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**If you are in any doubt as to the course of action to be taken, you should consult your stockbroker, bank manager, solicitor, accountant or other professional advisers immediately.**

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**ASTRO MALAYSIA HOLDINGS BERHAD**

**ASTRO MALAYSIA HOLDINGS BERHAD**

(Company No. 201101004392 (932533-V))  
(Incorporated in Malaysia)

**CIRCULAR TO SHAREHOLDERS IN RELATION TO THE:**

- (I) PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE ("PROPOSED RENEWAL OF MANDATE"); AND**
- (II) PROPOSED NEW SHAREHOLDERS' MANDATE FOR ADDITIONAL RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE ("PROPOSED NEW MANDATE")**

**(COLLECTIVELY REFERRED TO AS THE "PROPOSED MANDATE")**

The resolutions in respect of the Proposed Mandate will be tabled at the Tenth Annual General Meeting ("**AGM**") of Astro Malaysia Holdings Berhad ("**AMH**") which will be conducted virtually on Wednesday, 22 June 2022 at 2.00 p.m. from the broadcast venue at Nexus 3, Level 3A, Connexion Conference & Event Centre at Nexus, Bangsar South City, No. 7, Jalan Kerinchi, 59200 Kuala Lumpur and via the online meeting platform at <https://meeting.boardroomlimited.my>.

You are advised to refer to the Notice of the Tenth AGM and Proxy Form for details of the resolutions in respect of the Proposed Mandate and the Administrative Guide on how to register to participate and vote remotely at our virtual AGM. These documents can be downloaded from [corporate.astro.com.my/ar2022](https://corporate.astro.com.my/ar2022).

If you wish to appoint a proxy or proxies (where permitted under our Constitution), the Proxy Form must be deposited with our share registrar, Boardroom Share Registrars Sdn Bhd ("**Boardroom**"), either by electronic means through the Boardroom Smart Investor Portal at <https://investor.boardroomlimited.com> by logging in and selecting 'Submit e-Proxy Form', or sending the original form by hand or post to Boardroom at 11<sup>th</sup> Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor on or before the last date and time for Proxy Form lodgement as indicated below.

**Important dates to note:**

Date and time of the virtual AGM	:	Wednesday, 22 June 2022 at 2.00 p.m.
Last date and time for shareholders' registration	:	Wednesday, 22 June 2022 upon the commencement of the poll voting session to be announced by the Chairman of Tenth AGM
Last date and time for Proxy Form lodgement	:	Tuesday, 21 June 2022 at 2.00 p.m.

## DEFINITIONS

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Except where the content otherwise requires, the following definitions shall apply throughout this Circular:

AAME	:	All Asia Media Equities Limited (34068), our Major Shareholder and a company incorporated in Bermuda
Act	:	Companies Act 2016
AEF	:	Akmal Eirfan bin Mohamed Fauzi, an alternate Director to FBH, a Director of NISB, our 51%-owned subsidiary
AGM	:	Annual General Meeting
AHSB	:	Astro Holdings Sdn Bhd (201001008721 (893349-M)), a Person Connected with our Major Shareholders and a company incorporated in Malaysia
AHSB Group	:	AHSB and bodies corporate where AHSB has equity interests of 10% or more
AMH or Company	:	Astro Malaysia Holdings Berhad (201101004392 (932533-V)), a company incorporated in Malaysia and listed on the Main Market of Bursa Securities
AMH Share(s) or Share(s)	:	Ordinary share(s) in our Company
AOL	:	ASTRO Overseas Limited (27692), a wholly-owned subsidiary of AHSB (a Person Connected with our Major Shareholders). AOL is a company incorporated in Bermuda and registered as a foreign company in Malaysia (200002000038 (994016-A))
Astro Digital 5	:	Astro Digital 5 Sdn Bhd (199901013431 (488331-D)), our wholly-owned subsidiary and a company incorporated in Malaysia
Astro GS Shop	:	Astro GS Shop Sdn Bhd (201401005001 (1081077-X)), our 60%-owned subsidiary and a company incorporated in Malaysia
Astro Productions	:	Astro Productions Sdn Bhd (199601028426 (400778-V)), our wholly-owned subsidiary and a company incorporated in Malaysia
Astro Radio	:	Astro Radio Sdn Bhd (199601031120 (403472-D)), our wholly-owned subsidiary and a company incorporated in Malaysia
Astro Shaw	:	Astro Shaw Sdn Bhd (199601036476 (408829-U)), our wholly-owned subsidiary and a company incorporated in Malaysia
Audit and Risk Committee	:	Our audit and risk committee comprising RCV, DYC and LGK
Board	:	Board of Directors of AMH
Bursa Depository	:	Bursa Malaysia Depository Sdn Bhd (198701006854 (165570-W))
Bursa Securities	:	Bursa Malaysia Securities Berhad (200301033577 (635998-W))
Circular	:	This circular to our shareholders in relation to the Proposed Mandate dated 24 May 2022

**DEFINITIONS** *(Cont'd)*

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CKH	:	Chang Kyu Hoon, a Director of Astro GS Shop, our 60%-owned subsidiary
CMCL	:	Celestial Movie Channel Limited (537213), a wholly-owned subsidiary of CTE (a Person Connected with our Major Shareholders). CMCL is a company incorporated in Hong Kong
CPL	:	Celestial Pictures Limited (542517), a wholly-owned subsidiary of AOL (a Person Connected with our Major Shareholders). CPL is a company incorporated in Hong Kong
CTE	:	Celestial Tiger Entertainment Limited (1679534), a Person Connected with our Major Shareholders and a company incorporated in Hong Kong
DHY	:	Dato' Hussamuddin bin Haji Yaacub, a Major Shareholder of NISB, our 51%-owned subsidiary
Director	:	Our director(s) and shall have the same meaning as given in Section 2(1) of the Capital Markets and Services Act 2007 and for the purpose of the Proposed Mandate, includes any person who is or was within the preceding 6 months of the date on which the terms of the transaction were agreed upon, a director or a chief executive officer of our Company (or any other company which is our subsidiary or holding company), in accordance with the definition set out in Chapter 10 of the Listing Requirements
DYC or Datuk Yvonne Chia	:	Datuk Yau Ah Lan @ Fara Yvonne, our senior independent non-executive Director
EPS	:	Earnings per Share
Excorp	:	Excorp Holdings N.V. (76431), our Major Shareholder and a company incorporated in Curacao
FBH	:	Firdaus binti Hussamuddin, a Director of NISB, our 51%-owned subsidiary
FetchTV	:	FetchTV Content Pty Ltd (139 732 684), a wholly-owned subsidiary of Media Innovations Holdings Pty Ltd, which in turn is a 83.84%-owned subsidiary of AOL (a Person Connected with our Major Shareholders). FetchTV is a company incorporated in Australia
GBK	:	Grup Buku Karang kraf Sdn Bhd (199301021681 (276419-M)), a Person Connected with the Major Shareholders of NISB, our 51%-owned subsidiary and a company incorporated in Malaysia
GCEO	:	Group Chief Executive Officer
GMK	:	Grup Majalah Karang kraf Sdn Bhd (198001000396 (54179-V)), a Major Shareholder of NISB, our 51%-owned subsidiary and a company incorporated in Malaysia
Group or AMH Group	:	Collectively, AMH and its subsidiaries
GSR	:	GS Retail Co. Ltd (110111-0090037), a Major Shareholder of Astro GS Shop, our 60%-owned subsidiary and a company incorporated in the Republic of Korea
GSR Group	:	GSR and bodies corporate where GSR has equity interests of 10% or more

**DEFINITIONS** *(Cont'd)*

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HT or GCEO	:	Henry Tan Poh Hock, our GCEO and a Director of our subsidiaries
IPTV	:	Internet Protocol Television, generally referring to multichannel digital television distributed over a managed intellectual property network with a managed quality of service and dedicated bandwidth
Khazanah	:	Khazanah Nasional Berhad (199301020767 (275505-K)), our Major Shareholder and a company incorporated in Malaysia
KHSB	:	Kotamar Holdings Sdn Bhd (198301003478 (98662-X)), a Major Shareholder of NISB, our 51%-owned subsidiary and a company incorporated in Malaysia
KMedic	:	Karangkraf Medicare Sdn Bhd (201701031232 (1245402-U)), a subsidiary of UPSB (a Person Connected with GMK, a Major Shareholder of NISB, our 51%-owned subsidiary). KMedic is a company incorporated in Malaysia
KMSB	:	Karangkraf Mall Sdn Bhd (197701004121 (34682-M)), a subsidiary of GMK (a Major Shareholder of NISB, our 51%-owned subsidiary). KMSB is a company incorporated in Malaysia
KS	:	Kenneth Shen, our non-independent non-executive Director
LGK	:	Lim Ghee Keong, our non-independent non-executive Director
Limits of Authority	:	The decision-making authority delegated by our Board to our Group's management
Listing Requirements	:	Main Market Listing Requirements of Bursa Securities
LPD	:	25 April 2022, being the latest practicable date prior to the printing of this Circular
MAIH	:	MAI Holdings Sdn Bhd (198801004022 (171379-T)), a Person Connected with our Major Shareholder and a company incorporated in Malaysia
Major Shareholder	:	<p>A person who has an interest or interests in one or more voting shares in our Company or any other company which is our subsidiary or holding company, and the number or aggregate number of those shares, is:</p> <p>(i) ten percent (10%) or more of the total number of voting shares in our Company, subsidiary or holding company; or</p> <p>(ii) five percent (5%) or more of the total number of voting shares in our Company, subsidiary or holding company where such person is the largest shareholder of our Company</p> <p>For the purpose of this definition, "interests" shall have the meaning of "interests in shares" given in Section 8 of the Act</p> <p>For the purpose of the Proposed Mandate, Major Shareholder includes any person who is or was within the preceding six (6) months of the date on which the terms of the transaction were agreed upon, a person as defined above</p>
Maxis	:	Maxis Berhad (200901024473 (867573-A)), a Person Connected with our Major Shareholders and a company incorporated in Malaysia which is listed on the Main Market of Bursa Securities

**DEFINITIONS** *(Cont'd)*

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Maxis Broadband	:	Maxis Broadband Sdn Bhd (199201002549 (234053-D)), a wholly-owned subsidiary of Maxis (a Person Connected with our Major Shareholders). Maxis Broadband is a company incorporated in Malaysia
Maxis Group	:	Maxis and bodies corporate where Maxis has equity interests of 10% or more
MBNS	:	MEASAT Broadcast Network Systems Sdn Bhd (199201008561 (240064-A)), our wholly-owned subsidiary and a company incorporated in Malaysia
MGB	:	MEASAT Global Berhad (195601000151 (2866-T)), a Person Connected with our Major Shareholder and a company incorporated in Malaysia
MGB Group	:	MGB and bodies corporate where MGB has equity interests of 10% or more
MGNS	:	MEASAT Global Network Systems Sdn Bhd (199201008565 (240068-T)), a Person Connected with our Major Shareholder and a company incorporated in Malaysia
MM	:	Mazita binti Mokty, our non-independent non-executive Director
MSS	:	MEASAT Satellite Systems Sdn Bhd (199201016342 (247846-X)), a wholly-owned subsidiary of MGB (a Person Connected with our Major Shareholder). MSS is a company incorporated in Malaysia
NA	:	Net assets
NISB	:	Nu Ideaktiv Sdn Bhd (201701033404 (1247575-P)), a company in which our subsidiary has 51% voting rights over its issued shares. NISB is a company incorporated in Malaysia
NISB Major Shareholders Group	:	Major Shareholders of NISB (excluding Astro Digital Sdn Bhd) comprising GMK, DHY, UCapital, UTech and KHSB and/or their respective affiliates and Persons Connected
PanOcean	:	PanOcean Management Limited (70421), our Major Shareholder and a company incorporated in Jersey, Channel Islands
PCBV	:	Pantai Cahaya Bulan Ventures Sdn Bhd (200801013943 (815232-A)), our Major Shareholder and a company incorporated in Malaysia which is a wholly-owned subsidiary of Khazanah
Person Connected	:	This shall have the same meaning as set out in Paragraph 1.01, Chapter 1 of the Listing Requirements
Proposed Mandate	:	Collectively, the Proposed Renewal of Mandate and the Proposed New Mandate
Proposed New Mandate	:	Proposed new shareholders' mandate to be obtained for additional RRPTs which may or will be entered into, as set out in Part B of Appendix I of this Circular
Proposed Renewal of Mandate	:	Proposed renewal of the existing shareholders' mandate for RRPTs obtained on 24 June 2021, as set out in Part A of Appendix I of this Circular
PSIL	:	Pacific States Investment Limited (39120), our Major Shareholder and a company incorporated in Jersey, Channel Islands

**DEFINITIONS** *(Cont'd)*

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RAAR	:	Rossana Annizah binti Ahmad Rashid, our non-independent non-executive Director
RCV	:	Renzo Christopher Viegas, our independent non-executive Director
Related Party(ies)	:	Our Directors, Major Shareholders and/or Persons Connected who have an interest, direct or indirect, in the RRPTs as set out in Appendices I and II of this Circular  “interest” shall have the meaning given in Paragraph 10.2(k) of the Listing Requirements and Section 10.5 of the Questions and Answers relating to the Listing Requirements issued by Bursa Securities
RRPTs	:	Recurrent related party transactions of a revenue or trading nature which are necessary for day-to-day operations and entered or proposed to be entered into by our Group with our Related Parties in the ordinary course of business
SC	:	Simon Cathcart, our non-independent non-executive Director
Sinar	:	Sinar Karangkraf Sdn Bhd (200401012066 (650569-D)), a subsidiary of GMK (a Major Shareholder of NISB, our 51%-owned subsidiary). Sinar is a company incorporated in Malaysia
SLTV	:	SLT VisionCom (Private) Limited (PV 63007), a Person Connected with our Major Shareholder and a company incorporated in Sri Lanka
SRGAP	:	SRG Asia Pacific Sdn Bhd (199601013501 (385851-P)), a Person Connected with our Major Shareholder and a company incorporated in Malaysia
SRGAP Group	:	SRGAP and bodies corporate where SRGAP has equity interest of 10% or more
Sun TV	:	Sun TV Network Limited (L22110TN1985PLC012491), a Person Connected with our Major Shareholder and a company incorporated in India
Sun TV Group	:	Sun TV and bodies corporate where Sun TV has equity interest of 10% or more
TAK	:	Ananda Krishnan Tatparanandam, our Major Shareholder
Tanjong Group	:	Tanjong plc and bodies corporate where Tanjong plc has equity interest of 10% or more
Tanjong plc	:	Tanjong Public Limited Company, a Person Connected with our Major Shareholders. Tanjong plc is a company incorporated in England (210874) and registered as a foreign company in Malaysia (194602000013 (990903-V))
Tayangan Unggul	:	Tayangan Unggul Sdn Bhd (199501036747 (365949-V)), our wholly-owned subsidiary and a company incorporated in Malaysia
TGV	:	TGV Cinemas Sdn Bhd (199401019919 (305598-W)), a wholly-owned subsidiary of Tanjong plc (a Person Connected with our Major Shareholders). TGV is a company incorporated in Malaysia
TGVP	:	TGV Pictures Sdn Bhd (201301031308 (1061137-W)), a wholly-owned subsidiary of TGV (a Person Connected with our Major Shareholders). TGVP is a company incorporated in Malaysia

**DEFINITIONS** *(Cont'd)*

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TM	:	Telekom Malaysia Berhad (198401016183 (128740-P)), a Person Connected with our Major Shareholder and a company incorporated in Malaysia which is listed on the Main Market of Bursa Securities
TM Group	:	TM and bodies corporate where TM has equity interest of 10% or more
TMK	:	Maya Krishnan Tatparanandam, a major shareholder of SRGAP and a Person Connected with our Major Shareholder
Transacting Party	:	A party with which our Company or any of our subsidiaries has entered, or may enter, into a RRPT under the Proposed Mandate
UCapital	:	Ultimate Capital Sdn Bhd (199301021674 (276412-W)), a Major Shareholder of NISB, our 51%-owned subsidiary. UCapital is a company incorporated in Malaysia
UPSB	:	Ultimate Print Sdn Bhd (198001008424 (62208-H)), a Person Connected with the Major Shareholders of NISB, our 51%-owned subsidiary. UPSB is a company incorporated in Malaysia
UTech	:	Ultimate Technologies Sdn Bhd (198401016244 (128801-V)), a Major Shareholder of NISB, our 51%-owned subsidiary. UTech is a company incorporated in Malaysia
UTES	:	Usaha Tegas Entertainment Systems Sdn Bhd (199201021251 (252755-X)), our Major Shareholder and a company incorporated in Malaysia
UTP	:	UT Projects Sdn Bhd (199701002387 (417883-W)), a wholly-owned subsidiary of UTSB (a Person Connected with our Major Shareholders). UTP is a company incorporated in Malaysia
UTSB	:	Usaha Tegas Sdn Bhd (198401008544 (121062-M)), our Major Shareholder and a company incorporated in Malaysia
UTSB Group	:	UTSB and bodies corporate where UTSB has equity interest of 10% or more
UTSBM	:	UTSB Management Sdn Bhd (199001000798 (192357-M)), a wholly-owned subsidiary of UTSB, our Major Shareholder. UTSBM is a company incorporated in Malaysia
WUmmah	:	Warisan Ummah Ikhlas Sdn Bhd (201201021609 (1006101-P)), a Person Connected with the Major Shareholder of NISB, our 51%-owned subsidiary. WUmmah is a company incorporated in Malaysia
WJW	:	Woo Jaiy-Won, a Director of Astro GS Shop, our 60%-owned subsidiary

**CURRENCIES**

RM and sen	:	Ringgit Malaysia and sen, the lawful currency of Malaysia
USD	:	United States Dollar, the lawful currency of the United States of America

## DEFINITIONS *(Cont'd)*

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Unless otherwise stated, the information set out in this Circular in relation to our Major Shareholder(s), Director(s) and Person(s) Connected is as at the LPD.

All references to "**our Company**" in this Circular mean AMH, references to "**our Group**" and "**AMH Group**" mean our Company and our subsidiaries. References to "**we**", "**us**", "**our**" and "**ourselves**" mean our Company, or where the context otherwise requires, our Group. All references to "**you**" in this Circular mean the shareholders of our Company, unless the context otherwise requires.

All references in this Circular to an "**affiliate**" of any entity within our Group mean, in relation to such entity, any other person which is a related corporation (as defined in the Act) of the said entity, whereas, references to an "**affiliate**" of any entity outside our Group mean, in relation to such entity, any other person which is a related corporation (as defined in the Act) of the said entity or any other person in which such entity has equity interest of 10% or more or is a member (if that person does not have any share capital).

Words denoting the singular shall include the plural and vice versa, and words denoting the masculine gender shall, where applicable, include the feminine and/or neuter genders, and vice versa. References to persons shall include corporations, unless otherwise specified.

Any reference to any law, act, enactment, code, rule or regulations in this Circular is a reference to that law, act, enactment, code, rule or regulations as amended or re-enacted from time to time.

Any reference to a time of day in this Circular is a reference to Malaysian time, unless otherwise stated.

Any discrepancy in the tables and statements included in this Circular between the amounts stated and the totals thereof are due to rounding.

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**LETTER TO OUR SHAREHOLDERS IN RELATION TO THE PROPOSED MANDATE**



ASTRO MALAYSIA HOLDINGS BERHAD

**ASTRO MALAYSIA HOLDINGS BERHAD**

(Company No. 201101004392 (932533-V))  
(Incorporated in Malaysia)

**Registered Office:**

All Asia Broadcast Centre  
Technology Park Malaysia  
Lebuhraya Puchong-Sungai Besi  
Bukit Jalil  
57000 Kuala Lumpur  
Malaysia

24 May 2022

**Board of Directors:**

Tun Dato' Seri Zaki bin Tun Azmi (Independent Non-Executive Chairman)  
Datuk Yvonne Chia (Senior Independent Non-Executive Director)  
Renzo Christopher Viegas (Independent Non-Executive Director)  
Tunku Ali Redhaudin Ibni Tuanku Muhriz (Independent Non-Executive Director)  
Nicola Mary Bamford (Independent Non-Executive Director)  
Lim Ghee Keong (Non-Independent Non-Executive Director)  
Simon Cathcart (Non-Independent Non-Executive Director)  
Mazita binti Mokty (Non-Independent Non-Executive Director)  
Kenneth Shen (Non-Independent Non-Executive Director)  
Rossana Annizah binti Ahmad Rashid (Non-Independent Non-Executive Director)

**To: Our shareholders**

Dear Sir/Madam,

**(I) PROPOSED RENEWAL OF MANDATE; AND**

**(II) PROPOSED NEW MANDATE**

**(COLLECTIVELY, THE "PROPOSED MANDATE")**

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**1. INTRODUCTION**

At our AGM on 24 June 2021, our Company obtained a mandate to enter into RRPTs as set out in Appendix I of this Circular.

In accordance with the Listing Requirements, the mandate referred to above shall lapse at the conclusion of our forthcoming Tenth AGM in 2022, unless authority for its renewal is obtained at the said AGM. In addition to the Proposed Renewal of Mandate, our Company will also be seeking your mandate for our Group to enter into additional RRPTs for the purposes of our Group's business and operations.

On 31 March 2022, our Company announced that we are proposing to seek your approval for the Proposed Mandate at our forthcoming Tenth AGM.

**THE PURPOSE OF THIS CIRCULAR IS TO PROVIDE YOU WITH DETAILS OF THE PROPOSED MANDATE AND TO SEEK YOUR APPROVAL FOR THE ORDINARY RESOLUTIONS IN RELATION TO THE PROPOSED MANDATE TO BE TABLED AT OUR FORTHCOMING TENTH AGM. SHAREHOLDERS ARE ADVISED TO REFER TO THE NOTICE OF THE TENTH AGM AND THE PROXY FORM ENCLOSED IN OUR COMPANY'S ANNUAL REPORT FOR THE FINANCIAL YEAR ENDED 31 JANUARY 2022 WHICH CAN BE DOWNLOADED FROM [corporate.astro.com.my/ar2022](http://corporate.astro.com.my/ar2022).**

**YOU ARE ADVISED TO READ AND CONSIDER CAREFULLY THE CONTENTS OF THIS CIRCULAR TOGETHER WITH THE RELEVANT APPENDICES BEFORE VOTING ON THE ORDINARY RESOLUTIONS IN RELATION TO THE PROPOSED MANDATE TO BE TABLED AT OUR FORTHCOMING TENTH AGM.**

## **2. BACKGROUND INFORMATION**

Paragraph 10.09(2) of the Listing Requirements provides that a listed issuer may seek its shareholders' mandate for RRPTs, subject to the following:

- (i) the transactions are in the ordinary course of business and are on terms not more favourable to the related party than those generally available to the public;
- (ii) the shareholders' mandate is subject to annual renewal and disclosure is made in the annual report of the aggregate value of transactions conducted pursuant to the shareholders' mandate during the financial year where the aggregate value, in relation to a listed issuer with an issued and paid-up share capital of RM60 million and above, is equal or more than the following:
  - (a) the consideration, value of the assets, capital outlay or costs of the aggregated transactions is RM1 million or more; or
  - (b) the percentage ratio of such aggregated transactions is one percent (1%) or more,whichever is the higher;
- (iii) this Circular contains such information as may be prescribed by Bursa Securities;
- (iv) in a meeting to obtain shareholders' mandate, the relevant related party must comply with the following requirements:
  - (a) a related party with any interest, direct or indirect ("**Interested Related Party**"), must not vote on the resolution in respect of the related party transaction;
  - (b) an Interested Related Party who is a director or major shareholder, must ensure that Persons Connected with it abstain from voting on the resolution in respect of the related party transaction; and
  - (c) where the Interested Related Party is a Person Connected with a director or major shareholder, such director or major shareholder must not vote on the resolution in respect of the related party transaction; and
- (v) the listed issuer immediately announces to Bursa Securities when the actual value of a RRPT entered into by the listed issuer, exceeds the estimated value of such RRPT disclosed in the circular by ten percent (10%) or more and must include the information as may be prescribed by Bursa Securities in its announcement.

Where the listed issuer has procured a shareholders' mandate pursuant to Paragraph 10.09(2) of the Listing Requirements, the provisions of Paragraph 10.08 of the Listing Requirements shall not apply.

The nature of the RRPTs with Related Parties, for which shareholders' approval is being sought under the Proposed Renewal of Mandate and the Proposed New Mandate, are set out in Parts A and B of Appendix I of this Circular, respectively. RRPTs that do not fall within the ambit of the Proposed Mandate will be subject to other applicable provisions under the Listing Requirements, the Act and/or any applicable law.

### **3. DETAILS OF THE PROPOSED MANDATE**

#### **3.1 Terms of RRPTs**

The RRPTs under the Proposed Mandate will be conducted or entered into (as the case may be) on normal commercial terms, at arm's length in the best interests of our Group, on terms that are not more favourable to our Related Parties than those generally available to the public and will not be detrimental to our non-interested shareholders.

#### **3.2 The Related Parties to which the Proposed Mandate are applicable**

The Proposed Mandate will be applicable to those Related Parties comprising our Directors, Major Shareholders and Persons Connected with them, who are more particularly described in Section 7 of this Circular and Appendices I and II of this Circular.

#### **3.3 Categories of RRPTs**

Our principal activity is that of investment holding, whilst the principal activities of our subsidiaries include the provision of television services, radio services, film library licensing, content creation, aggregation and distribution, talent management, multimedia interactive services, digital media and home shopping.

The categories of RRPTs which are or may be entered into by our Group principally relate or are ancillary to, or facilitates our Group's principal activities, which include, without limitation, the following:

##### **(i) Purchase of goods and services**

- (a) project management, development, consultancy and construction management services;
- (b) management services, maintenance and support services, and personnel support services;
- (c) services for telecommunications, managed communication, IPTV, content, broadband, digital media, information technology and multimedia and broadcasting;
- (d) acquisition of rights and licences for programmes, content and films;
- (e) development and production of films and/or content;
- (f) support and expertise in the merchandising and retail operations;
- (g) software and system development, integration, support and related services;
- (h) customer services; and
- (i) medical products, tools and instrument.

**(ii) Supply of goods and services**

- (a) supply of management, consultancy, and research and development services;
- (b) supply of transponder capacity, broadcasting services and related services;
- (c) provision of talent services for promotional activities;
- (d) provision of programmes, content, films and channels rights;
- (e) provision of internet portal services;
- (f) provision of production coverage and recording services;
- (g) provision of office/storage/land space and related facilities;
- (h) provision of marketing services and distribution of films; and
- (i) provision of printing, sales and distribution services for magazines.

**(iii) Promotional and marketing activities**

- (a) marketing, partnership and/or promotional activities such as sponsorships;
- (b) marketing and event management services and related activities (including rental of cinema halls, other premises and facilities); and
- (c) online web revenue, sale of airtime and advertising space.

**(iv) Rental or lease of assets and premises**

- (a) lease of transponder capacity and broadcast, transponder and uplink services;
- (b) rental of equipment; and
- (c) rental of resource centres, data centres and other premises.

**(v) Collaboration in respect of IPTV, content, broadband, voice and ancillary services**

**3.4 Nature of the RRPTs**

Details of the RRPTs for which the Proposed Mandate is being sought, which include the information on the transacting parties, the Interested Related Parties and the nature of their relationships with our Group are set out in Appendix I of this Circular.

### 3.5 Amounts due and owing to our Group by Related Parties pursuant to RRPTs (“Outstanding RRPT Receivables”)

The Outstanding RRPT Receivables from our Related Parties which have exceeded the normal credit term as at 31 January 2022 are as follows:

Company Within Our Group Involved	Transacting Party	Nature Of Transaction	Outstanding RRPT Receivables As At 31 January 2022 (RM)	Outstanding RRPT Receivables As At 31 January 2022 Which Exceed Normal Credit Period Of			
				1 Year Or Less (RM)	More Than 1 To 3 Years (RM)	More Than 3 To 5 Years (RM)	More Than 5 Years (RM)
MBNS and/or its affiliates	Maxis Broadband and/or its affiliates	Collaboration in respect of IPTV, content, broadband, voice and ancillary services	1,323,578	1,323,578	-	-	-
Astro Shaw and/or its affiliates	TGV and/or its affiliates	Share of ticket collections proceeds from movies screened at TGV cinemas and any costs relating thereto	8,220	8,220	-	-	-

In relation to the Outstanding RRPT Receivables, no late payment charges are imposed. This is due to, amongst others, our Group’s industry practices whereby no late payment charges are imposed. The same basis is applied towards our related and non-related parties.

As at the LPD, all the Outstanding RRPT Receivables have been fully settled.

### 3.6 Basis of estimated value of RRPTs

The estimated transaction values of the RRPTs under the Proposed Mandate as set out in Appendix I of this Circular are based on the estimated prevailing prices or rates, which are or will be formalised in agreements, contracts and/or other documentation to be entered into by our Group with the named transacting parties based on our Group’s usual levels of transaction and on the projected business volume from the date of our forthcoming Tenth AGM to our next AGM in 2023. The actual value of transactions may, however, vary from the estimated values disclosed in Appendix I of this Circular if there should occur, amongst others, any changes in the business, economic and/or competitive environment as well as through active negotiations between our Group and the said transacting parties.

### 3.7 Review procedures for the RRPTs

Our Group has established the following policies and procedures to ensure that all RRPTs will be entered into based on normal commercial terms at arm’s length basis, on terms which will not be more favourable to our Related Parties than those generally available to the public and will not be detrimental to our non-interested shareholders:

- (i) to support and supplement the internal control systems, our Group has and will continue to adopt the following additional review and approval procedures for RRPTs which are within the Proposed Mandate:
  - (a) individual RRPTs that fall below RM30.0 million in value will be reviewed and approved in accordance with our policy on Limits of Authority;

- (b) individual RRPTs exceeding RM30.0 million in value will be reviewed and considered by our Audit and Risk Committee and thereafter, if our Audit and Risk Committee shall deem fit, be recommended to our Board for approval; and
- (c) a quarterly report on all RRPTs transacted in that quarter will be produced to our Audit and Risk Committee for its reference;
- (ii) information on our Related Parties and review procedures applicable to all RRPTs are made available on our Group's internal portal which is accessible by our employees. Awareness sessions on RRPTs are conducted from time to time;
- (iii) RRPTs will be undertaken by our Group after an assessment of the transaction prices, terms and conditions, level of service and expertise required, and quality of products/services to ensure that such terms are comparable with those prevailing in the market and reasonable by industry standards, unless otherwise justified.

At least two (2) other contemporaneous transactions with unrelated third parties for similar product/services and/or quantities will be used as comparison, wherever possible, to determine whether the price and terms offered to/by our Related Parties are fair and reasonable and comparable to those offered to/by other unrelated third parties for the same or substantially similar type of product/services and/or quantities.

In the event that quotations or comparative pricing from unrelated third parties cannot be obtained for the proposed transactions, the transaction price will be based on the prevailing market norms and practices taking into account the efficiency, quality and type of services to be provided to ensure that the RRPTs are not detrimental to our Group.

The transaction prices may however allow for the usual margin given to or given by any unrelated third parties or will otherwise accord with the normal commercial terms and applicable industry norms;

- (iv) in the event that a member of our Audit and Risk Committee or Board has an interest and/or deemed interest in any particular RRPT, he/she shall declare his/her interest in the RRPT. He/she will also refrain from any deliberation and abstain from voting on the matter at our Audit and Risk Committee meeting or Board meeting in respect of such RRPT;
- (v) proper records will be maintained to record the RRPTs which are entered into pursuant to the Proposed Mandate to ensure accurate disclosure thereof;
- (vi) RRPTs entered into pursuant to the Proposed Mandate shall be reviewed under our annual internal audit plan to ensure that all requisite approvals have been obtained and our review procedures in respect of such RRPTs have been complied with;
- (vii) our Audit and Risk Committee shall review our internal audit reports on the review of RRPTs in order to ascertain that the RRPTs are entered into on normal commercial terms and on terms that are consistent with our usual business practices and policies and in accordance with our Group's Code of Business Ethics as well as in compliance with our policies and procedures established to monitor RRPTs;
- (viii) our Audit and Risk Committee monitors the actual transacted values of RRPTs under the Proposed Mandate to ensure that our Company makes an announcement to Bursa Securities if the actual value exceeds ten percent (10%) or more of the estimated value disclosed in the Circular for a particular group of Related Parties; and
- (ix) our Audit and Risk Committee has the discretion to request for additional procedures to be imposed on all RRPTs including appointing an independent adviser/expert.



### **3.8 Audit and Risk Committee Statement**

Our Audit and Risk Committee is of the view that our procedures and processes for the RRPTs as set out in Section 3.7 of this Circular are:

- (i) sufficient to ensure that the RRPTs will be entered into on normal commercial terms at arm's length basis, on terms which will not be more favourable to the Related Parties than those generally available to the public and which are not detrimental to our Group's non-interested shareholders; and
- (ii) adequate and sufficient to monitor, track and identify RRPTs in a timely and orderly manner and, if necessary, may request internal audit to review the systems and procedures.

### **3.9 Disclosure of RRPTs**

If the Proposed Mandate is approved, disclosure will be made in the annual report of our Company of, amongst others, the aggregate value of RRPTs conducted pursuant to the Proposed Mandate during the financial year, where:

- (i) the consideration, value of the assets, capital outlay or costs of the aggregated transactions is equal to RM1.0 million or more; or
- (ii) the percentage ratio of such aggregated transactions is one percent (1%) or more,

whichever is the higher.

In making the aforementioned disclosure in the annual report of our Company, a breakdown of the aggregate value of such RRPTs based on the type of transactions, the names of Related Parties involved and their relationships with our Group will be included.

Disclosure will be made in our annual report for each of the subsequent financial years during which the Proposed Mandate remains in force. If the actual value of RRPT exceeds the estimated value of RRPT disclosed in this Circular by ten percent (10%) or more for a particular group of Related Parties, our Company will make an immediate announcement, which will include the information as may be prescribed, to Bursa Securities.

### **3.10 Validity Period of the Proposed Mandate**

The Proposed Mandate, if approved at our forthcoming Tenth AGM, shall take effect from the date of the passing of the ordinary resolutions proposed at our AGM to approve the Proposed Mandate and is subject to annual renewal. In this respect, the authority conferred by the Proposed Mandate shall only continue to be in force until:

- (i) the conclusion of our next AGM in 2023 following our forthcoming Tenth AGM at which the Proposed Mandate is approved, at which time it will lapse, unless by a resolution passed at such general meeting the authority is renewed; or
- (ii) the expiration of the period within which our next AGM is required to be held pursuant to Section 340(2) of the Act (excluding however such extension as may be allowed pursuant to Section 340(4) of the Act); or
- (iii) the Proposed Mandate is revoked or varied by resolution passed by you in a general meeting,

whichever is the earliest.

Thereafter, your approval will be sought for the renewal of the Proposed Mandate at each subsequent AGM, subject to a satisfactory review by our Audit and Risk Committee.

#### **4. RATIONALE FOR THE PROPOSED MANDATE**

The Proposed Mandate will enable our Group to carry out RRPTs which are necessary for our day-to-day operations on a more efficient and timely basis, and eliminates the need to make frequent announcements to Bursa Securities or convene separate general meetings to seek your approval as and when the aforesaid RRPTs are entered into. The Proposed Mandate will therefore enable our Group to save administrative time and expenses which could be better utilised towards pursuing our corporate objectives.

#### **5. EFFECTS OF THE PROPOSED MANDATE**

The Proposed Mandate will not have any effect on our issued share capital and our substantial shareholders' shareholding in our Company. In addition, the Proposed Mandate will not have any material effect on our Group's earnings, NA and gearing. The Proposed Mandate is in relation to transactions which are of a revenue or trading nature, which form an integral part of our Group's day-to-day operations and hence, contribute to our financial performance.

#### **6. APPROVAL REQUIRED**

The Proposed Mandate is subject to your approval being obtained at our forthcoming Tenth AGM to be convened.

#### **7. INTERESTS OF DIRECTORS, MAJOR SHAREHOLDERS AND/OR PERSONS CONNECTED WITH THEM**

Details of the direct and indirect shareholdings of our interested Directors, interested Major Shareholders and interested Persons Connected with them are set out in Appendix II of this Circular.

Our interested Directors in relation to the Proposed Mandate, as set out in Appendix II of this Circular, have abstained and will continue to abstain from deliberating and voting in respect of the relevant RRPTs under the Proposed Mandate involving their interests and/or interests of Persons Connected with them, at our Audit and Risk Committee meetings and Board meetings. In addition, our interested Directors will abstain from voting in respect of their direct and indirect shareholdings in our Company at our forthcoming Tenth AGM on the relevant resolutions to approve the said RRPTs.

LGK, MM and SC are nominee Directors of UTSB, and KS is a nominee Director of Khazanah on the Board of our Company. Notwithstanding that they may not have any interest in some of the RRPTs under the Proposed Mandate and are not interested Directors within the meaning of Paragraph 10.2(k) of the Listing Requirements, they have abstained and will continue to abstain from voting on the relevant resolutions to approve the RRPTs under the Proposed Mandate involving the interests of their respective nominators in accordance with the Company's Policy on Deliberating and Voting on Related Party Transactions by Nominee Directors. They have been disclosed as interested Related Parties or interested Directors in this Circular solely for purposes of expediency.

Our interested Major Shareholders in relation to the Proposed Mandate, as set out in Appendix II of this Circular, will abstain from voting in respect of their direct and indirect shareholdings in our Company at our forthcoming Tenth AGM on the relevant resolutions to approve RRPTs involving their interests and/or interests of Persons Connected with them.

Further, our interested Directors and interested Major Shareholders have undertaken to ensure that Persons Connected with them will abstain from voting, deliberating and approving the relevant resolutions in respect of the Proposed Mandate at our forthcoming Tenth AGM, in which they and/or Persons Connected with them have interests.

Save for the abovementioned interested Directors, Major Shareholders and Persons Connected with them as set out in Appendix II of this Circular, none of our other Directors and Major Shareholders or Persons Connected with them have any interests, direct or indirect, in the Proposed Mandate.

## **8. DIRECTORS' RECOMMENDATION**

Having considered all aspects of the Proposed Mandate, your Board (save for the interested Directors in respect of each of the resolutions set out in Section 7 of this Circular who have expressed no opinion thereon), is of the opinion that the Proposed Mandate is in the best interest of our Company.

Accordingly, your Board (save for the interested Directors in respect of the relevant resolutions) recommends that you vote in favour of the ordinary resolutions in respect of the Proposed Mandate to be tabled at our forthcoming Tenth AGM.

## **9. AGM**

Our forthcoming Tenth AGM will be conducted virtually on **Wednesday, 22 June 2022 at 2.00 p.m.** from the broadcast venue at Nexus 3, Level 3A, Connexion Conference & Event Centre at Nexus, Bangsar South City, No. 7, Jalan Kerinchi, 59200 Kuala Lumpur and via online meeting facilities at <https://meeting.boardroomlimited.my>.

Kindly register to participate and vote at the virtual AGM by following the steps set out in the Administrative Guide, which can be downloaded from [corporate.astro.com.my/ar2022](https://corporate.astro.com.my/ar2022). If you wish to appoint a proxy or proxies, the Proxy Form may be deposited with our share registrar, Boardroom, in the following manner:

- (i) By electronic means  
Through the Boardroom Smart Investor Portal at <https://investor.boardroomlimited.com> by logging in and selecting "Submit e-Proxy Form".
- (ii) In hardcopy form  
By sending the ORIGINAL Proxy Form by hand or post to 11<sup>th</sup> Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor.

The Proxy Form must be received by Boardroom, no later than Tuesday, 21 June 2022 at 2.00 p.m. Our Company reserves the right to reject incomplete or erroneous forms. If you have submitted your Proxy Form and subsequently decide to appoint another person or you wish to participate in our Tenth AGM, please write to [bsr.helpdesk@boardroomlimited.com](mailto:bsr.helpdesk@boardroomlimited.com) to revoke the appointment of proxy no later than Tuesday, 21 June 2022 at 2.00 p.m.

## **10. FURTHER INFORMATION**

You are requested to refer to the attached appendices for further information.

Yours faithfully  
For and on behalf of the Board of  
**ASTRO MALAYSIA HOLDINGS BERHAD**

**Tun Dato' Seri Zaki bin Tun Azmi**  
Independent Non-Executive Chairman

## NATURE OF THE RRPTS

## (A) THE CATEGORIES OF RRPTS WHICH MAY OR WILL BE ENTERED INTO UNDER THE PROPOSED RENEWAL OF MANDATE

No.	Company within our Group involved	Transacting party	Nature of transaction	Estimated transaction value as disclosed in the Circular to Shareholders dated 24 May 2021 (RM'000)	Actual value transacted from 24 June 2021 up to LPD (RM'000)	Estimated value from 22 June 2022 to the next AGM in 2023 (RM'000)	Interested Related Party	
							Name	Nature of relationship
(a) <b>UTSB Group</b> The estimated aggregate value of transactions from the date of our forthcoming AGM to the date of our next AGM in 2023 amounts to RM42.20 million, consisting of the following transactions:								
1.	AMH and/or its subsidiaries	UTP and/or its affiliates	Provision of project and construction management and consultancy services to AMH and/or its subsidiaries	270	33	250	<u>Major Shareholders</u> UTSB, PSIL, Excorp, PanOcean and TAK  <u>Directors</u> LGK, MM and SC	Please refer to Note 1 of this appendix
2.	AMH and/or its subsidiaries	UTSBM and/or its affiliates	Provision of consultancy and support services to AMH and/or its subsidiaries	17,000	12,050	18,150	<u>Major Shareholders</u> UTS, PSIL, Excorp, PanOcean and TAK  <u>Directors</u> LGK, MM and SC	Please refer to Note 1 of this appendix
3.	AMH and/or its subsidiaries	Tanjong plc and/or subsidiaries	Usage of resource centres and data centre at Menara Maxis as part of the AMH Group's business continuity plans	260	165	260	<u>Major Shareholders</u> UTSB, PSIL, Excorp, PanOcean and TAK  <u>Directors</u> LGK, MM and SC	Please refer to Note 1 of this appendix
4.	Tayangan Unggul and/or its affiliates	TGV and/or its affiliates	Rental of cinema hall by Tayangan Unggul and/or its affiliates	118	-	412	<u>Major Shareholders</u> UTSB, PSIL, Excorp, PanOcean and TAK  <u>Directors</u> LGK, MM and SC	Please refer to Note 1 of this appendix

## NATURE OF THE RRPTS (Cont'd)

No.	Company within our Group involved	Transacting party	Nature of transaction	Estimated transaction value as disclosed in the Circular to Shareholders dated 24 May 2021 (RM'000)	Actual value transacted from 24 June 2021 up to LPD (RM'000)	Estimated value from 22 June 2022 to the next AGM in 2023 (RM'000)	Interested Related Party	
							Name	Nature of relationship
5.	Astro Radio and/or its affiliates	TGV and/or its affiliates	Sale of airtime, sponsorship and online web branding by Astro Radio and/or its affiliates	1,700	240	1,700	<u>Major Shareholders</u> UTSB, PSIL, Excorp, PanOcean and TAK  <u>Directors</u> LGK, MM and SC	Please refer to Note 1 of this appendix
6.	MBNS and/or its affiliates	TGVP and/or its affiliates	Provision of rights and licence for films and content to MBNS and/or its affiliates	150	-	150	<u>Major Shareholders</u> UTSB, PSIL, Excorp, PanOcean and TAK  <u>Directors</u> LGK, MM and SC	Please refer to Note 1 of this appendix
7.	Astro Shaw and/or its affiliates	TGV and/or its affiliates	Distribution, development, production, commissioning, licensing and/or marketing of films and/or content rights to/by Astro Shaw and/or its affiliates	8,970	-	8,950	<u>Major Shareholders</u> UTSB, PSIL, Excorp, PanOcean and TAK  <u>Directors</u> LGK, MM and SC	Please refer to Note 1 of this appendix
8.	MBNS and/or its affiliates	TGV and/or its affiliates	Provision of sponsorship, marketing and professional event management services and related activities (including the making of available of premises and facilities) by/to MBNS and/or its affiliates	1,363	-	1,363	<u>Major Shareholders</u> UTSB, PSIL, Excorp, PanOcean and TAK  <u>Directors</u> LGK, MM and SC	Please refer to Note 1 of this appendix
9.	MBNS and/or its affiliates	SLTV and/or its affiliates	Distribution, licensing and provision of channel rights and content by MBNS and/or its affiliates	USD250,000 (approximately RM1,025,250) <sup>(1)</sup>	-	USD100,000 (approximately RM435,650) <sup>(1)</sup>	<u>Major Shareholders</u> UTSB, PSIL, Excorp, PanOcean and TAK  <u>Directors</u> LGK, MM and SC	Please refer to Note 1 of this appendix

## NATURE OF THE RRPTS (Cont'd)

No.	Company within our Group involved	Transacting party	Nature of transaction	Estimated transaction value as disclosed in the Circular to Shareholders dated 24 May 2021 (RM'000)	Actual value transacted from 24 June 2021 up to LPD (RM'000)	Estimated value from 22 June 2022 to the next AGM in 2023 (RM'000)	Interested Related Party	
							Name	Nature of relationship
10.	Astro Shaw and/or its affiliates	TGV and/or its affiliates	Share of ticket collections proceeds from movies screened at TGV cinemas and any costs relating thereto	10,500	16	10,500	Major Shareholders UTSB, PSIL, Excorp, PanOcean and TAK  Directors LGK, MM and SC	Please refer to Note 1 of this appendix
11.	MBNS and/or its affiliates	TGV and/or its affiliates	Rental of cinema hall and purchase of concessions or in-season passes and ancillary services at TGV Cinemas by MBNS and/or its affiliates	30	-	30	Major Shareholders UTSB, PSIL, Excorp, PanOcean and TAK  Directors LGK, MM and SC	Please refer to Note 1 of this appendix
<b>(b) Maxis Group</b> The estimated aggregate value of transactions from the date of our forthcoming AGM to the date of our next AGM in 2023 amounts to RM240.17 million, consisting of the following transactions:								
12.	MBNS and/or its affiliates	Maxis Broadband and/or its affiliates	Provision of managed communications services to MBNS and/or its affiliates	13,410	5,172	9,980	Major Shareholders UTSB, PSIL, Excorp, PanOcean and TAK  Directors LGK, MM and SC	Please refer to Note 2 of this appendix
13.	Astro Radio and/or its affiliates	Maxis Broadband and/or its affiliates	Sale of airtime, sponsorship and online web branding by Astro Radio and/or its affiliates	28,000	14,531	23,500	Major Shareholders UTSB, PSIL, Excorp, PanOcean and TAK  Directors LGK, MM and SC	Please refer to Note 2 of this appendix

## NATURE OF THE RRPTS (Cont'd)

No.	Company within our Group involved	Transacting party	Nature of transaction	Estimated transaction value as disclosed in the Circular to Shareholders dated 24 May 2021 (RM'000)	Actual value transacted from 24 June 2021 up to LPD (RM'000)	Estimated value from 22 June 2022 to the next AGM in 2023 (RM'000)	Interested Related Party	
							Name	Nature of relationship
14.	MBNS and/or its affiliates	Maxis Broadband and/or affiliates	Provision of talent for promotional activities by MBNS and/or its affiliates	500	-	500	Major Shareholders UTSB, PSIL, Excorp, PanOcean and TAK  Directors LGK, MM and SC	Please refer to Note 2 of this appendix
15.	MBNS and/or its affiliates	Maxis Broadband and/or affiliates	Collaboration in respect of IPTV, content, broadband, voice and ancillary services	229,145	96,747	198,182	Major Shareholders UTSB, PSIL, Excorp, PanOcean and TAK  Directors LGK, MM and SC	Please refer to Note 2 of this appendix
16.	Astro GS Shop and/or its affiliates	Maxis Broadband and/or affiliates	Collaboration in respect of the partnership marketing, including member rewards, event sponsorship, advertising and ancillary activities	500	-	500	Major Shareholders UTSB, PSIL, Excorp, PanOcean and TAK  Directors LGK, MM and SC	Please refer to Note 2 of this appendix
17.	Astro Digital 5 and/or its affiliates	Maxis Broadband and/or affiliates	Provision of resource augmentation for software development and ancillary services to Astro Digital 5 and/or affiliates	1,312	964	1,312	Major Shareholders UTSB, PSIL, Excorp, PanOcean and TAK  Directors LGK, MM and SC	Please refer to Note 2 of this appendix
18.	MBNS and/or its affiliates	Maxis Broadband and/or affiliates	Collaboration in respect of building/managing core network, broadband, content and ancillary services	35,800	-	6,200	Major Shareholders UTSB, PSIL, Excorp, PanOcean and TAK  Directors LGK, MM and SC	Please refer to Note 2 of this appendix

## NATURE OF THE RRPTS (Cont'd)

No.	Company within our Group involved	Transacting party	Nature of transaction	Estimated transaction value as disclosed in the Circular to Shareholders dated 24 May 2021 (RM'000)	Actual value transacted from 24 June 2021 up to LPD (RM'000)	Estimated value from 22 June 2022 to the next AGM in 2023 (RM'000)	Interested Related Party	
							Name	Nature of relationship
(c) MGB Group The estimated aggregate value of transactions from the date of our forthcoming AGM to the date of our next AGM in 2023 amounts to RM4.71 million, consisting of the following transactions:								
19.	Astro Productions and/or its affiliates	MSS and/or its affiliates	Provision of production coverage and recording by Astro Productions and/or its affiliates	100	-	100	Major Shareholder TAK  Directors LGK, MM and SC	Please refer to Note 3 of this appendix
20.	MBNS and/or its affiliates	MSS and/or its affiliates	Provision of broadcast, transponder capacity, uplink services and ancillary services to/by MBNS and/or its affiliates	5,985	1,124	3,914	Major Shareholder TAK  Directors LGK, MM and SC	Please refer to Note 3 of this appendix
21.	MBNS and/or its affiliates	MGB and/or its affiliates	Sale of airtime, sponsorship and online web branding by MBNS and/or its affiliates	700	-	700	Major Shareholder TAK  Directors LGK, MM and SC	Please refer to Note 3 of this appendix



## NATURE OF THE RRPTS (Cont'd)

No.	Company within our Group involved	Transacting party	Nature of transaction	Estimated transaction value as disclosed in the Circular to Shareholders dated 24 May 2021 (RM'000)	Actual value transacted from 24 June 2021 up to LPD (RM'000)	Estimated value from 22 June 2022 to the next AGM in 2023 (RM'000)	Interested Related Party	
							Name	Nature relationship of
(d) <b>AHSB Group</b> The estimated aggregate value of transactions from the date of our forthcoming AGM to the date of our next AGM in 2023 amounts to RM42.23 million, consisting of the following transactions:								
22.	MBNS and/or its affiliates	CTE and/or its affiliates	Provision of rights for carriage of Kix and Celestial channels to MBNS and/or its affiliates	USD3,318,700 (approximately RM13,609,989) <sup>(1)</sup>	10,685	USD3,318,700 (approximately RM14,457,916.60) <sup>(1)</sup>	<u>Major Shareholders</u> PCBV, Khazanah, AAME, UTES, UTSB, PSIL, Excorp, PanOcean and TAK  <u>Directors</u> LGK, MM, SC and KS	Please refer to Note 4 of this appendix
23.	MBNS and/or its affiliates	CMCL and/or its affiliates	Provision of rights and licence for films to/by MBNS and/or its affiliates	1,056	52	1,056	<u>Major Shareholders</u> PCBV, Khazanah, AAME, UTES, UTSB, PSIL, Excorp, PanOcean and TAK  <u>Directors</u> LGK, MM, SC and KS	Please refer to Note 4 of this appendix
24.	MBNS and/or its affiliates	FetchTV and/or its affiliates	Distribution, licensing and/or provision of channel and content rights by MBNS and/or its affiliates	650	117	600	<u>Major Shareholders</u> PCBV, Khazanah, AAME, UTES, UTSB, PSIL, Excorp, PanOcean and TAK  <u>Directors</u> LGK, MM, SC, KS and HT	Please refer to Note 4 of this appendix

## NATURE OF THE RRPTS (Cont'd)

No.	Company within our Group involved	Transacting party	Nature of transaction	Estimated transaction value as disclosed in the Circular to Shareholders dated 24 May 2021 (RM'000)	Actual value transacted from 24 June 2021 up to LPD (RM'000)	Estimated value from 22 June 2022 to the next AGM in 2023 (RM'000)	Interested Related Party	
							Name	Nature of relationship
25.	MBNS and/or its affiliates	CMCL and/or its affiliates	Distribution, licensing and provision of rights for films and content by/to MBNS and/or its affiliates	USD160,000 (approximately RM656,160) <sup>(1)</sup>	-	USD160,000 (approximately RM697,040) <sup>(1)</sup>	<u>Major Shareholders</u> PCBV, Khazanah, AAME, UTES, UTSB, PSIL, Excorp, PanOcean and TAK  <u>Directors</u> LGK, MM, SC and KS	Please refer to Note 4 of this appendix
26.	Astro Radio and/or its affiliates	CPL and/or its affiliates	Sale of airtime, sponsorship and online web branding by Astro Radio and/or its affiliates	300	-	300	<u>Major Shareholders</u> PCBV, Khazanah, AAME, UTES, UTSB, PSIL, Excorp, PanOcean and TAK  <u>Directors</u> LGK, MM, SC and KS	Please refer to Note 4 of this appendix
27.	AMH and/or its subsidiaries	AHSB and/or its subsidiaries	Provision of consultancy and support services to/by AMH and/or its subsidiaries	120	83	120	<u>Major Shareholders</u> PCBV, Khazanah, AAME, UTES, UTSB, PSIL, Excorp, PanOcean and TAK  <u>Directors</u> LGK, MM, SC and KS	Please refer to Note 4 of this appendix
28.	MBNS and/or its affiliates	FetchTV and/or its affiliates	Provision of software and system development, integration, support and related services to MBNS and/or its affiliates	25,000	1,510	25,000	<u>Major Shareholders</u> PCBV, Khazanah, AAME, UTES, UTSB, PSIL, Excorp, PanOcean and TAK  <u>Directors</u> LGK, MM, SC, KS and HT	Please refer to Note 4 of this appendix

## NATURE OF THE RRPTS (Cont'd)

No.	Company within our Group involved	Transacting party	Nature of transaction	Estimated transaction value as disclosed in the Circular to Shareholders dated 24 May 2021 (RM'000)	Actual value transacted from 24 June 2021 up to LPD (RM'000)	Estimated value from 22 June 2022 to the next AGM in 2023 (RM'000)	Interested Related Party	
							Name	Nature of relationship
(e) Sun TV Group The estimated aggregate value of transactions from the date of our forthcoming AGM to the date of our next AGM in 2023 amounts to RM30.00 million, consisting of the following transactions:								
29.	AMH and/or its subsidiaries	Sun TV and/or its affiliates	Distribution, licensing and provision of channel and content rights by/to AMH and/or its subsidiaries	32,000	20,876	30,000	Major Shareholders PCBV, Khazanah, AAME, UTES, UTSB, PSIL, Excorp, PanOcean and TAK  Directors LGK, MM, SC and KS	Please refer to Note 5 of this appendix
(f) SRGAP Group The estimated aggregate value of transactions from the date of our forthcoming AGM to the date of our next AGM in 2023 amounts to RM26.78 million consisting of the following transactions:								
30.	MBNS and/or its affiliates	SRGAP and/or its affiliates	Provision of customer service personnel and related services to MBNS and/or its affiliates	19,836	-	26,778	Major Shareholder TAK  Directors LGK, MM and SC	Please refer to Note 6 of this appendix

## NATURE OF THE RRPTS (Cont'd)

No.	Company within our Group involved	Transacting party	Nature of transaction	Estimated transaction value as disclosed in the Circular to Shareholders dated 24 May 2021 (RM'000)	Actual value transacted from 24 June 2021 up to LPD (RM'000)	Estimated value from 22 June 2022 to the next AGM in 2023 (RM'000)	Interested Related Party	
							Name	Nature of relationship
(g) NISB Major Shareholders Group The estimated aggregate value of transactions from the date of our forthcoming AGM to the date of our next AGM in 2023 amounts to RM4.06 million consisting of the following transactions:								
31.	NISB and/or its affiliates	Sinar and/or its affiliates	Provision of services relating to the sale of airtime and advertising inventory to/by NISB and/or its affiliates	450	-	100	Major Shareholders GMK, DHY, UCapital, UTech and KHSB  Directors FBH and AEF	Please refer to Note 7 of this appendix
32.	NISB and/or its affiliates	KMSB and/or its affiliates	Provision of sales and distribution of magazine services and/or other publications to/by NISB and/or its affiliates	80	60	80	Major Shareholders GMK, DHY, UCapital, UTech and KHSB  Directors FBH and AEF	Please refer to Note 7 of this appendix
33.	NISB and/or its affiliates	GMK and/or its subsidiaries	Provision of building space and related facilities to NISB and/or its affiliates	40	12	20	Major Shareholders GMK, DHY, UCapital, UTech and KHSB  Directors FBH and AEF	Please refer to Note 7 of this appendix
34.	NISB and/or its affiliates	GMK and/or its subsidiaries	Provision of management services and hardware, software leasing and licensing to NISB and/or its affiliates	226	134	200	Major Shareholders GMK, DHY, UCapital, UTech and KHSB  Directors FBH and AEF	Please refer to Note 7 of this appendix

## NATURE OF THE RRPTS (Cont'd)

No.	Company within our Group involved	Transacting party	Nature of transaction	Estimated transaction value as disclosed in the Circular to Shareholders dated 24 May 2021 (RM'000)	Actual value transacted from 24 June 2021 up to LPD (RM'000)	Estimated value from 22 June 2022 to the next AGM in 2023 (RM'000)	Interested Related Party	
							Name	Nature of relationship
35.	NISB and/or its affiliates	Sinar and/or its affiliates	Provision of advertising, sponsorship, marketing, event management services and related activities by/to NISB and/or its affiliates	1,000	7	800	Major Shareholders GMK, DHY, UCapital, UTech and KHSB  Directors FBH and AEF	Please refer to Note 7 of this appendix
36.	MBNS and/or its affiliates	GMK and/or its subsidiaries	Cross selling of content, advertising inventory, print/digital services to/by MBNS and/or its affiliates	500	163	500	Major Shareholders GMK, DHY, UCapital, UTech and KHSB  Directors FBH and AEF	Please refer to Note 7 of this appendix
37.	NISB and/or its affiliates	UPSB and/or its affiliates	Provision of magazine or materials printing or merchandises and delivery services to NISB and/or its affiliates	2,011	9	125	Major Shareholders DHY, UCapital, UTech and KHSB  Directors FBH and AEF	Please refer to Note 7 of this appendix
38.	NISB and/or its affiliates	UPSB and/or its affiliates	Provision of office/studio space and related facilities to NISB and/or its affiliates	910	415	750	Major Shareholders DHY, UCapital, UTech and KHSB  Directors FBH and AEF	Please refer to Note 7 of this appendix
39.	MBNS and/or its affiliates	GMK and/or its subsidiaries	Purchase of publications/merchandise by MBNS and/or its affiliates	20	-	20	Major Shareholders DHY, UCapital, UTech and KHSB  Directors FBH and AEF	Please refer to Note 7 of this appendix

## NATURE OF THE RRPTS (Cont'd)

No.	Company within our Group involved	Transacting party	Nature of transaction	Estimated transaction value as disclosed in the Circular to Shareholders dated 24 May 2021 (RM'000)	Actual value transacted from 24 June 2021 up to LPD (RM'000)	Estimated value from 22 June 2022 to the next AGM in 2023 (RM'000)	Interested Related Party	
							Name	Nature of relationship
40.	MBNS and/or its affiliates	GBK and/or its affiliates	Collaboration in respect of development, production, marketing, distribution, commissioning and/or commercialisation of intellectual properties and ancillary services	200	63	200	Major Shareholders DHY, UCapital, UTech and KHSB  Directors FBH and AEF	Please refer to Note 7 of this appendix
41.	NISB and/or its affiliates	GMK and/or its affiliates	Provision of production services, including equipment/venue rentals to/by NISB and/or its affiliates	487	10	1,100	Major Shareholders DHY, UCapital, UTech and KHSB  Directors FBH and AEF	Please refer to Note 7 of this appendix
42.	NISB and/or its affiliates	WUmmah and/or its affiliates	Provision of consultancy and support services on content to/by NISB and/or its affiliates	120	-	100	Major Shareholders DHY, UCapital, UTech and KHSB  Directors FBH and AEF	Please refer to Note 7 of this appendix
43.	NISB and/or its affiliates	KMedic and/or its affiliates	Provision of advertising, sponsorship, marketing, event management services and related activities to/by NISB and/or its affiliates	300	-	60	Major Shareholders DHY, UCapital, UTech and KHSB  Directors FBH and AEF	Please refer to Note 7 of this appendix

**Note:**

(1) Figures shown are in absolute terms.

## NATURE OF THE RRPTS (Cont'd)

## (B) ADDITIONAL CATEGORIES OF RRPTS WHICH MAY OR WILL BE ENTERED INTO UNDER THE PROPOSED NEW MANDATE

No.	Company within our Group involved	Transacting party	Nature of transaction	Estimated value from 22 June 2022 to the next AGM in 2023 (RM'000)	Interested Related Party	
					Name	Nature of relationship
<b>(a) UTSB Group</b> The estimated aggregate value of transactions from the date of our forthcoming AGM to the date of our next AGM in 2023 amounts to RM0.60 million consisting of the following transactions excluding the transactions with UTSB Group amounting to RM42.20 million as disclosed in Part A of this appendix:						
1.	Astro Radio and/or its affiliates	TGV and/or its affiliates	Collaboration, provision of services and/or contribution in respect of setting up, building, managing and/or sharing online radio stations including content, advertising, technology-related services and ancillary activities to/by Astro Radio and/or its affiliates	600	<u>Major Shareholders</u> UTSB, PSIL, Excorp, PanOcean and TAK  <u>Directors</u> LGK, MM and SC	Please refer to Note 1 of this appendix
<b>(b) MGB Group</b> The estimated aggregate value of transactions from the date of our forthcoming AGM to the date of our next AGM in 2023 amounts to RM12.04 million consisting of the following transactions excluding the transactions with MGB Group amounting to RM4.71 million as disclosed in Part A of this appendix:						
2.	Astro Productions and/or its affiliates	MSS and/or its affiliates	Provision of office, storage and/or land space to/by Astro Productions and/or its affiliates payable on a monthly basis	440	<u>Major Shareholders</u> TAK  <u>Directors</u> LGK, MM and SC	Please refer to Note 3 of this appendix
3.	MBNS and/or its affiliates	MSS and/or its affiliates	Provision of services in relation to the sourcing and managing of customers for the rental of unutilised transponder capacity and ancillary activities, and/or the leasing of unutilised transponder capacity and ancillary activities to/by MBNS and/or its affiliates	11,600	<u>Major Shareholders</u> TAK  <u>Directors</u> LGK, MM and SC	Please refer to Note 3 of this appendix

## NATURE OF THE RRPTS (Cont'd)

No.	Company within our Group involved	Transacting party	Nature of transaction	Estimated value from 22 June 2022 to the next AGM in 2023 (RM'000)	Interested Related Party	
					Name	Nature of relationship
<b>(c) NISB Major Shareholders Group</b> The estimated aggregate value of transactions from the date of our forthcoming AGM to the date of our next AGM in 2023 amounts to RM0.04 million consisting of the following transactions excluding the transactions with NISB Major Shareholders Group amounting to RM4.06 million as disclosed in Part A of this appendix:						
4.	NISB and/or its affiliates	KMedic and/or its affiliates	Purchase of medical products, tools, instruments and related products by NISB and/or its affiliates	40	<u>Major Shareholders</u> DHY, UCapital, UTech and KHSB  <u>Directors</u> FBH and AEF	Please refer to Note 7 of this appendix
<b>(d) GSR Group</b> The estimated aggregate value of transactions from the date of our forthcoming AGM to the date of our next AGM in 2023 amounts to RM15.00 million						
5.	Astro GS Shop and/or its affiliates	GSR and/or its affiliates	Provision of support and expertise in merchandising and retail operations of the home shopping business and ancillary services to/by Astro GS Shop and/or its affiliates	15,000	<u>Major Shareholder</u> GSR  <u>Directors</u> CKH and WJW	Please refer to Note 8 of this appendix
<b>(e) TM Group</b> The estimated aggregate value of transactions from the date of our forthcoming AGM to the date of our next AGM in 2023 amounts to RM170.39 million						
6.	MBNS and/or its affiliates	TM and/or its subsidiaries	Provision of broadband network services, content distribution network, communication links and ancillary services to/by MBNS and/or its affiliates	170,385	<u>Major Shareholders</u> PCBV and Khazanah  <u>Directors</u> KS and RAAR	Please refer to Note 9 of this appendix

**Notes:**

- (i) The estimated USD values from the date of the forthcoming Tenth AGM on 22 June 2022 to the next AGM in 2023 is converted based on the exchange rate of USD1.00: RM4.3565, being the middle rate prevailing at 5.00 p.m. as at LPD as published by Bank Negara Malaysia.
- (ii) All information in relation to equity interests and directorships as set out in this appendix are as at the LPD.
- (iii) The transacting parties within the AMH Group as set out in the table above may vary upon conclusion of these transactions.



## NATURE OF THE RRPTS (Cont'd)

### 1. UTSB Group

MBNS, Tayangan Unggul, Astro Shaw and Astro Radio are wholly-owned subsidiaries of AMH.

UTP and UTSBM are wholly-owned subsidiaries of UTBS while Tanjong plc, TGV and TGVP are wholly-owned subsidiaries of Tanjong Capital Sdn Bhd ("**TCSB**"). SLTV is a wholly-owned subsidiary of Sri Lanka Telecom Plc which in turn is 44.98%-owned by UTBS. UTP, UTBSM, Tanjong plc, TGV, TGVP and SLTV are Persons Connected with UTBS, PSIL, Excorp, PanOcean and TAK.

Each of UTBS, PSIL, Excorp and PanOcean is a Major Shareholder, with a deemed interest over 1,249,075,472 AMH Shares representing 23.95% equity interest in AMH through the wholly-owned subsidiaries of UTBS namely, UTES and AAME with each holding 235,778,182 AMH Shares and 1,013,297,290 AMH Shares directly, representing 4.52% and 19.43% equity interest in AMH respectively.

TAK has a deemed interest in the AMH Shares in which UTBS has an interest by virtue of the deemed interest of PanOcean in the AMH Shares. 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. PanOcean holds 100% equity interest in Excorp which in turn holds 100% equity interest in PSIL. PSIL holds 99.999% equity interest in UTBS. TAK is also a director of PanOcean, Excorp, PSIL and UTBS.

Although TAK and PanOcean are deemed to have an interest in the AMH Shares as described in the foregoing, they do not have any economic or beneficial interest over such shares as such interest is held subject to the terms of such discretionary trust referred to in the paragraph above.

TAK is also deemed to have an interest in the AMH Shares by virtue of the interests of East Asia Broadcast Network Systems N.V. ("**EABNS**"), Pacific Broadcast Systems N.V. ("**PBS**"), Home View Limited N.V. ("**HVL**"), Southpac Investments Limited N.V. ("**SIL**"), Ujud Cergas Sdn Bhd ("**UCSB**"), Metro Ujud Sdn Bhd ("**MUSB**"), Mujur Sanjung Sdn Bhd ("**MSSB**"), Prisma Gergasi Sdn Bhd ("**PGSB**") and Ujud Murni Sdn Bhd ("**UMSB**") which collectively hold directly 903,792,754 AMH Shares representing 17.33% equity interest in AMH. TAK is deemed to have an interest in the 903,792,754 AMH Shares collectively held by EABNS, PBS, HVL, SIL, UCSB, MUSB, MSSB, PGSB and UMSB by virtue of him holding 100% equity interest in their respective ultimate holding companies viz. Tucson N.V. ("**Tucson**"), Orient Systems Limited N.V. ("**OSL**"), Home View Holdings N.V. ("**HVH**"), Southpac Holdings N.V. ("**SHNV**"), All Asia Radio Broadcast N.V. ("**AARB**"), Global Radio Systems N.V. ("**GRS**"), Maestra International Broadcast N.V. ("**MIB**"), Maestra Global Radio N.V. ("**MGR**") and Global Broadcast Systems N.V. ("**GBS**").

Each of PSIL, Excorp, PanOcean and TAK has a deemed interest over 124,688,000 ordinary shares in TCSB ("**TCSB Shares**") representing 65.84% equity interest in TCSB through UTBS. UTBS holds an aggregate of 124,688,000 TCSB Shares representing 65.84% equity interest in TCSB, of which 71,000,000 TCSB Shares representing 37.49% equity interest in TCSB is held directly by UTBS, while 53,688,000 TCSB Shares representing 28.35% equity interest in TCSB is held indirectly via its wholly-owned subsidiary, Usaha Tegas Resources Sdn Bhd.

Although TAK and PanOcean are deemed to have an interest in the TCSB Shares as described in the foregoing, they do not have any economic or beneficial interest over such TCSB Shares, as such interest is held subject to the terms of such discretionary trust referred to the above.

In addition, TAK is deemed to have an interest over 47,792,803 TCSB Shares representing 25.23% equity interest in TCSB through the wholly-owned subsidiaries of MAI Sdn Berhad ("**MAI**"), by virtue of his 100% direct equity interest in MAI.

LGK, MM and SC are nominee Directors of UTBS on the Board.

LGK, who is a Director of AMH and MBNS, is also a director of UTBS, PSIL, Excorp, PanOcean, UTBSM and TCSB. He has a direct equity interest over 1,000,000 AMH Shares representing 0.02% equity interest in AMH. He does not have any equity interest in Tanjong plc, TGV, TGVP, UTBS Group and AMH subsidiaries.

MM, who is a Director of AMH, is also a director of TCSB, Tanjong plc and an alternate director on the Board of UTBS. She does not have any equity interest in the AMH Group, UTBS Group and TCSB Group.

SC, who is a Director of AMH, does not have any equity interest in the AMH Group, UTBS Group and TCSB Group.

## NATURE OF THE RRPTS (Cont'd)

### 2. Maxis Group

Astro Digital 5 is a wholly-owned subsidiary of AMH, whilst Astro GS Shop is a 60%-owned subsidiary of AMH. Maxis Broadband is a wholly-owned subsidiary of Maxis, which is in turn a 62.29%-owned indirect subsidiary of Binariang GSM Sdn Bhd ("**BGSM**").

Each of UTSB, PSIL, Excorp, PanOcean and TAK is a Major Shareholder, is also a major shareholder of Maxis with a deemed interest over 4,875,000,000 ordinary shares in Maxis ("**Maxis Shares**") representing 62.29% equity interest in Maxis, by virtue of its/his deemed interest in BGSM which holds 100% equity interest in BGSM Management Sdn Bhd ("**BGSM Management**"). BGSM Management holds 100% equity interest in BGSM Equity Holdings Sdn Bhd ("**BGSM Equity**") which in turn holds 62.29% equity interest in Maxis. UTSB's deemed interest in the Maxis Shares arises through its wholly-owned subsidiaries, namely, Wilayah Resources Sdn Bhd, Tegas Puri Sdn Bhd, Besitang Barat Sdn Bhd and Besitang Selatan Sdn Bhd, which hold in aggregate 37% equity interest in BGSM.

PanOcean holds 100% equity interest in Excorp which in turn holds 100% equity interest in PSIL. PSIL holds 99.999% equity interest in UTSB. 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 TAK and PanOcean are deemed to have an interest in the Maxis Shares as described in the foregoing, they do not have any economic or beneficial interest over such Maxis Shares as such interest is held subject to the terms of the discretionary trust. Please refer to Note 1 above for interests of UTSB, PSIL, Excorp, PanOcean and TAK in AMH.

LGK, MM and SC are nominee Directors of UTSB on the Board.

LGK, who is a Director of AMH and MBNS, is also a director of UTSB, PSIL, Excorp, PanOcean, Maxis and several subsidiaries of Maxis (including Maxis Broadband). LGK does not have any equity interest in the Maxis Group. Please refer to Note 1 for LGK's interest in AMH.

MM and SC, who are Directors of AMH, do not have any equity interest in the AMH Group and Maxis Group.

### 3. MGB Group

Astro Productions is a wholly-owned subsidiary of AMH. MSS is a wholly-owned subsidiary of MGB.

TAK is a major shareholder of MGB with a deemed interest over 272,953,208 ordinary shares ("**MGB Shares**") representing 70% equity interest in MGB held via MGNS, a wholly-owned subsidiary of MAIH in which he has 100% direct equity interest. Hence, TAK has a deemed interest over MSS. Please refer to Note 1 for TAK's deemed interest in AMH.

LGK, MM and SC are nominee Directors of UTSB on the Board.

LGK, who is a Director of AMH and MBNS, is also a director of MGNS. He does not have any equity interest in the shares of the MGB Group. Please refer to Note 1 for LGK's interests in AMH.

SC, who is a Director of AMH, is also a director of MGB and MSS. He is also the acting CEO of MSS. He does not have any equity interest in the AMH Group and MGB Group.

MM, who is a Director of AMH, is also a major shareholder of MGB with a deemed interest over 116,979,947 MGB Shares representing 30% equity interest in MGB in which Harapan Kota Sdn Bhd ("**HKSB**") has an interest, by virtue of her 50% direct equity interest in HKSB, the holding company of Tujuan Bidari Sdn Bhd ("**TBSB**"), which in turn holds shares in Tujuan Wira Suria Sdn Bhd ("**TWSSB**"). TBSB holds such MGB Shares through TWSSB, under a discretionary trust for Bumiputera objects. As such, MM does not have any economic interest in such MGB Shares as such interest is held subject to the terms of such discretionary trust. She does not have any equity interest in the AMH Group.

## NATURE OF THE RRPTS (Cont'd)

4. **AHSB Group**

*CPL is a wholly-owned indirect subsidiary of AOL. FetchTV is a wholly-owned subsidiary of Media Innovations Holdings Pty Ltd ("MIHPL"), a 83.84%-owned indirect subsidiary of AOL which in turn is wholly-owned by AHSB via Astro All Asia Networks Limited. CTE and its subsidiary, CMCL are associate companies of AOL, in which AOL has a 33.33% indirect equity interest.*

*Khazanah is a Major Shareholder with a deemed interest over 1,077,735,927 AMH Shares representing 20.67% equity interest in AMH through its wholly-owned subsidiary, PCBV. PCBV and Khazanah are also major shareholders of AHSB by virtue of PCBV's 29.34% direct equity interest in AHSB.*

*Each of UTBS, PSIL, Excorp and PanOcean is a major shareholder of AHSB, with a deemed interest over 479,619,973 ordinary shares ("**AHSB Shares**") representing 34.01% equity interest in AHSB held through the wholly-owned subsidiaries of UTBS, namely, UTES and AAME. Please refer to Note 1 for the interests of AAME, UTES, UTBS, PSIL, Excorp, and PanOcean in AMH.*

*TAK who is a Major Shareholder, is also a major shareholder of AHSB with a deemed interest over 819,082,908 AHSB Shares representing 58.08% equity interest in AHSB. Please refer to Note 1 above for TAK's deemed interest in AMH.*

*LGK, MM and SC are nominee Directors of UTBS on the Board.*

*LGK, who is a Director of AMH and MBNS, is also a director of AHSB and AOL. He does not have any equity interest in the AHSB Group. Please refer to Note 1 for LGK's interests in AMH.*

*SC, who is a Director of AMH, is also a director of MIHPL and FetchTV. SC is deemed to have an interest over 13.83% equity interest in MIHPL in which Media Capital Pty Ltd has an interest, by virtue of him and his spouse controlling 100% equity interest in Media Capital Pty Ltd. He does not have any equity interest in the AMH Group.*

*MM, who is a Director of AMH, is also a director of AHSB. She does not have any equity interest in the AMH Group and AHSB Group.*

*KS, who is a nominee Director of Khazanah on the Board, is also the chairman of AHSB. He does not have any equity interest in the AMH Group and AHSB Group.*

*HT, who is the GCEO of AMH and a director of several subsidiaries of AMH, is also a director of MIHPL and FetchTV Pty Ltd, which are the holding companies of FetchTV. He has a direct equity interest over 1,863,500 AMH Shares representing 0.036% equity interest in AMH. In addition, he also has an interest over 6,764,300 unissued AMH Shares pursuant to the AMH Long Term Incentive Plan. He does not have any equity interest in the AHSB Group.*

5. **Sun TV Group**

*Sun TV is regarded as a Person Connected with AOL through a joint venture arrangement between a wholly-owned subsidiary of AOL and Sun TV. AOL is in turn a wholly-owned subsidiary of AHSB.*

*Each of PCBV, Khazanah, AAME, UTES, UTBS, PSIL, Excorp, PanOcean and TAK is a Major Shareholder, is also a major shareholder of AHSB. Please refer to Notes 1 and 4 for the interests of PCBV, Khazanah, AAME, UTES, UTBS, PSIL, Excorp, PanOcean and TAK in AMH. They do not have any equity interest in Sun TV.*

*LGK, MM and SC are nominee Directors of UTBS on the Board.*

*LGK, who is a Director of AMH and MBNS, is also a director of AHSB and AOL. He does not have any equity interest in the AHSB Group and Sun TV Group. Please refer to Note 1 for LGK's interest in AMH.*

*MM, who is a Director of AMH, is also a director of AHSB. She does not have any equity interest in the AMH Group, AHSB Group and Sun TV Group.*

*SC, who is a Director of AMH, does not have any equity interest in the AMH Group and Sun TV Group.*

*KS, who is a Director of AMH, is also the chairman of AHSB. He does not have any equity interest in the AMH Group, AHSB Group and Sun TV Group.*

## NATURE OF THE RRPTS (Cont'd)

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### 6. SRGAP Group

TMK, who is a major shareholder of SRGAP, is a Person Connected with TAK. TMK is not a director of SRGAP.

TAK is a Major Shareholder of AMH. Please refer to Note 1 for UTSB and TAK's deemed interest in AMH.

LGK, MM and SC are nominee Directors of UTSB on the Board. They do not have any equity interest in SRGAP.

### 7. NISB Major Shareholders Group

Sinar and KMSB are subsidiaries of GMK. KMedic is a subsidiary of UPSB whilst GBK is a wholly-owned subsidiary of Karya Bestari Sdn Bhd ("**KBSB**"). WUmmah is a Person Connected with DHY.

GMK is a Major Shareholder of NISB with voting rights of 49% in the share capital of NISB. The remaining 51% voting rights in NISB are held by a wholly-owned subsidiary of AMH.

UCapital is a Major Shareholder of NISB by virtue of its direct equity interest over 1,050,000 ordinary shares in GMK representing 35% equity interest in GMK. UTech and KHSB are also Major Shareholders of NISB by virtue of their respective direct equity interest over 675,000 ordinary shares in GMK representing 22.5% equity interest in GMK each.

UCapital, UTech and KHSB are also major shareholders of UPSB and KBSB with a direct equity interest of 35%, 22.5% and 22.5% respectively in UPSB and KBSB. UPSB and KBSB are regarded as Persons Connected with UCapital, UTech and KHSB.

DHY is a Major Shareholder of NISB by virtue of his direct equity interest over 600,000 ordinary shares in GMK representing 20% direct equity interest in GMK. He has a direct equity interest of 11.86% and 99.99% in UPSB and WUmmah respectively. He is also a director of UCapital and its Persons Connected. He does not have any equity interest in AMH.

FBH, who is a Director of NISB, is also a director of UCapital, Sinar, KMSB and WUmmah. She is a Person Connected with DHY. She has a direct equity interest of 12.5% in UCapital but does not have any equity interest in AMH.

AEF, who is an alternate Director to FBH, is also a group executive director of UPSB and a director of Sinar and KMSB. He has a direct equity interest of 7.7% in KMedic but does not have any equity interest in AMH.

### 8. GSR Group

GSR is a Major Shareholder of Astro GS Shop with a direct equity interest of 40% in the share capital of Astro GS Shop. The remaining 60% equity interest in Astro GS Shop is held by a wholly-owned subsidiary of AMH.

CKH and WJW who are directors of Astro GS Shop, are also representatives of GSR. They do not have any equity interest in the AMH Group and GSR.

### 9. TM Group

Khazanah, which is a Major Shareholder of AMH with a deemed interest over 1,077,735,927 AMH Shares representing 20.67% equity interest in AMH through its wholly-owned subsidiary, PCBV, is also a major shareholder of TM with 20.1% direct equity interest in TM.

KS is a nominee Director of Khazanah on the Board. He does not have any equity interest in the AMH Group and TM Group.

RAAR, who is a Director of AMH, is also a director of TM. She does not have any equity interest in the AMH Group and TM Group.

# **DETAILS OF THE SHAREHOLDINGS OF OUR DIRECTORS AND MAJOR SHAREHOLDERS IN OUR COMPANY AND PERSONS CONNECTED WITH THEM WHO ARE INTERESTED IN THE PROPOSED MANDATE**

## **(a) Information on the interested Directors of AMH**

Our Directors who are interested in certain RRPTs under the Proposed Mandate and their respective shareholdings in our Company as at the LPD are as follows:

Interested Directors	Direct		Indirect	
	No. of AMH Shares	% <sup>(1)</sup>	No. of AMH Shares	%
LGK <sup>(2)</sup>	1,000,000	0.02	-	-
SC <sup>(2)</sup>	-	-	-	-
MM <sup>(2)</sup>	-	-	-	-
KS <sup>(2)</sup>	-	-	-	-
RAAR	-	-	-	-

**Notes:**

- (1) Computed based on the number of shares outstanding as at the LPD.
- (2) Notwithstanding that LGK, SC, MM and KS may not have any interest in some of the RRPTs under the Proposed Mandate, they have been disclosed as interested Directors in this Circular for purposes of expediency. They have abstained and will continue to abstain from voting on the resolutions to approve the RRPTs involving the interests of their respective nominators.

## **(b) Information on the interested Directors of AMH's subsidiaries**

The Directors of AMH's subsidiaries who are deemed interested in certain RRPTs under the Proposed Mandate and their respective shareholdings in AMH as at the LPD are as follows:

Interested Directors	Direct		Indirect	
	No. of AMH Shares	% <sup>(1)</sup>	No. of AMH Shares	%
HT <sup>(2)</sup>	1,863,500	0.04	-	-
CKH	-	-	-	-
WJW	-	-	-	-
FBH	-	-	-	-
AEF	-	-	-	-

**Notes:**

- (1) Computed based on the number of shares outstanding as at the LPD.
- (2) HT also has an interest over 6,764,300 unissued AMH Shares pursuant to the AMH Long Term Incentive Plan.

**DETAILS OF THE SHAREHOLDINGS OF OUR DIRECTORS AND MAJOR SHAREHOLDERS IN OUR COMPANY AND PERSONS CONNECTED WITH THEM WHO ARE INTERESTED IN THE PROPOSED MANDATE (Cont'd)**

**(c) Information on the interested Major Shareholders of AMH**

Our Major Shareholders who are deemed interested in certain RRPTs under the Proposed Mandate and their respective shareholdings in our Company as at the LPD are as follows:

Interested Major Shareholders	Note	Direct		Indirect	
		No. of AMH Shares	%	No. of AMH Shares	%
PCBV		1,077,735,927	20.67	-	-
Khazanah	1	-	-	1,077,735,927	20.67
AAME		1,013,297,290	19.43	-	-
UTES	2	235,778,182	4.52	1,013,297,290	19.43
UTSB	3	-	-	1,249,075,472	23.95
PSIL	4	-	-	1,249,075,472	23.95
Excorp	5	-	-	1,249,075,472	23.95
PanOcean	5	-	-	1,249,075,472	23.95
TAK	6	-	-	2,152,868,226	41.29

**Notes:**

- (1) *Khazanah is deemed to have an interest in the AMH Shares by virtue of PCBV being a wholly-owned subsidiary of Khazanah.*
- (2) *UTES is deemed to have an interest in all of the AMH Shares in which AAME has an interest, by virtue of UTES holding 100% equity interest in AAME. In addition to the deemed interest held via AAME in AMH, UTES holds directly 235,778,182 AMH Shares representing 4.52% equity interest in AMH.*
- (3) *UTSB is deemed to have an interest in the AMH Shares by virtue of UTSB holding 100% equity interest in UTES. Please refer to note (2) above for UTES' direct and deemed interests in the AMH Shares.*
- (4) *PSIL is deemed to have an interest in the AMH Shares by virtue of PSIL holding 99.999% equity interest in UTSB. Please refer to note (3) above for UTSB's deemed interest in the AMH Shares.*
- (5) *PanOcean holds 100% equity interest in Excorp which in turn holds 100% equity interest in PSIL. Please refer to note (4) above for PSIL's deemed interest in the AMH Shares. 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 is deemed to have an interest in the AMH Shares, it does not have any economic or beneficial interest in such AMH Shares, as such interest is held subject to the terms of such discretionary trust.*
- (6) *TAK is deemed to have an interest in the AMH Shares by virtue of the following:*
  - (i) *PanOcean's deemed interest of 1,249,075,472 AMH Shares representing 23.95% equity interest in AMH are held directly by UTES and AAME.*  
  
*Although TAK is deemed to have an interest in the AMH Shares, he does not have any economic or beneficial interest in such AMH Shares, as such interest is held subject to the terms of a discretionary trust referred to in note (5) above; and*
  - (ii) *the interests of EABNS, PBS, HVL, SIL, UCSB, MUSB, MSSB, PGSB and UMSB which collectively hold directly 903,792,754 AMH Shares representing 17.33% equity interest in AMH. TAK is deemed to have an interest in the 903,792,754 AMH Shares collectively held by EABNS, PBS, HVL, SIL, UCSB, MUSB, MSSB, PGSB and UMSB by virtue of him holding 100% equity interest in their respective ultimate holding companies viz. Tucson, OSL, HVH, SHNV, AARB, GRS, MIB, MGR and GBS.*

**DETAILS OF THE SHAREHOLDINGS OF OUR DIRECTORS AND MAJOR SHAREHOLDERS IN OUR COMPANY AND PERSONS CONNECTED WITH THEM WHO ARE INTERESTED IN THE PROPOSED MANDATE (Cont'd)**

**(d) Information on Persons Connected with the interested Major Shareholders**

The Persons Connected with our interested Major Shareholders who have interests in AMH Shares and their respective shareholdings in our Company as at the LPD are as follows:

Persons Connected with the interested Major Shareholders	Notes	Direct		Indirect	
		No. of AMH Shares	%	No. of AMH Shares	%
UCSB	1	13,394,899	0.26	-	-
AARB	1 & 2	-	-	13,394,899	0.26
MUSB	1	6,697,448	0.13	-	-
GRS	1 & 3	-	-	6,697,448	0.13
MSSB	1	26,426,048	0.51	-	-
MIB	1 & 4	-	-	26,426,048	0.51
PGSB	1	6,697,448	0.13	-	-
MGR	1 & 5	-	-	6,697,448	0.13
UMSB	1	6,697,448	0.13	-	-
GBS	1 & 6	-	-	6,697,448	0.13
PBS	1	140,646,620	2.70	-	-
Pacific Broadcast Holdings N.V. ("PBH")	1 & 7	-	-	140,646,620	2.70
OSL	1 & 8	-	-	140,646,620	2.70
HVL	1	140,646,568	2.70	-	-
Home View Systems N.V. ("HVS")	1 & 9	-	-	140,646,568	2.70
HVH	1 & 10	-	-	140,646,568	2.70
SIL	1	140,646,568	2.70	-	-
Southpac Systems N.V. ("SSNV")	1 & 11	-	-	140,646,568	2.70
SHNV	1 & 12	-	-	140,646,568	2.70
EABNS	1	421,939,707	8.09	-	-
East Asia Broadcast Systems Holdings N.V. ("EABSH")	1 & 13	-	-	421,939,707	8.09
Tucson	1 & 14	-	-	421,939,707	8.09

**Notes:**

- (1) The company is a Person Connected with TAK by virtue of his interests as set out in Section (c) Note (6) of this Appendix.
- (2) Deemed interested by virtue of its direct equity interest in UCSB.
- (3) Deemed interested by virtue of its direct equity interest in MUSB.
- (4) Deemed interested by virtue of its direct equity interest in MSSB.
- (5) Deemed interested by virtue of its direct equity interest in PGSB.
- (6) Deemed interested by virtue of its direct equity interest in UMSB.
- (7) Deemed interested by virtue of its direct equity interest in PBS.
- (8) Deemed interested by virtue of its interest in PBH, the immediate holding company of PBS.
- (9) Deemed interested by virtue of its direct equity interest in HVL.
- (10) Deemed interested by virtue of its interest in HVS, the immediate holding company of HVL.
- (11) Deemed interested by virtue of its direct equity interest in SIL.
- (12) Deemed interested by virtue of its interest in SSNV, the immediate holding company of SIL.

**DETAILS OF THE SHAREHOLDINGS OF OUR DIRECTORS AND MAJOR SHAREHOLDERS IN OUR COMPANY AND PERSONS CONNECTED WITH THEM WHO ARE INTERESTED IN THE PROPOSED MANDATE (Cont'd)**

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- (13) *Deemed interested by virtue of its direct equity interest in EABNS.*
- (14) *Deemed interested by virtue of its interest in EABSH, the immediate holding company of EABNS.*

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**ABSTENTION FROM VOTING**

Each of the interested Directors in the table below has abstained and will continue to abstain from deliberations and voting in relation to the relevant RRPTs within the Proposed Mandate. The interested Directors, interested Major Shareholders and Persons Connected with them, will abstain from voting in respect of their direct and/or indirect shareholdings, where applicable, on the relevant ordinary resolutions comprised in the Proposed Mandate in respect of the RRPTs with the transacting parties set out in the table below:

No.	Transacting Parties	Interested Directors	Interested Major Shareholders	Persons Connected #
1.	UTSB Group including but without limitation to:  (i) UTSBM  (ii) UTP  (iii) SLTV  (iv) Tanjong Group including but without limitation to:  <ul style="list-style-type: none"> <li>• Tanjong plc</li> <li>• TGV</li> <li>• TGVP</li> </ul>	<ul style="list-style-type: none"> <li>• LGK</li> <li>• MM</li> <li>• SC<sup>(c)</sup></li> </ul>	<ul style="list-style-type: none"> <li>• UTSB</li> <li>• PSIL</li> <li>• Excorp</li> <li>• PanOcean</li> <li>• TAK</li> </ul>	<ul style="list-style-type: none"> <li>• UTES<sup>(a)&amp;(b)</sup></li> <li>• AAME<sup>(a)&amp;(b)</sup></li> <li>• UCSB<sup>(a)</sup></li> <li>• MUSB<sup>(a)</sup></li> <li>• MSSB<sup>(a)</sup></li> <li>• PGSB<sup>(a)</sup></li> <li>• UMSB<sup>(a)</sup></li> <li>• AARB<sup>(a)</sup></li> <li>• GRS<sup>(a)</sup></li> <li>• MIB<sup>(a)</sup></li> <li>• MGR<sup>(a)</sup></li> <li>• GBS<sup>(a)</sup></li> <li>• EABNS<sup>(a)</sup></li> <li>• EABSH<sup>(a)</sup></li> <li>• Tucson<sup>(a)</sup></li> <li>• PBS<sup>(a)</sup></li> <li>• PBH<sup>(a)</sup></li> <li>• OSL<sup>(a)</sup></li> <li>• HVL<sup>(a)</sup></li> <li>• HVS<sup>(a)</sup></li> <li>• HVH<sup>(a)</sup></li> <li>• SIL<sup>(a)</sup></li> <li>• SSNV<sup>(a)</sup></li> <li>• SHNV<sup>(a)</sup></li> </ul>

## ABSTENTION FROM VOTING (Cont'd)

No.	Transacting Parties	Interested Directors	Interested Major Shareholders	Persons Connected #
2.	<p>Maxis Group including but without limitation to:</p> <p>(i) Maxis</p> <p>(ii) Maxis Broadband</p>	<ul style="list-style-type: none"> <li>• LGK</li> <li>• MM<sup>(c)</sup></li> <li>• SC<sup>(c)</sup></li> </ul>	<ul style="list-style-type: none"> <li>• UTSB</li> <li>• PSIL</li> <li>• Excorp</li> <li>• PanOcean</li> <li>• TAK</li> </ul>	<ul style="list-style-type: none"> <li>• UTES<sup>(a)&amp;(b)</sup></li> <li>• AAME<sup>(a)&amp;(b)</sup></li> <li>• UCSB<sup>(a)</sup></li> <li>• MUSB<sup>(a)</sup></li> <li>• MSSB<sup>(a)</sup></li> <li>• PGSB<sup>(a)</sup></li> <li>• UMSB<sup>(a)</sup></li> <li>• AARB<sup>(a)</sup></li> <li>• GRS<sup>(a)</sup></li> <li>• MIB<sup>(a)</sup></li> <li>• MGR<sup>(a)</sup></li> <li>• GBS<sup>(a)</sup></li> <li>• EABNS<sup>(a)</sup></li> <li>• EABSH<sup>(a)</sup></li> <li>• Tucson<sup>(a)</sup></li> <li>• PBS<sup>(a)</sup></li> <li>• PBH<sup>(a)</sup></li> <li>• OSL<sup>(a)</sup></li> <li>• HVL<sup>(a)</sup></li> <li>• HVS<sup>(a)</sup></li> <li>• HVH<sup>(a)</sup></li> <li>• SIL<sup>(a)</sup></li> <li>• SSNV<sup>(a)</sup></li> <li>• SHNV<sup>(a)</sup></li> </ul>
3.	<p>MGB Group including but without limitation to:</p> <p>(i) MGB</p> <p>(ii) MSS</p>	<ul style="list-style-type: none"> <li>• LGK</li> <li>• MM</li> <li>• SC</li> </ul>	<ul style="list-style-type: none"> <li>• TAK</li> </ul>	<ul style="list-style-type: none"> <li>• UTES<sup>(a)</sup></li> <li>• AAME<sup>(a)</sup></li> <li>• UTSB<sup>(a)</sup></li> <li>• PSIL<sup>(a)</sup></li> <li>• Excorp<sup>(a)</sup></li> <li>• PanOcean<sup>(a)</sup></li> <li>• UCSB<sup>(a)</sup></li> <li>• MUSB<sup>(a)</sup></li> <li>• MSSB<sup>(a)</sup></li> <li>• PGSB<sup>(a)</sup></li> <li>• UMSB<sup>(a)</sup></li> <li>• AARB<sup>(a)</sup></li> <li>• GRS<sup>(a)</sup></li> <li>• MIB<sup>(a)</sup></li> <li>• MGR<sup>(a)</sup></li> <li>• GBS<sup>(a)</sup></li> <li>• EABNS<sup>(a)</sup></li> <li>• EABSH<sup>(a)</sup></li> <li>• Tucson<sup>(a)</sup></li> <li>• PBS<sup>(a)</sup></li> <li>• PBH<sup>(a)</sup></li> <li>• OSL<sup>(a)</sup></li> <li>• HVL<sup>(a)</sup></li> <li>• HVS<sup>(a)</sup></li> <li>• HVH<sup>(a)</sup></li> <li>• SIL<sup>(a)</sup></li> <li>• SSNV<sup>(a)</sup></li> <li>• SHNV<sup>(a)</sup></li> </ul>

**ABSTENTION FROM VOTING** (Cont'd)

No.	Transacting Parties	Interested Directors	Interested Major Shareholders	Persons Connected #
4.	AHSB Group including but without limitation to:  (i) CPL (ii) CMCL (iii) CTE (iv) FetchTV	<ul style="list-style-type: none"> <li>• LGK</li> <li>• MM</li> <li>• SC</li> <li>• KS</li> <li>• HT</li> </ul>	<ul style="list-style-type: none"> <li>• PCBV</li> <li>• Khazanah</li> <li>• AAME</li> <li>• UTES</li> <li>• UTSB</li> <li>• PSIL</li> <li>• Excorp</li> <li>• PanOcean</li> <li>• TAK</li> </ul>	<ul style="list-style-type: none"> <li>• UCSB<sup>(a)</sup></li> <li>• MUSB<sup>(a)</sup></li> <li>• MSSB<sup>(a)</sup></li> <li>• PGSB<sup>(a)</sup></li> <li>• UMSB<sup>(a)</sup></li> <li>• AARB<sup>(a)</sup></li> <li>• GRS<sup>(a)</sup></li> <li>• MIB<sup>(a)</sup></li> <li>• MGR<sup>(a)</sup></li> <li>• GBS<sup>(a)</sup></li> <li>• EABNS<sup>(a)</sup></li> <li>• EABSH<sup>(a)</sup></li> <li>• Tucson<sup>(a)</sup></li> <li>• PBS<sup>(a)</sup></li> <li>• PBH<sup>(a)</sup></li> <li>• OSL<sup>(a)</sup></li> <li>• HVL<sup>(a)</sup></li> <li>• HVS<sup>(a)</sup></li> <li>• HVH<sup>(a)</sup></li> <li>• SIL<sup>(a)</sup></li> <li>• SSNV<sup>(a)</sup></li> <li>• SHNV<sup>(a)</sup></li> </ul>
5.	Sun TV Group including but without limitation to Sun TV	<ul style="list-style-type: none"> <li>• LGK</li> <li>• MM<sup>(c)</sup></li> <li>• SC<sup>(c)</sup></li> <li>• KS<sup>(e)</sup></li> </ul>	<ul style="list-style-type: none"> <li>• PCBV</li> <li>• Khazanah</li> <li>• AAME</li> <li>• UTES</li> <li>• UTSB</li> <li>• PSIL</li> <li>• Excorp</li> <li>• PanOcean</li> <li>• TAK</li> </ul>	<ul style="list-style-type: none"> <li>• UCSB<sup>(a)</sup></li> <li>• MUSB<sup>(a)</sup></li> <li>• MSSB<sup>(a)</sup></li> <li>• PGSB<sup>(a)</sup></li> <li>• UMSB<sup>(a)</sup></li> <li>• AARB<sup>(a)</sup></li> <li>• GRS<sup>(a)</sup></li> <li>• MIB<sup>(a)</sup></li> <li>• MGR<sup>(a)</sup></li> <li>• GBS<sup>(a)</sup></li> <li>• EABNS<sup>(a)</sup></li> <li>• EABSH<sup>(a)</sup></li> <li>• Tucson<sup>(a)</sup></li> <li>• PBS<sup>(a)</sup></li> <li>• PBH<sup>(a)</sup></li> <li>• OSL<sup>(a)</sup></li> <li>• HVL<sup>(a)</sup></li> <li>• HVS<sup>(a)</sup></li> <li>• HVH<sup>(a)</sup></li> <li>• SIL<sup>(a)</sup></li> <li>• SSNV<sup>(a)</sup></li> <li>• SHNV<sup>(a)</sup></li> </ul>
6.	GSR Group including but without limitation to GSR	<ul style="list-style-type: none"> <li>• CKH</li> <li>• WJW</li> </ul>	<ul style="list-style-type: none"> <li>• GSR</li> </ul>	-

**ABSTENTION FROM VOTING** (Cont'd)

No.	Transacting Parties	Interested Directors	Interested Major Shareholders	Persons Connected #
7.	SRGAP Group including but without limitation to SRGAP	<ul style="list-style-type: none"> <li>• LGK<sup>(d)</sup></li> <li>• MM<sup>(d)</sup></li> <li>• SC<sup>(d)</sup></li> </ul>	<ul style="list-style-type: none"> <li>• TAK</li> </ul>	<ul style="list-style-type: none"> <li>• UTES<sup>(a)</sup></li> <li>• AAME<sup>(a)</sup></li> <li>• UTSB<sup>(a)</sup></li> <li>• PSIL<sup>(a)</sup></li> <li>• Excorp<sup>(a)</sup></li> <li>• PanOcean<sup>(a)</sup></li> <li>• UCSB<sup>(a)</sup></li> <li>• MUSB<sup>(a)</sup></li> <li>• MSSB<sup>(a)</sup></li> <li>• PGSB<sup>(a)</sup></li> <li>• UMSB<sup>(a)</sup></li> <li>• AARB<sup>(a)</sup></li> <li>• GRS<sup>(a)</sup></li> <li>• MIB<sup>(a)</sup></li> <li>• MGR<sup>(a)</sup></li> <li>• GBS<sup>(a)</sup></li> <li>• EABNS<sup>(a)</sup></li> <li>• EABSH<sup>(a)</sup></li> <li>• Tucson<sup>(a)</sup></li> <li>• PBS<sup>(a)</sup></li> <li>• PBH<sup>(a)</sup></li> <li>• OSL<sup>(a)</sup></li> <li>• HVL<sup>(a)</sup></li> <li>• HVS<sup>(a)</sup></li> <li>• HVH<sup>(a)</sup></li> <li>• SIL<sup>(a)</sup></li> <li>• SSNV<sup>(a)</sup></li> <li>• SHNV<sup>(a)</sup></li> <li>• TMK<sup>(a)</sup></li> </ul>
8.	NISB Major Shareholders Group including but without limitation to:  (i) GMK (ii) Sinar (iii) KMSB (iv) UPSB (v) KMedic (vi) GBK (vii) WUmmah	<ul style="list-style-type: none"> <li>• FBH</li> <li>• AEF</li> </ul>	<ul style="list-style-type: none"> <li>• GMK</li> <li>• DHY</li> <li>• UCapital</li> <li>• UTech</li> <li>• KHSB</li> </ul>	-
9.	TM Group including but without limitation to TM	<ul style="list-style-type: none"> <li>• KS<sup>(e)</sup></li> <li>• RAAR</li> </ul>	<ul style="list-style-type: none"> <li>• PCBV</li> <li>• Khazanah</li> </ul>	-

**Notes:**

(a) A Person Connected with TAK.

(b) A Person Connected with UTSB, PSIL, Excorp and PanOcean.

**ABSTENTION FROM VOTING (Cont'd)**

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- (c) *MM and SC are not deemed interested in the relevant RRPTs under the Proposed Mandate. However, as MM and SC are nominee Directors of UTSB on the Board, they have abstained and will continue to abstain from voting on the relevant resolutions to approve the RRPTs involving the interests of UTSB.*
- (d) *LGK, MM and SC are not deemed interested in the relevant RRPTs under the Proposed Mandate. However, as LGK, MM and SC are nominee Directors of UTSB on the Board, which in turn is a person connected with TAK, they have abstained and will continue to abstain from voting on the relevant resolutions to approve the RRPTs involving the interests of TAK.*
- (e) *KS is not deemed interested in the relevant RRPTs under the Proposed Mandate. However, as KS is a nominee Director of Khazanah on the Board, he has abstained and will continue to abstain from voting on the relevant resolutions to approve the RRPTs involving the interests of Khazanah.*

# *The list may not be exhaustive.*

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## FURTHER INFORMATION

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### 1. RESPONSIBILITY STATEMENT

Our Board has seen and approved this Circular and they collectively and individually accept full responsibility for the accuracy of the information contained in this Circular and confirms that, after making all reasonable enquiries and to the best of their knowledge and belief, there are no other facts, the omission of which would make any statement in this Circular misleading.

### 2. MATERIAL CONTRACTS

Save as disclosed below, neither our Company nor our subsidiaries have entered into any material contracts (not being contracts entered into the ordinary course of business) within two years preceding the LPD:

Supplemental letters dated 8 May 2021 and 22 July 2021 ("**Supplemental Letters**"), and Supplemental Agreement dated 30 August 2021 ("**Supplemental JVA**") to the joint venture agreement dated 8 February 2018 entered into between AMH's wholly-owned subsidiary, Astro Digital Sdn Bhd ("**ADSB**"), GMK and NISB, in relation to a joint venture for the creation and monetisation of content verticals in Malaysia and Nusantara region. Pursuant to the Supplemental Letters, the parties have agreed to extend the date for ADSB to carry out its first three investment tranches in NISB to 1 September 2021. Pursuant to the Supplemental JVA, the parties have agreed for ADSB to reduce the total amount of all its five investment tranches from RM50,000,000 to RM30,000,000 with ADSB's 51% interest in NISB remaining unchanged. The transaction was completed on 30 August 2021.

### 3. MATERIAL LITIGATION

Save as disclosed below, as at the LPD, our Group is not engaged in any material litigation, claims or arbitration, either as plaintiff or defendant, and there are no proceedings, pending or threatened, against our Group or of any fact likely to give rise to any proceedings which may materially affect the financial position or business of our Group:

On 14 November 2012, MBNS received a letter from the Indonesian Embassy in Kuala Lumpur enclosing a purported court summons with respect to a claim made by PT Direct Vision ("**PT DV**") in the South Jakarta District Court ("**SJDC**") against Astro All Asia Networks Limited ("**AAAN**") and others as defendants ("**Case 533**"). MBNS is named as Defendant II. The claim brought by PT DV is allegedly for an unlawful act or tort. The letter states that the Defendants (as defined below) are summoned to attend before the SJDC on 10 January 2013.

The hearing on 10 January 2013 was adjourned to 10 April 2013 to allow for various legal formalities to be dealt with. On 10 April 2013, the court being satisfied that all Defendants were properly summoned adjourned the matter for a further week to 17 April 2013 for parties to go through the mandated mediation process. On 24 April 2013, MBNS was officially served with the statement of claim and the mediation process was said to have formally commenced.

The suit is brought by PT DV for damages for an unlawful act (i.e. a tort) alleged to have been committed by AAAN, AOL, All Asia Multimedia Networks FZ LLC ("**AAMN**"), certain individuals as well as MBNS (collectively, "**Defendants**"), arising from a dispute that arose in 2008 over a proposed direct-to-home pay-TV business in Indonesia ("**Proposed Indonesian Joint Venture**"). PT DV claims on a joint and several basis from MBNS and the other Defendants for, amongst others, immaterial loss of USD20 billion and interest. For clarity, following a group restructuring, MBNS became part of the AMH Group whereas AAAN, AOL and AAMN are not part of the AMH Group.

**FURTHER INFORMATION (Cont'd)**

MBNS is of the opinion, following counsels' advice, that PT DV's claim against MBNS is not supported with valid grounds and the quantum of damages sought is unjustifiable. The Company wishes to further clarify that PT DV's claim is in relation to and stems from the dispute in relation to the Proposed Indonesian Joint Venture which had been the subject of arbitration proceedings under the auspices of the Singapore International Arbitration Centre ("**SIAC**").

The dispute was heard before the Arbitration Tribunal and was concluded by the arbitration awards made by the Arbitration Tribunal in favour of the Astro entities in 2009 and 2010.

On the advice of counsels, MBNS along with other defendants had filed an application challenging the jurisdiction of the SJDC to hear the case.

The challenge was made on the legal basis that the subject matter of this civil suit must be determined by way of arbitration under the SIAC rules as prescribed under the conditional Subscription and Shareholders Agreement ("**SSA**"). This had already been heard and determined by way of the SIAC arbitration and awards made in favour of the Astro entities on this very issue.

SJDC has on 28 August 2013 rejected MBNS's challenge and decided that it has jurisdiction over the dispute.

MBNS had filed an appeal against the SJDC's decision on 9 September 2013.

On 5 June 2014 the SJDC dismissed the claim filed by PT DV.

After an examination of the evidence presented to the court, the SJDC ruled that the claim originated from the 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 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.

PT DV subsequently appealed to the Jakarta High Court ("**JHC**") on the decision of the SJDC. On 5 August 2016, the JHC upheld the decision of the SJDC in MBNS's favour. On 28 February 2018, PT DV appealed to the Supreme Court against the JHC's decision. On 3 June 2020, based on the information made available on the Supreme Court website, the Supreme Court has dismissed the claim filed by PT DV. On 11 November 2021, MBNS received the official notification of the Supreme Court's decision.

**4. DOCUMENTS AVAILABLE FOR INSPECTION**

Copies of the following documents are available for inspection at the registered office of our Company at All Asia Broadcast Centre, Technology Park Malaysia, Lebuhraya Puchong-Sungai Besi, Bukit Jalil, 57000 Kuala Lumpur, Malaysia between 9.00 a.m. to 5.30 p.m. on Monday to Friday (except public holidays) from the date of this Circular up to and including the date of our Tenth AGM:

- (i) our Constitution;
- (ii) audited consolidated financial statements of our Company for the past two (2) financial years ended 31 January 2021 and 2022;
- (iii) material contracts as referred to in Section 2 of this Appendix IV; and
- (iv) relevant cause papers in respect of the material litigation referred to in Section 3 of this Appendix IV.