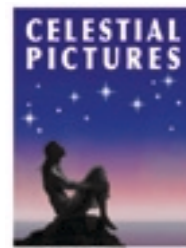




ASTRO ALL ASIA NETWORKS plc

(Incorporated in England and Wales under the United Kingdom Companies Act 1985 - Company No.: 4841085)
(Registered as a foreign company in Malaysia under the Companies Act 1965 - Company No.: 994178-M)



ASTRO ALL ASIA NETWORKS plc
PROSPECTUS

THE INITIAL PUBLIC OFFERING CONSISTS OF AN OFFERING OF UP TO 508,400,000 ORDINARY SHARES OF NOMINAL VALUE OF STERLING POUND (£) 0.10 (10 PENCE) EACH BY ASTRO ALL ASIA NETWORKS plc AND COMPRISES THE RETAIL OFFERING AND THE INSTITUTIONAL OFFERING

THE INSTITUTIONAL OFFERING CONSISTS OF UP TO 425,000,000 ORDINARY SHARES OF NOMINAL VALUE OF 10 PENCE EACH OFFERED TO FOREIGN AND MALAYSIAN INSTITUTIONAL AND SELECTED INVESTORS AT THE INSTITUTIONAL PRICE TO BE DETERMINED BY WAY OF BOOKBUILDING

THE RETAIL OFFERING CONSISTS OF 83,400,000 ORDINARY SHARES OF NOMINAL VALUE OF 10 PENCE EACH OFFERED TO THE MALAYSIAN PUBLIC, ELIGIBLE DIRECTORS, EMPLOYEES, SUBSCRIBERS, RETAILERS, DISTRIBUTORS AND INSTALLERS OF THE COMPANY AND ITS SUBSIDIARIES; AND ELIGIBLE DIRECTORS AND EMPLOYEES OF USAHA TEGAS SDN BHD AND ITS SUBSIDIARIES AND KHAZANAH NASIONAL BERHAD AT THE RETAIL PRICE OF RM3.80 PER SHARE, PAYABLE IN FULL UPON APPLICATION AND SUBJECT TO A REFUND IN THE EVENT THAT THE FINAL RETAIL PRICE IS LESS THAN RM3.80 PER SHARE. THE FINAL RETAIL PRICE WILL EQUAL THE LOWER OF:

- (i) THE RETAIL PRICE OF RM3.80 PER SHARE; OR
- (ii) 90.0 PER CENT. OF THE INSTITUTIONAL PRICE, TO BE DETERMINED BY WAY OF BOOKBUILDING

Adviser, Sole Bookrunner for the Malaysian Institutional Offering and Managing Underwriter for the Retail Offering

CIMB

Commerce International Merchant Bankers Berhad
Company Number 18417-M

Joint Lead Managers for the Malaysian Institutional Offering

RHB Sakura Merchant Bankers Berhad (19663-P) AmMerchant Bank Berhad (23742-V) Mayban Securities Sendirian Berhad (165630-M)

Joint Lead Underwriters for the Retail Offering

RHB Sakura Merchant Bankers Berhad (19663-P) AmMerchant Bank Berhad (23742-V) Aseambankers Malaysia Berhad (15938-H)

FOR INFORMATION CONCERNING CERTAIN RISK FACTORS WHICH SHOULD BE CONSIDERED BY PROSPECTIVE INVESTORS, SEE "RISK FACTORS" IN SECTION 5 OF THIS PROSPECTUS.

LISTING SOUGHT: MAIN BOARD OF KUALA LUMPUR STOCK EXCHANGE
THIS PROSPECTUS IS DATED 1 OCTOBER 2003