May 2018;

Resolution 6

Provided that such transactions are necessary for the 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;

Resolution 7

AND THAT the mandate conferred by the respective resolutions shall continue to be in force until:

Resolution 8

(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;

Resolution 9

(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 of the Company at a general meeting, whichever is the earliest;

Resolution 9

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)

Resolution 9

(11) Proposed Alterations to the Memorandum and Articles of Association
"THAT approval be and is hereby given for the alteration of the existing Memorandum and Articles of Association of the Company by replacing it entirely with the Constitution as set out in Part C of the Circular to Shareholders dated 8 May 2018 with immediate effect;

Resolution 9

AND THAT the Directors of the Company be authorised to assent to any modification, variation and/or amendment as may be required by the relevant authorities and to do all acts and things and take all such steps as may be considered necessary to give full effect to the foregoing."
(Please refer to Explanatory Note 10)

NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT DATE

NOTICE IS HEREBY GIVEN THAT subject to the approval of the Company's shareholders at the Sixth Annual General Meeting to be held on 7 June 2018 or at any adjournment thereof, a Final Single-Tier Dividend of 0.5 sen per ordinary share for the financial year ended 31 January 2018 will be paid on 6 July 2018 to Depositors whose names appear in the Record of Depositors at the close of business on 25 June 2018.

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 25 June 2018 in respect of transfers; and
- 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 (LS0007908)

Company Secretary

8 May 2018

Kuala Lumpur

EXPLANATORY NOTES:

- Audited Financial Statements and the Reports of the Directors and Auditors thereon**
The audited financial statements are laid in accordance with Section 340(1)(a) of the Companies Act 2016 ("Act") at the annual general meeting ("AGM"). There is no requirement for the shareholders to approve such documents and hence, this agenda item is meant for discussion only and will not be put forward for voting.
- Final Single-Tier Dividend**
On 28 March 2018, the Board of Directors of the Company ("Board") recommended a Final Single-Tier Dividend of 0.5 sen per ordinary share in respect of the financial year ended 31 January 2018 for the shareholders' approval at the AGM. If Resolution 1 is passed, the dividend will be paid on 6 July 2018 to those shareholders whose names appear in the Record of Depositors at the close of business on 25 June 2018.
- Re-election and Re-appointment of Directors**
 - Resolutions 2 and 3 – Article 111 of the Company's Articles of Association ("AoA") provides that at every AGM, at least one-third (1/3) of the Directors for the time being shall retire by rotation at least once in three (3) years but shall be eligible for re-election.
Datuk Yvonne Chia ("DYC") and Tun Dato' Seri Zaki bin Tun Azmi ("TZA") retire by rotation at this AGM and being eligible, have offered themselves for re-election.
 - Resolutions 4 and 5 – Article 118 of the AoA provides that any Director so appointed during the year shall hold office until the next AGM and shall be eligible for re-election.
Accordingly, Renzo Christopher Viegas ("RCV") and Shahin Farouque bin Jammal Ahmad ("SFJ") who were appointed to the Board on 1 December 2017 are standing for re-election as Directors at this AGM and being eligible, have offered themselves for re-election.
Based on the annual Board Effectiveness Evaluation, our Board is of the collective view that DYC and TZA, who are standing for re-election by rotation, have satisfactorily discharged their roles and responsibilities to act in the best interest of our Company. The appointment of RCV and SFJ as Directors of our Company took effect on 1 December 2017 after a rigorous process and assessment by our Board and Nomination and Corporate Governance Committee based on the established Board Selection Criteria.
- Directors' Fees and Benefits**
Pursuant to Section 230 of the Act, 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 seeking the shareholders' approval for the payment of Directors' fees and benefits to its Non-Executive Directors ("NEDs") for the period commencing 8 June 2018 up till the next AGM to be held in 2019 ("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	520,000 per annum
Non-Executive Director	280,000 per annum
Audit and Risk Committee	
• Chairman	50,000 per annum
• Member	25,000 per annum
Remuneration Committee	
• Chairman	40,000 per annum
• Member	20,000 per annum
Nomination and Corporate Governance Committee	
• Chairman	40,000 per annum
• Member	20,000 per annum
Meeting Allowances	1,000 per day
Benefits	Company car, petrol and driver for the Board Chairman

For the purposes of clarity, the Executive Director/Group Chief Executive Officer of the Company does not receive any Directors' fees. The current remuneration schedule has been in place since 2012. Based on a benchmarking review carried out by Willis Towers Watson, the Board has proposed a revision in the NEDs' remuneration as per the above schedule after taking into consideration the relative market adjustments within the last six (6) years and to continue to attract and motivate highly experienced and diverse skilled NEDs. The estimated Directors' fees and benefits for the Relevant Period are expected to come up to approximately RM3.54 million based on the above schedule. In determining the estimated total Directors' fees and benefits for the Relevant Period, the size of the Board and Board Committees as well as the number of meetings estimated to be held during the Relevant Period were factors taken into consideration.

If Resolution 6 is passed, Directors' fees and benefits will be paid by the Company on a monthly basis and/or as and when incurred.

- Re-appointment of Auditors**
The Board, through the Audit and Risk Committee, had reviewed and is satisfied with the performance and independence of PricewaterhouseCoopers PLT ("PwC") in the financial year ended 31 January 2018. The Board had thereby recommended the re-appointment of PwC as Auditors of the Company to hold office until the conclusion of the next AGM in 2019 in accordance with Section 271 of the Act.
- Authority for Directors to Issue Ordinary Shares**
Resolution 8, if passed, will provide the authority and empower the Directors of the Company, pursuant to Sections 75 and 76 of Act, to issue and allot new ordinary shares of the Company up to ten (10) percent of the total number of issued shares of the Company ("Proposed General Mandate"). This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the next AGM in 2019.
Please refer to Part B of the Statement Accompanying Notice of AGM for further details of the Proposed General Mandate.

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

Resolution 9, if passed, will renew the authority granted by the shareholders of the Company at the Fifth AGM held on 15 June 2017 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 total number of issued shares of the Company ("Proposed Share Buy-Back"). This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the next AGM in 2019.

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

- Proposed Utilisation of Transponder Capacity on the MEASAT-3b Satellite**
Detailed information regarding the proposed utilisation of transponder capacity on the MEASAT-3b satellite is set out in Part A of the Circular to Shareholders dated 8 May 2018. Resolution 10, if passed, will enable the Company's wholly-owned subsidiary, MEASAT Broadcast Network Systems Sdn Bhd to utilise additional transponder capacity on the MEASAT-3b satellite to facilitate its business operations.
- Proposed Shareholders' Mandate for Recurrent Related Party Transactions**
Detailed information regarding recurrent related party transactions is set out in Part B of the Circular to Shareholders dated 8 May 2018. 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 mandate shall lapse at the conclusion of the next AGM in 2019 unless authority for its renewal is obtained from the shareholders of the Company at such general meeting.
- Proposed Alterations to the Memorandum and Articles of Association ("M&A")**
Detailed information regarding the proposed alterations to the M&A of the Company is set out in Part C of the Circular to Shareholders dated 8 May 2018. The Company intends to alter its existing M&A by replacing it in its entirety with a constitution for the following purposes:
 - compliance with the relevant provisions of the Act effective 31 January 2017, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and the prevailing statutory and regulatory requirements; and
 - clarity and consistency to facilitate and further enhance practicality and administrative efficiency.

NOTES ON ABSTENTION FROM VOTING
The Directors who are referred to in Resolutions 2 to 6 and 10 to 16, are interested in the relevant resolutions and will therefore abstain from voting on the said resolutions in respect of his/her direct shareholdings in the Company at the AGM. The said Directors will also ensure that persons connected to him/her will also abstain from voting on the relevant resolutions at the Sixth AGM.

NOTES ON PROXY

- A member of the Company ("Member") entitled to attend and vote at this meeting is entitled to appoint one or more proxies to attend, participate, speak and vote for him/her subject to the following provisions:
 - saves as provided for in Note (2), the Act and any applicable law, each Member shall not be permitted to appoint more than two (2) proxies; and
 - where a Member appoints more than one proxy, the appointment shall be invalid provided that he/she specifies the proportion of the Member's shareholdings to be represented by each proxy.
- For the avoidance of doubt and subject always to Note (1), the Act and any applicable law:
 - Where a Member 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; and
 - Where a Member is 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.
- A proxy may but need not be a Member. There shall be no restriction as to the qualification of the proxy.
- 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.
- The original instrument appointing a proxy must be deposited at the office of 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 later than Wednesday, 6 June 2018 at 9.30 a.m.** 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.
- 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.
- A proxy appointed to attend and vote at the meeting shall have the same rights as the Member to attend, participate, speak and vote at the meeting.
- 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 your share registrar as soon as practicable.

NOTES ON VOTING RIGHTS AND PROCEDURES

- 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.
 - 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 Sixth 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.
 - The Company has appointed its share registrar, **Symphony Share Registrars Sdn Bhd ("Symphony")** as Poll Administrator to conduct the poll by way of electronic voting ("e-voting") and **Symphony Corporatehouse Sdn Bhd** as independent scrutineers to verify the poll results. E-voting for each of the resolutions as set out in this Notice of Sixth AGM will take place only upon conclusion of deliberations of all business to be transacted at the Sixth 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.
 - E-Polling Stations will be set up for the purpose of conducting the poll using Symphony's e-polling system at the adjacent polling room. Each e-Polling Station will be equipped with a terminal and a barcode reader. Each Member/proxy will be directed to the e-Polling Station with his/her personalised barcode slip which is issued during registration for the Sixth AGM.
 - Voting can also be done using your own smartphone/tablet device via **Symphony Mobile e-Polling Application ("Symphony Vote App")**, as described below:
Voting Using Your Own Smartphone Device
 - Members and proxy holders ("Voters") are advised to download the **Symphony Vote App** onto their device before attending the meeting.
 - Voters using the **Symphony Vote App** download is available at no cost from Google Play Store or Apple App Store.
 - Please refer to the information below on how to download the **Symphony Vote App**.
 - You are encouraged to approach Symphony's personnel at the Device Counter to check your device's readiness to participate in the poll voting.
 - Voters who do not have devices
 - Voters will be ushered by Symphony's personnel to the e-Polling Station that will be set-up in the meeting room to cast their vote.
 - Symphony's personnel will be present at each polling station to assist Voters with the voting process.
 - Access to Symphony Vote App**
 - You will be required to use the camera function of your device to capture the QR code to access the **Symphony Vote App**.
 - Detailed instruction on how to vote will be provided in the meeting before the start of the voting session.
 - Please cast your vote for the relevant resolutions at the desired terminals provided in the adjacent polling room as directed by Symphony. Upon completion of the poll verification, the Sixth 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 M&A and Section 34(1) of the Securities Industry (Central Depositories) Act 1991, to issue a Record of Depositors ("ROD") as at **31 May 2018**. Only a Depositor whose name appears on the ROD as at **31 May 2018** shall be entitled to attend the meeting or appoint a proxy(ies) to attend and/or vote on such Depositor's behalf.