

THIS PROSPECTUS HAS BEEN SEEN AND APPROVED BY THE DIRECTORS AND PROMOTER OF ASTRO ALL ASIA NETWORKS plc ("AAAN" OR "COMPANY") AND THEY COLLECTIVELY AND INDIVIDUALLY ACCEPT FULL RESPONSIBILITY FOR THE ACCURACY OF THE INFORMATION GIVEN AND CONFIRM THAT, AFTER HAVING MADE ALL REASONABLE ENQUIRIES, AND TO THE BEST OF THEIR KNOWLEDGE AND BELIEF, THERE ARE NO FALSE OR MISLEADING STATEMENTS OR OTHER FACTS THE OMISSION OF WHICH WOULD MAKE ANY STATEMENT HEREIN FALSE OR MISLEADING. THE DIRECTORS OF AAAN HEREBY ACCEPT FULL RESPONSIBILITY FOR THE CONSOLIDATED PROFIT FORECAST INCLUDED IN THIS PROSPECTUS AND CONFIRM THAT THE CONSOLIDATED PROFIT FORECAST HAS BEEN PREPARED BASED ON THE ASSUMPTIONS MADE.

COMMERCE INTERNATIONAL MERCHANT BANKERS BERHAD AS THE ADVISER, SOLE BOOKRUNNER FOR THE MALAYSIA INSTITUTIONAL OFFERING AND MANAGING UNDERWRITER FOR THE RETAIL OFFERING, ACKNOWLEDGES THAT, BASED ON ALL AVAILABLE INFORMATION AND TO THE BEST OF ITS KNOWLEDGE AND BELIEF, THIS PROSPECTUS CONSTITUTES A FULL AND TRUE DISCLOSURE OF ALL MATERIAL FACTS CONCERNING THE INITIAL PUBLIC OFFERING AND THE SCHEMES (AS HEREINAFTER DEFINED), AND IS SATISFIED THAT THE CONSOLIDATED PROFIT FORECAST (FOR WHICH THE DIRECTORS OF THE COMPANY ARE FULLY RESPONSIBLE) PREPARED FOR INCLUSION IN THIS PROSPECTUS HAS BEEN STATED BY THE DIRECTORS OF THE COMPANY AFTER DUE AND CAREFUL ENQUIRY AND HAS BEEN DULY REVIEWED BY THE REPORTING ACCOUNTANTS.

THE SECURITIES COMMISSION ("SC") HAS APPROVED THE INITIAL PUBLIC OFFERING. HOWEVER, THE APPROVAL OF THE SC SHALL NOT BE TAKEN TO INDICATE THAT THE SC RECOMMENDS THE INITIAL PUBLIC OFFERING AND/OR THE SCHEMES. THE SC SHALL NOT BE LIABLE FOR ANY NON-DISCLOSURE ON THE PART OF THE COMPANY AND ASSUME NO RESPONSIBILITY FOR THE CONTENTS OF THIS DOCUMENT, MAKE NO REPRESENTATION AS TO THE ACCURACY OR COMPLETENESS AND EXPRESSLY DISCLAIM ANY LIABILITIES WHATSOEVER FOR ANY LOSS HOWSOEVER ARISING FROM OR IN RELIANCE UPON THE WHOLE OR ANY PART OF THE CONTENTS OF THIS PROSPECTUS. INVESTORS SHOULD RELY ON THEIR OWN EVALUATION TO ASSESS THE MERITS AND RISKS OF THE INVESTMENT IN THE COMPANY. IN CONSIDERING THE INVESTMENT, INVESTORS WHO ARE IN ANY DOUBT AS TO THE ACTION TO BE TAKEN, SHOULD CONSULT THEIR STOCKBROKER, BANK MANAGER, SOLICITOR, ACCOUNTANT OR OTHER PROFESSIONAL ADVISER IMMEDIATELY.

THE KUALA LUMPUR STOCK EXCHANGE ("KLSE") SHALL NOT BE LIABLE FOR ANY NON-DISCLOSURE ON THE PART OF THE COMPANY AND TAKES NO RESPONSIBILITY FOR THE CONTENTS OF THIS PROSPECTUS, MAKES NO REPRESENTATION AS TO ITS CORRECTNESS OR COMPLETENESS AND EXPRESSLY DISCLAIMS ANY LIABILITY WHATSOEVER FOR ANY LOSS HOWSOEVER ARISING FROM OR IN RELIANCE UPON THE WHOLE OR ANY PART OF THE CONTENTS OF THIS PROSPECTUS. ADMISSION TO THE OFFICIAL LIST OF THE KLSE IS NOT TO BE TAKEN AS AN INDICATION OF THE MERITS OF THE INVITATION, COMPANY OR OF ITS SHARES.

INVESTORS SHOULD NOTE THAT ANY AGREEMENT BY THE UNDERWRITERS NAMED HEREIN TO UNDERWRITE THE INITIAL PUBLIC OFFERING IS NOT TO BE TAKEN AS AN INDICATION OF THE MERITS OF THE SHARES BEING OFFERED.

THIS PROSPECTUS HAS BEEN PREPARED IN THE CONTEXT OF A PUBLIC OFFERING OF SECURITIES UNDER THE LAWS OF MALAYSIA.

THE DISTRIBUTION OF THIS PROSPECTUS AND THE INITIAL PUBLIC OFFERING ARE SUBJECT TO MALAYSIAN LAWS AND THE COMPANY, THE PROMOTER AND THE ADVISERS TAKE NO RESPONSIBILITY FOR THE DISTRIBUTION OF THIS PROSPECTUS (IN PRELIMINARY OR FINAL FORM) OUTSIDE MALAYSIA. NO ACTION HAS BEEN TAKEN TO PERMIT A PUBLIC OFFERING OF THE SHARES OR THE DISTRIBUTION OF THIS PROSPECTUS IN ANY JURISDICTION OTHER THAN MALAYSIA. ACCORDINGLY, THIS PROSPECTUS MAY NOT BE USED FOR THE PURPOSE OF AND DOES NOT CONSTITUTE AN OFFER OR INVITATION IN ANY JURISDICTION OR IN ANY CIRCUMSTANCES IN WHICH SUCH AN OFFER OR INVITATION IS NOT AUTHORISED OR TO ANY PERSON TO WHOM IT IS UNLAWFUL TO MAKE SUCH AN OFFER OR INVITATION. PERSONS INTO WHOSE POSSESSION THIS PROSPECTUS MAY COME ARE REQUIRED TO INFORM THEMSELVES OF AND TO OBSERVE SUCH RESTRICTION.

A COPY OF THIS PROSPECTUS HAS BEEN REGISTERED BY THE SC AND LODGED WITH THE REGISTRAR OF COMPANIES WHO TAKES NO RESPONSIBILITY FOR ITS CONTENTS.

THIS PROSPECTUS IS PUBLISHED SOLELY IN CONNECTION WITH THE INITIAL PUBLIC OFFERING. THE SHARES BEING OFFERED IN THE INITIAL PUBLIC OFFERING ARE OFFERED SOLELY ON THE BASIS OF THE INFORMATION CONTAINED AND REPRESENTATIONS MADE IN THIS PROSPECTUS. NONE OF THE COMPANY, THE PROMOTER OR THE ADVISERS HAS AUTHORISED ANYONE TO PROVIDE ANY INFORMATION OR TO MAKE ANY REPRESENTATION NOT CONTAINED IN THIS PROSPECTUS, AND ANY INFORMATION OR REPRESENTATION NOT CONTAINED IN THIS PROSPECTUS MUST NOT BE RELIED UPON AS HAVING BEEN AUTHORISED BY THE COMPANY, THE PROMOTER, THE ADVISERS, THE LEAD UNDERWRITER, THE GLOBAL CO-ORDINATOR, THE UNDERWRITERS, ANY OF THEIR RESPECTIVE DIRECTORS, OR ANY OTHER PERSON INVOLVED IN THE INITIAL PUBLIC OFFERING.

THE SHARES HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE UNITED STATES OF AMERICA ("UNITED STATES") SECURITIES ACT OF 1933, AS AMENDED ("THE SECURITIES ACT"), AND MAY NOT BE OFFERED, SOLD, PLEDGED OR TRANSFERRED WITHIN THE UNITED STATES, EXCEPT TO A QUALIFIED INSTITUTIONAL BUYER ("QIB"), AS DEFINED IN RULE 144A UNDER THE SECURITIES ACT ("RULE 144A") IN ACCORDANCE WITH RULE 144A OR OUTSIDE THE UNITED STATES IN ACCORDANCE WITH REGULATIONS UNDER THE SECURITIES ACT ("REGULATION S"). THE SHARES ARE BEING OFFERED AND SOLD WITHIN THE UNITED STATES TO QIBS IN RELIANCE ON RULE 144A AND TO CERTAIN PERSONS IN OFFSHORE TRANSACTIONS IN RELIANCE ON REGULATION S. IN ADDITION, UNTIL 40 DAYS AFTER THE LATER OF THE COMMENCEMENT OF THE INITIAL PUBLIC OFFERING AND THE COMPLETION OF THE DISTRIBUTION OF THE SHARES, AN OFFER OR SALE OF THE SHARES WITHIN THE UNITED STATES BY ANY DEALER (WHETHER OR NOT PARTICIPATING IN THE INITIAL PUBLIC OFFERING) MAY VIOLATE THE REGISTRATION REQUIREMENTS OF THE SECURITIES ACT IF SUCH OFFER OR SALE IS MADE OTHERWISE THAN IN ACCORDANCE WITH AN EXEMPTION FROM, OR IN A TRANSACTION NOT SUBJECT TO, SUCH REQUIREMENTS OR IN ACCORDANCE WITH RULE 144A.

THE SHARES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE UNITED STATES SECURITIES AND EXCHANGE COMMISSION, ANY STATE SECURITIES COMMISSION IN THE UNITED STATES OR ANY OTHER UNITED STATES REGULATORY AUTHORITY, NOR HAVE ANY OF THE FOREGOING AUTHORITIES PASSED UPON OR ENDORSED THE MERITS OF THE INITIAL PUBLIC OFFERING OR THE ACCURACY OR ADEQUACY OF THIS PROSPECTUS. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENCE IN THE UNITED STATES.

TENTATIVE TIMETABLE

The following events are intended to take place on the following tentative dates:

Event	Tentative Dates
Opening of the Malaysian Institutional Offering	1 October 2003
Opening of the Retail Offering	1 October 2003
Closing of the Retail Offering	8 October 2003
Closing of the Institutional Offering	10 October 2003
Price Determination Date	11 October 2003
Balloting of applications for the Issue Shares pursuant to the Retail Offering	13 October 2003
Allotment of Issue Shares to successful applicants	23 October 2003
Listing	28 October 2003

The Malaysian Institutional Offering will open and close at the dates stated above or such other date or dates as the Directors, in their absolute discretion may decide. Applications for the Shares pursuant to the Retail Offering will open and close at the time and date as stated above or such other date or dates as the Directors and the Managing Underwriter in their absolute discretion may decide.

Any extension of the abovementioned dates will be announced by way of advertisement in Bahasa Malaysia and English daily newspapers circulating generally throughout Malaysia.

Further information on the tentative timetable is set forth in Sections 4.1 and 4.2 of this Prospectus.

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GLOSSARY OF ABBREVIATIONS AND DEFINED TERMS

The following terms when used in this Prospectus shall bear the same meanings as set forth below unless otherwise defined herein or the context otherwise requires:

3G	:	Third generation digital wireless telecommunications systems which uses packet switching technology and offers higher speed data transmission rates (up to two Mbps) than current mobile technologies
AAAN or Company	:	ASTRO ALL ASIA NETWORKS plc (4841085), a company incorporated in England and Wales, and registered as a foreign company in Malaysia (994178-M)
AAAN Bermuda	:	AAAN Bermuda Ltd and its subsidiaries but excluding Celestial Pictures and PANV Group
AAAN Bermuda Ltd	:	AAAN (Bermuda) Limited (<i>previously known as ASTRO ALL ASIA NETWORKS Limited</i>) (27692), a company incorporated in Bermuda and registered as a foreign company in Malaysia (994016-A)
AACS	:	All Asia Customer Services (Mauritius) Ltd (17963/3156), a company incorporated in Mauritius
AAME	:	All Asia Media Equities Ltd (34068), a company incorporated in Bermuda
AATB	:	All Asia Television Broadcast Ltd (15681/2290), a company incorporated in Mauritius
AATR (BVI)	:	All Asia Television and Radio Company (BVI) Ltd (183463), a company incorporated in the British Virgin Islands
ABC (BVI)	:	ASTRO Broadcast Corporation (BVI) Ltd (183058), a company incorporated in the British Virgin Islands
Acquisition of AAAN Bermuda Ltd	:	Acquisition by AAAN of the issued and paid-up ordinary share capital of AAAN Bermuda Ltd comprising 1,185,548,556 ordinary shares of U.S.\$0.10 each and acquisition of the 53,947,368 "B Series" RCPS of U.S.\$0.01 each and 103,947,368 "C Series" RCPS of U.S.\$0.01 each in AAAN Bermuda Ltd
ADA	:	Authorised Depository Agent
ADA Code	:	ADA (Broker) Code
Admission	:	The admission of the Shares to the Official List
AEC	:	ASTRO E.Com Ltd (16932/2773), a company incorporated in Mauritius
AENL	:	ASTRO Entertainment Networks Ltd (47718 C1/GBL), a company incorporated in Mauritius
aerial	:	A device to transmit and/or receive a radio frequency signal
AMI	:	ASTRO Multimedia International (BVI) Ltd (279170), a company incorporated in the British Virgin Islands

GLOSSARY OF ABBREVIATIONS AND DEFINED TERMS (Cont'd)

AMP	:	Airtime Management and Programming Sdn Bhd (403472-D)
AMSI	:	Airtime Marketing & Sales India Private Limited (55-102931), a company incorporated in India
analogue	:	A method of storing and/or processing and/or transmitting information by representing it through the continuous variation of the amplitude, frequency and/or phase of a signal
AOL	:	ASTRO Overseas Limited (27901), a company incorporated in Bermuda
Application Form(s)	:	The printed application form(s) for the application of the Retail Offering
ARB (BVI)	:	ASTRO Radio Broadcast (BVI) Ltd (183057), a company incorporated in the British Virgin Islands
ARPU	:	Average Revenue Per User. ARPU is the monthly average revenue per residential subscriber. ARPU is calculated by dividing monthly average revenue derived from active residential subscribers over the fiscal year/period with monthly average number of active residential subscribers during the fiscal year/period
ASTRO	:	AAAN and its subsidiaries
ASTRO Brunei	:	ASTRO (Brunei) Sdn Bhd (450230-A)
ASTRO Network India	:	ASTRO Network India Private Limited (55-101773), a company incorporated in India
ASTRO Overseas Limited	:	AOL and its subsidiaries
ASTRO Productions	:	ASTRO Productions Sdn Bhd (400778-V)
ASTRO Shaw	:	ASTRO Shaw Sdn Bhd (408829-U)
ATM	:	Automated teller machine
AUR	:	Average Unit Rate. AUR is calculated by dividing the total advertising revenue by the total number of 30-second advertising spots in inventory during a given period
AWT	:	Advanced Wireless Technologies Sdn Bhd (517551-U)
BBS	:	Broadcast Business System. This system controls the contract management, scheduling and reconciliation of programming, commercial messages and on-air promotions
BERNAMA	:	The Malaysian National News Agency
bit	:	The smallest amount of information that can be transmitted digitally. It can represent a binary 1 or 0. It is the basic unit used for data communications
BNM	:	Bank Negara Malaysia

GLOSSARY OF ABBREVIATIONS AND DEFINED TERMS (*Cont'd*)

Board or Board of Directors	:	The Board of Directors of the Company
broadband	:	Transmission capacity having a bandwidth greater than 64 Kbps and capable of high-speed data transmission
Broadcasting Licence	:	The renewable 25-year DTH broadcasting licence granted to MBNS in 1997 for the provision of DTH television broadcasting services in Malaysia
BSS	:	Binariang Satellite Systems Sdn Bhd (247846-X)
Bye-Laws	:	Bye-Laws governing the Schemes
CDS	:	The Malaysian Central Depository System
CEHL	:	Celestial Entertainment Holdings Limited (821881), a company incorporated in Hong Kong
Celestial	:	Celestial Pictures Limited (542517), a company incorporated in Hong Kong
Celestial Movies	:	The "Celestial Movies" channel operated by CMCL
Celestial Pictures	:	Celestial and its subsidiaries
CFEL	:	Celestial Filmed Entertainment Ltd (821880), a company incorporated in Hong Kong
churn	:	The difference between total subscriber disconnections (both for non-payment of subscription and other reasons) and total reconnections of previously disconnected subscribers, over a given period
CIMB	:	Commerce International Merchant Bankers Berhad (18417-M)
CMA	:	The Communications and Multimedia Act, 1998, the primary legislation regulating the Malaysian media and telecommunications industries
CMCL	:	Celestial Movie Channel Limited (537213), a company incorporated in Hong Kong
Commission	:	The Malaysian Communications and Multimedia Commission
Companies Act, 1965	:	Companies Act, 1965 of Malaysia
Conversion of RCPS	:	Conversion of the "Series I" RCPS and "Series II" RCPS in AAAN to new Shares in accordance with the Articles of Association of AAAN
CPL	:	Celestial Productions Limited (821841), a company incorporated in Hong Kong
Digicast	:	MEASAT Digicast Sdn Bhd (240062-V)
Director(s)	:	Director or directors of AAAN
DR(s)	:	Depository Receipts

GLOSSARY OF ABBREVIATIONS AND DEFINED TERMS (*Cont'd*)

DSE	:	Digital Software Exports Ltd (17957/3152), a company incorporated in Mauritius
DSL	:	Digital Subscriber Line. A family of digital transmission technology standards that provides high bandwidth digital bi-directional data transmission over standard twisted copper wires (public switched telephone lines) while still supporting a simultaneous analogue voice telephony connection.
DTH	:	Direct-to-Home
DTH satellite	:	A satellite capable of transmitting services directly to reception equipment sited at end-users' premises. Such satellites are commonly flown in geostationary orbit and use frequencies in the Ku-band at high power. This permits direct reception using small, fixed, low cost antenna
DTT	:	Digital Terrestrial Television. DTT is a digital technology that utilises the existing UHF broadcast spectrum of analogue terrestrial television. Compression and encoding means that DTT is capable of broadcasting an increased number of services in a standard UHF TV channel as compared to analogue terrestrial television
DVR	:	DVR Player.com Sdn Bhd (365636-T)
EABNS	:	East Asia Broadcast Network Systems N.V. (64911), a company incorporated in the Netherlands Antilles
EABSH	:	East Asia Broadcast Systems Holdings N.V. (64308), a company incorporated in the Netherlands Antilles
EAE	:	East Asia Entertainment (BVI) Limited (160082), a company incorporated in the British Virgin Islands
EBITDA	:	Earnings before interest, taxation, depreciation and amortisation which represents loss/profit from ordinary activities before net finance income/(costs), taxation, impairment and depreciation of property, plant and equipment, amortisation of intangible assets such as software (but excluding amortisation of film library and programme rights which are expensed as part of cost of sales) and losses from investments in associates. EBITDA is unaudited and is shown for illustrative purposes only. EBITDA should not be viewed as an alternative measure of operating results or cash flows from operating activities as determined in accordance with IFRS. EBITDA has been included because it is commonly used in the media industry worldwide as an indicator of operating performance, liquidity and as a financial measure of the potential capacity of a company to incur and service debt. ASTRO's EBITDA may not be comparable to similarly titled measures used by other companies
Electronic Share Application	:	Application for the Retail Offering through a Participating Financial Institution's ATM
Eligible Employees	:	Executive Directors and employees of AAAN and its subsidiaries who are eligible to participate in the Schemes, in accordance with the terms and conditions of the Bye-Laws

GLOSSARY OF ABBREVIATIONS AND DEFINED TERMS (Cont'd)

EPS	:	Earnings per Share
ESOS	:	ASTRO 2003 Employees' Share Option Scheme for Eligible Employees
ESOS Option(s)	:	The right of a grantee to subscribe for new Share(s) pursuant to the ESOS in accordance with the terms and condition of the Bye-Laws
Exchange Act	:	U.S. Securities Exchange Act of 1934, as amended
Excorp	:	Excorp Holdings N.V. (76431), a company incorporated in the Netherlands Antilles
Facility A	:	The term loan facility of U.S.\$120 million to AAAN guaranteed by, among others, AAAN Bermuda, AOL and Celestial
Facility B	:	The term loan facility of U.S.\$95 million to AAAN guaranteed by, among others, AAAN Bermuda, AOL and Celestial
Facility C	:	The term loan facility of U.S.\$50 million to AAAN guaranteed by, among others, AAAN Bermuda, AOL and Celestial
Facilities	:	Facility A, Facility B and Facility C, collectively
FIC	:	The Foreign Investment Committee of the Economic Planning Unit of the Prime Minister's Department, Malaysia
Film Library	:	The film library which comprises rights to acquired films and films produced or commissioned by ASTRO, either internally or externally, and production in progress with the primary intention to exploit the library through release and licensing of such rights
Final Retail Price	:	The final price per Share to be paid by investors pursuant to the Retail Offering as determined in accordance with Section 4.10 of this Prospectus
GHz	:	Gigahertz – one thousand million cycles per second
Global Co-ordinator	:	Goldman Sachs (Singapore) Pte
Government	:	Government of Malaysia
Hong Kong	:	Hong Kong Special Administrative Region of the People's Republic of China
Hotspotz	:	Hotspotz.com Sdn Bhd (365649-H)
Hsin-Chi	:	Hsin-Chi Broadcast Co., Ltd (16830278), a company incorporated in Taiwan
IFRS	:	International Financial Reporting Standards
Initial Public Offering	:	Offering of up to 508,400,000 Issue Shares by the Company comprising the Retail Offering and Institutional Offering

GLOSSARY OF ABBREVIATIONS AND DEFINED TERMS *(Cont'd)*

Institutional Offering	:	Up to 425,000,000 Issue Shares, subject to reallocation, to be offered (i) to Malaysian institutional and selected investors; (ii) to QIBs in the U.S. in reliance on Rule 144A; and (iii) in transactions outside the U.S. in reliance on Regulation S
Institutional Price	:	The price per Issue Share to be paid by investors pursuant to the Institutional Offering. The Institutional Price will be determined at the Price Determination Date
Institutional Underwriters	:	Persons to be appointed as underwriters pursuant to the Malaysian Placement Agreement and International Placement Agreement
International Institutional Offering	:	Offering to international investors pursuant to the Institutional Offering, namely QIBs in the U.S. in reliance on Rule 144A and outside the U.S. in reliance on Regulation S
International Placement Agreement	:	The placement agreement to be entered into by the Company and the International Underwriters in respect of such number of Issue Shares to be offered under the Institutional Offering to foreign investors
International Underwriters	:	Persons to be appointed as underwriters pursuant to the International Placement Agreement
Internet	:	The inter-connection of servers worldwide that provides communications and application services to an international base of business, consumers, education, research, government and other organisations
Issue Shares	:	Up to 508,400,000 new Shares to be issued by the Company pursuant to the Initial Public Offering
Joint Bookrunners	:	Persons to be appointed as joint bookrunners and joint lead managers pursuant to the International Placement Agreement
Kbps	:	Kilobits per second – one thousand bits per second
Khazanah	:	Khazanah Nasional Berhad (275505-K)
KLSE	:	Kuala Lumpur Stock Exchange (30632-P)
Kristal-ASTRO	:	Kristal-ASTRO Sdn Bhd (AGO/RC/4927), a company incorporated in Brunei
Ku-band	:	Radio frequency spectrum in the range of 10.9 GHz to 14.5 GHz
Listing	:	Listing of and quotation for the entire issued and paid-up ordinary share capital of AAAN on the Main Board of KLSE
MAAS	:	Applicable approved accounting standards in Malaysia
Macau	:	Macau Special Administrative Region of the People's Republic of China
Maestra Broadcast	:	Maestra Broadcast Sdn Bhd (340960-P)
MAESTRO	:	Maestro Talent and Management Sdn Bhd (622782-W)
MAI	:	MAI Sdn Berhad (6261-U)

GLOSSARY OF ABBREVIATIONS AND DEFINED TERMS (Cont'd)

Malaysian Institutional Offering	:	Offering to Malaysian institutional and selected investors by the Malaysian Placement Underwriters pursuant to the Institutional Offering
Malaysian Placement Agreement	:	The placement agreement to be entered into by the Company and the Malaysian Placement Underwriters in respect of such number of Issue Shares to be offered under the Institutional Offering to Malaysian institutional and selected investors
Malaysian Placement Underwriters	:	Persons to be appointed as underwriters pursuant to the Malaysian Placement Agreement
Management Option(s)	:	The right of a grantee to subscribe for new Share(s) pursuant to the Management Scheme in accordance with the terms and conditions of the Bye-Laws
Management Scheme	:	ASTRO 2003 Management Share Incentive Scheme for Eligible Employees
Managing Underwriter	:	CIMB
Market Day	:	Day on which the KLSE is open for trading in securities
Maximum Subscription	:	Assuming full subscription of the Retail Offering and Institutional Offering comprising 508,400,000 Issue Shares
Maxis	:	Maxis Communications Berhad (158400-V)
MBNS	:	MEASAT Broadcast Network Systems Sdn Bhd (240064-A)
MBNS (BVI)	:	MEASAT Broadcast Network Systems (BVI) Limited (184697), a company incorporated in the British Virgin Islands
Mbps	:	Megabits per second – one million bits per second
MCD	:	Malaysian Central Depository Sdn Bhd (165570-W)
MEASAT	:	MBNS and its subsidiaries
MEASAT-1	:	The Malaysia East Asia Satellite-1 which currently broadcasts ASTRO's DTH multi-channel subscription television services to Malaysia and Brunei
MEASAT-3	:	The satellite that is planned to be co-located with MEASAT-1 which is expected to enter service in mid 2005 and be used to back-up and to provide capacity for additional ASTRO services to Malaysia and Brunei
MEASAT Global	:	MEASAT Global Network Systems Sdn Bhd (240068-T)
MEASAT Publications	:	MEASAT Publications Sdn Bhd (379611-V)
MEASAT Radio	:	MEASAT Radio Communications Sdn Bhd (240145-A)
MHz	:	Megahertz – one million cycles per second

GLOSSARY OF ABBREVIATIONS AND DEFINED TERMS (Cont'd)

Microsoft	:	Microsoft Corporation (91-11444442), a company incorporated in the U.S.
MIH	:	Malaysian Issuing House Sdn Bhd (258345-X)
Minimum Subscription	:	Assuming full subscription of the Retail Offering comprising 83,400,000 Issue Shares and subscription of 250,000,000 Issue Shares under the Institutional Offering as detailed in Section 4.3 of this Prospectus
Minister	:	Minister of Energy, Communications and Multimedia
MIT	:	Multimedia Interactive Technologies Sdn Bhd (488331-D)
MMDS	:	Multi-channel multipoint distribution service. A broadcast system that uses high-power short-range microwave transmitters to broadcast multi-channel programming to receiving equipment in homes and businesses. The broadcasts can be analogue or digital
MMS	:	Multimedia Messaging Service
MMT	:	MBNS Multimedia Technologies Sdn Bhd (458630-W)
Moving annual total churn rate	:	Moving annual total churn rate is calculated by dividing (i) the total number of residential subscribers that churned over a 12-month period by (ii) the monthly average number of total active residential subscribers over the same 12-month period
MSC	:	Malaysia's Multimedia Super Corridor, a length of greenfield "corridor", 15 kilometres wide and 50 kilometres long that runs south from the Kuala Lumpur city centre. MSC status companies located within the MSC are eligible to be awarded a set of incentives and benefits from the Government to participate and undertake its information, communication and technology operations
NMR	:	Nielsen Media Research
NSP	:	Network services provider
NTA	:	Net tangible assets
Official List	:	The Official List of the Main Board of KLSE
Options	:	ESOS Options and Management Options collectively
PAGI	:	Philippine Animators Group, Inc. (A200004206), a company incorporated in the Philippines
PanOcean	:	PanOcean Management Limited (70421), a company incorporated in Jersey, Channel Islands
PANV	:	Philippine Animation N.V. (78383), a company incorporated in the Netherlands Antilles
PANV Group	:	PANV and its subsidiaries

GLOSSARY OF ABBREVIATIONS AND DEFINED TERMS (Cont'd)

Participating Financial Institution(s)	:	The participating financial institution(s) for Electronic Share Application as listed in Section 26 of this Prospectus
PASI	:	Philippine Animation Studio, Inc. (147772), a company incorporated in the Philippines
PBSNV	:	Pacific Broadcast Systems N.V. (64778), a company incorporated in the Netherlands Antilles
PDA	:	Pacific Digital Animation N.V. (83154), a company incorporated in the Netherlands Antilles
PDI	:	Pacific Digital Inc (A1997-16679), a company incorporated in the Philippines
PGSB	:	Prisma Gergasi Sdn Bhd (354964-K)
PRC	:	The People's Republic of China
Price Determination Date	:	Tentatively 11 October 2003, the date on which the Institutional Price is to be determined
Programme rights	:	The programme rights which comprise rights licensed from third parties and programmes produced for ASTRO, either internally or externally, and production in progress with the primary intention to broadcast in the normal course of ASTRO's operating cycle
Promoter	:	Usaha Tegas
Proton	:	Perusahaan Otomobil Nasional Berhad (100995-U)
PSIL	:	Pacific States Investment Limited (39120), a company incorporated in Jersey, Channel Islands
QIB	:	Qualified institutional buyer, as defined in Rule 144A
RAPS	:	Radio Advertising and Programming Systems Sdn Bhd (399434-W)
RCPS	:	Redeemable convertible preference shares
Regulation S	:	Regulation S under the Securities Act
Regulations	:	The U.S. Treasury Regulations promulgated under the U.S. Internal Revenue Code of 1986, as amended
Retail Offering	:	83,400,000 Issue Shares to be offered to the Malaysian public, eligible directors, employees, subscribers, retailers, distributors and installers of ASTRO, and eligible directors and employees of UT Group and Khazanah
Retail Price	:	The initial price of RM3.80 per Share to be fully paid by applicants pursuant to the Retail Offering
Retail Underwriters	:	Underwriters for the Retail Offering as set out in Section 1 of this Prospectus
ROC	:	Registrar of Companies, Malaysia

GLOSSARY OF ABBREVIATIONS AND DEFINED TERMS (Cont'd)

RPS	:	Redeemable preference shares of £1.00 each in AAAN
RTM	:	Radio Television Malaysia, the Government free-to-air broadcaster of the television channels, TV1 and TV2
Rule 144A	:	Rule 144A under the Securities Act
SC	:	Securities Commission of Malaysia
SCA	:	Securities Commission Act 1993 of Malaysia
Schemes	:	Management Scheme and ESOS collectively
SC Guidelines	:	SC's Policies and Guidelines on Issue/Offer of Securities
Securities Act	:	U.S. Securities Act of 1933, as amended
Share(s)	:	Ordinary share(s) of 10p each in AAAN
Shaw	:	Shaw Brothers (Hong Kong) Limited. Shaw engages in film production and distribution, investment holding and business operations in the media and entertainment industries
Shaw Brothers' Library or Shaw Library	:	Shaw Brothers' Film Library consisting of 760 Chinese language film titles acquired by Celestial from Shaw
SMS	:	Short messaging service, a service whereby mobile telephone users may send and receive text messages
SNSB	:	Sanjung Nusantara Sdn Bhd (288522-P)
spectrum	:	A range or band of electromagnetic frequencies
subscriber acquisition cost	:	Subscriber acquisition cost is the average cost incurred in signing up a subscriber to the DTH multi-channel subscription television service, including sales and marketing expenses and any subsidy offered on the set-top box and receiving equipment
Tanjong plc	:	Tanjong Public Limited Company (210874), a company incorporated in England and Wales, registered as a foreign company in Malaysia (990903-V) and listed on the Main Board of KLSE and the London Stock Exchange plc
Tayangkan Unggul	:	Tayangkan Unggul Sdn Bhd (365949-V)
Telekom Malaysia	:	Telekom Malaysia Berhad (128740-P)
terrestrial transmission	:	A broadcast signal sent by a land-based transmitter
TPM	:	Technology Park Malaysia Corporation Sdn Bhd (377141-T)
transmitter	:	A device that modulates and amplifies low power video, audio or data signals into high frequency, high power waveforms for transmission through a network; either wireline or wireless.
Transponder	:	A device mounted on a satellite that receives, converts and retransmits radio frequency signals

GLOSSARY OF ABBREVIATIONS AND DEFINED TERMS (*Cont'd*)

Tucson	:	Tucson N.V. (73037), a company incorporated in the Netherlands Antilles
TVB	:	Television Broadcasts Limited (11781), a company incorporated in Hong Kong
TVBPH	:	TVB Publishing Holding Limited (693405), a company incorporated in Hong Kong
UCSB	:	Ujud Cergas Sdn Bhd (393307-T)
U.K.	:	The United Kingdom
U.K. Act	:	U.K. Companies Act, 1985
Ultra-High Frequency or UHF	:	The frequency bands from 470MHz to 806MHz in Malaysia, used to broadcast terrestrial television signals
UMTS	:	UMTS (Malaysia) Sdn Bhd (520422-D)
Underwriters	:	The underwriters named in Section 1 of this Prospectus
Underwriting Agreement	:	Underwriting agreement dated 26 September 2003 entered into between the Company and the Retail Underwriters to underwrite 83,400,000 Issue Shares to be offered pursuant to the Retail Offering
U.S.	:	The United States of America
U.S. GAAP	:	Generally Accepted Accounting Principles in the U.S.
Usaha Tegas	:	Usaha Tegas Sdn Bhd (121062-M)
UT Group	:	Usaha Tegas and its subsidiaries
UTES	:	Usaha Tegas Entertainment Systems Sdn Bhd (252755-X)
WTSB	:	Wangi Terang Sdn Bhd (185272-A)
AUD\$:	Australian Dollar
B\$:	Brunei Dollar
HK\$:	Hong Kong Dollar
NT\$:	New Taiwan Dollar
PHP	:	Philippine Peso
Ringgit, RM	:	Ringgit Malaysia
Rs	:	Indian Rupees
U.S.\$:	U.S. Dollar
£, p	:	Sterling pound, pence

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1. CORPORATE DIRECTORY

DIRECTORS

Name	Address	Nationality	Occupation
Dato' Haji Badri bin Haji Masri <i>(Chairman/Non-Executive Director)</i>	No. 6, Jalan SS5B/5, Kelana Jaya 47301 Petaling Jaya Selangor Darul Ehsan Malaysia	Malaysian	Director
Augustus Ralph Marshall <i>(Deputy Chairman/Group Chief Executive Officer)</i>	No. 2, Lorong Lembah Tunku Bukit Tunku 50480 Kuala Lumpur Malaysia	Malaysian	Director
Tan Poh Ching <i>(Non-Executive Director)</i>	99, Jalan Limau Purut Taman Bandaraya 59000 Kuala Lumpur Malaysia	Malaysian	Director
Dato' Mohamed Khadar bin Merican <i>(Independent Non-Executive Director)</i>	15-1 Desa Angkasa No. 12, Jalan Taman U-Thant 55000 Kuala Lumpur Malaysia	Malaysian	Director
Kuok Khoon Ho <i>(Independent Non-Executive Director)</i>	Seriska Unit B1-4 No. 3, Jalan Langgak Golf 55000 Kuala Lumpur Malaysia	Malaysian	Director
Bernard Anthony Cragg <i>(Independent Non-Executive Director)</i>	30, Claremont Park Finchley London N3 1TH U.K.	British	Director

AUDIT COMMITTEE

Name	Designation	Directorship
Bernard Anthony Cragg	Chairman of Committee	Independent Non-Executive Director
Kuok Khoon Ho	Member of Committee	Independent Non-Executive Director
Dato' Mohamed Khadar bin Merican	Member of Committee	Independent Non-Executive Director

REMUNERATION COMMITTEE

Name	Designation	Directorship
Kuok Khoon Ho	Chairman of Committee	Independent Non-Executive Director
Dato' Mohamed Khadar bin Merican	Member of Committee	Independent Non-Executive Director
Tan Poh Ching	Member of Committee	Non-Executive Director

1. CORPORATE DIRECTORY (Cont'd)

NOMINATION AND CORPORATE GOVERNANCE COMMITTEE

Name	Designation	Directorship
Dato' Mohamed Khadar bin Merican	Chairman of Committee	Independent Non-Executive Director
Kuok Khoon Ho	Member of Committee	Independent Non-Executive Director
Bernard Anthony Cragg	Member of Committee	Independent Non-Executive Director

COMPANY SECRETARIES : Rohana binti Rozhan
(MIA No. 11722)
40, Jalan TR2/1
Tropicana Golf & Country Resort
47410 Petaling Jaya
Selangor Darul Ehsan
Malaysia

Lim Lay Fong
(MAICSA No. 7007624)
39, Jalan SL 6/9
Bandar Baru Sungai Long
Jalan Cheras
43000 Kajang
Selangor Darul Ehsan
Malaysia

REGISTERED OFFICE IN MALAYSIA : 3rd Floor, Administration Building
All Asia Broadcast Centre
Technology Park Malaysia
Lebuhraya Puchong-Sungai Besi
Bukit Jalil
57000 Kuala Lumpur
Malaysia
Telephone No.: 603 9543 6688
Website: www.astroplc.com
Email: info@astroplc.com

REGISTERED OFFICE IN U.K. : 10 Upper Bank Street
London, E14 5JJ
U.K.
Telephone No.: 44 (0) 20 7006 1000

HEAD OFFICE : All Asia Broadcast Centre
Technology Park Malaysia
Lebuhraya Puchong-Sungai Besi
Bukit Jalil
57000 Kuala Lumpur
Malaysia
Telephone No.: 603 9543 6688
Website: www.astroplc.com
Email: info@astroplc.com

1. **CORPORATE DIRECTORY (Cont'd)**

- PRINCIPAL BANKERS** :
- Malayan Banking Berhad
Ground Floor
Menara Maybank
100 Jalan Tun Perak
50050 Kuala Lumpur
Malaysia
 - RHB Bank Berhad
Level 1, Tower 2, RHB Centre
426, Jalan Tun Razak
50400 Kuala Lumpur
Malaysia
 - Citibank Berhad
Menara Citibank
165, Jalan Ampang
50450 Kuala Lumpur
Malaysia
- LEGAL ADVISERS** :
- To the Company as to Malaysian Law*
Kadir, Andri Aidham & Partners
8th Floor, Menara Safuan
80, Jalan Ampang
50450 Kuala Lumpur
Malaysia
 - To the Company as to U.S. Federal Law and English Law*
Clifford Chance Wong Pte Ltd
16, Collyer Quay
#10-00 Hitachi Tower
Singapore 049318
 - To the Company as to English Law*
Clifford Chance Limited Liability Partnership
10 Upper Bank Street
London E14 5JJ
U.K.
 - To the Global Co-ordinator and Joint Bookrunners as to U.S. Federal Law and English Law*
Linklaters Allen & Gledhill Pte Limited
36, Robinson Road
#03-01, City House
Singapore 068877
 - To the Underwriters as to Malaysian Law*
Shearn Delamore & Co
7th Floor, Wisma Hamzah-Kwong Hing
No.1, Leboh Ampang
50100 Kuala Lumpur
Malaysia

1. CORPORATE DIRECTORY (Cont'd)

AUDITORS	:	PricewaterhouseCoopers LLP 1 Embankment Place London WC2N 6RH U.K.
REPORTING ACCOUNTANTS	:	PricewaterhouseCoopers 11 th Floor, Wisma Sime Darby Jalan Raja Laut 50350 Kuala Lumpur Malaysia
ADVISER	:	Commerce International Merchant Bankers Berhad 7 th Floor, Bangunan CIMB Jalan Semantan, Damansara Heights 50490 Kuala Lumpur Malaysia
GLOBAL CO-ORDINATOR AND INTERNATIONAL ADVISER	:	Goldman Sachs (Singapore) Pte 1, Raffles Link #07-01 South Lobby Singapore 039393
MANAGING UNDERWRITER FOR THE RETAIL OFFERING AND LEAD MANAGER AND SOLE BOOKRUNNER FOR THE MALAYSIAN INSTITUTIONAL OFFERING	:	Commerce International Merchant Bankers Berhad 7 th Floor, Bangunan CIMB Jalan Semantan, Damansara Heights 50490 Kuala Lumpur Malaysia
JOINT BOOKRUNNERS AND JOINT LEAD MANAGERS FOR THE INTERNATIONAL INSTITUTIONAL OFFERING	:	Goldman Sachs (Singapore) Pte 1, Raffles Link #07-01 South Lobby Singapore 039393 UBS Investment Bank 25/F, One Exchange Square 8 Connaught Place Central Hong Kong DBS Bank Ltd 6, Shenton Way #36-01 DBS Building Tower One Singapore 068809
INTERNATIONAL UNDERWRITERS	:	Goldman Sachs (Singapore) Pte 1, Raffles Link #07-01 South Lobby Singapore 039393 UBS Investment Bank 25/F, One Exchange Square 8 Connaught Place Central Hong Kong DBS Bank Ltd 6, Shenton Way #36-01 DBS Building Tower One Singapore 068809

1. **CORPORATE DIRECTORY (Cont'd)**

INTERNATIONAL UNDERWRITERS (cont'd)	:	ABN AMRO Rothschild 40/F, Cheung Kong Center 2 Queen's Road, Central Hong Kong Cazenove Asia Limited 5001, One Exchange Square 8 Connaught Place Central Hong Kong Commerce International Merchant Bankers Berhad 7 th Floor, Bangunan CIMB Jalan Semantan, Damansara Heights 50490 Kuala Lumpur Malaysia CLSA Singapore Pte Ltd 9, Raffles Place #19-20/21, Republic Plaza II Singapore 048619
INTERNATIONAL CO-MANAGER		ECM Libra Investment Bank Limited Level 31(1), Main Office Tower Financial Park Labuan Complex Jalan Merdeka 87000 Labuan Malaysia
JOINT LEAD MANAGERS FOR THE MALAYSIAN INSTITUTIONAL OFFERING	:	RHB Sakura Merchant Bankers Berhad Level 8, Tower Three, RHB Centre Jalan Tun Razak 50400 Kuala Lumpur AmMerchant Bank Berhad 22 nd Floor, Bangunan AmBank Group 55, Jalan Raja Chulan 50200 Kuala Lumpur Mayban Securities Sendirian Berhad Level 5 th -13 th , MaybanLife Tower Dataran Maybank No. 1, Jalan Maarof 59000 Kuala Lumpur
JOINT LEAD UNDERWRITERS FOR THE RETAIL OFFERING	:	RHB Sakura Merchant Bankers Berhad Level 8, Tower Three, RHB Centre Jalan Tun Razak 50400 Kuala Lumpur AmMerchant Bank Berhad 22 nd Floor, Bangunan AmBank Group 55, Jalan Raja Chulan 50200 Kuala Lumpur

1. CORPORATE DIRECTORY (Cont'd)

JOINT LEAD UNDERWRITERS FOR THE RETAIL OFFERING (cont'd)	:	Aseambankers Malaysia Berhad 31 st Floor, Menara Maybank 100, Jalan Tun Perak 50050 Kuala Lumpur
UNDERWRITERS FOR THE RETAIL OFFERING	:	Malaysian International Merchant Bankers Berhad 12 th Floor, Wisma Cyclecarri 288, Jalan Raja Laut 50350 Kuala Lumpur
		Alliance Merchant Bank Berhad Level 19, Menara Multi-Purpose Capital Square 8, Jalan Munshi Abdullah 50100 Kuala Lumpur
		Affin Merchant Bank Berhad 27 th Floor, Menara Boustead 69, Jalan Raja Chulan P.O. Box 11424 50200 Kuala Lumpur
		Southern Investment Bank Berhad 16 th Floor, Wisma Genting Jalan Sultan Ismail 50250 Kuala Lumpur
		Affin-UOB Securities Sdn Bhd Level 3, Menara Keck Seng 203, Jalan Bukit Bintang 55100 Kuala Lumpur
		Hwang-DBS Securities Berhad 2 nd Floor, Bangunan AHP No. 2, Jalan Tun Mohd Fuad 3 Taman Tun Dr. Ismail 60000 Kuala Lumpur
SHARE REGISTRAR	:	Signet Share Registration Services Sdn Bhd 11 th Floor, Tower Block Kompleks Antarabangsa Jalan Sultan Ismail 50250 Kuala Lumpur Malaysia
ISSUING HOUSE	:	Malaysian Issuing House Sdn Bhd 27 th Floor, Menara Multi Purpose Capital Square No. 8, Jalan Munshi Abdullah 50100 Kuala Lumpur Malaysia
LISTING SOUGHT	:	Main Board of KLSE