

12. PROFORMA AND SELECTED HISTORICAL FINANCIAL AND OPERATING DATA

12.1 Unaudited Proforma Financial Results of ASTRO

The following summary of the unaudited proforma consolidated income statements of ASTRO for the five fiscal years ended 31 January 2003 and the six months ended 31 July 2003 has been prepared on the assumption that the structure of ASTRO had been in existence throughout the fiscal years and period under review. The unaudited proforma consolidated income statements are qualified in their entirety by reference to and should be read in conjunction with (i) the notes and the bases for the preparation of ASTRO's unaudited proforma consolidated income statements as included in the Accountants' Report set out in Section 22 of this Prospectus; (ii) AAAN's audited financial statements and related notes thereto for the nine days ended 31 July 2003; (iii) AAAN Bermuda's audited consolidated financial statements and related notes thereto for the three years ended 31 January 2003 and the six months ended 31 July 2003; (iv) MEASAT's audited consolidated financial statements and related notes thereto for the two years ended 31 January 2000; and (v) Celestial Pictures' audited consolidated financial statements and related notes thereto for the three years ended 31 January 2003 and the six months ended 31 July 2003.

	←-----For year ended 31 January-----→					For six months ended 31 July 2003 RM 000
	1999 RM 000	2000 RM 000	2001 RM 000	2002 RM 000	2003 RM 000	
Revenue	253,590	399,825	616,209	879,983	1,148,489	651,162
Cost of sales	(440,352)	(604,509)	(762,683)	(867,314)	(1,084,128)	(483,333)
Gross (loss)/profit	(186,762)	(204,684)	(146,474)	12,669	64,361	167,829
Other operating income	34,478	106,162	3,869	104,513	53,447	25,832
Marketing and distribution costs	(50,179)	(71,013)	(93,822)	(77,340)	(97,529)	(60,878)
Administrative expenses	(139,066)	(158,612)	(193,557)	(173,470)	(176,345)	(81,458)
(Loss)/profit from operations	(341,529)	(328,147)	(429,984)	(133,628)	(156,066)	51,325
Finance income/(costs) (net)	114,138	(57,311)	(121,018)	(155,617)	(157,782)	(75,371)
Losses from investments in associates	(7,323)	(3,322)	(80,278)	(6,973)	(5,889)	(919)
Loss from ordinary activities before taxation	(234,714)	(388,780)	(631,280)	(296,218)	(319,737)	(24,965)
Taxation	-	-	(216)	34	612,842	(5,801)
(Loss)/profit from ordinary activities after taxation	(234,714)	(388,780)	(631,496)	(296,184)	293,105	(30,766)
Minority interest	500	-	-	20	6	-
Net (loss)/profit	(234,214)	(388,780)	(631,496)	(296,164)	293,111	(30,766)
No. of ordinary Shares assumed in issue ⁽¹⁾ (000)	1,185,549	1,185,549	1,185,549	1,185,549	1,185,549	1,185,549
Loss before taxation per Share ⁽²⁾ (RM)	(0.20)	(0.33)	(0.53)	(0.25)	(0.27)	(0.02)
Net (loss)/profit per Share ⁽³⁾ (RM)	(0.20)	(0.33)	(0.53)	(0.25)	0.25	(0.03)
Gross dividend rate ⁽⁴⁾ (%)	-	-	-	-	-	-

Notes:

- (1) Being the number of shares in issue after the Acquisition of AAAN Bermuda Ltd but prior to the Conversion of RCPS and the Initial Public Offering.
- (2) Based on the loss from ordinary activities before taxation divided by the number of Shares assumed in issue. Loss before taxation per share is not an IFRS measurement of performance.
- (3) Based on the net (loss)/profit divided by the number of Shares assumed in issue.
- (4) Based on the dividend divided by the number of Shares assumed in issue. Gross dividend rate is not an IFRS measurement of performance.

There were no exceptional or extraordinary items during the fiscal years/period under review.

12. PROFORMA AND SELECTED HISTORICAL FINANCIAL AND OPERATING DATA
(Cont'd)

The audited financial statements of AAAN for the nine days ended 31 July 2003 were not subject to any audit qualification.

The audited consolidated financial statements of AAAN Bermuda were not subject to any audit qualification for the three years ended 31 January 2003 and for the six months ended 31 July 2003. Without qualifying the audit opinion, an emphasis of matter paragraph was included in the respective audit report on the audited consolidated financial statements of AAAN Bermuda for the three years ended 31 January 2003 and for the six months ended 31 July 2003, which referred to the basis of preparation of those financial statements. The basis of preparation described AAAN Bermuda's financial position as at 31 January 2001, 31 January 2002, 31 January 2003 and 31 July 2003 and the directors' plans to ensure that sufficient cash and other facilities are available to meet AAAN Bermuda's obligations as they fall due, and hence the basis of preparing those financial statements on a going concern basis.

The audited consolidated financial statements of MEASAT were not subject to any audit qualification for the two years ended 31 January 2000. Without qualifying the audit opinion, an emphasis of matter paragraph was included in the respective audit report on the audited consolidated financial statements of MEASAT for the two years ended 31 January 2000, which referred to the basis of preparation of those financial statements. The basis of preparation described MEASAT's financial position as at 31 January 1999 and 31 January 2000 and the directors' plans to ensure that sufficient cash and other facilities are available to meet MEASAT's obligations as they fall due, and hence the basis of preparing those financial statements on a going concern basis.

The audited consolidated financial statements of Celestial Pictures were not subject to any audit qualification for the three years ended 31 January 2003 and for the six months ended 31 July 2003. Without qualifying the audit opinion, an emphasis of matter paragraph was included in the respective audit report on the audited consolidated financial statements of Celestial Pictures for the three years ended 31 January 2003 and for the six months ended 31 July 2003, which referred to the basis of preparation of those financial statements. The basis of preparation describe Celestial Pictures' financial position as at 31 January 2001, 31 January 2002, 31 January 2003 and 31 July 2003 and the directors' plans to ensure that sufficient cash and other facilities are available to meet Celestial Pictures' obligation as they fall due, and hence the basis of preparing those financial statements on a going concern basis.

12. PROFORMA AND SELECTED HISTORICAL FINANCIAL AND OPERATING DATA
(Cont'd)

12.2 Summary of Selected Historical Financial and Operating Data of AAAN Bermuda

The following summary of selected historical financial information as at or for the three fiscal years ended 31 January 2003 and six months ended 31 July 2003 has been derived from the audited consolidated financial statements of AAAN Bermuda. Additionally, the following summary of selected historical financial information as at or for the two fiscal years ended 31 January 2000 has been derived from the audited consolidated financial statements of MEASAT. The summary selected historical financial information is qualified in its entirety by reference to, and should be read in conjunction with, (i) the relevant sections in the Accountants' Report with respect to MEASAT and AAAN Bermuda; (ii) AAAN Bermuda's audited consolidated financial statements and related notes thereto for the three years ended 31 January 2003 and the six months ended 31 July 2003; and (iii) MEASAT's audited consolidated financial statements and related notes thereto for the two years ended 31 January 2000, which have been prepared and presented on a consolidated basis and in accordance with IFRS, which differs in certain material aspects from MAAS.

	← MEASAT →		← AAAN Bermuda →				
	← For year ended 31 January →					For six months ended 31 July 2003	
	1999 RM 000	2000 RM 000	2001 RM 000	2002 RM 000	2003 RM 000	2003 RM 000	
Income Statement Data:							
Revenue							
Multi-channel Subscription Television	221,127	351,946	552,043	781,317	1,034,316	585,633	
Radio	16,674	31,505	54,045	70,890	86,510	45,488	
Others	693	1,339	2,616	3,041	8,564	4,756	
Total Revenue	238,494	384,790	608,704	855,248	1,129,390	635,877	
Cost of sales	(424,374)	(585,841)	(756,089)	(854,521)	(1,064,858)	(465,189)	
Gross (loss)/profit	(185,880)	(201,051)	(147,385)	727	64,532	170,688	
Other operating income	34,478	106,162	5,419	112,094	56,854	25,832	
Marketing and distribution costs	(50,179)	(71,013)	(92,982)	(75,760)	(92,666)	(53,411)	
Administrative expenses	(137,763)	(156,270)	(187,426)	(162,887)	(143,623)	(62,124)	
(Loss)/profit from operations	(339,344)	(322,172)	(422,374)	(125,826)	(114,903)	80,985	
Finance income/(costs) (net)	114,138	(57,311)	(120,207)	(154,955)	(155,770)	(73,798)	
Losses from investments in associates	(7,323)	(3,322)	(80,278)	(6,973)	(5,889)	(919)	
(Loss)/profit from ordinary activities before taxation	(232,529)	(382,805)	(622,859)	(287,754)	(276,562)	6,268	
Taxation	-	-	(49)	(171)	612,804	(5,801)	
(Loss)/profit from ordinary activities after taxation	(232,529)	(382,805)	(622,908)	(287,925)	336,242	467	
Minority interest	500	-	-	20	6	-	
Net (loss)/profit	(232,029)	(382,805)	(622,908)	(287,905)	336,248	467	

12. **PROFORMA AND SELECTED HISTORICAL FINANCIAL AND OPERATING DATA**
(Cont'd)

	←----- MEASAT ----->		←----- AAAN Bermuda ----->			As at or for six months ended 31 July 2003 RM 000
	←----- As at or for year ended 31 January ----->					
	1999 RM 000	2000 RM 000	2001 RM 000	2002 RM 000	2003 RM 000	
Balance Sheet Data:						
Non-current assets	1,153,784	774,136	665,048	540,695	1,028,415	1,015,479
Current assets	136,911	277,990	326,663	342,203	488,230	495,600
Total assets	1,290,695	1,052,126	991,711	882,898	1,516,645	1,511,079
Total shareholders' equity	(110,304)	(494,248)	(1,099,828)	(1,387,663)	(1,051,485)	(1,051,037)
Minority interests	-	-	-	-	-	-
Non-current liabilities	887,505	749,046	1,435,134	1,627,333	1,306,256	1,309,901
Current liabilities	513,494	797,328	656,405	643,228	1,261,874	1,252,215
Total liabilities	1,400,999	1,546,374	2,091,539	2,270,561	2,568,130	2,562,116
Total shareholders' equity, minority interests and liabilities	1,290,695	1,052,126	991,711	882,898	1,516,645	1,511,079
Other Selected Financial Data:						
Cash flows data:						
Cash flows (used in)/ from operating activities	(187,382)	(141,074)	(382,129)	22,434	286,060	54,055
Cash flows used in investing activities	(59,735)	(28,936)	(110,282)	(21,550)	(27,103)	(25,680)
Cash flows from/(used in) financing activities	259,884	191,992	513,414	50,284	(198,870)	(35,346)
Earnings/(loss) before taxation per ordinary share (sen)*	(366.2)	(581.3)	(52.5)	(24.3)	(23.3)	0.5
Earnings/(loss) after taxation per ordinary share (sen)	(365.5)	(581.3)	(52.5)	(24.3)	28.4	*

Notes:

* Represents 0.04 sen.

Unaudited and is not an IFRS measurement of performance.

	←----- MEASAT ----->		←----- AAAN Bermuda ----->			As at or for six months ended 31 July 2003 RM 000
	←----- As at or for year ended 31 January ----->					
	1999 RM 000	2000 RM 000	2001 RM 000	2002 RM 000	2003 RM 000	
Selected Unaudited Operating Data:						
(Multi-channel subscription television services)						
Number of residential subscribers ⁽¹⁾	182,788	296,923	541,401	777,747	984,309	1,107,242
ASTRO's television penetration rate (percentage) ⁽²⁾	4.5	7.0	12.2	17.1	21.0	23.3
Moving annual total churn rate (percentage) ⁽³⁾	7.8	3.7	5.4	7.9	6.9	7.3
ARPU (RM)	84	80	81	81	83	81
Subscription acquisition cost (RM) ⁽⁴⁾	963	940	1,128	1,069	1,061	910

12. PROFORMA AND SELECTED HISTORICAL FINANCIAL AND OPERATING DATA
(Cont'd)

	←----- MEASAT -----→		←----- AAAN Bermuda -----→			As at or for six months ended
	←----- As at or for year ended 31 January -----→					31 July
	1999 RM 000	2000 RM 000	2001 RM 000	2002 RM 000	2003 RM 000	2003 RM 000
(Radio Services)						
Total radio advertising sales (RM million) ⁽⁵⁾	-	87	104	120	148	69
ASTRO's radio advertising sales (RM million) ⁽⁶⁾	-	34	55	74	98	49
ASTRO's share of radio advertising sales ⁽⁷⁾	-	39%	53%	62%	66%	71%

Notes:

- (1) *This data does not include multiple residential subscriptions.*
- (2) *The penetration rates are derived from data found in the Census 2000 (Department of Statistics, Malaysia) and the updates thereto. The penetration rate is calculated by dividing the total number of ASTRO subscribers by the total number of television households. The total television households figure is calculated by dividing the net population figure by the average number of people per household and then applying estimated television establishment figures provided by AC Nielsen. Applying this methodology, ASTRO has calculated that there were 4,442,766 television households as at 31 January 2001, 4,561,305 television households as at 31 January 2002, 4,679,899 television households as at 31 January 2003 and 4,759,950 television households as at 31 July 2003. The net population figure is derived by deducting from the Census 2000 population figures certain groups of people (those who are not ordinarily resident in Malaysia). It is expected that the Department of Statistics will be releasing, from October 2003 onwards, actual figures on total television households. The Company believes this will lead to a more accurate calculation of its penetration rate.*
- (3) *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.*
- (4) *Subscriber acquisition cost is the average cost incurred in signing up a subscriber to the DTH multi-channel subscription service, including sales and marketing expenses and any subsidy offered on the set-top box and receiving equipment.*
- (5) *Figures were provided by NMR for the total Malaysian market and include free spots given to advertisers and local insertion units and exclude sponsorship and promotions.*
- (6) *NMR estimates.*
- (7) *Derived based on NMR estimates on total radio advertising sales and NMR estimates of ASTRO's radio advertising sales.*

Set out below details of trade receivables balances and aging analysis for AAAN Bermuda as at 31 July 2003:

	Current RM 000	Above 30 days but less than 180 days RM 000	180 days and above RM 000	Total Balances RM 000
Trade Receivables	80,790	55,401	23,306	159,497

The Directors confirm that, to the best of their knowledge, nothing has come to their attention to believe that the trade debts for which no provisions have been made cannot be recovered and that adequate provisions for doubtful and bad debts have been made in the financial statements, including the profit forecast of ASTRO for the year ending 31 January 2004. In addition, full provision has been made for trade debts which were doubtful, disputed or where legal action has been taken.

12. PROFORMA AND SELECTED HISTORICAL FINANCIAL AND OPERATING DATA
(Cont'd)

	←----- MEASAT ----->		←----- AAAN Bermuda ----->			For six months ended 31 July 2003 RM 000
	←----- For year ended 31 January ----->					
	1999 RM 000	2000 RM 000	2001 RM 000	2002 RM 000	2003 RM 000	
EBITDA⁽¹⁾						
(Loss)/profit from ordinary activities after taxation	(232,529)	(382,805)	(622,908)	(287,925)	336,242	467
Taxation	-	-	49	171	(612,804)	5,801
(Loss)/profit from ordinary activities before taxation	(232,529)	(382,805)	(622,859)	(287,754)	(276,562)	6,268
Finance (income)/costs (net)	(114,138)	57,311	120,207	154,955	155,770	73,798
Losses from investments in associates	7,323	3,322	80,278	6,973	5,889	919
(Loss)/profit from operations	(339,344)	(322,172)	(422,374)	(125,826)	(114,903)	80,985
Amortisation of other intangible assets	9,775	12,028	9,379	6,713	9,853	2,897
Depreciation of property, plant and equipment	131,882	132,408	108,487	108,522	106,843	48,194
Impairment of property plant and equipment	15,535	1,228	-	2,004	514	17
EBITDA	(182,152)	(176,508)	(304,508)	(8,587)	2,307	132,093
Amortisation of film library and programme rights	83,821	97,978	89,576	84,977	98,651	16,991
EBITDA after adjustment for the impact arising from the amortisation of film library and programme rights	(98,331)	(78,530)	(214,932)	76,390	100,958	149,084

Note:

(1) *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. AAAN Bermuda's consolidated EBITDA may not be comparable to similarly titled measures used by other companies.*

In addition to the audited consolidated financial statements prepared in accordance with IFRS, in compliance with the Companies Act 1965, the directors of MBNS and AAAN Bermuda Ltd had previously authorised the issuance of consolidated financial statements for the financial years ended 31 January 1999, 2000, 2001 and 2002, prepared in accordance with MAAS. For summary of the restatements of net loss and net assets for the years ended and as at 31 January 1999, 2000, 2001 and 2002 to incorporate the changes required to restate the financial statements, previously prepared in accordance with MAAS, to be in accordance IFRS and adjustments to the financial statements as a result of changes in accounting policies, refer to Part IV of the Accountants' Report set out in Section 22 of this Prospectus.

12. PROFORMA AND SELECTED HISTORICAL FINANCIAL AND OPERATING DATA
(Cont'd)

12.3 Summary of Selected Historical Financial Data of Celestial Pictures

The following summary of selected historical financial information as at or for the three fiscal years ended 31 January 2003 and six months ended 31 July 2003 has been derived from the audited consolidated financial statements of Celestial Pictures. In addition, the unaudited historical information as at and for the years ended 31 January 1999 and 2000, has been derived from Celestial Pictures' management accounts. The summary of selected historical financial information is qualified in its entirety by reference to, and should be read in conjunction with, the Accountants' Report, including the audited consolidated financial statements and related notes for the three fiscal years ended 31 January 2003 and six months ended 31 July 2003, which have been prepared and presented on a consolidated basis and in accordance with IFRS, which differs in certain material respects from MAAS.

	←----- For year ended 31 January ----->					For six months ended
	1999 RM 000 (Unaudited)	2000 RM 000 (Unaudited)	2001 RM 000	2002 RM 000	2003 RM 000	31 July 2003 RM 000
Income Statement Data:						
Revenue	-	-	733	3,438	8,284	14,209
Cost of sales	-	-	(696)	(4,093)	(14,558)	(17,736)
Gross profit/(loss)	-	-	37	(655)	(6,274)	(3,527)
Marketing and distribution costs	-	-	(480)	(980)	(4,863)	(7,466)
Administrative expenses	(64)	(13)	(2,008)	(8,735)	(31,330)	(18,764)
Loss from operations	(64)	(13)	(2,451)	(10,370)	(42,467)	(29,757)
Finance costs (net)	-	-	(811)	(661)	(2,012)	(1,573)
Loss from ordinary activities before taxation	(64)	(13)	(3,262)	(11,031)	(44,479)	(31,330)
Taxation	-	-	-	-	-	-
Net loss	(64)	(13)	(3,262)	(11,031)	(44,479)	(31,330)

12. PROFORMA AND SELECTED HISTORICAL FINANCIAL AND OPERATING DATA
(Cont'd)

	As at or for year ended 31 January					As at or for six months ended
	1999 RM 000 (Unaudited)	2000 RM 000 (Unaudited)	2001 RM 000	2002 RM 000	2003 RM 000	31 July 2003 RM 000
Balance Sheet Data:						
Non-current assets	-	-	247,420	244,215	246,923	260,816
Current assets	1	1	3,327	12,047	25,879	23,061
Total assets	1	1	250,747	256,262	272,802	283,877
Total shareholders' equity	(64)	(77)	(3,339)	(14,370)	(46,599)	(77,929)
Current liabilities	65	78	254,086	270,632	319,401	361,806
Total shareholders' equity and liabilities	1	1	250,747	256,262	272,802	283,877
Other Selected Financial Data:						
Cash flows data:						
Cash flows used in operating activities	N/A	N/A	(2,021)	(12,483)	(28,955)	(3,303)
Cash flows used in investing activities	N/A	N/A	(247,659)	(1,356)	(16,864)	(30,419)
Cash flows from financing activities	N/A	N/A	250,533	16,758	53,497	32,826
Loss before taxation per ordinary share (RM)	(32,000)	(6,500)	(1,631,000)	(5,515,500)	(5)	(1)
Net loss per ordinary share (RM)	(32,000)	(6,500)	(1,631,000)	(5,515,500)	(5)	(1)

Note:

N/A Not available under IFRS format.

12. PROFORMA AND SELECTED HISTORICAL FINANCIAL AND OPERATING DATA
(Cont'd)

	←----- For year ended 31 January ----->					For six months ended
	1999 RM 000 (Unaudited)	2000 RM 000 (Unaudited)	2001 RM 000	2002 RM 000	2003 RM 000	31 July 2003 RM 000
EBITDA⁽¹⁾						
Loss from ordinary activities after taxation	(64)	(13)	(3,262)	(11,031)	(44,479)	(31,330)
Taxation	-	-	-	-	-	-
Loss from ordinary activities before taxation	(64)	(13)	(3,262)	(11,031)	(44,479)	(31,330)
Finance costs (net)	-	-	811	661	2,012	1,573
Loss from operations	(64)	(13)	(2,451)	(10,370)	(42,467)	(29,757)
Amortisation of other intangible assets	-	-	-	7	48	52
Impairment of goodwill	-	-	-	-	130	-
Depreciation of property, plant and equipment	-	-	17	460	1,033	943
Impairment of property plant and equipment	-	-	-	-	-	-
EBITDA	(64)	(13)	(2,434)	(9,903)	(41,256)	(28,762)
Amortisation of programme rights and film library	-	-	222	4,093	13,075	15,531
EBITDA after adjustment for the impact arising from the amortisation of film library and programme rights	(64)	(13)	(2,212)	(5,810)	(28,181)	(13,231)

Note:

- (1) *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. Celestial Pictures' consolidated EBITDA may not be comparable to similarly titled measures used by other companies.*

12. PROFORMA AND SELECTED HISTORICAL FINANCIAL AND OPERATING DATA (Cont'd)

12.4 Proforma Consolidated Balance Sheets of ASTRO

The Proforma Consolidated Balance Sheets (Maximum Subscription) of ASTRO as at 31 July 2003 as set out in Section 12.4.1 and Proforma Consolidated Balance Sheets (Minimum Subscription) of ASTRO as at 31 July 2003 set out in Section 12.4.2 have been prepared solely for illustrative purposes to show the effects on the audited balance sheet of AAAN as at 31 July 2003, on the assumption that certain events set forth in the notes below had been effected on that date based on the Maximum Subscription and the Minimum Subscription, respectively, upon Initial Public Offering and should be read in conjunction with the notes in this Section. The Reporting Accountants' Letter on the Proforma Consolidated Balance Sheets as at 31 July 2003 is set out in Section 23 of this Prospectus.

12.4.1 Proforma Consolidated Balance Sheets (Maximum Subscription)

	Proforma I	Proforma II	Proforma III	Proforma IV	Proforma V	
	Audited as at 31 July 2003 RM 000	After Acquisition of AAAN Bermuda Ltd RM 000	After redemption of "A Series" RCPS in AAAN Bermuda Ltd and Proforma I RM 000	After Conversion of RCPS and Proforma II RM 000	After completion of the Initial Public Offering and Proforma III RM 000	After full exercise of the Options granted pursuant to the Schemes and Proforma IV RM 000
Non-current assets						
Property, plant and equipment	-	364,898	364,898	364,898	364,898	364,898
Investments in associates	-	24,084	24,084	24,084	43,084	43,084
Deferred tax assets	-	607,360	607,360	607,360	607,360	607,360
Film library and programme rights	-	297,452	297,452	297,452	297,452	297,452
Other intangible assets	-	7,305	7,305	7,305	7,305	7,305
Total non-current assets	-	1,301,099	1,301,099	1,301,099	1,320,099	1,320,099
Current Assets	-*	1,147,083	797,306	797,306	1,410,754	2,137,948
Total Assets	-	2,448,182	2,098,405	2,098,405	2,730,853	3,458,047
Shareholders' equity						
Share capital	-*	731,483	731,483	867,142	1,180,824	1,298,897
Share premium	-	-	-	508,200	2,199,093	2,808,214
RCPS (equity component)	-	17,230	7,230	-	-	-
Contributed surplus account and exchange reserves	-	461,784	461,784	461,784	461,784	461,784
Accumulated losses	-	(2,446,364)	(2,436,364)	(2,436,364)	(2,443,864)	(2,443,864)
Total shareholders' equity	-	(1,235,867)	(1,235,867)	(599,238)	1,397,837	2,125,031
Non-current liabilities						
Corporate shareholder's advances	-	8,346	8,346	8,346	8,346	8,346
Borrowings	-	1,822,944	1,822,944	1,822,944	596,680	596,680
RCPS (liability component)	-	636,629	636,629	-	-	-
Payables	-	34,029	34,029	34,029	34,029	34,029
Total non-current liabilities	-	2,501,948	2,501,948	1,865,319	639,055	639,055
Current liabilities	-	1,182,101	832,324	832,324	693,961	693,961
Total Shareholders' Equity and Liabilities	-	2,448,182	2,098,405	2,098,405	2,730,853	3,458,047
NTA per ordinary share (RM)[#]	6.17	(1.32)	(1.32)	(0.67)	0.55	0.85

Notes:

* Represents cash of £2 (RM12.34) and 2 ordinary shares of £1 (RM6.17) each.

[#] NTA represent net assets (equivalent to shareholders' equity) less other intangible assets, film library and programme rights and goodwill included in investments in associates.

12. PROFORMA AND SELECTED HISTORICAL FINANCIAL AND OPERATING DATA
(Cont'd)

Notes to the Proforma Consolidated Balance Sheets (Maximum Subscription):

1. Basis of Preparation

- (i) The Proforma Consolidated Balance Sheets (Maximum Subscription) of ASTRO as at 31 July 2003, have been prepared solely for illustrative purposes and are based on the audited balance sheet of AAAN, the audited consolidated balance sheet of AAAN Bermuda, the audited consolidated balance sheet of Celestial Pictures and the unaudited management accounts of PANV Group as at 31 July 2003.
- (ii) The Proforma Consolidated Balance Sheets (Maximum Subscription) have been prepared on the basis that all the 508,400,000 Shares issued for the Initial Public Offering will be fully subscribed at the indicative Institutional Price and Retail Price and based on the proposed allocation between Institutional Offering and Retail Offering as set out in Note 2(vi).
- (iii) The Proforma Consolidated Balance Sheets (Maximum Subscription) of ASTRO have been prepared based on the accounting policies and bases consistent with those adopted in the preparation of AAAN's, AAAN Bermuda's and Celestial Pictures' audited financial statements for the period ended 31 July 2003, which have been adopted by ASTRO as the group accounting policies.

2. The Transactions, Business Combinations, Restructuring, Listing and the Schemes

As an integral part to the Listing, AAAN undertook a restructuring scheme ("Restructuring"). Details of the Restructuring and Initial Public Offering are as follows:

- (i) Business combination with AAAN Bermuda whereby AAAN acquired the entire issued and paid-up ordinary share capital in AAAN Bermuda Ltd, comprising 1,185,548,556 ordinary shares of approximately RM450.5 million in exchange for the issuance of 1,185,548,556 new Shares, amounting to approximately RM731.5 million. This business combination is presented using the uniting of interests method of accounting. The excess of par value of shares issued compared to the nominal value of ordinary shares acquired, amounting to approximately RM281.0 million is recorded in the contributed surplus account.
- (ii) Acquisition of 53,947,368 "B Series" RCPS of U.S.\$0.01 each, which were issued at a premium of U.S.\$0.99 each in AAAN Bermuda Ltd in exchange for the issuance of 53,947,368 "Series I" RCPS of 1p each in AAAN. Acquisition of 103,947,368 "C Series" RCPS of U.S.\$0.01 each, which were issued at a premium of U.S.\$0.99 each in AAAN Bermuda Ltd in exchange for the issuance of 103,947,368 "Series II" RCPS of 1p each in AAAN.
- (iii) Issuance of 49,998 RPS of £1 each by AAAN for which consideration is settled by a letter of undertaking issued by the subscriber of the RPS. The RPS subscriber undertakes to pay on demand, or at the latest on 1 March 2004 the consideration of £49,998.

12. PROFORMA AND SELECTED HISTORICAL FINANCIAL AND OPERATING DATA
(Cont'd)

- (iv) Conversion of "Series I" RCPS of 1p each into new Shares, representing 5.55 per cent. of the enlarged share capital after the Conversion of RCPS and the Initial Public Offering. For the purposes of the Proforma Consolidated Balance Sheets (Maximum Subscription), the conversion is presented using an assumed conversion of 105,646,612 new Shares. In addition, the accretion of premium on "Series I" RCPS, estimated to be RM43.4 million at the date of conversion, will be converted into 10,275,243 new Shares at a conversion price similar to the indicative Institutional Price. For the purposes of the Proforma Consolidated Balance Sheets, the indicative Institutional Price is assumed to be at an indicative price of RM4.22 per Share.
- (v) Conversion of "Series II" RCPS of 1p each into new Shares at a conversion price that is equivalent to 10 per cent. discount to the indicative Institutional Price. For the purpose of the Proforma Consolidated Balance Sheets, the indicative Institutional Price is assumed to be at an indicative price of RM4.22 per Share and the conversion of "Series II" RCPS is presented using an illustrative conversion of 103,947,368 new Shares.
- (vi) Initial Public Offering of 508,400,000 new Shares at an indicative Issue Price of RM4.22 and RM3.80 per Share for the Institutional Offering and Retail Offering, respectively. The gross proceeds from the Initial Public Offering are approximately RM2,110.4 million. The proposed allocation of shares between the Institutional Offering and Retail Offering is as follows:

	No. of new Shares (000)	Proceeds RM million
Institutional offering	425,000	1,793.5
Retail offering	83,400	316.9
Total	508,400	2,110.4

- (vii) Prior to the business combination of AAAN with AAAN Bermuda Ltd referred to in Note 2(i) above, AAAN Bermuda Ltd issued the "C Series" RCPS and completed the business combinations with Celestial Pictures and PANV Group ("Business Combinations") and will subsequently redeem the "A Series" RCPS:
- (a) On 18 August 2003, AAAN Bermuda Ltd issued 103,947,368 "C Series" RCPS of U.S.\$0.01 each at a premium of U.S.\$0.99 each, which amounted to RM395 million (equivalent to approximately US\$103.9 million) for cash.
- (b) On 20 August 2003, AAAN Bermuda acquired the entire issued and paid-up ordinary share capital of Celestial, comprising 25,000,000 ordinary shares of HK\$1.00 each, amounted to approximately RM12.2 million, for a purchase consideration of approximately RM110.6 million, to be settled in cash by bank borrowings as set out in Note 2(viii)(a). In addition, an amount of approximately RM345.4 million of corporate advances from the former corporate shareholder of Celestial will be repaid in cash by bank borrowings as set out in Note 2(viii)(a).

12. PROFORMA AND SELECTED HISTORICAL FINANCIAL AND OPERATING DATA
(Cont'd)

Also on 20 August 2003, AAAN Bermuda acquired the entire issued and paid-up ordinary share capital of PANV, comprising 6,000 ordinary shares of U.S.\$1.00 each, for a purchase consideration of approximately RM23,000, to be settled in cash.

The above business combination of AAAN Bermuda with Celestial and PANV is presented using the uniting of interests method of accounting. The excess of the cash consideration paid for the acquisition of the entire issued and paid-up ordinary share capital of Celestial and PANV over the value of shares acquired, amounting to RM98.3 million is recorded in the contributed surplus account.

- (c) On 20 August 2003, AAAN Bermuda acquired an additional 10 per cent. issued (7.9 per cent. called and paid-up) share capital in TVBPH, for a purchase consideration of approximately RM13.7 million, to be settled in cash. Goodwill arising from the acquisition of these additional shares in TVBPH is estimated to be RM11.4 million and is included in investments in associates.

Prior to the additional acquisition, AAAN Bermuda invested in 20.0 per cent. of the issued (18.4 per cent. called and paid-up) share capital of TVBPH. With the above additional acquisition, AAAN Bermuda holds a total of 26.3 per cent. of the issued and paid-up ordinary share capital and 3.7 per cent. unpaid ordinary share capital of TVBPH, with a consideration payable of approximately RM19.0 million.

- (d) Redemption of "A Series" RCPS issued by AAAN Bermuda Ltd, including the accretion of premium up to the date of redemption, estimated to be approximately RM353.4 million, to be settled by cash.
- (viii) AAAN will undertake the following transactions prior to the Initial Public Offering ("Transactions"):
- (a) Draw down of approximately RM1,007.0 million of new bank borrowings, less debt establishment costs of RM30.4 million, amounting to net proceeds of approximately RM976.6 million. Proceeds from the loan will be used to finance the acquisition of Celestial of approximately RM110.6 million and the repayment of the corporate shareholder's advances to the former corporate shareholder of Celestial of approximately RM345.4 million.
- (b) Share split of the 2 ordinary shares of £1 each in AAAN into 20 Shares.
- (c) Redemption of the promissory notes issued by AAAN Bermuda Ltd, including the accrued interest up to the date of redemption, estimated to be approximately RM89.2 million and repayment of the existing corporate shareholder's advances in AAAN Bermuda Ltd, including the accrued interest up to date of repayment, estimated to be approximately RM188.7 million, by cash.

12. PROFORMA AND SELECTED HISTORICAL FINANCIAL AND OPERATING DATA
(Cont'd)

- (ix) AAAN will offer share options to eligible employee under the Schemes as follows:

The number of the share options to be granted under the Schemes shall not exceed 10 per cent of the issued and paid-up share capital of AAAN at any one time. Based on the illustrative enlarged issued and paid-up share capital of AAAN upon completion of the Initial Public Offering of 1,913,817,799 Shares, the assumed maximum number of the Options to be offered pursuant to the Schemes is 191,381,780.

The proceeds from the exercise of all the assumed maximum number of Options under the Schemes of 191,381,780 Options using the indicative exercise price of RM3.80 per share are approximately RM727.3 million.

3. Effects on the Proforma Consolidated Balance Sheet I

The Proforma Consolidated Balance Sheet I ("Proforma I") has been presented to include the effects of the following Transactions, Business Combinations and Restructuring:

- (i) Issuance of "C Series" RCPS by AAAN Bermuda Ltd as set out in Note 2(vii)(a) above;
- (ii) Draw down of bank borrowings of RM976.6 million (net of debt establishment costs of RM30.4 million), as set out in Note 2(viii)(a) above;
- (iii) Business combination of AAAN with AAAN Bermuda Ltd as set out in Note 2(i) above. Prior to the business combination with AAAN, AAAN Bermuda has undertaken the business combination with Celestial and PANV in August 2003 and acquired an additional of 10 per cent. issued (7.89 per cent. called and paid up) share capital in TVBPH in August 2003, as set out in Notes 2(vii)(b) and 2(vii)(c) above;
- (iv) AAAN's acquisition of "B Series" RCPS and "C Series" RCPS issued by AAAN Bermuda Ltd with the issuance of "Series I" RCPS and "Series II" RCPS, respectively, as set out in Note 2(ii) above;
- (v) Share split of the 2 ordinary shares of £1 each in AAAN into 20 Shares, as set out in Note 2(viii) (b) above;
- (vi) Redemption of promissory notes issued by AAAN Bermuda and repayment of existing corporate shareholder's advances, as set out in Note 2(viii)(c); and
- (vii) Issuance of 49,998 RPS as set out in Note 2(iii).

4. Effects on the Proforma Consolidated Balance Sheet II

The Proforma Consolidated Balance Sheet ("Proforma II") has been presented to include the effects on Proforma I and the redemption of "A Series" RCPS issued by AAAN Bermuda Ltd, including the accretion of premium, as set out in Note 2(vii)(d) above.

12. PROFORMA AND SELECTED HISTORICAL FINANCIAL AND OPERATING DATA (Cont'd)

5. Effects on the Proforma Consolidated Balance Sheet III

The Proforma Consolidated Balance Sheet III ("Proforma III") has been presented to include the effects on the Proforma II and the conversion of "Series I" RCPS and "Series II" RCPS, as set out in Note 2(iv) and Note 2(v) above.

6. Effects on the Proforma Consolidated Balance Sheet IV

The Proforma Consolidated Balance Sheet IV ("Proforma IV") has been presented to include the effects on the Proforma III, the Initial Public Offering as set out in Note 2(vi) above and the following proposed utilisation:

The proposed utilisation of gross proceeds of RM2,110.4 million received from the Initial Public Offering is as follows:

	RM 000
Repayment of borrowings	
- current	138,056
- non-current	1,226,264
Estimated expenses for the Listing	113,344
Payment of the remaining 3.7 per cent. issued but uncalled and unpaid ordinary shares in TVBPH, an associate	19,000
Working capital/general corporate purposes	613,756
	<u>2,110,420</u>

The 49,998 unit of RPS will be redeemed via the proceeds from the issuance of Shares for the Initial Public Offering. There will be no cash outflow as the amount to be paid for the redemption will be offset with the undertaking by the RPS subscriber.

7. Effects on the Proforma Consolidated Balance Sheet V

The Proforma Consolidated Balance Sheet V ("Proforma V") has been presented to include the effects on the Proforma IV and the exercise of assumed maximum number of Options to be offered under the Schemes, as set out in Note 2(ix) above.

8. Share Capital

The effects of the Transactions, Business Combinations, Restructuring, Initial Public Offering and the Schemes on the share capital are as follows:

	RM 000
As at 31 July 2003	-*
Business combination of AAAN with AAAN Bermuda	731,483
Per Proforma I and II	<u>731,483</u>
Conversion of "Series I" RCPS including accretion of premium to an illustrative 115,921,855 Shares	71,523
Conversion of "Series II" RCPS to an illustrative 103,947,368 Shares	64,136
Per Proforma III	<u>867,142</u>
Proposed issuance of 508,400,000 new Shares pursuant to the Initial Public Offering	313,682
Per Proforma IV	<u>1,180,824</u>
Exercise of assumed 191,381,780 Options under the Schemes for 191,381,780 Shares	118,073
Per Proforma V	<u>1,298,897</u>

Note:

* Represents 2 ordinary shares of £1 each.

12. PROFORMA AND SELECTED HISTORICAL FINANCIAL AND OPERATING DATA (Cont'd)

9. Share Premium

The effects of the Transactions, Business Combinations, Restructuring, Initial Public Offering and the Schemes on the share premium are as follows:

	RM 000
As at 31 July 2003, Proforma I and II	-
Conversion of "Series I" RCPS including accretion of premium to an illustrative 115,921,885 Shares with average share premium of approximately 25p (RM1.53) each	177,336
Conversion of "Series II" RCPS to an illustrative 103,947,368 Shares with share premium of approximately 52p (RM3.18) each	330,864
Per Proforma III	<u>508,200</u>
Proposed premium of RM3.60 each and RM3.18 each on 425,000,000 and 83,400,000 Shares issued in connection with the Initial Public Offering based on the indicative price of RM4.22 per Share for the Institutional Offering and RM3.80 per Share for the Retail Offering	1,796,737
Proposed estimated expenses arising from the Initial Public Offering	<u>(105,844)</u>
Per Proforma IV	2,199,093
Exercise of assumed 191,381,780 Options under the Schemes for 191,381,780 Shares with share premium of approximately 52p (RM3.18) each	609,121
Per Proforma V	<u>2,808,214</u>

10. Contributed Surplus Account and Exchange Reserves

The effects of the Transactions, Business Combinations, Restructuring, Initial Public Offering and the Schemes on the contributed surplus account and exchange reserves are as follows:

	RM 000
As at 31 July 2003	-
Business combination of AAAN with AAAN Bermuda	461,784
Per Proforma I, II, III, IV and V	<u>461,784</u>

11. RCPS (equity component)

The effects of the Transactions, Business Combinations, Restructuring, Initial Public Offering and the Schemes on the RCPS are as follows:

	RM 000
As at 31 July 2003	-
Business combination of AAAN with AAAN Bermuda	17,230
Per Proforma I	<u>17,230</u>
Redemption of "A Series" RCPS using cash	<u>(10,000)</u>
Per Proforma II	7,230
Conversion of "Series I" RCPS	<u>(7,230)</u>
Per Proforma III, IV and V	<u>-</u>

12. PROFORMA AND SELECTED HISTORICAL FINANCIAL AND OPERATING DATA
(Cont'd)

12. Accumulated Losses

The effects of the Transactions, Business Combinations, Restructuring, Initial Public Offering and the Schemes on the accumulated losses are as follows:

	RM 000
As at 31 July 2003	-
Business combination with AAAN Bermuda	(2,446,364)
Per Proforma I	<u>(2,446,364)</u>
Redemption of "A Series" RCPS with accretion of premium, which amounted to RM359.8 million with cash payment of RM349.8 million, difference debited to accumulated losses	10,000
Per Proforma II and III	<u>(2,436,364)</u>
Proposed estimated expenses arising from the Initial Public Offering charged to income statements	(7,500)
Per Proforma IV and V	<u><u>(2,443,864)</u></u>

13. RCPS (non-current liability component)

The effects of the Transactions, Business Combinations, Restructuring, Initial Public Offering and the Schemes on the RCPS (non-current liability component) are as follows:

	RM 000
As at 31 July 2003	-
Issuance of "C Series" RCPS of approximately RM395.0 million	395,000
Business combination of AAAN with AAAN Bermuda	241,629
Per Proforma I and II	<u>636,629</u>
Conversion of "Series I" RCPS including accretion of premium to 115,921,855 Shares	(241,629)
Conversion of "Series II" RCPS to 103,947,368 Shares	<u>(395,000)</u>
Per Proforma III, IV and V	<u><u>-</u></u>

12. PROFORMA AND SELECTED HISTORICAL FINANCIAL AND OPERATING DATA
(Cont'd)

12.4.2 Proforma Consolidated Balance Sheets (Minimum Subscription)

For further illustration, the following Proforma Consolidated Balance Sheets of ASTRO as at 31 July 2003 have been prepared based on the Minimum Subscription of Shares on Initial Public Offering and solely for illustrative purpose to show the effects on the audited balance sheet of AAAN as at 31 July 2003, on the assumption that certain events set forth in the notes in Section 12.4.1 and the notes below had been effected on that date and should be read in conjunction with the notes as set out in Section 12.4.1 and the notes below.

	Proforma I	Proforma II	Proforma III	Proforma IV	Proforma V
	After	After	After	After	After full
	Acquisition	redemption	Conversion of	completion	exercise of
	of AAAN	of "A Series"	RCPS and	of the Initial	the Options
	Bermuda	RCPS in	Proforma I	Public	granted
	Ltd	AAAN	and	Offering and	pursuant to
	and	Bermuda	Proforma II	Proforma III	the Schemes
	Proforma I	Ltd and	Proforma I	Proforma III	and
	Proforma I	Proforma I	Proforma I	Proforma III	Proforma IV
	RM 000	RM 000	RM 000	RM 000	RM 000
Non-current assets					
Property, plant and equipment	-	364,898	364,898	364,898	364,898
Investments in associates	-	24,084	24,084	24,084	43,084
Deferred tax assets	-	607,360	607,360	607,360	607,360
Film library and programme rights	-	297,452	297,452	297,452	297,452
Other intangible assets	-	7,305	7,305	7,305	7,305
Total non-current assets	-	1,301,099	1,301,099	1,301,099	1,320,099
Current Assets	-*	1,147,083	797,306	797,306	958,078
Total Assets	-	2,448,182	2,098,405	2,098,405	2,278,177
Shareholders' equity					
Share capital	-*	731,483	731,483	860,798	1,066,506
Share premium	-	-	-	514,544	1,601,988
RCPS (equity component)	-	17,230	7,230	-	-
Contributed surplus account and exchange reserves	-	461,784	461,784	461,784	461,784
Accumulated losses	-	(2,446,364)	(2,436,364)	(2,436,364)	(2,443,864)
Total shareholders' equity	-	(1,235,867)	(1,235,867)	(599,238)	686,414
Non-current liabilities					
Corporate shareholder's advances	-	8,346	8,346	8,346	8,346
Borrowings	-	1,822,944	1,822,944	1,822,944	855,427
RCPS (liability component)	-	636,629	636,629	-	-
Payables	-	34,029	34,029	34,029	34,029
Total non-current liabilities	-	2,501,948	2,501,948	1,865,319	897,802
Current liabilities	-	1,182,101	832,324	832,324	693,961
Total Shareholders' Equity and Liabilities	-	2,448,182	2,098,405	2,098,405	2,278,177
NTA per ordinary share (RM)[†]	6.17	(1.32)	(1.32)	(0.66)	0.20

12. PROFORMA AND SELECTED HISTORICAL FINANCIAL AND OPERATING DATA (Cont'd)

Notes:

- * Represents cash of £2 (RM12.34) and 2 ordinary shares of £1 (RM6.17) each.
- " NTA represents net assets (equivalent to shareholders' equity) less other intangible assets, film library and programme rights and goodwill included in investment in associates.

Notes to the Proforma Consolidated Balance Sheets (Minimum Subscription):

1. Basis of Preparation

- (i) The Proforma Consolidated Balance Sheets (Minimum Subscription) of ASTRO as at 31 July 2003, have been prepared solely for illustrative purposes and are based on the audited balance sheet of AAAN, the audited consolidated balance sheet of AAAN Bermuda, the audited consolidated balance sheet of Celestial Pictures and the unaudited management accounts of PANV Group as at 31 July 2003.
- (ii) The Proforma Consolidated Balance Sheets (Minimum Subscription) have been prepared on the basis that all Issue Shares under the Retail Offering having been subscribed for and at least 250,000,000 Issue Shares under the Institutional Offering having been subscribed for at the indicative Institutional Price and Retail Price, as set out in Note 2(ii).
- (iii) The Proforma Consolidated Balance Sheets (Minimum Subscription) of ASTRO have been prepared based on the accounting policies and bases consistent with those adopted in the preparation of AAAN's, AAAN Bermuda's and Celestial Pictures' audited financial statements for the period ended 31 July 2003, which have been adopted by ASTRO as the group accounting policies.

12. PROFORMA AND SELECTED HISTORICAL FINANCIAL AND OPERATING DATA (Cont'd)

2. The Transactions, Business Combinations, Restructuring, Listing and the Schemes

The Transactions, Business Combinations, Restructuring, Listing and the Schemes for the preparation of Proforma Consolidated Balance Sheets (Minimum Subscription) are the same as those of Proforma Consolidated Balance Sheets (Maximum Subscription) as set out in Note 2 of Section 12.4.1 above, except for the following:

i. Effects on Proforma Consolidated Balance Sheet III

Conversion of "Series I" RCPS of 1p each into new Shares, representing 5.55 per cent. of the enlarged share capital after the Conversion of RCPS and the Initial Public Offering. For the purposes of the Proforma Consolidated Balance Sheets (Minimum Subscription), the conversion is presented using an illustrative conversion of 95,363,393 new Shares.

ii. Effects on Proforma Consolidated Balance Sheet IV

Initial Public Offering of 333,400,000 new Shares at an indicative Issue Price of RM4.22 and RM3.80 per Share for the Institutional Offering and Retail Offering, respectively. The gross proceeds from the Initial Public Offering are approximately RM1,371.9 million. The proposed allocation of shares between the Institutional Offering and Retail Offering is as follows:

	No. of new Shares (000)	Proceeds RM million
Institutional offering	250,000	1,055.0
Retail offering	83,400	316.9
Total	<u>333,400</u>	<u>1,371.9</u>

The proposed utilisation of minimum gross proceeds of RM1,371.9 million received from the Initial Public Offering is as follows:

	RM 000
Repayment of borrowings	
- current	138,056
- non-current	967,516
Estimated expenses for the Listing	86,268
Payment of the remaining 3.7 per cent. issued but uncalled and unpaid ordinary shares in TVBPH, an associate	19,000
Working capital/general corporate purposes	161,080
	<u>1,371,920</u>

The 49,998 unit of RPS will be redeemed via the proceeds from the issuance of Shares for the Initial Public Offering. There will be no cash outflow as the amount to be paid for the redemption will be offset with the undertaking by the RPS subscriber.

12. PROFORMA AND SELECTED HISTORICAL FINANCIAL AND OPERATING DATA
(Cont'd)

iii. Effects on Proforma Balance Sheet V

AAAN will offer share options to eligible employee under the Schemes as follows:

The number of the share options to be granted under the Schemes shall not exceed 10 per cent. of the issued and paid-up share capital of AAAN at any one time. Based on the illustrative enlarged issued and paid-up share capital of AAAN upon completion of the Initial Public Offering of 1,728,534,561 Shares, the assumed maximum number of the Options to be offered pursuant to the Schemes is 172,853,458.

The proceeds from the exercise of all the assumed maximum number of Options under the Schemes of 172,853,458 Options using the indicative exercise price of RM3.80 per share are approximately RM656.8 million.

3. Share Capital

The effects of the Transactions, Business Combinations, Restructuring, Initial Public Offering (Minimum Subscription) and the Schemes on the share capital are as follows:

	RM 000
As at 31 July 2003	-*
Business combination of AAAN with AAAN Bermuda	731,483
Per Proforma I and II	731,483
Conversion of "Series I" RCPS including accretion of premium to an illustrative 105,638,636 Shares	65,179
Conversion of "Series II" RCPS to an illustrative 103,947,368 Shares	64,136
Per Proforma III	860,798
Proposed issuance of 333,400,000 new Shares pursuant to the Initial Public Offering	205,708
Per Proforma IV	1,066,506
Exercise of assumed 172,853,458 Options under the Schemes for 172,853,458 Shares	106,650
Per Proforma V	<u>1,173,156</u>

Note:

* Represents 2 ordinary shares of £1 (RM6.17) each.

12. PROFORMA AND SELECTED HISTORICAL FINANCIAL AND OPERATING DATA
(Cont'd)

4. Share Premium

The effects of the Transactions, Business Combinations, Restructuring, Initial Public Offering (Minimum Subscription) and the Schemes on the share premium are as follows:

	RM 000
As at 31 July 2003, Proforma I and II	-
Conversion of "Series I" RCPS including accretion of premium to an illustrative 105,638,636 Shares with average share premium of approximately 28p (RM1.74) each	183,680
Conversion of "Series II" RCPS to an illustrative 103,947,368 Shares with share premium of approximately 52p (RM3.18) each	330,864
Per Proforma III	<u>514,544</u>
Proposed premium of RM3.60 each and RM3.18 each on 250,000,000 and 83,400,000 Shares issued in connection with the Initial Public Offering based on the indicative price of RM4.22 per Share for the Institutional Offering and RM3.80 per Share for the Retail Offering	1,166,212
Proposed estimated expenses arising from the Initial Public Offering	(78,768)
Per Proforma IV	<u>1,601,988</u>
Exercise of assumed 172,853,458 Options under the Schemes for 172,853,458 Shares with share premium of approximately 52p (RM3.18) each	550,192
Per Proforma V	<u><u>2,152,180</u></u>

5. RCPS (non-current liability component)

The effects of the Transactions, Business Combinations, Restructuring, Initial Public Offering (Minimum Subscription) and the Schemes on the RCPS (non-current liability component) are as follows:

	RM 000
As at 31 July 2003	-
Issuance of "C Series" RCPS of approximately RM395.0 million	395,000
Business combination of AAAN with AAAN Bermuda	241,629
Per Proforma I and II	<u>636,629</u>
Conversion of "Series I" RCPS including accretion of premium to 95,363,393 Shares	(241,629)
Conversion of "Series II" RCPS to 103,947,368 Shares	(395,000)
Per Proforma III, IV and V	<u><u>-</u></u>

12. PROFORMA AND SELECTED HISTORICAL FINANCIAL AND OPERATING DATA (Cont'd)

12.5 Capitalisation

Except as described in the Proforma Consolidated Balance Sheets set out in Section 12.4 of this Prospectus, there has been no material change in the consolidated capitalisation and indebtedness of ASTRO since 31 July 2003. The proforma financial information set forth below does not represent ASTRO's actual capitalisation and indebtedness and is provided for information purposes only.

	Proforma I	Proforma II After redemption of "A Series" RCPS in AAAN Bermuda Ltd and Proforma I	Proforma III After Conversion of RCPS and Proforma II	Proforma IV After completion of the Initial Public Offering and Proforma III	Proforma V After full exercise of the Options granted pursuant to the Schemes and Proforma IV	
Audited as at 31 July 2003 RM 000	After Acquisition of AAAN Bermuda Ltd RM 000	RM 000	RM 000	RM 000	RM 000	
Current assets						
Deposits, cash and bank balances	*	855,598	502,198	502,198	1,115,954	1,843,148
Shareholders' equity						
Share capital	*	731,483	731,483	867,142	1,180,824	1,298,897
Share premium	-	-	-	508,200	2,199,093	2,808,214
RCPS (equity component)	-	17,230	7,230	-	-	-
Contributed surplus account and exchange reserves	-	461,784	461,784	461,784	461,784	461,784
Accumulated losses	-	(2,446,364)	(2,436,364)	(2,436,364)	(2,443,864)	(2,443,864)
Total shareholders' equity	-	(1,235,867)	(1,235,867)	(599,238)	1,397,837	2,125,031
Debt						
Non-current debt						
Corporate shareholder's advances	-	8,346	8,346	8,346	8,346	8,346
Borrowing (interest bearing)	-	1,822,944	1,822,944	1,822,944	596,680	596,680
RCPS (liability component)	-	636,629	636,629	-	-	-
Current debt						
Corporate shareholder's advances	-	1,227	1,227	1,227	1,227	1,227
Borrowings (interest bearing)	-	173,068	173,068	173,068	34,705	34,705
RCPS (liability component)	-	349,777	-	-	-	-
Total debts	-	2,991,991	2,642,214	2,005,585	640,958	640,958
Total capitalisation [#]	-	900,526	904,149	904,149	922,841	922,841

Notes:

* Represents cash of £2 (RM12.34) and 2 ordinary shares of £1 (RM6.17) each.

[#] Total capitalisation represents total debt and total shareholders' equity less deposits, cash and bank balances

12.6 Summary of Differences between IFRS and MAAS

The historical consolidated financial statements included in this Prospectus have been prepared and presented in accordance with IFRS. Financial statements in Malaysia are prepared in accordance with MAAS. IFRS differs in certain significant aspects from MAAS.

The following paragraphs summarise the areas in which differences between IFRS and the accounting policies previously followed by ASTRO under MAAS which could be significant to ASTRO's financial position and results of operations.

12. PROFORMA AND SELECTED HISTORICAL FINANCIAL AND OPERATING DATA
(Cont'd)

No attempt has been made to identify future differences between IFRS and MAAS as the result of prescribed changes in accounting standards. Regulatory bodies that promulgate IFRS and MAAS have significant projects ongoing that could affect future comparisons such as this. Finally, no attempt has been made to identify future differences between IFRS and MAAS that may affect the financial statements as a result of transactions or events that may occur in the future.

Potential investors should consult their own professional advisors for an understanding of the principal differences between IFRS and MAAS and how these differences might affect the financial information herein.

Compound Instruments

Prior to fiscal year 2003, there was no accounting standard for the classification of compound instruments under MAAS and such instruments are either classified as equity, liabilities or both.

Effective fiscal year 2003, the new MAAS, MASB 24 "Financial Instruments: Disclosure and Presentation" prescribes certain requirements for presentation of compound instruments. The equity and liability components of the compound instruments are to be disclosed separately in the balance sheet. The finance cost related to the equity component is charged to accumulated earnings while the finance cost related to the liability component is charged to income statement. MASB 24 has granted a transitional provision, exempting enterprises with existing compound instruments as at the effective date of this accounting standard (1 January 2002) from restating and reclassifying the equity and liability component of the compound instrument retrospectively.

IFRS has a similar basis in establishing compound instruments and also has similar recognition and disclosure requirements to MASB 24 but with an earlier adoption date. IFRS is applicable for all periods reported in this Prospectus and hence for existing compound instruments, which were issued before fiscal year 2003, the split accounting as required by IFRS is applicable. Hence, the classification of the RCPS, which meet the definition of compound instruments have been classified into separate equity and liability components. The fair value of the liability component is calculated using a market interest rate for an equivalent non-convertible financial instrument. The residual amount (representing proceeds less the fair value of the liability component) is classified as equity. The finance cost incurred in relation to the liability component is charged to income statements on an amortised costs basis, calculated using the effective interest method.

Derivative Instruments and Hedge Activities

Under IFRS, commencing fiscal year 2001, all derivative instruments are recorded as either assets or liabilities on the balance sheet and measured at fair value. If certain conditions are met, a derivative may be specifically designated as a hedge. If so, an entity is required to establish at the inception of the hedge the method it will use for assessing the effectiveness of the hedging derivative and the measurement approach for determining the ineffective aspect of the hedge. If the derivative qualifies for hedging treatment the changes in the fair value of the hedge will be recorded in a separate component of shareholders' equity. Any hedge ineffectiveness will be recorded in the income statement. Derivatives not designated as hedges are marked to market and changes in fair value are charged to the income statement.

12. PROFORMA AND SELECTED HISTORICAL FINANCIAL AND OPERATING DATA (Cont'd)

Under MAAS, a limited aspect of hedge accounting is to be applied to trading transactions covered by forward exchange contracts. MAAS does not preclude the use of hedge accounting of transactions or exposed positions covered by hedging instruments.

Hence, depending on the nature of the instruments, it is possible that the treatment of these instruments could result in different carrying amounts in the Group's balance sheet and different amounts being recognised as gains and losses in the income statement under MAAS.

Accounting for Goodwill

Under MAAS, there is no prescribed accounting standard on the accounting treatment for goodwill subsequent to initial recognition. Goodwill in the Group represents the excess of the purchase price over the fair value of the net assets of an acquired enterprise and is recorded as an intangible asset at cost. When there is indication of impairment, goodwill is assessed and written down immediately to its recoverable amount.

Under IFRS, goodwill represents the excess of purchase price over the fair value of the net assets of an acquired enterprise and is recorded as an intangible asset. Goodwill is to be amortised over its estimated economic life, a period of not exceeding 20 years. Amortisation of goodwill is charged to income statement.

Business Combinations

Both IFRS and MAAS are similar for business combinations between unrelated parties.

IFRS has excluded acquisitions of entities under common control from its business combination accounting standard and hence there is no prescribed accounting standard for such transactions. Therefore, either uniting of interest or purchase accounting could be used. IFRS requires all direct attributable costs to be capitalised as part of acquisition costs.

MAAS differs from IFRS in respect of transactions between entities under common control. Under MAAS, if the business combination resulted in a parent subsidiary relationship, then the business combination accounting standards shall be applied. Therefore, depending on the nature of the common control transactions which results in the parent-subsidiary relationship, either acquisition accounting or merger accounting would be followed. Under MAAS, circumstances in which the consideration is cash would lead to acquisition accounting are the recognition of fair value adjustments and goodwill.

MAAS prescribes criteria for an internal group reorganisation and requires that internal group reorganisation should be accounted using the merger accounting method. Applying MAAS, all expenses of issuing shares and capital instruments are to be written off to the share premium account or as deferred issue cost of the particular instrument, instead of being included as part of acquisition costs.

Deferral and Amortisation of Expenses

Under MAAS, additional guidelines on accounting for deferment of expenses were issued for the fiscal year commencing 2001. This new guideline imposes more restrictions on the types of expenses that can be deferred in the balance sheet for subsequent period amortisation. Therefore, ASTRO has expensed all the deferred expenses during this period of adoption of this standard.

Under IFRS, there are also only limited circumstances where expenses are allowed to be deferred in the balance sheet. Hence, all expenses are expensed as incurred, although this IFRS was in place before fiscal year 1999.

12. **PROFORMA AND SELECTED HISTORICAL FINANCIAL AND OPERATING DATA** *(Cont'd)*

Related Parties Disclosures

The definition of related parties per MAAS includes pension funds, enterprises with significant influence over the reporting enterprise and subsidiaries of enterprises with significant influence over the reporting enterprise and also associates of the reporting enterprise's holding company. MAAS also defines "close family members" in accordance with section 122A of the Malaysia Companies Act, 1965. IFRS defines "close family members" as those expected to influence, or be influenced by, that person in their dealings with the enterprise.

MAAS requires the disclosure of the identity of the related parties if there have been transactions between related parties during the reporting period. MAAS also requires the disclosure of terms and conditions of each different type of transaction if the terms and conditions or prices are materially different from that obtainable in transaction with unrelated parties while IFRS requires the disclosure of information on pricing policies.

EPS

The calculation of EPS under MAAS is not adjusted in respect of a change in capital structure (for example to reflect the result of a capitalisation, bonus issue, share split or reverse share split) after the balance sheet date but before the issue of financial statement. However, additional pro-forma EPS information should be disclosed, including the corresponding pro-forma information in respect of previous period.

IFRS requires EPS computation to take account of changes in capital structure after the balance sheet date but before the publication of the financial statements.

Reporting Currency

MAAS does not specify the currency in which an enterprise presents its financial statements. IFRS requires disclosure of reasons for using a currency other than the currency of the country in which the enterprise is domiciled and the reason for any change in the reporting currency.

Declaration on Financial Performance

Save as disclosed in this Prospectus, the financial conditions and operations of ASTRO are not affected by any of the following:

- (i) known trends, demands, commitments, events or uncertainties that have had or that ASTRO reasonably expects to have a material favourable or unfavourable impact on the financial performance, position and operations of ASTRO;
- (ii) material commitment for capital expenditure;
- (iii) unusual, infrequent events or transactions or any significant economic changes that materially affected the financial performance, position and operations of ASTRO;
- (iv) substantial increase in revenue due to factors attributable to prices, services being sold or the introduction of new products or services; and
- (v) known events, circumstances, trends, uncertainties and commitments that are reasonably likely to make the historical financial statements not indicative of future financial performance and position.