ASTRO MALAYSIA HOLDINGS BERHAD

(932533-V) (Incorporated in Malaysia)

QUARTERLY REPORT FOR THE FINANCIAL YEAR ENDED 31 JANUARY 2015

ASTRO MALAYSIA HOLDINGS BERHAD (932533-V)
(Incorporated in Malaysia)

QUARTERLY REPORT FOR THE FOURTH QUARTER ENDED 31 JANUARY 2015

QUARTERLY REPORT FOR THE FOURTH QUARTER ENDED 31 JANUARY 2015

The Board of Directors of Astro Malaysia Holdings Berhad ("AMH" or "the Company") is pleased to announce the following unaudited condensed consolidated financial statements for the fourth quarter ended 31 January 2015 which should be read in conjunction with the audited financial statements for the financial year ended 31 January 2014 and the accompanying explanatory notes attached to the unaudited condensed consolidated financial statements.

UNAUDITED CONDENSED CONSOLIDATED INCOME STATEMENTS

		INDIVIDUAL QUARTER			CUMULATIVE QUARTER		
	Note	QUARTER ENDED 31/1/2015	QUARTER ENDED 31/1/2014		YEAR ENDED 31/1/2015	YEAR ENDED 31/1/2014	
		RM'm	RM'm	%	RM'm	RM'm	%
Revenue		1,348.2	1,260.1	+7	5,231.4	4,790.7	+9
Cost of sales		(833.8)	(806.6)		(3,341.2)	(3,021.5)	
Gross profit		514.4	453.5	+13	1,890.2	1,769.2	+7
Other operating income		8.2	6.8		47.3	30.6	
Marketing and distribution costs		(133.9)	(147.4)		(514.7)	(550.1)	
Administrative expenses		(124.7)	(125.0)		(502.6)	(472.0)	
Profit from operations		264.0	187.9	+41	920.2	777.7	+18
Finance income		15.6	14.4		56.9	55.2	
Finance costs		(67.9)	(77.8)		(249.6)	(267.7)	
Share of post-tax results from investments accounted for using the equity method		(9.9)	2.6		(6.6)	4.0	
Profit before tax	17	201.8	127.1	+59	720.9	569.2	+27
Tax expense	18	(64.1)	(15.2)		(207.2)	(121.4)	
Profit for the financial year		137.7	111.9	+23	513.7	447.8	+15
Attributable to:							
Equity holders of the Company		140.0	111.4	+26	519.4	448.0	+16
Non-controlling interests		(2.3)	0.5		(5.7)	(0.2)	
		137.7	111.9	+23	513.7	447.8	+15
Earnings per share attributable to equity holders of the Company (RM):							
- Basic	26	0.027	0.021		0.100	0.086	
- Diluted	26	0.027	0.021		0.100	0.086	

UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

	INDIVIDUAL QUARTER		CUMULATIVE QUARTER	
	QUARTER ENDED 31/1/2015	QUARTER ENDED 31/1/2014	YEAR ENDED 31/1/2015	YEAR ENDED 31/1/2014
	RM'm	RM'm	RM'm	RM'm
Profit for the financial year	137.7	111.9	513.7	447.8
Other comprehensive income/(loss):				
Items that will be reclassified subsequently to profit or loss:				
- Net change in cash flow hedge	74.7	82.3	50.3	81.9
- Net change in available-for-sale financial assets	-	0.2	(0.2)	0.2
Foreign currency translation	0.4	-	0.3	-
Other comprehensive income/(loss), net of tax	75.1	82.5	50.4	82.1
Total comprehensive income for the financial year	212.8	194.4	564.1	529.9
Attributable to:				
Equity holders of the Company	215.1	193.9	569.8	530.1
Non-controlling interests	(2.3)	0.5	(5.7)	(0.2)
	212.8	194.4	564.1	529.9

ASTRO MALAYSIA HOLDINGS BERHAD (932533-V)
(Incorporated in Malaysia)

QUARTERLY REPORT FOR THE FOURTH QUARTER ENDED 31 JANUARY 2015

UNAUDITED CONDENSED CONSOLIDATED BALANCE SHEET

	Note	AS AT 31/1/2015 Unaudited RM'm	AS AT 31/1/2014 Audited RM'm
Non-current assets			
Property, plant and equipment		1,880.9	2,157.0
Investments in associates		48.9	44.0
Investments in joint ventures		-	13.9
Other investment		57.4	40.8
Receivables and prepayments		242.4	154.6
Deferred tax assets		54.1	49.6
Derivative financial instruments	21	185.1	107.1
Intangible assets		1,955.9	1,870.3
		4,424.7	4,437.3
Current assets			
Inventories		13.0	17.5
Receivables and prepayments		826.7	991.5
Derivative financial instruments	21	112.2	21.8
Investment in unit trusts		-	529.3
Tax recoverable		1.2	0.8
Cash and bank balances		1,353.6	1,105.2
		2,306.7	2,666.1
Total assets		6,731.4	7,103.4
Current liabilities			
Payables	22	1,735.8	1,426.3
Derivative financial instruments	21	2.9	4.7
Borrowings	20	400.1	301.7
Tax liabilities		68.9	14.0
		2,207.7	1,746.7
Net current assets		99.0	919.4

UNAUDITED CONDENSED CONSOLIDATED BALANCE SHEET (continued)

	Note	AS AT 31/1/2015 Unaudited RM'm	AS AT 31/1/2014 Audited RM'm
Non-current liabilities			
Payables	22	612.2	1,249.2
Derivative financial instruments	21	11.7	7.6
Borrowings	20	3,103.3	3,361.8
Deferred tax liabilities		82.2	121.1
		3,809.4	4,739.7
Total liabilities		6,017.1	6,486.4
Net assets		714.3	617.0
Capital and reserves attributable to equity holders of the Company			
Share capital		520.2	519.8
Share premium		6,174.7	6,165.4
Exchange reserve		0.3	0.0[$]
Capital redemption reserve		0.0[@]	0.0[@]
Capital reorganisation reserve		(5,470.2)	(5,470.2)
Hedging reserve		78.1	27.8
Fair value reserve		-	0.2
Share scheme reserve		25.3	16.9
Accumulated losses		(634.5)	(647.0)
		693.9	612.9
Non-controlling interests		20.4	4.1
Total equity		714.3	617.0

[$] Denotes RM27,000
[@] Denotes RM677.50

ASTRO MALAYSIA HOLDINGS BERHAD (932533-V)
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QUARTERLY REPORT FOR THE FOURTH QUARTER ENDED 31 JANUARY 2015

UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

	Attributable to equity holders of the Company											
Year ended 31/1/2015	Share capital	Share premium	Exchange reserve	Capital redemption reserve	Capital reorganisation reserve	Hedging reserve	Fair value reserve	Share scheme reserve	Accumulated losses	Total	Non-controlling interests	Total
	RM'm	RM'm	RM'm	RM'm	RM'm	RM'm	RM'm	RM'm	RM'm	RM'm	RM'm	RM'm
At 1/2/2014	519.8	6,165.4	0.0$	0.0@	(5,470.2)	27.8	0.2	16.9	(647.0)	612.9	4.1	617.0
Profit/(loss) for the financial year	-	-	-	-	-	-	-	-	519.4	519.4	(5.7)	513.7
Other comprehensive income/(loss) for the financial year	-	-	0.3	-	-	50.3	(0.2)	-	-	50.4	-	50.4
Total comprehensive income/(loss) for the financial year	-	-	0.3	-	-	50.3	(0.2)	-	519.4	569.8	(5.7)	564.1
Ordinary shares dividends	-	-	-	-	-	-	-	-	(506.9)	(506.9)	-	(506.9)
Share grant exercised	0.4	9.3	-	-	-	-	-	(9.7)	-	-	-	-
Issuance of shares to non-controlling interests	-	-	-	-	-	-	-	-	-	-	22.0	22.0
Share-based payment transaction	-	-	-	-	-	-	-	18.1	-	18.1	-	18.1
Transactions with owners	0.4	9.3	-	-	-	-	-	8.4	(506.9)	(488.8)	22.0	(466.8)
At 31/1/2015	520.2	6,174.7	0.3	0.0@	(5,470.2)	78.1	-	25.3	(634.5)	693.9	20.4	714.3

$ Denotes RM27,000
@ Denotes RM677.50

UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY (continued)

	Attributable to equity holders of the Company											
Year ended 31/1/2014	Share capital	Share premium	Exchange reserve	Capital redemption reserve	Capital reorganisation reserve	Hedging reserve	Fair value reserve	Share scheme reserve	Accumulated losses	Total	Non-controlling interests	Total
	RM'm	RM'm	RM'm	RM'm	RM'm	RM'm	RM'm	RM'm	RM'm	RM'm	RM'm	RM'm
At 1/2/2013	519.8	6,165.4	0.0$	0.0*	(5,470.2)	(54.1)	-	4.0	(653.1)	511.8	4.3	516.1
Profit for the financial year	-	-	-	-	-	-	-	-	448.0	448.0	(0.2)	447.8
Other comprehensive income for the financial year	-	-	-	-	-	81.9	0.2	-	-	82.1	-	82.1
Total comprehensive income/(loss) for the financial year	-	-	-	-	-	81.9	0.2	-	448.0	530.1	(0.2)	529.9
Ordinary shares dividends	-	-	-	-	-	-	-	-	(441.9)	(441.9)	-	(441.9)
Share-based payment transaction	-	-	-	-	-	-	-	12.9	-	12.9	-	12.9
Transactions with owners	-	-	-	-	-	-	-	12.9	(441.9)	(429.0)	-	(429.0)
At 31/1/2014	519.8	6,165.4	0.0$	0.0*	(5,470.2)	27.8	0.2	16.9	(647.0)	612.9	4.1	617.0

* Denotes RM677.50
$ Denotes RM27,000

ASTRO MALAYSIA HOLDINGS BERHAD (932533-V)
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QUARTERLY REPORT FOR THE FOURTH QUARTER ENDED 31 JANUARY 2015

UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

	YEAR ENDED 31/1/2015	YEAR ENDED 31/1/2014*
CASH FLOWS FROM OPERATING ACTIVITIES	**RM'm**	**RM'm**
Profit before tax	720.9	569.2
Adjustments for:		
Non-cash items^	1,359.6	1,282.8
Interest expense	201.4	210.0
Interest income	(56.9)	(54.4)
Fair value gain on measuring equity interest in a joint venture	(9.0)	-
Operating cash flows before changes in working capital	2,216.0	2,007.6
Changes in working capital	4.1	(90.0)
Cash flows from operations	2,220.1	1,917.6
Income tax paid	(197.2)	(172.1)
Interest received	48.3	48.4
Net cash flows generated from operating activities	2,071.2	1,793.9
CASH FLOWS FROM INVESTING ACTIVITIES		
Proceeds from disposal of property, plant and equipment and intangibles	1.1	-
Purchase of property, plant and equipment and intangibles	(719.7)	(741.0)
Disposal/(Purchase) of unit trusts	529.0	(529.0)
Acquisition of other investment	(16.6)	(35.0)
Acquisition of subsidiary, net of cash and cash equivalents acquired	(11.3)	-
(Investment in)/Maturities of fixed deposits	(13.2)	337.3
Interest received on advances to associate	2.3	7.4
Repayment of long-term advances to associate	-	4.2
Advances to joint venture	-	(0.8)
Investment in joint venture	(2.2)	(7.2)
Net cash flows used in investing activities	(230.6)	(964.1)
CASH FLOWS FROM FINANCING ACTIVITIES		
Dividends paid	(506.9)	(441.9)
Interest paid	(141.7)	(148.8)
Issuance of shares to non-controlling interests	22.0	-
Payment for set-top boxes	(650.9)	(228.4)
Payment of finance lease liabilities	(103.4)	(101.1)
Repayment of borrowings	(224.7)	(74.9)
Net cash flows used in financing activities	(1,605.6)	(995.1)
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS	235.0	(165.3)
EFFECTS OF FOREIGN EXCHANGE RATE CHANGES	0.3	-
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE FINANCIAL YEAR	353.2	518.5
CASH AND CASH EQUIVALENTS AT THE END OF THE FINANCIAL YEAR#	588.5	353.2

UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (continued)

^ Non-cash items mainly represent amortisation of intangible assets and depreciation of property, plant and equipment as disclosed in Note 17.
* The comparative balances in the statements of cash flows have been restated to conform to the current year's presentation and classification, which more accurately reflects the nature of the relevant transactions.
# The difference between the cash and cash equivalents and cash and bank balances represent deposits with banks that have maturity periods of more than 3 months.

Material Non-Cash Transaction

During the financial year ended 31 January 2015, the Group acquired property, plant and equipment by means of vendor financing of RM244.2m (31 January 2014: RM702.9m). The Group had repaid RM650.9m (31 January 2014: RM228.4m) in relation to vendor financing for property, plant and equipment capitalised in prior financial years.

**PART A – EXPLANATORY NOTES PURSUANT TO
MALAYSIAN FINANCIAL REPORTING STANDARD 134**

1 BASIS OF PREPARATION

The unaudited quarterly report has been prepared in accordance with the reporting requirements as set out in Malaysian Financial Reporting Standard ("MFRS") 134 "Interim Financial Reporting", International Accounting Standard ("IAS") 34 "Interim Financial Reporting", Paragraph 9.22 and Appendix 9B of the Bursa Malaysia Securities Berhad Main Market Listing Requirements ("Bursa Securities Listing Requirements") and should be read in conjunction with the audited financial statements for the financial year ended 31 January 2014.

The significant accounting policies and methods adopted for the unaudited condensed financial statements are consistent with those adopted for the audited financial statements for the financial year ended 31 January 2014 except for the adoption of the new accounting policies below:

(a) Customer loyalty programmes

Loyalty points under the customer loyalty programmes are accounted for as a separately identifiable component of the transaction in which they are granted. The fair value of the consideration received in respect of the initial sale is allocated between the cost of loyalty points and the other components of the sale. The consideration allocated to loyalty points is recognised in the income statements under the caption of 'revenue' when loyalty points are redeemed.

(b) Sales of merchandise

Revenue from sales of merchandise is recognised upon goods delivered to customers, net of returns.

The adoption of the following MFRSs and Amendments to MFRSs that came into effect on 1 February 2014 did not have any significant impact on the unaudited condensed consolidated financial statements upon their initial application.

- Amendments to MFRS 10, 12 and 127 Investment Entities (effective from 1 January 2014)
- Amendment to MFRS 132 Offsetting Financial Assets and Financial Liabilities (effective from 1 January 2014)
- Amendments to MFRS 139 Novation of Derivatives and Continuation of Hedge Accounting (effective from 1 January 2014)
- IC Interpretation 21 Levies (effective from 1 January 2014)

PART A – EXPLANATORY NOTES PURSUANT TO MALAYSIAN FINANCIAL REPORTING STANDARD 134 (continued)

1 BASIS OF PREPARATION (continued)

MFRSs and Amendments to MFRSs that are applicable to the Group but not yet effective

The Group has not early adopted the following accounting standards that have been issued by the Malaysian Accounting Standards Board ("MASB") as these are effective for the financial periods beginning on or after 1 February 2015:

- MFRS 119 Defined Benefit Plans : Employee Contributions (effective from 1 July 2014)
- Annual Improvements to MFRS 2010 – 2012 Cycle (effective from 1 July 2014)
- Annual Improvements to MFRS 2011 – 2013 Cycle (effective from 1 July 2014)
- Annual Improvements to MFRS 2012 – 2014 Cycle (effective from 1 January 2016)
- MFRS 9 Financial Instruments – Classification and Measurement of Financial Assets and Financial Liabilities (effective from 1 January 2018)
- Amendments to MFRS 116 and MFRS 138 Clarification of Acceptable Methods of Depreciation and Amortisation (effective from 1 January 2016)
- MFRS 15 Revenue from Contracts with Customers (effective from 1 January 2017)

2 SEASONAL/CYCLICAL FACTORS

The operations of the Group were not significantly affected by seasonal and cyclical factors.

3 UNUSUAL ITEMS

There were no unusual items affecting the assets, liabilities, equity, net income or cash flows of the Group in the fourth quarter ended 31 January 2015.

4 MATERIAL CHANGES IN ESTIMATES

In the current financial year, the Group conducted a periodic review and revised its estimates in relation to the amortisation of program rights based on the estimated pattern of consumption through its multi-channel distribution of program rights. The impact of the change in estimates on the Group's income statement for the current quarter and financial year ended 31 January 2015 are an increase of RM17.1 million and RM48.3 million respectively in reported EBITDA and profit before tax.

5 DEBT AND EQUITY SECURITIES

On 20 October 2014, the Company issued and allotted 3,428,400 new ordinary shares of RM0.10 each, to eligible executive or eligible employees, pursuant to the terms of the Offer Letter dated 11 October 2012 and in accordance with the By-laws of the Management Share Scheme of the Company.

Save as disclosed above and as disclosed in Note 8(i), there were no issuance, repurchase and repayment of debt and equity securities by the Group during the financial year ended 31 January 2015.

6 DIVIDENDS PAID

During the financial year ended 31 January 2015, the following dividend payments were made:

(i) fourth interim single-tier dividend of 2.0 sen per ordinary share in respect of the financial year ended 31 January 2014 amounting to RM103,966,000.00 was paid on 30 April 2014;

6 DIVIDENDS PAID (continued)

(ii) first interim single-tier dividend of 2.25 sen per ordinary share in respect of the financial year ended 31 January 2015 amounting to RM116,961,750.73 was paid on 17 July 2014;

(iii) final single-tier dividend of 1.0 sen per ordinary share in respect of the financial year ended 31 January 2014 amounting to RM51,983,000.00 was paid on 18 July 2014;

(iv) second interim single-tier dividend of 2.25 sen per ordinary share in respect of the financial year ended 31 January 2015 amounting to RM116,961,750.73 was paid on 20 October 2014; and

(v) third interim single-tier dividend of 2.25 sen per ordinary share in respect of the financial year ended 31 January 2015 amounting to RM117,038,889.71 was paid on 12 January 2015.

Refer to Note 25 for dividends declared during the financial year ended 31 January 2015.

7 SEGMENT RESULTS AND REPORTING

For management purposes, the Group is organised into business units based on their services and has two key reportable segments based on operating segments as follows:

(i) The television segment is a provider of television services including television content, creation, aggregation and distribution, magazine publication and distribution and multimedia interactive services;
(ii) The radio segment is a provider of radio broadcasting services; and
(iii) Others

The corporate function relates to treasury and management services and is not an operating segment. The corporate function is presented as part of the reconciliation to the consolidated total.

Transactions between segments are carried out on mutually agreed basis. The effects of such inter-segment transactions are eliminated on consolidation. The measurement basis and classification are consistent with those adopted in the previous financial year.

Segment profit, which is profit before tax, is used to measure performance as management believes that such information is the most relevant in evaluating the results. Income taxes are managed on a group basis and are not allocated to operating segments.

Segment assets

The total of segment assets is measured based on all assets (including goodwill and excluding deferred tax asset) of a segment.

Segment liabilities

The total of segment liabilities is measured based on all liabilities (excluding tax liabilities and deferred tax liabilities) of a segment.

PART A – EXPLANATORY NOTES PURSUANT TO MALAYSIAN FINANCIAL REPORTING STANDARD 134 (continued)

7 SEGMENT RESULTS AND REPORTING (continued)

Year ended 31/1/2015	**Television**	**Radio**	**Others**	**Corporate Function**	**Elimination**	**Total**
	RM'm	**RM'm**	**RM'm**	**RM'm**	**RM'm**	**RM'm**
External revenue	4,931.3	261.3	25.1	13.7	-	5,231.4
Interest income	32.4	2.1	3.5	127.9	(109.0)	56.9
Interest expense	(195.8)	(0.2)	(3.4)	(111.0)	109.0	(201.4)
Depreciation and amortisation	(1,228.7)	(5.5)	(1.6)	(5.2)	30.6	(1,210.4)
Share of post-tax results from investments accounted for using the equity method	(11.4)	-	4.8	-	-	(6.6)
Segment profit/(loss) – Profit/(loss) before tax	616.1	142.2	(17.1)	(29.4)	9.1	720.9

As at 31/1/2015	**Television**	**Radio**	**Others**	**Corporate Function**	**Elimination**	**Total**
	RM'm	**RM'm**	**RM'm**	**RM'm**	**RM'm**	**RM'm**
Segment assets	5,383.3	1,402.7	124.6	529.7	(763.0)	6,677.3
Segment liabilities	3,370.9	277.1	52.2	2,892.8	(727.0)	5,866.0

Year ended 31/1/2014	**Television**	**Radio**	**Others**	**Corporate Function**	**Elimination**	**Total**
	RM'm	**RM'm**	**RM'm**	**RM'm**	**RM'm**	**RM'm**
External revenue	4,529.3	246.8	-	14.6	-	4,790.7
Interest income	23.0	2.4	2.3	137.5	(110.8)	54.4
Interest expense	(204.1)	-	(2.3)	(114.4)	110.8	(210.0)
Depreciation and amortisation	(1,220.1)	(4.6)	-	(4.7)	42.6	(1,186.8)
Share of post-tax results from investments accounted for using the equity method	(3.1)	-	7.1	-	-	4.0
Segment profit/(loss) – Profit/(loss) before tax	438.1	133.2	1.8	(28.3)	24.4	569.2

PART A – EXPLANATORY NOTES PURSUANT TO MALAYSIAN FINANCIAL REPORTING STANDARD 134 (continued)

7 SEGMENT RESULTS AND REPORTING (continued)

As at 31/1/2014	**Television**	**Radio**	**Others**	**Corporate Function**	**Elimination**	**Total**
	RM'm	**RM'm**	**RM'm**	**RM'm**	**RM'm**	**RM'm**
Segment assets	5,062.3	1,236.6	50.4	1,272.9	(568.4)	7,053.8
Segment liabilities	3,676.8	156.1	16.9	3,036.0	(534.5)	6,351.3

Quarter ended 31/1/2015	**Television**	**Radio**	**Others**	**Corporate Function**	**Elimination**	**Total**
	RM'm	**RM'm**	**RM'm**	**RM'm**	**RM'm**	**RM'm**
External revenue	1,251.6	69.3	25.1	2.2	-	1,348.2
Interest income	11.3	0.7	1.0	31.4	(28.8)	15.6
Interest expense	(47.9)	-	(1.0)	(28.3)	28.8	(48.4)
Depreciation and amortisation	(305.1)	(1.3)	(1.1)	(1.3)	12.0	(296.8)
Share of post-tax results from investments accounted for using the equity method	(4.8)	-	(5.1)	-	-	(9.9)
Segment profit/(loss) – Profit/(loss) before tax	173.5	43.8	(1.7)	(7.9)	(5.9)	201.8

Quarter ended 31/1/2014	**Television**	**Radio**	**Others**	**Corporate Function**	**Elimination**	**Total**
	RM'm	**RM'm**	**RM'm**	**RM'm**	**RM'm**	**RM'm**
External revenue	1,187.4	68.3	-	4.4	-	1,260.1
Interest income	7.1	0.6	0.6	33.9	(27.7)	14.5
Interest expense	(52.6)	-	(0.6)	(27.9)	27.7	(53.4)
Depreciation and amortisation	(329.9)	(1.6)	-	(1.5)	12.6	(320.4)
Share of post-tax results from investments accounted for using the equity method	-	-	2.6	-	-	2.6
Segment profit/(loss) – Profit/(loss) before tax	62.1	38.6	10.8	(7.3)	22.9	127.1

PART A – EXPLANATORY NOTES PURSUANT TO MALAYSIAN FINANCIAL REPORTING STANDARD 134 (continued)

8 CHANGES IN THE COMPOSITION OF THE GROUP

(i) On 11 February 2014, Astro Retail Ventures Sdn. Bhd. ("ARV") has entered into a Shareholders' Agreement ("SHA") with GS Home Shopping Inc. ("GSHS") to establish a home shopping business in Malaysia through Astro GS Shop Sdn. Bhd. ("AGSSB").

AGSSB was subsequently incorporated on 18 February 2014 with an initial issued and paid-up share capital of RM10.00 comprising 10 ordinary shares of RM1 each, issued to ARV and GSHS in the proportion of 60% and 40% respectively. Pursuant to the SHA, ARV and GSHS had on the following dates, subscribed for additional ordinary shares in AGSSB, proportionate to their respective shareholding proportion of 60% and 40% respectively:-

(a) on 4 March 2014, ARV and GSHS subscribed for 2,999,994 and 1,999,996 ordinary shares of RM1 each in AGSSB respectively;
(b) on 5 May 2014, ARV and GSHS subscribed for 9,000,000 and 6,000,000 ordinary shares of RM1 each in AGSSB respectively; and
(c) on 30 June 2014, ARV and GSHS subscribed for 21,000,000 and 14,000,000 ordinary shares of RM1 each in AGSSB respectively.

(ii) On 21 February 2014, Astro Sports Marketing Sdn. Bhd. ("ASM") acquired the remaining 50% equity interest in the share capital of Asia Sports Ventures Pte Ltd ("ASV") comprising 2,000,000 ordinary shares of SGD1 each and 1,000,000 redeemable convertible preference shares of SGD1 each. Consequently, ASV became a wholly-owned subsidiary of ASM and indirectly, of the Company. ASV is principally engaged in the development and global commercialisation of the sport of sepaktakraw and the Group is expected to benefit from the sole and exclusive rights to the sports property.

Details of the identifiable assets, liabilities and net cash outflow arising from the acquisition of the subsidiary are as follows:

	Fair value RM'm
Intangible assets	17.9
Cash and cash equivalents	1.8
Other receivables	0.4
Other payables	(0.4)
Advances from ASM	(2.4)
Deferred tax liabilities	(1.4)
Total identifiable net assets	15.9
Add: Goodwill	10.3
Less: Fair value of previous stake	(13.1)
Cash outflow on acquisition	13.1
Less: Cash and cash equivalent of subsidiary acquired	(1.8)
Net cash outflow on acquisition of subsidiary	11.3

The Group recognised a gain of RM9.0m as a result of measuring at fair value its 50% equity interest in ASV held before the business combination. The gain is included in "other income" in the Group's income statement for the financial year ended 31 January 2015.

The revenue included in the consolidated income statement since 21 February 2014 contributed by ASV was RM0.8m whilst its contribution to the Group's profit was a loss of RM8.0m. If the acquisition had occurred on 1 February 2014, the revenue included in the consolidated income statement would have been RM0.8m whilst its contribution to the Group's profit would have been a loss of RM8.5m.

PART A – EXPLANATORY NOTES PURSUANT TO MALAYSIAN FINANCIAL REPORTING STANDARD 134 (continued)

8 CHANGES IN THE COMPOSITION OF THE GROUP (continued)

(iii) On 13 October 2014, Astro Entertainment Sdn. Bhd. ("AESB") has entered into a Joint Venture Agreement ("JVA") with Spark GmbH and Moving Visuals International Pte Ltd ("MVI") with the objective of launching and co-owning of an Asian-focused documentary channel at an initial cost of investment of SGD30,000 in return for a 30% equity interest in the joint venture company. The joint venture company was subsequently incorporated on 17 November 2014 under the name of "Spark Asia TV Pte Ltd" ("Spark Asia") in Singapore with an initial issued and paid-up share capital of SGD100.00 issued to AESB, Spark GmbH and MVI in the proportion of 30%, 40% and 30% respectively.

(iv) The Company had on 18 December 2014 acquired the entire issued and paid-up share capital of Astro Production Services Sdn Bhd ("APS") (formerly known as Matinee Productions Sdn Bhd) for a total consideration of RM2.00. The principal activities of APS are that of production and distribution of television programmes and related services.

On 24 February 2015, the Company had further subscribed for an additional 99,998 ordinary shares of RM1.00 each in APS for a total cash consideration of RM99,998.

Save for the above, there were no other changes in the composition of the Group during the fourth quarter ended 31 January 2015.

9 INDEMNITY, GUARANTEES AND CONTINGENT ASSETS

a. Indemnity and guarantees

Details of the indemnity and guarantees of the Group as at 31 January 2015, for which no provision has been made in the interim financial statements, are as set out below:

	Group	
	31/1/2015	**31/1/2014**
	RM'm	**RM'm**
Indemnity given to financial institutions in respect of bank guarantees issued (unsecured):		
- Programme rights vendors[1]	166.5	166.7
- Others[2]	15.7	12.8
Other indemnities:		
- Guarantee to programme rights vendor provided by AMH[1]	1,072.5	110.6
- Indemnity to Maxis Berhad ("Maxis") pursuant to shareholders' obligations in respect of Advanced Wireless Technologies Sdn. Bhd.	6.3	6.3
	1,261.0	296.4

Notes:

[1] Included as part of the programming commitments for programme rights as set out in Note 10.

[2] Consist of bank guarantees issued mainly to Royal Malaysian Customs, utility companies and Perbadanan Tabung Pendidikan Tinggi Nasional.

b. Contingent assets

The Group is currently in negotiations with MEASAT Satellite Systems Sdn. Bhd. on a settlement amount receivable for the delay in the return of the T-11 transponder from the original return date (31 July 2014). The said transponder has since been returned in January 2015.

PART A – EXPLANATORY NOTES PURSUANT TO MALAYSIAN FINANCIAL REPORTING STANDARD 134 (continued)

10 COMMITMENTS

The Group has the following commitments not provided for in the interim financial statements as at the end of the financial year:

	31/1/2015			31/1/2014		
	Approved and contracted for	**Approved and not contracted for**	**Total**	**Approved and contracted for**	**Approved and not contracted for**	**Total**
	RM'm	**RM'm**	**RM'm**	**RM'm**	**RM'm**	**RM'm**
Property, plant and equipment*	2,874.7	275.1	3,149.8	2,868.5	185.7	3,054.2
Software	188.1	62.9	251.0	258.2	98.4	356.6
Film library and programme rights	907.9	796.5	1,704.4	1,227.2	466.8	1,694.0
	3,970.7	1,134.5	5,105.2	4,353.9	750.9	5,104.8

***** Included in approved and contracted for is the supply of transponder capacity with MEASAT International (South Asia) Ltd. and MEASAT Satellite Systems Sdn. Bhd. ("MSS"), both related parties, on MEASAT-3B and MEASAT-3C satellites, of RM1,941.1m and RM600.4m respectively. MSS is a subsidiary of a company in which Ananda Krishnan Tatparanandam ("TAK") has a 99% direct equity interest.

11 SIGNIFICANT RELATED PARTY DISCLOSURES

The Group has a number of related party transactions with companies directly or indirectly controlled by or associated with Usaha Tegas Sdn. Bhd. ("UTSB") as well as companies or entities directly or indirectly controlled by or associated with Ananda Krishnan Tatparanandam ("TAK") or in which he is deemed to have an interest, both of whom are deemed substantial shareholders of the Company.

UTSB has a 24.01% indirect interest in the Company through its wholly-owned subsidiaries All Asia Media Equities Limited and Usaha Tegas Entertainment Systems Sdn Bhd. The ultimate holding company of UTSB is PanOcean Management Limited ("PanOcean"). PanOcean is the trustee of a discretionary trust, the beneficiaries of which are members of the family of TAK and foundations including those for charitable purposes. Although PanOcean and TAK are deemed to have an interest in the shares of the Company, they do not have any economic or beneficial interest in the shares as such interest is held subject to the terms of the discretionary trust.

TAK also has a deemed interest in the shares of the Company via entities which are the direct shareholders of the Company and held by companies ultimately controlled by TAK.

In addition to the related party disclosures mentioned elsewhere in the financial statements, set out below are other significant transactions and balances. The related party transactions described below were carried out on agreed terms with the related parties.

PART A – EXPLANATORY NOTES PURSUANT TO MALAYSIAN FINANCIAL REPORTING STANDARD 134 (continued)

11 SIGNIFICANT RELATED PARTY DISCLOSURES (continued)

Related Parties	Relationship
Maxis Mobile Services Sdn. Bhd.	Subsidiary of a joint venture of UTSB
Maxis Broadband Sdn. Bhd.	Subsidiary of a joint venture of UTSB
ASTRO Overseas Limited ("AOL")	Subsidiary of Astro Holdings Sdn Bhd ("AHSB"), a company jointly controlled by UTSB and Khazanah Nasional Berhad, pursuant to a shareholders' agreement in relation to AHSB
UTSB Management Sdn. Bhd.	Subsidiary of UTSB
Kristal-Astro Sdn. Bhd.	Associate of the Company
Celestial Movie Channel Limited	Associate of AOL
Sun TV Network Limited	Joint venture partner of AOL
Media Innovations Pte Ltd	Subsidiary of AOL
Tiger Gate Entertainment Limited	Investment of AOL
MEASAT International (South Asia) Ltd.	Subsidiary of a company in which TAK has a 99% direct equity interest
MEASAT Satellite Systems Sdn. Bhd.	Subsidiary of a company in which TAK has a 99% direct equity interest
GS Home Shopping Inc.	Major shareholder of Astro GS Shop Sdn. Bhd., a 60% owned subsidiary of the Company

	Transaction for the year ended 31/1/2015 RM'm	Transaction for the year ended 31/1/2014 RM'm	Balances due from/(to) as at 31/1/2015 RM'm	Balances due from/(to) as at 31/1/2014 RM'm	Commitments as at 31/1/2015 RM'm	Commitments as at 31/1/2014 RM'm
(i) Sales of goods and services						
- Maxis Mobile Services Sdn. Bhd. (Multimedia, interactive and airtime sales)	15.6	10.9	5.2	4.3	-	-
- Maxis Broadband Sdn. Bhd. (Licensing income)	17.1	12.6	4.1	7.5	-	-
- Kristal-Astro Sdn. Bhd. (Programme services and right sales, technical support and smartcard rental)	29.7	19.2	6.0	5.7	-	-
- MEASAT Satellite Systems Sdn. Bhd. (Compensation for T11)	29.3	5.6	20.2	5.0	-	-
- ASTRO Overseas Limited (Management fees)	13.0	13.0	-	4.7	-	-
(ii) Purchases of goods and services						
- UTSB Management Sdn. Bhd. (Personnel, strategic and other consultancy and support services)	12.1	17.9	(1.8)	(3.2)	-	-
- Maxis Broadband Sdn. Bhd. (Telecommunication services)	69.5	48.3	(21.1)	(15.8)	-	-

PART A – EXPLANATORY NOTES PURSUANT TO MALAYSIAN FINANCIAL REPORTING STANDARD 134 (continued)

11 SIGNIFICANT RELATED PARTY DISCLOSURES (continued)

	Transaction for the year ended 31/1/2015 RM'm	Transaction for the year ended 31/1/2014 RM'm	Balances due from/(to) as at 31/1/2015 RM'm	Balances due from/(to) as at 31/1/2014 RM'm	Commitments as at 31/01/2015 RM'm	Commitments as at 31/1/2014 RM'm
(ii) Purchases of goods and services (continued)						
- MEASAT International (South Asia) Ltd. (Deposit paid on transponder lease)	-	29.8	72.2	66.4	1,941.1	1,785.9
- MEASAT Satellite Systems Sdn. Bhd. (Deposit paid on transponder lease)	-	-	-	68.3	600.4	552.4
- Sun TV Network Limited (Programme broadcast rights)	32.7	31.4	(7.7)	(7.5)	-	-
- Celestial Movie Channel Limited (Programme broadcast rights)	17.1	15.6	(1.7)	(1.6)	-	-
- Media Innovations Pte Ltd (Design, build and commission of Over-the-Top solution)	10.9	3.3	(11.2)	(0.5)	-	-
- Tiger Gate Entertainment Limited (Programming rights)	12.0	11.1	(2.3)	(1.3)	-	-
- GS Home Shopping Inc. (Development of software system)	6.6	-	(5.5)	-	2.1	-
(iii) Key management personnel compensation						
- Salaries, bonus and allowances and other staff related costs	20.6	21.4				
- Share-based payments compensations	2.9	-				
- Directors fees	2.0	1.8				
- Defined contribution plans	2.7	2.8				

(iv) Government-related entities

Khazanah Nasional Berhad ("KNB") is deemed interested in 20.72% equity interest in the Company held by its wholly-owned subsidiary, Pantai Cahaya Bulan Ventures Sdn Bhd ("PCBV"). KNB is the strategic investment fund of the Government of Malaysia. Save for one (1) share owned by the Federal Lands Commissioner, a body corporate incorporated under the Federal Lands Commissioner (Incorporation) Act, 1957, all of the ordinary shares of KNB are owned by the Minister of Finance Incorporated, a body corporate incorporated under the Minister of Finance, (Incorporation) Act, 1957 ("MoF Inc.").

All the transactions entered into by the Group with the government-related entities are conducted in the ordinary course of the Group's business on negotiated terms.

11 SIGNIFICANT RELATED PARTY DISCLOSURES (continued)

(iv) Government-related entities (continued)

The Group has transactions that are collectively, but not individually significant with other government-related entities in respect of public utilities. For the financial year ended 31 January 2015, management estimates that the aggregate amounts of the Group significant transactions with government-related entities are at 2.7% of its total administrative expenses and 1.8% of its total revenue.

12 FAIR VALUE MEASUREMENTS

Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

Level 1: Quoted (unadjusted) prices in active markets for identical assets or liabilities.
Level 2: Other techniques for which all inputs which have a significant effect on the recorded fair value are observable, either directly (ie. from prices) or indirectly (ie. derived from prices).
Level 3: Techniques which use inputs which have a significant effect on the recorded fair value that are not based on observable market data.

(a) Financial instruments carried at amortised cost

The carrying amounts of financial assets and liabilities of the Group as at 31 January 2015 approximated their fair values except as set out below:

(Assets)/Liabilities measured at amortised cost:

31 January 2015	Carrying amount RM'm	Level 1 RM'm	Level 2 RM'm	Level 3 RM'm
Other investments - bonds	(45.0)	-	(44.6)	-
Borrowings – finance lease liabilities	639.0	-	698.9	-
31 January 2014				
Other investments - bonds	(35.0)	-	(35.2)	-
Borrowings – finance lease liabilities	661.0	-	771.4	-

The fair value of financial instruments categorised at Level 2 is determined based on a discounted cash flow analysis, using contractual cash flows and market interest rates.

12 FAIR VALUE MEASUREMENTS (continued)

(b) Financial instruments carried at fair value

The following table represents the assets and liabilities measured at fair value:

(Assets)/Liabilities measured at fair value:

Recurring fair value measurements	Carrying amount RM'm	Level 1 RM'm	Level 2 RM'm	Level 3 RM'm
31 January 2015				
Other investments – Preference shares in unquoted company	(12.4)	-	(12.4)	-
Forward foreign currency exchange contracts – cash flow hedges	(94.9)	-	(94.9)	-
Interest rate swaps – cash flow hedges	13.7	-	13.7	-
Cross-currency interest rate swaps – cash flow hedges	(201.5)	-	(201.5)	-
31 January 2014				
Other investments – Investment in unit trusts	(529.3)	(529.3)	-	-
Other investments – Series A-1 preference shares in unquoted company	(5.8)	-	(5.8)	-
Forward foreign currency exchange contracts – cash flow hedges	(15.7)	-	(15.7)	-
Interest rate swaps – cash flow hedges	10.8	-	10.8	-
Cross-currency interest rate swaps – cash flow hedges	(111.7)	-	(111.7)	-

The valuation technique used to derive the Level 2 fair value for derivative financial instruments is as disclosed in Note 21.

The valuation technique used to derive the Level 2 fair value for other investment is determined by reference to recent sales price of a comparable transaction with a third party.

During the financial year, there were no transfer between Level 1 and Level 2 fair value measurement, and no transfer into and out of Level 3 fair value measurement.

PART B – EXPLANATORY NOTES PURSUANT TO APPENDIX 9B OF THE BURSA SECURITIES LISTING REQUIREMENTS

13 ANALYSIS OF PERFORMANCE

(a) Performance of the current quarter (Fourth Quarter FY15) against the corresponding quarter (Fourth Quarter FY14):

	All amounts in RM'm unless otherwise stated			
	Financial Highlights		**Key Operating Indicators**	
	QUARTER ENDED 31/1/2015	**QUARTER ENDED 31/1/2014**	**QUARTER ENDED 31/1/2015**	**QUARTER ENDED 31/1/2014**
Consolidated Performance				
Total revenue	1,348.2	1,260.1		
EBITDA[1]	477.5	413.2		
EBITDA margin (%)	35.4	32.8		
Profit before tax	201.8	127.1		
Net profit	137.7	111.9		
Net decrease in cash	(117.0)	(366.8)		
(i) Television				
Subscription revenue	1,088.0	1,031.8		
Advertising revenue	79.7	89.2		
Other revenue	83.9	66.4		
Total revenue	1,251.6	1,187.4		
EBITDA	439.9	345.7		
EBITDA margin (%)	35.1	29.1		
Profit before tax	173.5	62.1		
Total residential subscribers-end of period ('000)			4,429.3	3,884.2
Pay-TV residential subscribers-end of period ('000)			3,509.6	3,442.3
Pay-TV residential subscribers-net additions ('000)			30.7	40.4
Non-subscription customers-end of period ('000)			919.7	441.9
Non-subscription customers-net additions ('000)			106.8	60.1
Pay-TV residential ARPU[2](RM)			99.0	96.0
MAT Churn[3](%)			9.9	9.9

PART B – EXPLANATORY NOTES PURSUANT TO APPENDIX 9B OF THE BURSA SECURITIES LISTING REQUIREMENTS (continued)

13 ANALYSIS OF PERFORMANCE (continued)

(a) Performance of the current quarter (Fourth Quarter FY15) against the corresponding quarter (Fourth Quarter FY14) (continued):

	All amounts in RM'm unless otherwise stated			
	Financial Highlights		**Key Operating Indicators**	
	QUARTER ENDED 31/1/2015	**QUARTER ENDED 31/1/2014**	**QUARTER ENDED 31/1/2015**	**QUARTER ENDED 31/1/2014**
(ii) Radio				
Revenue	69.3	68.3		
EBITDA[1]	44.5	39.5		
EBITDA margin (%)	64.2	57.8		
Profit before tax	43.8	38.6		
Listeners ('000)[4]			12,935	12,193
Share of Radex[5](%)			60.0	54.4

Notes:

1. Earnings before interest, tax, depreciation and amortisation ("EBITDA") represent profit/(loss) before net finance costs, tax, impairment, write-off and depreciation of property, plant and equipment and amortisation of intangible assets such as software (but excluding amortisation of film library and program rights which are expensed as part of cost of sales), impairment of investments and share of post-tax results from investments accounted for using the equity method.
2. Average Revenue Per User ("ARPU") is the monthly average revenue per residential subscriber. ARPU is calculated by dividing the total subscription revenue derived from residential subscribers over the last twelve months with average number of residential subscribers over the same period.
3. MAT (moving annual total) Churn is computed by dividing the sum of Churn over the last twelve months with the average residential customer base over the same period. Churn is the number of subscribers over a given period whose subscriptions have been terminated either voluntarily or involuntarily (as a result of non-payment), net of reconnections within a given period.
4. Based on the Radio Listenership Survey by Nielsen dated 28 October 2014 (Quarter 4 FY14: 28 October 2013).
5. Based on Advertising expenses ("Adex") from Nielsen Media Report dated 15 November 2014 (Quarter 4 FY14: 14 February 2014). Radex is radio advertising expenditure.

13 ANALYSIS OF PERFORMANCE (continued)

(a) Performance of the current quarter (Fourth Quarter FY15) against the corresponding quarter (Fourth Quarter FY14) (continued):

Consolidated Performance

Revenue

Revenue for the current quarter of RM1,348.2m was higher by RM88.1m or 7.0% against corresponding quarter of RM1,260.1m. This was mainly due to an increase in subscription and other revenue of RM56.2m and RM40.4m respectively, offset by a decrease in advertising revenue of RM8.5m.

The increase in subscription revenue is attributed to an increase in ARPU for Pay-TV residential subscribers of RM3.00 (from RM96.00 to RM99.00) and an increase in number of Pay-TV residential subscribers by 67,300 (3,442,300 to 3,509,600).

The increase in other revenue is due to an increase in merchandise sales of RM25.1m from home-shopping business, licensing income of RM6.8m, and sales of decoders of RM7.6m.

Radio's revenue for the current quarter of RM69.3m was higher by RM1.0m compared with corresponding quarter of RM68.3m. The higher revenue performance was driven by continuous strong listenership ratings.

EBITDA margin

EBITDA margin increased by 2.6% against the corresponding quarter mainly due to lower installation costs and lower marketing and distribution costs as a percentage of revenue. The decrease was offset by higher content costs and cost of merchandise sales.

Net Profit

Net profit increased by RM25.8m or 23.1% compared with the corresponding quarter. The increase in net profit is mainly due to increase in EBITDA of RM64.3m, decrease in depreciation of property, plant and equipment of RM6.1m and amortisation of software of RM6.1m. These are offset by higher tax expenses by RM48.9m.

Cash Flow

Increase in cash of RM249.8m as compared with corresponding quarter is mainly due to higher operating cash flows of RM50.8m, sales of unit trust of RM196.9m, lower payment of set-top boxes by RM28.4m and lower acquisition of other investment by RM26.9m. This was offset by higher dividend payment of RM13.0m and higher repayment of borrowings by RM74.9m.

PART B – EXPLANATORY NOTES PURSUANT TO APPENDIX 9B OF THE BURSA SECURITIES LISTING REQUIREMENTS (continued)

13 ANALYSIS OF PERFORMANCE (continued)

(a) Performance of the current quarter (Fourth Quarter FY15) against the corresponding quarter (Fourth Quarter FY14) (continued):

Television

Television registered an increase in total revenue of RM64.2m (or 5.4%) compared with corresponding quarter, which was mainly attributable to the increase in subscription and other revenue of RM56.2m and RM17.5m respectively, offset by decrease in advertising revenue of RM9.5m.

The increase in subscription revenue is attributed to an increase in ARPU for Pay-TV residential subscribers of RM3.00 (from RM96.00 to RM99.00) and an increase in number of Pay-TV residential subscribers by 67,300 (3,442,300 to 3,509,600).

The increase in other revenue was due to an increase in licensing income, interactive services and sales of programming rights.

Television EBITDA increased by RM94.2m or 27.2% against corresponding quarter mainly due to the increase in revenue as highlighted above, lower installation costs and lower marketing and distribution costs. The increase was partly offset by higher content costs, marginally mitigated by the revision in estimates as disclosed in Note 4.

Radio

Radio’s revenue for the current quarter of RM69.3m was higher by RM1.0m or 1.5% compared with the corresponding quarter of RM68.3m. The marginal growth in revenue was achieved despite the overall decline in consumer market sentiment.

Radio’s EBITDA for the current quarter of RM44.5m increased by RM5.0m or 12.7% against the corresponding quarter, contributed by lower than anticipated corporate cost.

PART B – EXPLANATORY NOTES PURSUANT TO APPENDIX 9B OF THE BURSA SECURITIES LISTING REQUIREMENTS (continued)

13 ANALYSIS OF PERFORMANCE (continued)

(b) Performance of the current quarter (Fourth Quarter FY15) against the preceding quarter (Third Quarter FY15):

	All amounts in RM'm unless otherwise stated			
	Financial Highlights		**Key Operating Indicators**	
	QUARTER ENDED 31/1/2015	**QUARTER ENDED 31/10/2014**	**QUARTER ENDED 31/1/2015**	**QUARTER ENDED 31/10/2014**
Consolidated Performance				
Total revenue	1,348.2	1,280.2		
EBITDA[1]	477.5	427.5		
EBITDA margin (%)	35.4	33.4		
Profit before tax	201.8	154.7		
Net profit	137.7	110.5		
Net (decrease)/increase in cash	(117.0)	283.8		
(i) Television				
Subscription revenue	1,088.0	1,053.0		
Advertising revenue	79.7	82.8		
Other revenue	83.9	73.7		
Total revenue	1,251.6	1,209.5		
EBITDA	439.9	402.0		
EBITDA margin (%)	35.1	33.2		
Profit before tax	173.5	136.8		
Total residential subscribers-end of period ('000)			4,429.3	4,291.8
Pay-TV residential subscribers-end of period ('000)			3,509.6	3,478.9
Pay-TV residential subscribers-net additions ('000)			30.7	(6.7)
Non-subscription customers-end of period ('000)			919.7	812.9
Non-subscription customers-net additions ('000)			106.8	134.6
Pay-TV residential ARPU[2](RM)			99.0	98.5
MAT Churn[3](%)			9.9	10.3

PART B – EXPLANATORY NOTES PURSUANT TO APPENDIX 9B OF THE BURSA SECURITIES LISTING REQUIREMENTS (continued)

13 ANALYSIS OF PERFORMANCE (continued)

(b) Performance of the current quarter (Fourth Quarter FY15) against the preceding quarter (Third Quarter FY15) (continued):

	All amounts in RM'm unless otherwise stated			
	Financial Highlights		**Key Operating Indicators**	
	QUARTER ENDED 31/1/2015	**QUARTER ENDED 31/10/2014**	**QUARTER ENDED 31/1/2015**	**QUARTER ENDED 31/10/2014**
(ii) Radio				
Revenue	69.3	66.8		
EBITDA[1]	44.5	35.6		
EBITDA margin (%)	64.2	53.3		
Profit before tax	43.8	34.5		
Listeners ('000)[4]			12,935	12,935
Share of Radex[5] (%)			60.0	60.0

Notes:

1. Earnings before interest, tax, depreciation and amortisation ("EBITDA") represent profit/(loss) before net finance costs, tax, impairment, write-off and depreciation of property, plant and equipment and amortisation of intangible assets such as software (but excluding amortisation of film library and program rights which are expensed as part of cost of sales), impairment of investments and share of post-tax results from investments accounted for using the equity method.
2. Average Revenue Per User ("ARPU") is the monthly average revenue per residential subscriber. ARPU is calculated by dividing the total subscription revenue derived from residential subscribers over the last twelve months with average number of residential subscribers over the same period.
3. MAT (moving annual total) Churn is computed by dividing the sum of Churn over the last twelve months with the average residential customer base over the same period. Churn is the number of subscribers over a given period whose subscriptions have been terminated either voluntarily or involuntarily (as a result of non-payment), net of reconnections within a given period.
4. Based on the Radio Listenership Survey by Nielsen dated 28 October 2014 (Quarter 3 FY15: 28 October 2014).
5. Based on Advertising expenses ("Adex") from Nielsen Media Report dated 15 November 2014 (Quarter 3 FY15: 15 November 2014). Radex is radio advertising expenditure.

PART B – EXPLANATORY NOTES PURSUANT TO APPENDIX 9B OF THE BURSA SECURITIES LISTING REQUIREMENTS (continued)

13 ANALYSIS OF PERFORMANCE (continued)

(b) Performance of the current quarter (Fourth Quarter FY15) against the preceding quarter (Third Quarter FY15) (continued):

<u>Consolidated Performance</u>

Revenue

Revenue for the current quarter of RM1,348.2m was higher by RM68.0m or 5.3% against preceding quarter of RM1,280.2m. This was mainly due to an increase in subscription and other revenue of RM35.0m and RM33.6m respectively.

The increase in subscription revenue is attributed to an increase in ARPU for Pay-TV residential subscribers of RM0.50 (from RM98.50 to RM99.00) and an increase in number of Pay-TV residential subscribers by 30,700 (3,478,900 to 3,509,600).

The increase in other revenue is due to an increase in merchandise sales of RM25.1m from home-shopping business and licensing income of RM5.5m.

EBITDA margin

EBITDA margin increased by 2.0% against the preceding quarter mainly due to lower content costs and lower professional and consultancy fees, as a percentage of revenue.

Net Profit

Net profit increased by RM27.2m or 24.6% to RM137.7m during the quarter. The increase was mainly due to an increase in EBITDA of RM50.0m and lower amortisation of software of RM3.8m. The decrease was offset by higher tax expenses of RM19.9m and increase in net finance costs of RM1.5m.

Cash Flow

Decrease in cash of RM117.0m as compared with preceding quarter was mainly due to acquisition of property, plant and equipment and intangibles of RM259.8m, payment of set-top boxes of RM49.0m, dividend payment of RM117.0m, payment of finance lease liabilities of RM25.9m, repayment of borrowings of RM149.8m and payment of interest of RM45.1m. This was offset by cash generated from operating cash flows of RM533.9m.

13 ANALYSIS OF PERFORMANCE (continued)

(b) Performance of the current quarter (Fourth Quarter FY15) against the preceding quarter (Third Quarter FY15) (continued):

Television

Television registered an increase in total revenue in the current quarter of RM42.1m or 3.5%, which was attributable to the increase in subscription and other revenue of RM35.0m and RM10.2m respectively, which was offset by a decrease in advertising revenue of RM3.1m.

The increase in subscription revenue is attributed to an increase in ARPU for Pay-TV residential subscribers of RM0.50 (from RM98.50 to RM99.00) and an increase in number of Pay-TV residential subscribers by 30,700 (3,478,900 to 3,509,600).

EBITDA increased by RM37.9m or 9.4% against the preceding quarter mainly due to the increase in revenue, as highlighted above, and lower professional and consultancy fees. The increase was offset by higher content costs during the current quarter.

Radio

Radio’s revenue for the current quarter of RM69.3m was higher by RM2.5m or 3.7% compared with the preceding quarter of RM66.8m which had benefited from the year end festivals and school holiday.

The EBITDA of RM44.5m was higher by RM8.9m or 25.0% compared with the preceding quarter of RM35.6m due to higher revenue and lower operating cost.

PART B – EXPLANATORY NOTES PURSUANT TO APPENDIX 9B OF THE BURSA SECURITIES LISTING REQUIREMENTS (continued)

13 ANALYSIS OF PERFORMANCE (continued)

(c) Performance of the current year (YTD January 2015) against the corresponding year (YTD January 2014):

	All amounts in RM'm unless otherwise stated			
	Financial Highlights		**Key Operating Indicators**	
	YEAR ENDED 31/1/2015	**YEAR ENDED 31/1/2014**	**YEAR ENDED 31/1/2015**	**YEAR ENDED 31/1/2014**
Consolidated Performance				
Total revenue	5,231.4	4,790.7		
EBITDA[1]	1,808.3	1,616.2		
EBITDA margin (%)	34.6	33.7		
Profit before tax	720.9	569.2		
Net profit	513.7	447.8		
Net increase/(decrease) in cash	248.4	(502.6)		
(i) Television				
Subscription revenue	4,278.9	3,990.8		
Advertising revenue	327.2	335.2		
Other revenue	325.2	203.3		
Total revenue	4,931.3	4,529.3		
EBITDA	1,682.9	1,473.4		
EBITDA margin (%)	34.1	32.5		
Profit before tax	616.1	438.1		
Total residential subscribers-end of period ('000)			4,429.3	3,884.2
Pay-TV residential subscribers-end of period ('000)			3,509.6	3,442.3
Pay-TV residential subscribers-net additions ('000)			69.5	166.8
Non-subscription customers-end of period ('000)			919.7	441.9
Non-subscription customers-net additions ('000)			477.8	232.8
Pay-TV residential ARPU[2] (RM)			99.0	96.0
MAT Churn[3] (%)			9.9	9.9

PART B – EXPLANATORY NOTES PURSUANT TO APPENDIX 9B OF THE BURSA SECURITIES LISTING REQUIREMENTS (continued)

13 ANALYSIS OF PERFORMANCE (continued)

(c) Performance of the current year (YTD January 2015) against the corresponding year (YTD January 2014) (continued):

	All amounts in RM'm unless otherwise stated			
	Financial Highlights		**Key Operating Indicators**	
	YEAR ENDED 31/1/2015	**YEAR ENDED 31/1/2014**	**YEAR ENDED 31/1/2015**	**YEAR ENDED 31/1/2014**
(ii) Radio				
Revenue	261.3	246.8		
EBITDA[1]	145.9	135.3		
EBITDA margin (%)	55.8	54.8		
Profit before tax	142.2	133.2		
Listeners ('000)[4]			12,935	12,193
Share of Radex[5] (%)			60.0	54.4

Notes:

1. Earnings before interest, tax, depreciation and amortisation ("EBITDA") represent profit/(loss) before net finance costs, tax, impairment, write-off and depreciation of property, plant and equipment and amortisation of intangible assets such as software (but excluding amortisation of film library and program rights which are expensed as part of cost of sales), impairment of investments and share of post-tax results from investments accounted for using the equity method.
2. Average Revenue Per User ("ARPU") is the monthly average revenue per residential subscriber. ARPU is calculated by dividing the total subscription revenue derived from residential subscribers over the last twelve months with average number of residential subscribers over the same period.
3. MAT (moving annual total) Churn is computed by dividing the sum of Churn over the last twelve months with the average residential customer base over the same period. Churn is the number of subscribers over a given period whose subscriptions have been terminated either voluntarily or involuntarily (as a result of non-payment), net of reconnections within a given period.
4. Based on the Radio Listenership Survey by Nielsen dated 28 October 2014 (YTD January 2014: 28 October 2013).
5. Based on Advertising expenses ("Adex") from Nielsen Media Report dated 15 November 2014 (YTD January 2014: 14 February 2014). Radex is radio advertising expenditure.

13 ANALYSIS OF PERFORMANCE (continued)

(c) Performance of the current year (YTD January 2015) against the corresponding year (YTD January 2014) (continued):

Consolidated Performance

Revenue

Revenue for the current year of RM5,231.4m was higher by RM440.7m or 9.2% against corresponding year of RM4,790.7m. This was mainly due to an increase in subscription, advertising and other revenue of RM288.1m, RM6.5m and RM146.1m respectively.

The increase in subscription revenue was due to higher ARPU for Pay-TV residential subscribers of RM3.00 (from RM96.00 to RM99.00) and higher Pay-TV residential subscribers by 67,300 (from 3,442,300 to 3,509,600). The increase in advertising revenue was contributed by festive seasons and FIFA World Cup.

The increase in other revenue is due to an increase in licensing income of RM82.2m, merchandise sales of RM25.1m from home-shopping business, sales of decoders of RM19.0m and prepaid revenue of RM6.7m.

EBITDA margin

Notwithstanding the higher content costs, arising primarily from key sporting events, EBITDA margin increased by 0.9% against the corresponding year due to lower marketing and distribution cost as a percentage of revenue.

Net Profit

Net profit increased by RM65.9m or 14.7% to RM513.7m during the year. The increase was mainly due to an increase in EBITDA of RM192.1m and lower net finance costs of RM19.9m. The increase was offset by higher depreciation of property, plant and equipment of RM39.9m, higher amortisation of software of RM8.7m and higher tax expenses of RM85.8m.

Cash Flow

Increase in cash of RM248.4m as compared with corresponding year was mainly due to higher operating cash flows of RM2,071.2m, sales of unit trust of RM529.0m and issuance of shares to non-controlling interest of RM22.0m. This was offset by acquisition of property, plant and equipment and intangibles of RM719.7m, payment for set-top boxes of RM650.9m, acquisition of subsidiary of RM11.3m, payment of interest of RM141.7m, payment of finance lease liabilities of RM103.4m, repayment of borrowings of RM224.7m and dividend payment of RM506.9m.

PART B – EXPLANATORY NOTES PURSUANT TO APPENDIX 9B OF THE BURSA SECURITIES LISTING REQUIREMENTS (continued)

13 ANALYSIS OF PERFORMANCE (continued)

(c) Performance of the current year (YTD January 2015) against the corresponding year (YTD January 2014) (continued):

Television

Television registered an increase in total revenue in the current year of RM402.0m or 8.9%, which was attributable to the increase in subscription and other revenue of RM288.1m and RM121.9m respectively, which was offset by a decrease in advertising revenue of RM8.0m.

The increase in subscription revenue was due to higher ARPU for Pay-TV residential subscribers of RM3.00 (from RM96.00 to RM99.00) and higher Pay-TV residential subscribers by 67,300 (from 3,442,300 to 3,509,600). The increase in advertising revenue was due to festive seasons and FIFA World Cup.

The increase in other revenue was due to an increase in licensing income, prepaid revenue and sales of decoders.

EBITDA increased by RM209.5m or 14.2% against the corresponding year mainly due to the increase in revenue as highlighted above, lower installation costs and lower marketing and distribution costs. The increase was offset by higher content costs, marginally mitigated by the revision in estimates as disclosed in Note 4 and higher broadband costs and higher professional and consultancy fees.

Radio

Radio's revenue for the current year of RM261.3m was higher by RM14.5m or 5.9% compared with the corresponding year of RM246.8m. The higher revenue performance was driven by the pricing and inventory strategies in line with the strong listenership performance.

The favourable revenue helped with the higher EBITDA of RM145.9m, an increase of RM10.6m or 7.8% as compared with the corresponding year.

PART B – EXPLANATORY NOTES PURSUANT TO APPENDIX 9B OF THE BURSA SECURITIES LISTING REQUIREMENTS (continued)

14 PROSPECTS FOR THE FINANCIAL YEAR ENDING 31 JANUARY 2016

The Group is executing on its key strategy of growing revenues by providing differentiated content and a diverse range of value added products and services.

We are increasing our investment in high quality original programming and have strengthened our portfolio of channel brands with the launch of 12 new channels, 9 of which are in HD quality. We believe this will drive better take up of our HD packages and together with other enhancing products and services, such as Astro Plus, the newly launched subscription VOD service, will continue to improve ARPU. The performance of GO SHOP, our 24x7 home-shopping service has been encouraging, which marks our entry into ecommerce. Our multi-media approach has seen a two-fold increase in Astro's digital traffic, especially in mobile web usage.

Our strong TV viewership and radio listenership combined with our integrated media offering across TV, Radio and Digital media give us a unique capability to assist advertisers to engage with our customers across all demographics. Consistent with current soft consumer sentiment, we are working to improve our value proposition and to provide them with comprehensive marketing solutions.

The Group maintains good visibility on its operating expenses, in particular content costs, with a majority of our key content contracts secured on a long term basis.

On the basis of the above, the Board believes given a more challenging economic outlook, the Group will remain cash generative; and it will continue to invest in its growth strategy while maintaining dividend payout.

15 PROFIT FORECAST OR PROFIT GUARANTEE

Not applicable as the Group did not publish any profit forecast.

16 QUALIFICATION OF PRECEDING AUDITED ANNUAL FINANCIAL STATEMENTS

There was no qualification to the preceding audited annual financial statements for the financial year ended 31 January 2014.

PART B – EXPLANATORY NOTES PURSUANT TO APPENDIX 9B OF THE BURSA SECURITIES LISTING REQUIREMENTS (continued)

17 PROFIT BEFORE TAX

The following items have been charged/(credited) in arriving at the profit before tax:

	INDIVIDUAL QUARTER		CUMULATIVE QUARTER	
	QUARTER ENDED 31/1/2015	QUARTER ENDED 31/1/2014	YEAR ENDED 31/1/2015	YEAR ENDED 31/1/2014
	RM'm	RM'm	RM'm	RM'm
Amortisation of intangible assets	112.6	130.0	454.7	470.8
Depreciation of property, plant and equipment	184.2	190.4	755.7	716.0
Impairment of receivables	28.6	25.1	75.0	64.3
Finance income:				
- Interest income	15.6	12.4	50.7	45.0
- Unit trust	-	2.0	6.2	9.4
- Realised foreign exchange gain	-	-	-	0.8
	15.6	14.4	56.9	55.2
Finance costs:				
- Bank borrowings	26.3	25.9	103.1	106.0
- Finance lease liabilities	11.5	12.1	47.1	50.1
- Vendor financing	8.0	12.6	37.6	42.4
- Realised foreign exchange losses	-	6.7	0.5	-
- Unrealised foreign exchange losses	142.7	62.8	116.9	103.1
- Fair value loss/(gain) on derivative recycled to income statement arising from:				
- Interest rate risk	9.2	4.3	41.5	34.3
- Foreign exchange risk	(132.4)	(49.4)	(110.7)	(79.7)
- Others	2.6	2.8	13.6	11.5
	67.9	77.8	249.6	267.7

Other than as presented in the income statement and as disclosed above, there were no gain/loss on disposal of quoted and unquoted investments or properties, impairment of assets or any other exceptional items for the current quarter.

PART B – EXPLANATORY NOTES PURSUANT TO APPENDIX 9B OF THE BURSA SECURITIES LISTING REQUIREMENTS (continued)

18 TAXATION

	INDIVIDUAL QUARTER		CUMULATIVE QUARTER	
	QUARTER ENDED 31/1/2015	QUARTER ENDED 31/1/2014	YEAR ENDED 31/1/2015	YEAR ENDED 31/1/2015
	RM'm	RM'm	RM'm	RM'm
Current tax	77.0	21.1	252.1	154.1
Deferred tax	(12.9)	(5.9)	(44.9)	(32.7)
	64.1	15.2	207.2	121.4

Reconciliation of the estimated income tax expense applicable to profit before taxation at the Malaysian statutory tax rate to estimated income tax expense at the effective tax rate of the Group is as follows:

	INDIVIDUAL QUARTER		CUMULATIVE QUARTER	
	QUARTER ENDED 31/1/2015	QUARTER ENDED 31/1/2014	YEAR ENDED 31/1/2015	YEAR ENDED 31/1/2014
	RM'm	RM'm	RM'm	RM'm
Profit before taxation	201.8	127.1	720.9	569.2
Tax at Malaysian corporate tax rate of 25%	50.5	31.8	180.2	142.3
Tax effect of:				
Unrecognised deferred tax asset	1.9	(0.8)	6.3	1.2
Utilisation of previously unrecognised temporary differences	(7.4)	(43.1)	(7.8)	(43.1)
Effect of changes in tax rate	0.2	(1.7)	0.2	(4.4)
Others (including expenses not deductible for tax purposes and income not subject to tax)	18.9	29.0	28.3	25.4
Taxation charge	64.1	15.2	207.2	121.4

19 STATUS OF CORPORATE PROPOSALS ANNOUNCED

Utilisation of IPO proceeds

On 19 October 2012, the entire issued and paid-up share capital of the Company was listed on the Main Market of Bursa Malaysia Securities Berhad.

As at 30 March 2015, the gross proceeds of RM1,422.9m from the Public Issue were utilised in the following manner:

	Proposed Utilisation Amount	Actual Utilisation Amount	Intended Timeframe for	Balance	
	RM'm	RM'm		RM'm	%
Repayment of bank borrowings	500.0	500.0	Within 12 months	-	-
Capital expenditure	750.0	690.0	Within 36 months	60.0	8
Working capital	112.9	112.9	Within 24 months	-	-
Estimated fees and expenses for the IPO and listing*	60.0	60.0	Within 3 months	-	-
	1,422.9	1,362.9		60.0	4

* Excess of the amounts allocated will be utilised for meeting general working capital requirements as disclosed in the Prospectus in relation to the IPO dated 21 September 2012. As at 31 October 2014, the excess amount has been utilised.

20 GROUP BORROWINGS AND DEBT SECURITIES

The amount of Group borrowings and debt securities as at 31 January 2015 are as follows:

	Current	Non-current	Total
	RM'm	RM'm	RM'm
Unsecured:			
Term loans			
- RM Term Loan	218.8	1,600.0	1,818.8
- USD Term Loan – USD330 million	121.3	952.5	1,073.8
	340.1	2,552.5	2,892.6
Less: Debt issuance costs	(7.1)	(21.1)	(28.2)
Term loans, net of debt issuance costs	333.0	2,531.4	2,864.4
Finance lease			
- Lease of transponders[(a)]	62.1	566.8	628.9
- Lease of equipment and software[(b)]	5.0	5.1	10.1
	67.1	571.9	639.0
	400.1	3,103.3	3,503.4

PART B – EXPLANATORY NOTES PURSUANT TO APPENDIX 9B OF THE BURSA SECURITIES LISTING REQUIREMENTS (continued)

20 GROUP BORROWINGS AND DEBT SECURITIES (continued)

The Group borrowings and debt securities were denominated in the following currencies:

	Total RM'm
Ringgit Malaysia	2,436.9
United States Dollars ("USD")	1,066.5
	3,503.4

Note:

(a) Lease of transponders on the MEASAT 3 satellite and MEASAT 3A satellite from the lessor, MEASAT Satellite Systems Sdn. Bhd.("MSS"), a related party.

(b) HP lease for servers' hardware, software and testing environment hardware.

21 DERIVATIVE FINANCIAL INSTRUMENTS

(a) Disclosure of derivatives

Details of derivative financial instruments outstanding as at 31 January 2015 are set out below:

Types of derivatives	Contract/ Notional Amount RM'm	Fair Value Assets RM'm	Fair Value Liabilities RM'm
Forward foreign currency exchange contracts ("FX Contracts")			
- Less than 1 year	945.9	94.9	-
- 1 to 3 years	-	-	-
- More than 3 years	-	-	-
	945.9	94.9	-
Interest rate swaps ("IRS")			
- Less than 1 year	531.0	0.1	(2.4)
- 1 to 3 years	841.1	0.3	(4.2)
- More than 3 years	787.5	-	(7.5)
	2,159.6	0.4	(14.1)
Cross-currency interest rate swaps ("CCIRS")			
- Less than 1 year	119.1	17.2	(0.5)
- 1 to 3 years	495.1	76.1	-
- More than 3 years	625.1	108.7	-
	1,239.3	202.0	(0.5)

21 DERIVATIVE FINANCIAL INSTRUMENTS (continued)

(a) Disclosure of derivatives (continued)

There have been no changes since the end of the previous financial year ended 31 January 2014 in respect of the following:

(i) the market risk and credit risk associated with the derivatives as these are used for hedging purposes;
(ii) the cash requirements of the derivatives;
(iii) the policies in place for mitigating or controlling the risks associated with the derivatives; and
(iv) the related accounting policies.

(b) Disclosure of gains/(losses) arising from fair value

The Group determines the fair values of the derivative financial instruments relating to the FX Contracts using valuation techniques which utilise data from recognised financial information sources. Assumptions are based on market conditions existing at each balance sheet date. The fair values are calculated at the present value of the estimated future cash flow using an appropriate market based yield curve. As for IRS and CCIRS, the fair values were obtained from the counterparty banks.

As at 31 January 2015, the Group recognised net total derivative financial assets of RM282.7m, an increase of RM166.1m from the previous financial year ended 31 January 2014, on re-measuring the fair values of the derivative financial instruments. The corresponding increase has been included in equity in the hedging reserve. For the current year, RM113.8m of the hedging reserve was transferred to the income statement to offset the unrealised loss of RM113.8m which resulted from the strengthening of USD against RM. This resulted in an increase on the credit balance in the hedging reserve as at 31 January 2015 by RM50.3m to RM78.1m compared with the financial year ended 31 January 2014.

<u>Forward foreign currency exchange contracts</u>

Forward foreign currency exchange contracts are used to manage the foreign currency exposures arising from the Group's payables denominated in currencies other than the functional currencies of the Group. The forward foreign currency exchange contracts have maturities of less than one year after the balance sheet date. The notional principal amounts of the outstanding forward foreign currency exchange contracts at 31 January 2015 were RM945.9m (31 January 2014: RM960.8m).

<u>Interest rate swaps</u>

Interest rate swaps are used to achieve an appropriate interest rate exposure within the Group. The Group entered into interest rate swaps to hedge the cash flow risk in relation to the floating interest rate of a bank loan, as disclosed in Note 20 with notional principal amounts of RM1,350.0m (31 January 2014: RM1,462.5m) and vendor financing, as disclosed in Note 22 with notional principal amounts of RM528.2m and USD78.0m (31 January 2014: RM97.7m and USD59.9m).

The interest rate swaps for bank loan were entered up to 10 years with an average fixed swap rate of 4.15% (31 January 2014: 4.15%).

The Ringgit and USD dollar interest rate swaps for vendor financing were entered into for a period of up to 3 years with an average fixed swap rate of 3.71% (31 January 2014: 3.61%) and 0.45% (31 January 2014: 0.45%) respectively.

21 DERIVATIVE FINANCIAL INSTRUMENTS (continued)

(b) Disclosure of gains/(losses) arising from fair value (continued)

Cross-currency interest rate swaps

To mitigate financial risks arising from adverse fluctuations in interest and exchange rates, the Group entered into cross-currency interest rate swaps with notional principal amounts of USD297.0m (31 January 2014: USD321.8m) for bank loan and USD51.6m (31 January 2014: USD17.7m) for vendor financing.

The cross-currency interest rate swap for bank loan was entered up to a period of 10 years and had an average fixed swap rate and exchange rate of 4.19% (inclusive of interest margin of 1%) (31 January 2014: 4.19% (inclusive of interest margin of 1%)) and USD/RM3.0189 (31 January 2014: USD/RM3.0189) respectively.

The cross-currency interest rate swap for vendor financing was entered up to a period of 3 years and had an average fixed swap rate and exchange rate of 4.26% (inclusive of interest margin of 1.0%) (31 January 2014: 4.28% (inclusive of interest margin of 1.1%)) and USD/RM3.2525 (31 January 2014: USD/RM3.2657).

22 PAYABLES

Included in payables are credit terms granted by vendors that generally range from 0 to 90 days (31 January 2014: 0 to 90 days). Vendors of set-top boxes and outdoor units have granted an extended payment term of 36 months (“vendor financing”) on Usance Letter of Credit Payable at Sight (“ULCP”) and Promissory Notes (“PN”) basis to the Group.

The effective interest rates at the end of the financial year ranged between 1.2% and 5.3% (31 January 2014: 1.2% and 4.7%) per annum.

As at 31 January 2015, the vendor financing included in payables is RM1,022.8m (31 January 2014: RM1,360.8m), comprising current portion of RM410.6m (31 January 2014: RM111.7m) and non-current portion of RM612.2m (31 January 2014: RM1,249.2m).

23 DISCLOSURE OF REALISED AND UNREALISED RETAINED PROFITS/(ACCUMULATED LOSSES)

The following analysis is prepared in accordance with Special Matter No. 1, Determination of Realised and Unrealised Profits or Losses in the context of disclosure pursuant to Bursa Malaysia Securities Berhad Listing Requirements, as issued by the Malaysian Institute of Accountants (“MIA Guidance”) and the directive of Bursa Malaysia Securities Berhad.

PART B – EXPLANATORY NOTES PURSUANT TO APPENDIX 9B OF THE BURSA SECURITIES LISTING REQUIREMENTS (continued)

23 DISCLOSURE OF REALISED AND UNREALISED RETAINED PROFITS/(ACCUMULATED LOSSES) (continued)

The breakdown of (accumulated losses)/retained profits of the Group as at the balance sheet date, into realised and unrealised (losses)/profits, pursuant to the directive, is as follows:

Group	**As at 31/1/2015**	**As at 31/1/2014**
	RM'm	**RM'm**
Total (accumulated losses)/retained profits of the Company and its subsidiaries:		
- Realised	(175.8)	(215.6)
- Unrealised[N1]	(16.3)	32.8
	(192.1)	(182.8)
Total retained profits from associates and joint ventures:		
- Realised	7.5	14.1
- Unrealised	-	-
	(184.6)	(168.7)
Less: Consolidation adjustments	(449.9)	(478.3)
Total accumulated losses as per consolidated balance sheets	(634.5)	(647.0)

N1 The unrealised retained profits/(accumulated losses) are mainly deferred tax provision and translation gains or losses of monetary items denominated in a currency other than the functional currency.

24 CHANGES IN MATERIAL LITIGATION

There have been no significant developments in material litigations since the last balance sheet included in the annual audited financial statements up to the date of this announcement, except for the following:-

(i) Civil Suit in Indonesia by PTDV

With regard to PTDV's claim on the alleged unlawful act or tort for immaterial losses of USD20 billion against MBNS and other defendants, the South Jakarta District Court ("SJDC") had on 5 June 2014 dismissed the claim filed by PTDV.

After an examination of the evidence presented to the court, the SJDC ruled that the claim originated from the Subscription and Shareholders Agreement dated 11 March 2005 ("SSA") which contained an arbitration clause for dispute resolution. The SJDC ruled that the arbitration clause in the SSA was binding and applicable and thus the case must be determined by way of arbitration under the auspices of the Singapore International Arbitration Centre ("SIAC"). Based on the laws of Indonesia, the SJDC determined that it did not have the jurisdiction to hear the case and accordingly dismissed the claim. By way of background, this dispute has already been heard and finally determined by way of arbitration under the auspices of the SIAC and several awards were made by the Arbitration Tribunal in favor of MBNS and the other Astro entities in 2009 and 2010 ("SIAC Awards"). These SIAC Awards have been registered in Malaysia.

It is believed that PTDV has appealed against the judgment of the SJDC.

24 CHANGES IN MATERIAL LITIGATION (continued)

(ii) Application For Enforcement of The SIAC Awards In Hong Kong

With regard to the garnishee proceedings in Hong Kong brought by MBNS, and other plaintiffs (collectively, the "Claimants") against AcrossAsia Limited ("Garnishee"), the Claimants had subsequently filed an application to the High Court for leave to appeal to the Court of Appeal against the unconditional stay of execution of the garnishee order absolute granted by the Hong Kong High Court to the Garnishee and PT First Media ("PT FM"). This application has since been refused by the High Court. On 4 April 2014, the Claimants renewed this application for leave to appeal, this time before the Court of Appeal. The Court of Appeal had dismissed the Claimants' application for leave to appeal against the unconditional stay of execution of the garnishee order.

By way of background, in January 2012, PT FM applied inter alia for:

(a) an extension of time to apply to set aside the court orders to enforce the Awards granted in August and September 2010 and the 9 December 2010 judgment (since PT FM's application was made after the expiry of the time limit for such application to be made);

(b) an order that the Hong Kong court orders of August and September 2010 and the judgment in December 2010 be set aside; and

(c) an order that the garnishee order nisi be set aside

("the HK Setting Aside Application").

The Hong Kong High Court has on 17 February 2015 ruled on the HK Setting Aside Application in favour of the Claimants. The Hong Kong High Court found, amongst others, that:

(i) PT FM is not permitted to resist enforcement of the Awards as it has acted in breach of the good faith principle in its conduct in the Arbitration;

(ii) PT FM had taken a deliberate decision not to take action within the time limited to challenge enforcement of the Awards in Hong Kong;

(iii) the Awards remain valid and binding even though PT FM has successfully resisted enforcement of the Awards in Singapore.

The Hong Kong High Court declined to exercise its discretion to grant an extension of time to PT FM to apply to set aside the Awards.

Consequently, PT FM's HK Setting Aside Application was dismissed in its entirety.

(iii) Civil Suit in Indonesia by PT Ayunda Prima Mitra ("PT APM")

With regard to PT APM's claim against MBNS and other defendants for USD 1.75 billion, it was earlier disclosed that the Astro Defendants filed a challenge on the basis that the SJDC had no jurisdiction to hear the claim and that the claim falls within the scope of a binding arbitration agreement set out in the SSA.

On 13 May 2009, the SJDC rejected the Astro Defendants' challenge that PT APM's claim falls within the scope of a binding arbitration agreement set out in the SSA and held that it had jurisdiction to hear the dispute and subsequently, the SJDC had on 17 September 2009 dismissed PT APM's claims on grounds that PT APM had no legal standing to bring the action against the Astro Defendants.

24 CHANGES IN MATERIAL LITIGATION (continued)

(iii) Civil Suit in Indonesia by PT Ayunda Prima Mitra ("PT APM")(continued)

Both the Astro Defendants and PT APM have since appealed to the Supreme Court and the appeals are pending determination.

(iv) Singapore Court Proceedings in relation to the enforcement of the SIAC Awards

With regard to the Singapore court proceedings in relation to the enforcement of the SIAC Awards, it was earlier disclosed that the effect of the Singapore Court of Appeal decision was that the worldwide Mareva injunctions obtained by the Astro Claimants in July 2011 have ceased to be operative. PT FM has since filed an application in court to determine whether it can claim any damages consequent on the Mareva injunctions. This application is being opposed by the Astro Claimants.

(v) Arbitration Proceedings between MBNS and AV Asia Sdn Bhd ("AV Asia")

With regard to the dispute between MBNS and AV Asia in relation to an alleged breach of a Mutual Non-Disclosure Agreement, the arbitration proceedings were held at the Kuala Lumpur Regional Centre for Arbitration (KLRCA) from 14 July 2014 until 18 July 2014. On 10 October 2014, MBNS received the decision of the Arbitral Tribunal. The Arbitral Tribunal ruled that MBNS is not in breach of the Mutual Non-Disclosure Agreement and dismissed the Counterclaim of AV Asia. The Arbitral Tribunal also ordered AV Asia to pay costs in the sum of USD1,051,554 to MBNS.

25 DIVIDENDS

(a) The Board of Directors has declared a fourth interim single-tier dividend of 2.25 sen per ordinary share in respect of the financial year ended 31 January 2015 amounting to RM117,038,889, to be paid on 29 April 2015. The entitlement date for the dividend payment is 14 April 2015.

A depositor shall qualify for entitlement to the dividend only in respect of:

(i) shares transferred to the depositor's securities account before 4.00 pm on 14 April 2015 in respect of transfers; and

(ii) shares bought on Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of Bursa Malaysia Securities Berhad.

The Board of Directors also recommended for shareholders' approval at the forthcoming Annual General Meeting a final single-tier dividend of 2.0 sen per ordinary share in respect on the financial year ended 31 January 2015, to be paid on a date to be determined.

(b) The total dividends paid and proposed for the financial year ended 31 January 2015 is 6.5 sen per share, based on 5,201,728,400 ordinary shares and 4.5 sen per share, based on 5,198,300,000 ordinary shares (31 January 2014: 9.0 sen per share, based on 5,198,300,000 ordinary shares).

PART B – EXPLANATORY NOTES PURSUANT TO APPENDIX 9B OF THE BURSA SECURITIES LISTING REQUIREMENTS (continued)

26 EARNINGS PER SHARE

The calculation of basic earnings per ordinary share at 31 January 2015 was based on the profit attributable to ordinary shareholders and a weighted average number of ordinary shares outstanding.

The calculation of diluted earnings per ordinary shares at 31 January 2015 was based on profit attributable to ordinary shareholders and a weighted average number of ordinary shares outstanding after adjustment for the effects of all dilutive potential ordinary shares.

The following tables reflect the profit and share data used in the computation of basic and diluted earnings per share as at 31 January 2015:

	INDIVIDUAL QUARTER		CUMULATIVE QUARTER	
	QUARTER ENDED 31/1/2015	QUARTER ENDED 31/1/2014	YEAR ENDED 31/1/2015	YEAR ENDED 31/1/2014
Profit attributable to the equity holders of the Company (RM'm)	140.0	111.4	519.4	448.0
(i) Basic EPS				
Weighted average number of issued ordinary shares ('m)	5,201.7	5,198.3	5,199.3	5,198.3
Basic earnings per share (RM)	0.027	0.021	0.100	0.086
(ii) Diluted EPS				
Weighted average number of issued Ordinary shares ('m)	5,201.7	5,198.3	5,199.3	5,198.3
Effect of dilution:				
Grant of share awards under the management share scheme ('m)	10.4	7.8	10.7	7.7
	5,212.1	5,206.1	5,210.0	5,206.0
Diluted earnings per share (RM)	0.027	0.021	0.100	0.086

PART B – EXPLANATORY NOTES PURSUANT TO APPENDIX 9B OF THE BURSA SECURITIES LISTING REQUIREMENTS (continued)

27 MATERIAL EVENTS SUBSEQUENT TO END OF THE FINANCIAL YEAR

There were no material subsequent events during the period from the end of the quarter review to 30 March 2015.

BY ORDER OF THE BOARD

LIEW WEI YEE SHARON
(License No. LS0007908)

Company Secretary
30 March 2015