

CORPORATE GOVERNANCE REPORT

STOCK CODE : 6399
COMPANY NAME : ASTRO MALAYSIA HOLDINGS BERHAD
FINANCIAL YEAR : January 31, 2023

OUTLINE:

SECTION A – DISCLOSURE ON MALAYSIAN CODE ON CORPORATE GOVERNANCE

Disclosures in this section are pursuant to Paragraph 15.25 of Bursa Malaysia Listing Requirements.

SECTION B – DISCLOSURES ON CORPORATE GOVERNANCE PRACTICES PURSUANT CORPORATE GOVERNANCE GUIDELINES ISSUED BY BANK NEGARA MALAYSIA

Disclosures in this section are pursuant to Appendix 4 (Corporate Governance Disclosures) of the Corporate Governance Guidelines issued by Bank Negara Malaysia. This section is only applicable for financial institutions or any other institutions that are listed on the Exchange that are required to comply with the above Guidelines.

SECTION A – DISCLOSURE ON MALAYSIAN CODE ON CORPORATE GOVERNANCE

Disclosures in this section are pursuant to Paragraph 15.25 of Bursa Malaysia Listing Requirements.

Intended Outcome

Every company is headed by a board, which assumes responsibility for the company’s leadership and is collectively responsible for meeting the objectives and goals of the company.

Practice 1.1

The board should set the company’s strategic aims, ensure that the necessary resources are in place for the company to meet its objectives and review management performance. The board should set the company’s values and standards, and ensure that its obligations to its shareholders and other stakeholders are understood and met.

Application	: Applied
Explanation on application of the practice	<p>(i) The Board of Directors of Astro Malaysia Holdings Berhad (“AMH” or “Astro” or “Company”) (“Board”) manages and controls the business and affairs of the Astro group (“Group”) and carries out its responsibilities in accordance with the Main Market Listing Requirements (“MMLR”), Companies Act 2016 (“Act”), Constitution and other applicable laws and regulations.</p> <p>(ii) Through a robust corporate governance (“CG”) framework, policies and procedures, Astro ensures that all applicable legal and regulatory requirements are complied with. In addition, we are committed to achieving a high standard of business integrity, ethics and professionalism across all our activities. We encourage creativity, embrace inclusivity and take accountability for our actions – which are our core values.</p> <p>(iii) Astro’s CG framework is on page 102 of the Integrated Annual Report 2023 (“IAR2023”). Our Group is helmed by our Board as the highest governing body, assisted by 3 Board committees namely, the Audit and Risk Committee (“ARC”), Nomination, Remuneration and Corporate Governance Committee (“NRCGC”) and Strategy and Business Transformation Committee (“SBTC”), as well as the Executive Committee (“EXCO”) comprising the Group Chief Executive Officer (“GCEO”), Group Chief Financial Officer (“GCFO”) and Group Chief Operating Officer (“GCOO”) during the financial year ended 31 January 2023 (“FY23”). Roles and responsibilities of our Board and Board Committees are set out in their respective Board and Board Committee Charters, which are accessible on the corporate website corporate.astro.com.my/esg/governance.</p> <p>(iv) Recognising that Environmental, Social and Governance (“ESG”) matters are critical for sustainable business growth, the ESG</p>

	<p>Assurance Management Committee led by the GCEO has been established by our Board for the following purposes <i>inter alia</i>:-</p> <ul style="list-style-type: none"> (a) Development of our sustainability vision, mission and strategies (b) Alignment, direction and guidance in the implementation of holistic sustainability strategies (c) Monitoring key operational performance against sustainability targets, objectives and performance indicators (d) Review of our sustainability framework as well as policies and procedures (e) Review of annual sustainability disclosures. <p>(v) Responsibility lies on our Board for setting Astro’s strategic directions to create a sustainable business and deliver long-term stakeholder value, by achieving Astro’s vision and mission of becoming Malaysia’s #1 Entertainment Destination through Compelling Content, Products and Experience powered by Refreshed Technology and a Winning Team.</p> <p>(vi) The eight principal responsibilities of our Board are set out in the Board Charter and explained on page 104 of the CG Overview of IAR2023.</p> <p>(vii) To enhance Board oversight, a list of matters requiring our Board’s approval or Board Reserved Matters are set out in the Board Charter, which is reviewed annually. The last review was in December 2022.</p> <p>(viii) Amongst others, the adoption of our Group’s long term strategic plans and annual budget are Board Reserved Matters. Such plans undergo a rigorous evaluation and validation process to ensure their viability, growth and alignment with Astro’s vision. Board and Management debate the strategies and plans during the annual Board Strategy Day(s), including business trajectory, blue-ocean opportunities and pivot the existing strategies and plans.</p> <p>(ix) In respect of FY23, the annual Board Strategy Days were held offsite in November 2022. Apart from deliberating proposals from Management, external consultants shared insights on the global and regional media landscape, particularly on pay TV and streaming/over-the-top (“OTT”), including case studies on their transformation journeys.</p> <p>(x) Following a robust review, our Group’s 3-Year Strategic Plans for the financial year ending 31 January 2024 (“FY24”) to 2026 (“FY26”) were approved-in principle. The FY24 Budget was also approved by our Board prior to the commencement of the new financial year. As part of Astro’s ESG Roadmap, our Board approved 3-year targets which include achieving Carbon Neutrality by year 2040.</p>
--	--

	<p>(xi) In respect of the meeting cadence, a total of eight Board and 23 Board Committee meetings spanning over 106 hours was held during FY23 including the offsite Board Strategy Days. The agenda of the quarterly Board meetings, which were attended by EXCO and other SLT members by invitation, encompasses a comprehensive review of strategic, operational and financial performance. More than half of the agenda items for Board and Board Committee meetings were in relation to strategy and business performance.</p> <p>(xii) Board oversight is augmented by the appointment of a Director of AMH on the board of MEASAT Broadcast Network Systems Sdn Bhd, which is the major subsidiary operating the television business. This also helps in facilitating better alignment and execution of key strategies at the operating entity level.</p> <p>(xiii) The CG framework is reviewed annually by the NRCGC to ensure that it is optimal, and supports the achievement of business objectives while promoting efficient decision-making and accountability.</p> <p>(xiv) Management performance is evaluated against the agreed key performance indicators (“KPIs”) and targets for each financial year as set out in the Company and individual scorecards. At the commencement of each financial year, the Company Scorecard is developed by Management and reviewed by NRCGC before Board approval is obtained. KPIs are carefully selected from a range of financial indicators (including revenue, PATAMI and free cashflow) and non-financial indicators (including leading growth indicators, employee engagement and sustainability) with appropriate weightages. The metrics are cascaded from EXCO to the rest of the organisation to ensure alignment towards common goals.</p> <p>(xv) NRCGC reviews our Group’s achievements against the Company Scorecard and recommends the annual performance bonus (“PB”) and merit increment for Astro employees. PB for the EXCO members will be determined based on the overall corporate performance against the Company Scorecard and individual performance. In determining the quantum, relevant factors such as the Company’s financial position (i.e. affordability), external macroeconomics factors, movements in the consumer price index and average payout by comparable companies are considered.</p> <p>(xvi) Policies and procedures have been implemented across all business segments to safeguard assets, and instil honesty and integrity among Astro employees. These include:-</p>
--	--

	<p>(a) Code of Business Ethics (“COBE”) which covers Gifts & Hospitality and Conflict of Interests policies</p> <p>(b) Whistleblowing Policies and Procedures (“WPP”)</p> <p>(c) Anti-Bribery and Corruption Policy</p> <p>(d) Diversity, Equity and Inclusion Statement</p> <p>(e) Occupational, Safety, Health and Environment Policy</p> <p>These policies are accessible on the corporate website corporate.astro.com.my/esg/governance.</p> <p>(xvii) Investor Relations (“IR”) activities are planned for each calendar year to ensure continuous engagement with the investment community and analysts. Please refer to page 125 of IAR2023 for a more detailed write-up.</p>
<p>Explanation for departure</p>	<p>:</p>
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>	
<p>Measure</p>	<p>:</p>
<p>Timeframe</p>	<p>:</p>

Intended Outcome

Every company is headed by a board, which assumes responsibility for the company's leadership and is collectively responsible for meeting the objectives and goals of the company.

Practice 1.2

A Chairman of the board who is responsible for instilling good corporate governance practices, leadership and effectiveness of the board is appointed.

Application	: Applied
Explanation on application of the practice	<p>(i) YAM Tunku Ali Redhaudin Ibni Tuanku Muhriz ("TAR"), who is our independent non-executive Director ("INED"), was redesignated as Chairman of our Board with effect from 23 June 2022. TAR succeeded YBhg. Tun Dato' Seri Zaki bin Tun Azmi ("TZA"), who retired as Chairman of our Board and INED at the Tenth Annual General Meeting ("AGM") held on 22 June 2022.</p> <p>(ii) The role and responsibilities of our Board Chairman are set out in the Board Charter, which stipulates, inter alia, that Chairman must be a non-executive member of our Board. TAR's profile is set out on page 90 of IAR2023.</p> <p>(iii) Our Board Chairman is primarily responsible for ensuring Board's effectiveness and conduct. A summary of his key responsibilities is set out below:-</p> <ul style="list-style-type: none">(a) Overall working of our Board including the balance of its membership and effectiveness(b) Chairing Board and shareholders' meetings. He is responsible for ensuring that all Directors are given an equal opportunity to raise and voice their views as well as receive timely and relevant information which is required for them to discharge their principal responsibilities(c) Ensuring that newly appointed Directors are aware of their responsibilities and develop a good understanding our Group's business operations through a tailored induction programme. <p>(iv) The agenda for Board meetings is determined by our Board Chairman upon consultation with EXCO and Company Secretary to ensure that key matters are brought up for discussions and sufficient time is allocated. Pre-Board sessions are held to brief our Board Chairman on the agenda items, in particular matters requiring Board approval and key issues.</p> <p>(v) TAR chaired the offsite Board Strategy Days in November 2022, where he led the discussions with fellow Board members and EXCO on Astro's strategic directions and transformation journey over the next 3 years.</p>

	<p>(vi) In respect of leadership and effectiveness, our Board Chairman’s performance is evaluated annually through a self and peer assessment in the Board Effectiveness Evaluation (“BEE”). For the period commencing from the date of his appointment until 31 January 2023, TAR was evaluated from the aspects of performance and contributions, character and personality and his role as Board Chairman. The evaluation indicated that TAR played a proactive role in setting the meeting agenda and successfully encouraged constructive debates during meetings, in addition to effectively managing diverse views in a polite and engaged manner, as well as facilitating decision-making by our Board.</p>	
<p>Explanation for departure</p>	<p>:</p>	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
<p>Measure</p>	<p>:</p>	
<p>Timeframe</p>	<p>:</p>	

Intended Outcome

Every company is headed by a board, which assumes responsibility for the company's leadership and is collectively responsible for meeting the objectives and goals of the company.

Practice 1.3

The positions of Chairman and CEO are held by different individuals.

Application	:	Applied
Explanation on application of the practice	:	(i) The positions of our Board Chairman and GCEO are separate and held by different individuals. In addition, our Board Chairman must be a non-executive member of our Board to preserve the separation. (ii) The division of roles and responsibilities between our Board Chairman and GCEO are formally documented in the Board Charter and summarised on page 111 of IAR2023. There is a clear demarcation of roles to ensure a balance of power and authority in accordance with good CG practices. Our Board Chairman is primarily responsible for ensuring our Board's effectiveness and leadership whilst GCEO has overall responsibility over the development and implementation of business and corporate strategies and day-to-day management of our Group. (iii) The decision-making framework and delegation of authority by our Board to GCEO and EXCO for day-to-day management of the business are contained in the Limits of Authority ("LOA").
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

Every company is headed by a board, which assumes responsibility for the company's leadership and is collectively responsible for meeting the objectives and goals of the company.

Practice 1.4

The Chairman of the board should not be a member of the Audit Committee, Nomination Committee or Remuneration Committee

<i>Note: If the board Chairman is not a member of any of these specified committees, but the board allows the Chairman to participate in any or all of these committees' meetings, by way of invitation, then the status of this practice should be a 'Departure'.</i>	
Application :	Applied
Explanation on application of the practice :	Our Board Chairman is not a member of ARC and NRCGC. Furthermore, he did not attend any of the Board Committees' meetings during FY23.
Explanation for departure :	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
Measure :	
Timeframe :	

Intended Outcome

Every company is headed by a board, which assumes responsibility for the company's leadership and is collectively responsible for meeting the objectives and goals of the company.

Practice 1.5

The board is supported by a suitably qualified and competent Company Secretary to provide sound governance advice, ensure adherence to rules and procedures, and advocate adoption of corporate governance best practices.

Application	:	Applied
Explanation on application of the practice	:	<p>(i) Our Board is supported by Ms. Liew Wei Yee Sharon, who has over 27 years' experience in the corporate secretarial field and is a licensed secretary with a valid practising certificate approved by the Companies Commission of Malaysia. She holds a Bachelor of Laws (Hons) from the University of London and was issued the Certificate of Legal Practice by the Legal Profession Qualifying Board, Malaysia.</p> <p>(ii) As per the Board Charter, our Directors have access to and support of a qualified Company Secretary, whose role and responsibilities include:-</p> <ul style="list-style-type: none">(a) Providing support to our Board in discharging their fiduciary duties as Directors and advising Board and Management on compliance with the MMLR, Act, the relevant laws and regulations as well as CG best practices(b) Efficient administration of Group entities, particularly with regards to compliance with the constitutions as well as statutory and regulatory requirements(c) Planning and organising Board, Board Committees and shareholders' meetings, preparing the minutes of such meetings and written resolutions, and ensuring that matters arising are properly addressed in a timely manner(d) Monitoring compliance with Board processes and procedures including review of Board and Board Committee Charters, Directors' Code of Conduct and Policy on Related Party Transactions(e) Acting as the conduit between Directors and Management to ensure proper and effective communication and timely distribution of information(f) Conducting induction programmes for new Directors and ensuring that a continuing education programme is in place for all Directors(g) Facilitating the annual BEE and evaluation of the Corporate Assurance ("CA") function and the external auditor

	<p>(h) Coordinating and preparing the Circular to Shareholders in relation to recurrent related party transactions.</p> <p>(iii) The Company Secretary plays a key role in promoting and upholding a high standard of CG across our Group by advocating and formulating policies in relation to CG best practices. She attends training regularly to keep abreast of changes in the legal and regulatory landscape as well as the latest CG developments in order to effectively discharge her responsibilities.</p> <p>(iv) The Company Secretary is a key member of the working team reporting to the ESG Assurance Management Committee to lead and monitor the implementation of Astro's ESG Roadmap.</p> <p>(v) The Company Secretary reports to our Board Chairman and administratively to the GCEO, both of whom evaluates her performance annually. Based on evaluation for FY23, our Board and GCEO were satisfied with the performance and support rendered by the Company Secretary including her professionalism and advisory functions.</p>
<p>Explanation for departure :</p>	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>	
<p>Measure :</p>	
<p>Timeframe :</p>	

Intended Outcome

Every company is headed by a board, which assumes responsibility for the company's leadership and is collectively responsible for meeting the objectives and goals of the company.

Practice 1.6

Directors receive meeting materials, which are complete and accurate within a reasonable period prior to the meeting. Upon conclusion of the meeting, the minutes are circulated in a timely manner.

Application	:	Applied
Explanation on application of the practice	:	<p>(i) Meeting materials are circulated electronically and instantaneously via a secure device to all Directors. The use of an electronic meeting platform enhances control over the circulation of confidential information while providing instantaneous access to archived materials.</p> <p>(ii) The preparation of meeting materials commences with the setting of the meeting agenda, which is a consultative process between our Board and Board Committee Chairman, EXCO and Company Secretary. The agenda items are determined in accordance with the Board and Board Committee Charters, comprehensively covering areas such as strategy and business, financials, transactions, sustainability, risk management, internal control and compliance as well as CG matters. Additional agenda items requested by our Directors are tracked by the Company Secretary and brought up for discussions.</p> <p>(iii) Management is notified of the agenda items and submission deadlines by the Company Secretary to facilitate timely delivery of the meeting materials. As general rule, the notice of meeting and meeting materials are issued and distributed within five working days of the said meetings.</p> <p>(iv) EXCO reviews the meeting materials prior to submission and identifies any other matters required or appropriate to be escalated. The papers and presentation decks are reviewed with the objectives of providing succinct and accurate information to enable Directors to make informed decisions and judgements. EXCO, selected senior leadership team ("SLT") members and where appropriate, external consultants are invited to address queries from the Directors.</p> <p>(v) Proposals are prepared based on a suggested format setting out the executive summary, salient terms, key issues, financial, risk, legal and regulatory analysis as well as the decisions required.</p> <p>(vi) Minutes of Board and Board Committee meetings as well as AGM are recorded by the Company Secretary. Minutes are</p>

	<p>drafted comprehensively setting out the key issues, deliberations and decisions, including any dissenting votes and abstention. A summary of decisions and action items is issued after the meeting with the draft Minutes being tabled for confirmation at the next Board or Board Committee meeting, as the case may be. Matters arising from previous meetings will be assigned to specific individuals, and continuously tracked and reported by the Company Secretary until completion.</p> <p>(vii) Our Board receives the Minutes of each Board Committee meeting for the purposes of notation, in addition to a quarterly report by the respective Board Committee Chairman.</p>	
<p>Explanation for departure</p>		
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
<p>Measure</p>		
<p>Timeframe</p>		

Intended Outcome

There is demarcation of responsibilities between the board, board committees and management.

There is clarity in the authority of the board, its committees and individual directors.

Practice 2.1

The board has a board charter which is periodically reviewed and published on the company's website. The board charter clearly identifies–

- the respective roles and responsibilities of the board, board committees, individual directors and management; and
- issues and decisions reserved for the board.

Application	:	Applied
Explanation on application of the practice	:	<p>(i) The Board Charter is the primary reference on our Board and Board Committees' powers and responsibilities and the manner in which they should be exercised and discharged, having regard to the Constitution, the Act, MMLR and other applicable laws and CG best practices.</p> <p>(ii) The Board Charter is reviewed annually, with the last revision in December 2022, and includes inter alia the provisions pertaining to:-</p> <ul style="list-style-type: none">(a) Board's principal responsibilities(b) Role descriptions and responsibilities of our Board Chairman, individual Directors including INEDs and Senior INED, and GCEO/Management;(c) Division of responsibilities between Board Chairman and GCEO to ensure balance of powers and authority that is fundamental to governance(d) Board Reserved Matters, i.e. matters requiring Board approval including:-<ul style="list-style-type: none">• Group strategic plan and budget• Unaudited quarterly financial results and audited financial statements• Declaration of dividends and acceptance of banking facilities• Investments and transactions in excess of LOA, including related party transactions• Appointment and termination of our GCEO, GCFO, Company Secretary and Head of CA as well as succession management of GCEO and key senior management(e) Code of conduct, dealings in securities and conflicts of interest as well as the anti-bribery and corruption policy.

	<p>(iii) Specific responsibilities and powers are delegated to ARC, NRCGC and SBTC in accordance with their respective Charters. The Board Committee Charters are reviewed annually and accessible on the corporate website corporate.astro.com.my/esg/governance.</p> <p>(iv) Our Board has delegated the day-to-day management of the business to the GCEO within the approved LOA. LOA, which is reviewed by the Group Risk Management (“GRM”) team and audited by CA on a regular basis, outlines the decision-making authority of the GCEO and the delegation of authority to EXCO and SLT up to a pre-determined financial threshold in respect of the following areas, inter alia:-</p> <ul style="list-style-type: none"> (a) Operational and capital expenditure (b) Execution of contracts (c) Procurement (d) Litigation (e) Human capital. <p>(v) Board approvals will be sought for matters beyond the LOA and in respect of matters specifically reserved for our Board, more specifically set out in Section 10 of the Board Charter. Matters beyond the LOA include changes to our Board composition, Directors and GCEO remuneration, dividends, material contracts and related party transactions.</p> <p>(vi) Key updates to the Board Charter in FY23 include:-</p> <ul style="list-style-type: none"> (a) Enhancement to the Directors’ Fit and Proper Policy with the objectives of providing clarity on the fit and proper criteria and process for assessing the appointment of a new Director and re-election of an existing Director. A self-declaration and assessment form was developed to assist NRCGC and Board. (b) Adoption of the nine-year rule for INEDs without extension in accordance with Practice 5.4 of the Malaysian Code on Corporate Governance 2021 (“MCCG”).
<p>Explanation for departure</p>	<p>:</p>
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>	
<p>Measure</p>	<p>:</p>
<p>Timeframe</p>	<p>:</p>

Intended Outcome

The board is committed to promoting good business conduct and maintaining a healthy corporate culture that engenders integrity, transparency and fairness.

The board, management, employees and other stakeholders are clear on what is considered acceptable behaviour and practice in the company.

Practice 3.1

The board establishes a Code of Conduct and Ethics for the company, and together with management implements its policies and procedures, which include managing conflicts of interest, preventing the abuse of power, corruption, insider trading and money laundering.

The Code of Conduct and Ethics is published on the company's website.

Application	:	Applied
Explanation on application of the practice	:	<p>(i) Astro's COBE outlines the principles and best practices to be applied by our Directors and employees when dealing with external parties. Fairness and impartiality as well as compliance with laws and regulations are upheld in our business conduct and relationships. The COBE is published on our internal portal for Astro employees' reference and accessible to the public on the corporate website corporate.astro.com.my/esg/governance.</p> <p>(ii) COBE regulates, amongst others, the use of company information, assets and intellectual property rights by our employees. It contains, inter alia, the guiding principles relating to the giving and receiving of business courtesies, prevention of corruption, conflicts of interest, insider trading and restrictions on political involvement. The COBE is reviewed periodically with the most recent updates rolled out to employees in March 2022. As part of its ongoing review, CA reviews and monitors compliance with the COBE and reports its findings to ARC, if required.</p> <p>(iii) As part of the annual compliance and ethics awareness, Astro employees complete a compulsory annual employee compliance training which is premised on "Doing the Right Thing", testing their knowledge of various policies including COBE, Astro Anti-Corruption Framework ("AACF"), information classification and protection, personal data protection as well as occupational safety, health and environment. For FY23, all 3,700+ Astro employees completed the training. In addition, Directors and employees make an annual (and as and when necessary) declarations of any real and potential conflict of interest.</p> <p>(iv) The AACF which was adopted by our Board in 2020 is reviewed by ARC on a regular basis. Comprehensive measures have been</p>

	<p>taken to safeguard our Group from bribery risks and regulatory non-compliances, including Third-Party Code of Business Ethics and enhanced vendor due diligence. All Directors, employees and business associates are required to read, understand, comply with the AACF and COBE.</p> <p>(v) As part of our Group governance framework, there is a separate Code of Conduct and Ethics for Directors of the Group to ensure a good knowledge and understanding of their fiduciary duties. A Director of our Group shall at all times exercise his powers in accordance with the Act, the company’s constitution and the applicable rules and regulations, and act for a proper purpose and in good faith in the best interest of the company. In performing their duties, Directors shall at all times abide by and conform to the codes of conduct relating to compliance, conflicts of interest, stewardship responsibilities, duty to act in the best interest of our Group, maintenance of proper records and accounts, confidentiality and good governance.</p> <p>(vi) Directors are requested to disclose their interest (comprising directorship and shareholding interests) at every quarterly Board meeting, in accordance with Section 221(1) of the Act. In addition, where a director is deemed interested in any proposal or related party transactions, he/she shall declare his interest and abstain from deliberation and voting in accordance with the Policy on Related Party Transactions. A nominee director who is appointed by a substantial shareholder is required to abstain from any proposals involving the interest of his nominator.</p> <p>(vii) A list of disclosures by Astro employees is submitted to NRCGC annually for review. Any request by EXCO to be involved in external organisations are reviewed by NRCGC and submitted for Board approval. Factors such as time commitment, nature of business/organisation and quantum of fees payable to the employee are some of the factors that will be taken into consideration.</p>
Explanation for departure :	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
Measure :	
Timeframe :	

Intended Outcome

The board is committed to promoting good business conduct and maintaining a healthy corporate culture that engenders integrity, transparency and fairness.

The board, management, employees and other stakeholders are clear on what is considered acceptable behaviour and practice in the company.

Practice 3.2

The board establishes, reviews and together with management implements policies and procedures on whistleblowing.

Application	:	Applied
Explanation on application of the practice	:	<p>(i) As part of our Group's commitment to effective risk management and high standards of governance and accountability, our Board has established the WPP for whistleblowers to raise concerns on any improper conduct or violation of our Group's values and principles by employees and third parties without fear of reprisal.</p> <p>(ii) The Whistleblowing Line is independently managed by the CA team, which assumes primary responsibility for the investigation and reporting of disclosures received. All disclosures received from employees or external parties via the Whistleblowing Line are investigated, and the findings with recommendations are reported to the Chairman of ARC and/or GCEO quarterly, or more frequently, as necessary. In addition, where the matter relates to non-compliance of the AACF, such disclosures are channelled to the Compliance team to ensure appropriate actions are taken. In the event a disclosure relates to the ARC Chairman or Vice President, CA, the matter will be escalated to our Board Chairman and GCEO.</p> <p>(iii) Employees who report any incidences are protected in accordance with the Whistleblower Protection Act 2010 from any retaliatory actions for voluntarily disclosing information about dishonest or unlawful activities occurring at the workplace.</p> <p>(iv) ARC is furnished with regular updates on whistleblowing incidents. Serious actions will be taken against the wrongdoers including issuance of warning letters and lodgement of reports to the police and regulatory bodies, where necessary.</p> <p>The WPP is reviewed by the CA and ARC periodically to ensure its effectiveness. The last review was performed in September 2022 to provide safeguards against acts of bribery and corruption, including extending the Whistleblowing Line to third parties. The WPP is accessible on the corporate website corporate.astro.com.my/esg/governance.</p>

Explanation for departure :		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure :		
Timeframe :		

Intended Outcome

The company addresses sustainability risks and opportunities in an integrated and strategic manner to support its long-term strategy and success.

Practice 4.1

The board together with management takes responsibility for the governance of sustainability in the company including setting the company's sustainability strategies, priorities and targets.

The board takes into account sustainability considerations when exercising its duties including among others the development and implementation of company strategies, business plans, major plans of action and risk management.

Strategic management of material sustainability matters should be driven by senior management.

Application	:	Applied
Explanation on application of the practice	:	<ul style="list-style-type: none">(i) One of our Board's principal responsibilities is the promotion of sustainability and long-term value creation by embedding economic and ESG factors in our Group's strategies and addressing sustainability risks and opportunities.(ii) Our Board is ultimately responsible for oversight of Astro's ESG Roadmap, which are aligned with Astro's strategic objectives. To assist our Board, ARC will assume oversight responsibilities of ESG disclosures from FY24 and reviews key sustainability risks which include cyber risks, sustainability and climate-related risks.(iii) Astro's ESG governance structure was established in 2021 whereby our Board is supported by the ESG Assurance Management Committee led by the GCEO. The said committee reviews the progress of the implementation of Astro's ESG plans and reports to our Board on a regular basis.(iv) During FY23, Astro's materiality matrix was refreshed based on feedback from internal and external stakeholders. Matters that are material to Astro, external and internal stakeholders were mapped and prioritised into 5 key pillars, namely Responsible Business, Caring for the Environment, Voice for Good, Education for All and Community Development. For details, please refer to page 31 of IAR2023.(v) Our Board approved Astro's 3-year ESG targets in September 2022 and among others, set the ambition of achieving Carbon Neutrality by 2040.(vi) In striving to be a responsible business, Astro adheres to CG best practices by reference to the MCCG and FTSE4Good where possible. Governance pillars include cyber security and data

	<p>privacy and anti-bribery. Cyber security and data privacy are protected by a robust cyber security framework that is certified by SIRIM annually and led by the Chief Technology Officer and Head, Cyber Security. The AACF was rolled out in 2020 and it is monitored by the Compliance team on an operational level and reported to EXCO and ARC on a quarterly basis. For more details, please refer to pages 86 to 87 of IAR2023.</p> <p>(vii) As a media organisation, Astro has a big social footprint due to our ability to engage the communities and a relatively smaller environmental footprint.</p> <p>(viii) On the environment front - Apart from reducing carbon footprint and implementing various recycling initiatives within the organisation, Astro's environment focus is to use sustainable products that reduce waste such as smaller and energy efficient set-top-box for the TV business, plastic-free packaging in selected products and use our platform as the Voice for Good to create awareness for protection of the environment through initiatives and forming partnerships.</p> <p>(ix) On the social front - Astro champions education and equal access to education for all, particularly the underserved rural communities, personal development and leadership through sports, and a safe, healthy and equitable working environment for Astro employees.</p> <p>(x) Given the multitude of sustainability frameworks currently available, Astro draws reference from Bursa Malaysia's Sustainability Reporting Guide and where relevant, United Nations Sustainable Development Goals (UNSDG) and Global Reporting Initiative (GRI) to enhance our ESG practices and disclosures.</p>
Explanation for departure :	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
Measure :	
Timeframe :	

Intended Outcome

The company addresses sustainability risks and opportunities in an integrated and strategic manner to support its long-term strategy and success.

Practice 4.2

The board ensures that the company's sustainability strategies, priorities and targets as well as performance against these targets are communicated to its internal and external stakeholders.

Application	:	Applied
Explanation on application of the practice	:	<p>(i) 3-year ESG targets were approved by our Board in September 2022. To ensure continuous oversight, progress is updated to our Board on a quarterly basis.</p> <p>(ii) Astro's ESG Sustainability Statement and various policies, including the Employee Rights Statement, Diversity, Equity & Inclusion Statement, Occupational, Safety, Health and Environment Policy and Return or Recycle Your Astro Devices Policy are in place to achieve our ESG goals. These policies are published on the intranet to create awareness among Astro employees as well as on the corporate website for the benefit of other stakeholders and the public.</p> <p>(iii) For external stakeholders, Astro's ESG commitments are communicated to analysts on a quarterly basis at analyst conference calls and on the corporate website. In FY23, Astro conducted several community programmes which included contributing food and essential items for flood relief victims, donating proceeds and school items from the 'Walk for Education' event to three Astro Kasih hostels and six Starfish Foundation hostel students, providing education incentive for top three students in Astro Kasih hostels in 2023, trained 1,500 young badminton players under Astro Kem Badminton and contributed financial aid to 22 beneficiaries in FY23 to address poverty.</p> <p>(iv) Internally, Astro employees' awareness of our Group's sustainability efforts were honed through employee engagements and participation in sustainability initiatives as well as messaging through quarterly employee townhalls, newsletters, intranet and staff volunteerism projects. As an example, Astro organised the 'Walk for Education' campaign in May 2022 that saw 2,000 participating, including customers, business associates and employees of Astro.</p>
Explanation for departure	:	

<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

The company addresses sustainability risks and opportunities in an integrated and strategic manner to support its long-term strategy and success.

Practice 4.3

The board takes appropriate action to ensure they stay abreast with and understand the sustainability issues relevant to the company and its business, including climate-related risks and opportunities.

Application	:	Applied
Explanation on application of the practice	:	<p>(i) Our Board stays abreast and understands sustainability issues that are relevant to our business through various methods:-</p> <ul style="list-style-type: none"> (a) Sustainability/ESG is a regular agenda item at our quarterly Board meetings with updates from the ESG Assurance Management Committee (b) Risk analysis including sustainability/ESG risks, is part and parcel of Board proposals, thus enabling relevant ESG issues to be highlighted and considered (c) Sustainability/ESG briefings are arranged from time to time to keep our Board and Management abreast of the development of sustainability issues (d) ARC is responsible to oversee risk management, which includes sustainability risks and climate-related risks. The GCFO and risk management team update ARC on Group’s key risk profiles and risk assessment on a quarterly basis. <p>(ii) Our Board acknowledges that as a leading multi-platform content and consumer company, our business has a significant social impact with a smaller environmental footprint. Currently, some of Astro’s ESG initiatives in addressing climate-related issues include reducing carbon footprint, plastic-free packaging and promoting efficient energy use as well as conscious water utilisation.</p> <p>(iii) Our Group’s sustainability/ESG governance framework is further explained in the section on Sustainability as well as the Statement on Risk Management and Internal Control (“SORMIC”) on pages 140 to 148 of IAR2023.</p>
Explanation for departure	:	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		

Measure	:		
Timeframe	:		

Intended Outcome

The company addresses sustainability risks and opportunities in an integrated and strategic manner to support its long-term strategy and success.

Practice 4.4

Performance evaluations of the board and senior management include a review of the performance of the board and senior management in addressing the company’s material sustainability risks and opportunities.

Application	:	Applied	
Explanation on application of the practice	:	(i)	Sustainability considerations are integrated into the annual performance evaluation of our Board and EXCO.
		(ii)	From our Board’s perspective, the Board skills matrix is assessed annually, including expertise in sustainability. The matrix is mapped against Astro’s strategic direction and needs, and used as one of the selection criteria in assessing potential candidates for directorship. In addition, the BEE encompasses an assessment of our Board’s effectiveness in promoting sustainability and long-term value creation by ESG factors in Astro’s strategies and addressing sustainability risks and opportunities.
		(iii)	From EXCO’s perspective, the Company Scorecard carries ESG-based KPIs as well as those relating to sustainability risks and opportunities. As mentioned earlier, Management is evaluated against the KPIs set out in the agreed Company Scorecard and will be rewarded according to the achievement of such KPIs for each financial year.
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

The company addresses sustainability risks and opportunities in an integrated and strategic manner to support its long-term strategy and success.

Practice 4.5- Step Up

The board identifies a designated person within management, to provide dedicated focus to manage sustainability strategically, including the integration of sustainability considerations in the operations of the company.

Note: The explanation on adoption of this practice should include a brief description of the responsibilities of the designated person and actions or measures undertaken pursuant to the role in the financial year.

Application	:	Adopted
Explanation on adoption of the practice	:	(i) The GCEO, is the officer designated to provide dedicated focus to manage sustainability strategically, including the integration of sustainability considerations in the operations of our Group. (ii) GCEO chairs the ESG Assurance Management Committee, to oversee the management processes and strategies designed to augment business priorities with sustainability commitments to produce a greener environment, positive social impact and good governance.

Intended Outcome

Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

Practice 5.1

The Nomination Committee should ensure that the composition of the board is refreshed periodically. The tenure of each director should be reviewed by the Nomination Committee and annual re-election of a director should be contingent on satisfactory evaluation of the director's performance and contribution to the board.

Application	: Applied
Explanation on application of the practice	<p><u>Board Refresh</u></p> <p>(i) NRCGC reviews the size and composition of our Board annually against the legal and regulatory framework comprising the Act, MMLR, MCCG, FTSE Russell ESG criteria and our Company's Constitution as well as best practices.</p> <p>(ii) NRCGC reviews the Board Succession Policy annually to ensure continuity in leadership, a progressive Board refresh and to maintain an appropriate balance of skills and experience through a time-based phased retirement process. Directors are earmarked based on tenure to ensure a smooth transition by overlapping the appointment of the replacement and the outgoing incumbent to the extent p.</p> <p>(iii) In May 2022, TAR and Nicola Mary Bamford ("NB") were appointed as INEDs based on the NRCGC's recommendation after an extensive review. As part of our Board succession planning, TAR was subsequently re-designated as Chairman of our Board, replacing TZA who retired at the conclusion of the Tenth AGM on 22 June 2022. NB was appointed as a member of ARC and SBTC taking into consideration that Datuk Yvonne Chia ("DYC") is approaching her ninth year as an INED. DYC will not be seeking re-election as the forthcoming Eleventh AGM in June 2023.</p> <p><u>Directors' Re-election</u></p> <p>(i) Directors' re-election is reviewed by NRCGC which takes into consideration the findings of the annual BEE and assessment based on the DFPP and where applicable, independence. The BEE is carried out annually to assess individual Directors' performance and contributions before a recommendation is made to our Board for re-electing a retiring Director.</p> <p>(ii) DYC and Renzo Christopher Viegas ("RV") who are INEDs and Lim Ghee Keong ("LGK") are retiring by rotation at the Eleventh AGM in June 2023 pursuant to Rule 126 of the Constitution.</p>

	<p>Having served a cumulative term of 9 years as INED since her first appointment in 2014, DYC who is also our Senior INED, has indicated her intention not to seek re-election.</p> <p>(iii) NRCGC has assessed the retiring Directors and took into consideration, the findings of FY23 BEE which encompassed the following areas: (a) contribution and performance; (b) calibre and personality; and (c) level of independence; and the criteria set out in the DFPP. RV and LGK have furnished their fit and proper self-declarations in accordance with the DFPP. Save for RV and LGK who have abstained from deliberating and voting, our Board has recommended their re-election as Directors.</p> <p>(iv) In view of DYC's retirement, the NRCGC has developed the selection criteria for a new Director in consultation with our Board and EXCO, taking into consideration the Board skills matrix which is mapped against Astro's strategic directions. A search commenced both locally and regionally based on the agreed selection criteria.</p>
<p>Explanation for departure :</p>	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>	
<p>Measure :</p>	
<p>Timeframe :</p>	

Intended Outcome

Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

Practice 5.2

At least half of the board comprises independent directors. For Large Companies, the board comprises a majority independent directors.

Application	:	Departure
Explanation on application of the practice	:	
Explanation for departure	:	As at 31 January 2023, our Board comprised nine Directors, of whom four or 44.4% are INEDs including the Chairman of our Board.
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	<p>Our Board believes that there are adequate procedures to ensure that Board decisions are balanced, effective and in the best interest of our Group taking into consideration the interest of all shareholders. Such procedures include:-</p> <p>(i) An interested Director or a Director who has a potential conflict of interest in a particular transaction is required to recuse and abstain from deliberating and voting on a resolution in which he is interested or potentially interested, and leave the meeting room during the deliberation. This enables non-interested Directors to deliberate freely and decide on such matters in their absence.</p> <p>(ii) A Director who is nominated by a major shareholder, shall abstain from deliberating and voting at the Board Meeting or circular resolutions and where relevant, at shareholders' meeting, in respect of a related party transaction which involves the interests, direct or indirect, of his nominator/major shareholder.</p> <p>(iii) Directors owe fiduciary duties under the Act and are required to act in good faith in the best interest of our Company. Section 217 provides that a director who was appointed by or as a representative of a shareholder, shall act in the best interest of the company and in the event of any conflict between his duty to act in the best interest of the company and his duty to his nominator, he shall not subordinate his duty to act in the best interest of the company to his nominator.</p>

	<p>(iv) Directors are governed by the Board Charter and Code of Conduct and Ethics for Directors of Astro Group relating to compliance with law, conflict of interest, stewardship responsibilities, and maintenance of proper records and accounts, confidentiality and good governance.</p> <p>(v) The performance of individual Directors is assessed annually (and once in every three years, by an independent consultant) via a Self and Peer Assessment under the BEE. Any weaknesses identified will be taken into consideration by NRCGC in reviewing the re-election of Directors pursuant to Rule 126 of the Company's Constitution.</p>
Timeframe :	

Intended Outcome

Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

Practice 5.3

The tenure of an independent director does not exceed a cumulative term limit of nine years. Upon completion of the nine years, an independent director may continue to serve on the board as a non-independent director.

If the board intends to retain an independent director beyond nine years, it should provide justification and seek annual shareholders' approval through a two-tier voting process.

Application	:	Not applicable - Step Up 5.4 adopted	
Explanation on application of the practice	:		
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

Practice 5.4 - Step Up

The board has a policy which limits the tenure of its independent directors to nine years without further extension.

<i>Note: To qualify for adoption of this Step Up practice, a listed issuer must have a formal policy which limits the tenure of an independent director to nine years without further extension i.e. shareholders' approval to retain the director as an independent director beyond nine years.</i>	
Application	: Adopted
Explanation on adoption of the practice	: (i) Our Board adopted the policy that that the tenure of an INED is capped at nine years without further extension as set out in the Board Charter. (ii) An INED who has completed a cumulative of nine years may continue to serve on our Board subject to him or her being re-designated as a non-independent director.

Intended Outcome

Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

Practice 5.5

Appointment of board and senior management are based on objective criteria, merit and with due regard for diversity in skills, experience, age, cultural background and gender.

Directors appointed should be able to devote the required time to serve the board effectively. The board should consider the existing board positions held by a director, including on boards of non-listed companies. Any appointment that may cast doubt on the integrity and governance of the company should be avoided.

Application :	Applied										
Explanation on application of the practice :	<p><u>Board Appointments</u></p> <p>(i) Astro has a transparent process for identifying, selecting and appointing Directors. The selection criteria and process are explained in the CG Overview on pages 109 to 110 of IAR2023.</p> <p>(ii) In evaluating the suitability of candidates, NRCGC is guided by the factors laid down in the DFPP and Board diversity requirements as well as the Board skills matrix, thus ensuring that each Director has the required experience, competency, character, integrity and time to effectively discharge his/her rolevarious considerations. Candidates are required to furnish a self-declaration based on the DFPP and undergo an interview and assessment process by NRCGC. The self-declaration process is also applicable to an existing Director who is seeking re-election.</p> <p>(iii) Independence and diversity, including gender and inclusivity are additional key criteria that are considered by NRCGC and our Board. In respect of gender diversity, the target is to maintain at least 30% women on our Board.</p> <p>(iv) The longest serving Director is DYC who was appointed in 2014 and she will be retiring at the conclusion of the Eleventh AGM. As at 31 January 2023, the tenure of our Directors are as follows:-</p> <table border="1"><thead><tr><th>Years of service</th><th>< 1 year</th><th>1 – <5 years</th><th>5 - < 9 years</th><th>> 9 years</th></tr></thead><tbody><tr><td>No. of Directors</td><td>2</td><td>3</td><td>3</td><td>1</td></tr></tbody></table> <p>(v) During FY23, a review of the Board skills matrix was carried out by NRCGC to identify skill sets and competencies that will further strengthen our Board to meet the our Group’s strategic goals. Such skills and competencies include knowledge and experience in new media technology, data analytics and consumer insights, sustainability/ESG, IT, cybersecurity and digital strategy, as well as media industry experience.</p>	Years of service	< 1 year	1 – <5 years	5 - < 9 years	> 9 years	No. of Directors	2	3	3	1
Years of service	< 1 year	1 – <5 years	5 - < 9 years	> 9 years							
No. of Directors	2	3	3	1							

	<p>(vi) Time commitment is a key criteria in the DFPP. Directors are expected to be committed and devote sufficient time to serve on our Board. The letter of appointment provides an indication of the time required. Eight Board meetings and 23 Board Committee meetings were held during FY23. The total hours spent cumulatively across Board and Board Committee meetings in FY23 were approximately 106 hours excluding ad-hoc meetings.</p> <p>(vii) In respect of external board positions, the maximum number of directorships held by our Directors as at 31 January 2023 is three (including Astro), thus complying with Paragraph 15.06 of the MMLR.</p> <p>(viii) In addition, Directors are required to notify and discuss with our Board Chairman (and in case of our Board Chairman, he shall discuss with our Senior INED) prior to accepting any new appointment in a public listed company and/or any company which is involved in competing businesses. Disclosure of any new directorship in public and non-public companies are tabled to our Board on a quarterly basis.</p> <p>(ix) Character and Integrity are also key considerations in the DFPP. This will be assessed by the NRCGC to determine if an individual is fit and proper to act as our Director.</p> <p><u>Key Senior Management Appointments</u></p> <p>(i) Diversity and inclusion are fundamental to Astro’s corporate culture and long-term growth. Our Group ensures fair and equitable recruitment and compensation practices, foster development and support career progression based solely on performance and merit. Our Equal Opportunity Policy does not discriminate in terms of ethnicity, gender, age, religion, and disability, resulting in a very diverse Team Astro across all levels of our organisation.</p> <p>(ii) Astro has diversity of talent with a balanced gender representation and committed to ensure that a minimum of 40% women in the leadership positions across the board. In FY23, our workforce comprises 51% male and 49% female. A strong 46% of female senior leaders make up our senior management team.</p> <p>(iii) Our Group’s organisational structure and Management succession are reviewed by NRCGC and Board periodically to ensure that all key and critical positions are filled to provide strong leadership towards the achievement of our Group’s corporate goals and objectives and their respective potential successors, mapping of individual competencies and talent development, including opportunities for job rotations. The plans also ensure that there is adequate interim cover during emergency situations.</p> <p>(iv) The appointment of GCEO, GCFO, GCOO, Company Secretary and Head of CA requires Board approval while other key senior management will be reviewed and approved by NRCGC and/or Board based on the EXCO’s recommendation, where appropriate. Background reference checks on the candidates are carried out as part of the pre-employment screening process</p>
--	---

	<p>and shortlisted candidates for key positions are interviewed by our Directors, if required.</p> <p>(v) Key senior management appointments are closely scrutinised and appointments are made based on an objective criterion, merit and with due regard for diversity in skills, education, experience and gender. Psychometric testing will be conducted to provide additional qualitative input.</p> <p>Diversity of SLT members (whose profiles are set out on pages 96 to 101 of IAR2023) as at 31 January 2023:-</p> <table border="1" data-bbox="528 622 1422 725"> <thead> <tr> <th colspan="4">Age Group</th> <th colspan="2">Gender</th> </tr> <tr> <th>31-40</th> <th>41-50</th> <th>51-60</th> <th>>60</th> <th>Male</th> <th>Female</th> </tr> </thead> <tbody> <tr> <td>15</td> <td>34</td> <td>22</td> <td>1</td> <td>39</td> <td>33</td> </tr> </tbody> </table> <table border="1" data-bbox="528 757 1422 891"> <thead> <tr> <th colspan="5">Race/Ethnicity</th> <th colspan="2">Nationality</th> </tr> <tr> <th>Malay/ Bumiputera</th> <th>Chinese</th> <th>Indian</th> <th>Others</th> <th>Expat</th> <th>Malaysian</th> <th>Foreigner</th> </tr> </thead> <tbody> <tr> <td>14</td> <td>35</td> <td>9</td> <td>4</td> <td>10</td> <td>62</td> <td>10</td> </tr> </tbody> </table> <p>(vi) During FY23, our Board approved the succession plan for the GCEO as recommended by NRCGC. The change came into effect on 1 February 2023 with the appointment of Mr. Euan Daryl Smith (“EDS”) as GCEO. EDS who was formerly our GCOO, was appointed as GCEO-Designate in September 2022 during a 4-month transition period before formally assuming the role. Another key management change during the year is the appointment of a new Director, People & Workplace based on the recommendation of NRCGC and EXCO.</p>	Age Group				Gender		31-40	41-50	51-60	>60	Male	Female	15	34	22	1	39	33	Race/Ethnicity					Nationality		Malay/ Bumiputera	Chinese	Indian	Others	Expat	Malaysian	Foreigner	14	35	9	4	10	62	10
Age Group				Gender																																				
31-40	41-50	51-60	>60	Male	Female																																			
15	34	22	1	39	33																																			
Race/Ethnicity					Nationality																																			
Malay/ Bumiputera	Chinese	Indian	Others	Expat	Malaysian	Foreigner																																		
14	35	9	4	10	62	10																																		
<p>Explanation : for departure</p>																																								
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>																																								
<p>Measure :</p>																																								
<p>Timeframe :</p>																																								

Intended Outcome

Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

Practice 5.6

In identifying candidates for appointment of directors, the board does not solely rely on recommendations from existing board members, management or major shareholders. The board utilises independent sources to identify suitably qualified candidates.

If the selection of candidates was based on recommendations made by existing directors, management or major shareholders, the Nominating Committee should explain why these source(s) suffice and other sources were not used.

Application	:	Applied	
Explanation on application of the practice	:	To identify candidates suitable for appointment as Directors of AMH, our Board relies on recommendations from our Directors, EXCO, major and substantial shareholders and industry contacts, including the external audit firm that has a wide network globally. In appropriate circumstances, NRCGC may refer to independent sources such as recruitment agencies.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

Practice 5.7

The board should ensure shareholders have the information they require to make an informed decision on the appointment and reappointment of a director. This includes details of any interest, position or relationship that might influence, or reasonably be perceived to influence, in a material respect their capacity to bring an independent judgement to bear on issues before the board and to act in the best interests of the listed company as a whole. The board should also provide a statement as to whether it supports the appointment or reappointment of the candidate and the reasons why.

Application	:	Applied	
Explanation on application of the practice	:	The profiles of RV and LGK who are seeking re-election, including their qualifications, experience, external directorships and interest, position or relationship that may be relevant for shareholders to make informed decisions are disclosed on page 91 of IAR2023 and the Explanatory Notes to the Notice of Eleventh AGM.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

Practice 5.8

The Nominating Committee is chaired by an Independent Director or the Senior Independent Director.

Application	:	Applied	
Explanation on application of the practice	:	NRCGC is currently chaired by DYC, who is Senior INED. DYC's profile is set out on page 90 of IAR2023.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

Practice 5.9

The board comprises at least 30% women directors.

Application	:	Applied	
Explanation on application of the practice	:	As at 31 January 2023, four out of nine Directors representing 44.4% are women Directors.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

Practice 5.10

The board discloses in its annual report the company’s policy on gender diversity for the board and senior management.

Application	:	Applied	
Explanation on application of the practice	:	(i)	Gender is an important consideration and our Board targets to maintain at least 30% women representation. However, all appointments are ultimately based on merit and capability with reference to Astro’s current and future needs to future-proof our Board.
		(ii)	From an organisation perspective, Astro targets to maintain at least 40% women representation. At the end of FY23, our workforce comprises 51% male and 49% female. A strong 46% of female senior leaders make up our senior management team.
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

Stakeholders are able to form an opinion on the overall effectiveness of the board and individual directors.

Practice 6.1

The board should undertake a formal and objective annual evaluation to determine the effectiveness of the board, its committees and each individual director. The board should disclose how the assessment was carried out its outcome, actions taken and how it has or will influence board composition.

For Large Companies, the board engages an independent expert at least every three years, to facilitate objective and candid board evaluation.

<i>Note: For a Large Company to qualify for adoption of this practice, it must undertake annual board evaluation and engage an independent expert at least every three years to facilitate the evaluation.</i>	
Application	: Applied
Explanation on application of the practice	: (i) The Board Charter requires an annual evaluation of the effectiveness of our Board and Board Committees, which include size and composition, skill sets, experience and capabilities to ensure an appropriate balance of skills, experience and diversity. Such evaluation includes an assessment of the level of independence of INEDs. The evaluation will be carried out by a suitably qualified and independent external party once in every three years. KPMG Management & Risk Consulting Sdn Bhd conducted the BEE for the financial year ended 31 January 2021. In the intervening years, the BEE is coordinated by the Company Secretary. (ii) The annual BEE primarily is a forward-looking tool to identify the strengths and weaknesses of our Board, Board Committees and individual Directors, in addition to providing a measurement of past performance. The findings are considered for the purposes of recommending the re-election of Directors and selecting potential candidates to be appointed to our Board. (iii) The primary mode of gathering insights was through questionnaires which were deployed via a web-based application with the results generated in the form of analytics. Respondents included EXCO members to enable a 360° feedback and greater insights on the inter-working relationship between our Board and Management. The analyses were premised on both qualitative and quantitative aspects of our Board, Board Committees and individual Directors. (iv) The questionnaires were updated based on the MCCG, in particular Practice 4.4 relating to Board and Management's

responsibilities for material sustainability risks and opportunities.

- (v) FY23 BEE was conducted internally based on online questionnaires, encompassing various assessment topics as set out below. Assessment questions for the Board as a whole encompassed contribution and performance, Board mix and composition, quality of information and decision-making, effectiveness in discharging Board’s key responsibilities and our Board Chairman’s role.

Topic	Assessment
1	Board of Directors
2	Board Skills Matrix
3	Directors’ Self and Peer Assessment and Senior Independent Director
4	Independence Assessment of Independent Directors
5	ARC
6	NRCGC
7	SBTC

- (vi) Company Secretary and Secretariat roles were assessed as part of the FY23 BEE. In addition, EXCO members provided their views on the inter-working relationship between Board and Management for 360° feedback.

- (vii) Directors’ training needs and focus of topics to be discussed at Board Meetings are derived from the BEE feedback.

- (viii) Findings were presented to NRCGC and Board in March 2023. The overall performance of our Board, Board Committees and Directors, including INEDs was rated as ‘strong’ scoring 4.1 out of 5. Reports for individual Directors with peer average rating and comments were also furnished to them.

- (ix) The FY23 BEE indicated that the efficacy of the three Board Committees is an area of strength:

- (a) Members of the ARC are experienced and well-positioned to apply a critical and probing view on transactions as well as financial and risk oversight.
- (b) NRCGC’s working relationship with Management and proactivity in providing recommendations to our Board.
- (c) The SBTC comprises a healthy mass of Directors with a mix of competent and diverse skill sets and educational background, and is well-positioned to apply a critical and probing view on the strategic and growth options for Astro.

- (x) In respect of the working relationship between our Board and Management, there is a clear understanding on the involvement level required from our Board which does not fall into the

	<p>extreme levels but instead, hitting the “sweet spot” of an engaged board.</p> <p>(xi) Based on the findings, there is headroom for improvement in fortifying the boardroom configuration and composition, and improving succession planning for Board Committees and key senior management, which are our key CG priorities for FY24 and the action plans will be monitored by NRCGC.</p>	
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

The level and composition of remuneration of directors and senior management take into account the company's desire to attract and retain the right talent in the board and senior management to drive the company's long-term objectives.

Remuneration policies and decisions are made through a transparent and independent process.

Practice 7.1

The board has remuneration policies and procedures to determine the remuneration of directors and senior management, which takes into account the demands, complexities and performance of the company as well as skills and experience required. The remuneration policies and practices should appropriately reflect the different roles and responsibilities of non-executive directors, executive directors and senior management. The policies and procedures are periodically reviewed and made available on the company's website.

Application	:	Applied
Explanation on application of the practice	:	<u>Non-Executive Directors' Remuneration Policy</u> (i) In determining non-executive Directors' ("NED") remuneration, our Board takes into consideration various factors including any changes in the operating circumstances and market environment, time commitment as well as benchmarking with other local and regional companies which are operating in similar businesses and comparable in size and market share. These principles are nevertheless robust and are subject to periodic reviews and change depending on relevant business circumstances. Benchmarking on Directors' remuneration is carried out at appropriate intervals by NRCGC to ensure that the remuneration commensurate with responsibilities, time and effort as well as within industry benchmarks. (ii) Our NED's remuneration policy is premised on the following:- (a) Alignment with the Group's business strategy and long-term objectives (b) Reflects the experience, time commitment, level of responsibilities and complexity shouldered, special assignments and risks (c) Consistent with recognised best practice standards (d) Adequate to attract, motivate and retain world-class non-executive talent. (iii) In determining our NED's remuneration, the following factors which are non-exhaustive are taken into consideration:- (a) Benchmarking against relevant peer groups of similar sized listed companies

	<ul style="list-style-type: none"> (b) Estimation of amount of time and commitment required to perform roles (c) Industry specific premiums (d) Organisational complexity (e) Organisational business strategy, long-term objectives and sustainability goals (f) BEE. <p>(iv) Our NED's remuneration structure comprises fixed fees for membership of Board and Board Committees and per-day meeting allowance, the aggregate of which are paid in arrears on a monthly basis subject to total limits approved by shareholders as required under Section 230 of the Act. Individual Directors do not participate in the discussions and decisions relating to their own remuneration.</p> <p>(v) In line with good CG practices to ensure objectivity, our NEDs are not entitled to share incentives under the LTIP.</p> <p>(vi) Based on NRCGC's recommendation, our Board has reviewed and determined that the proposed remuneration rates are competitive, commensurate with Directors' responsibilities in the current operating landscape, and within market benchmarks. NRCGC considered among others, the business challenges and progress of Astro's transformation plans and drew references from the survey on Board Remuneration Practices 2022. The total cap of RM3.81 million, which is the same as the amount sought at the Tenth AGM in June 2022, takes into consideration the need to appoint additional director(s) to further reinforce our Board's strengths and independence, additional Board Committee(s) and the estimated frequency of meetings.</p> <p>(vii) Based on the foregoing, our Board approved NRCGC's recommendation to seek shareholders' approval at the forthcoming Eleventh AGM in June 2023 for the payment of Directors' remuneration for the period commencing 22 June 2023 until the next AGM to be held in 2024 of up RM3.81 million.</p> <p><u>Remuneration Philosophy and Rewards Strategy for Senior Leadership Team</u></p> <p>(i) Astro's Remuneration Philosophy and Rewards Strategy is based on a total compensation framework that includes both fixed and variable pay elements along with a comprehensive range of non-monetary benefits to drive short-term and long-term performance. For senior level employees, the structure is weighted towards performance-related elements that will take into account individual, functional and corporate performance to ensure equitable rewards.</p>
--	---

	<p>(ii) In selecting, appointing and remunerating Management, various factors are considered such as skill sets, education and experience as well as accountability and job complexity. These criteria are not exhaustive and may include other important criteria such as collaborative skills.</p> <p>(iii) The detailed framework is set out on pages 122 to 124 of IAR2023.</p>	
<p>Explanation for departure</p>		
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
<p>Measure</p>		
<p>Timeframe</p>		

Intended Outcome

The level and composition of remuneration of directors and senior management take into account the company's desire to attract and retain the right talent in the board and senior management to drive the company's long-term objectives.

Remuneration policies and decisions are made through a transparent and independent process.

Practice 7.2

The board has a Remuneration Committee to implement its policies and procedures on remuneration including reviewing and recommending matters relating to the remuneration of board and senior management.

The Committee has written Terms of Reference which deals with its authority and duties and these Terms are disclosed on the company's website.

Application	:	Applied
Explanation on application of the practice	:	(i) NRCGC is responsible for the review of the Group's remuneration framework, policies and procedures. Its charter is published on the corporate website. (ii) A summary of NRCGC's terms of reference and activities in FY23 is set out below (for details, please refer to the Report of NRCGC in IAR2023):- (a) Development of remuneration framework and policies in relation to Directors, EXCO and Directors of subsidiaries (b) Review of the remuneration of Directors, GCEO and key senior management (c) Evaluation of corporate performance, including bonus and increment proposals (d) Review of the annual Company Scorecard to drive short-term performance (e) Implementation and administration of the LTIP for eligible employees, including offer of shares and vesting conditions.
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

Stakeholders are able to assess whether the remuneration of directors and senior management is commensurate with their individual performance, taking into consideration the company's performance.

Practice 8.1

There is detailed disclosure on named basis for the remuneration of individual directors. The remuneration breakdown of individual directors includes fees, salary, bonus, benefits in-kind and other emoluments.

Application	:	Applied
Explanation on application of the practice	:	A detailed breakdown of individual Directors' remuneration paid in FY23 on a named basis is disclosed on page 121 of IAR2023 and a summary is set out below:-

No	Name	Directorate	Company ('000)							Group ('000)						
			Fee	Allowance	Salary	Bonus	Benefits-in-kind ⁽¹⁾	Other emoluments	Total	Fee	Allowance	Salary	Bonus	Benefits-in-kind	Other emoluments	Total
1	Tunku Ali Redhaudin Ibrni Tuanku Muhriz ⁽²⁾	Independent Director	400	7	-	-	-	-	407	-	-	-	-	-	-	-
2	Datuk Yvonne Chia ⁽³⁾	Independent Director	353	23	-	-	-	-	376	-	-	-	-	-	-	-
3	Renzo Christopher Viegas	Independent Director	390	27	-	-	-	-	417	-	-	-	-	-	-	-
4	Nicola Mary Bamford ⁽⁴⁾	Independent Director	233	13	-	-	-	-	246	-	-	-	-	-	-	-
5	Lim Ghee Keong ⁽⁵⁾	Non-Executive Non-Independent Director	330	23	-	-	-	-	353	-	-	-	-	-	-	-
6	Simon Cathcart	Non-Executive Non-Independent Director	300	17	-	-	-	-	317	-	-	-	-	-	-	-
7	Mazita binti Mokty ⁽⁶⁾	Non-Executive Non-Independent Director	295	11	-	-	-	-	306	-	-	-	-	-	-	-
8	Kenneth Shen ⁽⁷⁾	Non-Executive Non-Independent Director	292	13	-	-	-	-	305	-	-	-	-	-	-	-
9	Rossana Annizah binti Ahmad Rashid ⁽⁸⁾	Non-Executive Non-Independent Director	295	11	-	-	-	-	306	-	-	-	-	-	-	-
10	Tun Dato' Seri Zaki Bin Azmi ⁽⁹⁾	Independent Director	205	3	-	-	24	-	232	-	-	-	-	-	-	-

Note:

- (1) Inclusive of company car, petrol and driver
- (2) Appointed as Director on 6 May 2022 and redesignated as Chairman of our Board on 23 June 2022
- (3) Resigned as member of SBTC on 23 May 2022
- (4) Appointed as Director on 6 May 2022 and member of ARC and SBTC on 23 June 2022
- (5) Resigned as member of ARC on 23 June 2022
- (6) Appointed as member of ARC on 23 June 2022
- (7) Appointed as member of SBTC on 23 June 2022
- (8) Appointed as member of ARC on 23 June 2022
- (9) Resigned as Director and Chairman of our Board on 22 June 2022

Intended Outcome

Stakeholders are able to assess whether the remuneration of directors and senior management is commensurate with their individual performance, taking into consideration the company's performance.

Practice 8.2

The board discloses on a named basis the top five senior management's remuneration component including salary, bonus, benefits in-kind and other emoluments in bands of RM50,000.

Application	:	Departure
Explanation on application of the practice	:	
Explanation for departure	:	<p>Our Board is of the view that:-</p> <ul style="list-style-type: none">(i) Disclosing the detailed remuneration of key senior management is disadvantageous to our Group, given the competitiveness in the market for senior talent and to preserve the confidentiality of remuneration packages(ii) Astro's remuneration framework undergoes a robust benchmarking exercise to ensure the right balance between parity and competitiveness, taking into consideration the scarcity of talent and uniqueness of subject matter experts. The appointment and remuneration of key senior management have factored in each individual candidate's experience and skills, scope of responsibility and accountability, and global exposure(iii) NRCGC and our Board ensure that key senior management's remuneration commensurate with individual and corporate performance. Our Group has implemented a strict performance management system that holds Astro employees accountable for their respective roles and responsibilities, and rewards them fairly.
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	Such disclosures may be disadvantageous to the Group, given the competitiveness in the market for talent and to preserve the confidentiality of remuneration packages. Nevertheless, our Board will

	continue to evaluate the implications having regard to the best interests of our Group.	
Timeframe	:	

No	Name	Position	Company					
			Salary	Allowance	Bonus	Benefits	Other emoluments	Total
1	Input info here	Input info here	Choose an item.	Choose an item.				
2	Input info here	Input info here	Choose an item.	Choose an item.				
3	Input info here	Input info here	Choose an item.	Choose an item.				
4	Input info here	Input info here	Choose an item.	Choose an item.				
5	Input info here	Input info here	Choose an item.	Choose an item.				

Intended Outcome

Stakeholders are able to assess whether the remuneration of directors and senior management is commensurate with their individual performance, taking into consideration the company's performance.

Practice 8.3 - Step Up

Companies are encouraged to fully disclose the detailed remuneration of each member of senior management on a named basis.

Application	:	Not Adopted
Explanation on adoption of the practice	:	

No	Name	Position	Company ('000)					
			Salary	Allowance	Bonus	Benefits	Other emoluments	Total
1	Input info here	Input info here						
2	Input info here	Input info here						
3	Input info here	Input info here						
4	Input info here	Input info here						
5	Input info here	Input info here						

Intended Outcome

There is an effective and independent Audit Committee.

The board is able to objectively review the Audit Committee's findings and recommendations.
The company's financial statement is a reliable source of information.

Practice 9.1

The Chairman of the Audit Committee is not the Chairman of the board.

Application	:	Applied	
Explanation on application of the practice	:	RV, who is the Chairman of the ARC, is not the Chairman of our Board. His profile is set out on page 91 of IAR2023 and on the corporate website.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

There is an effective and independent Audit Committee.

The board is able to objectively review the Audit Committee's findings and recommendations. The company's financial statement is a reliable source of information.

Practice 9.2

The Audit Committee has a policy that requires a former partner of the external audit firm of the listed company to observe a cooling-off period of at least three years before being appointed as a member of the Audit Committee.

Application	:	Applied	
Explanation on application of the practice	:	The ARC Charter stipulates that a former partner of an external audit firm shall not be appointed as a member of ARC until the expiry of a 3 years' cooling-off period. Our Board has not appointed any former partner of the external audit firm as a member of ARC.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

There is an effective and independent Audit Committee.

The board is able to objectively review the Audit Committee's findings and recommendations. The company's financial statement is a reliable source of information.

Practice 9.3

The Audit Committee has policies and procedures to assess the suitability, objectivity and independence of the external auditor to safeguard the quality and reliability of audited financial statements.

Application	:	Applied
Explanation on application of the practice	:	<p>(i) The Policy on the Selection and Appointment of External Auditors is in place, setting out the process and parameters to be considered by ARC in assessing the suitability, professionalism and independence of the external auditors for our Group.</p> <p>(ii) The factors for consideration in evaluating the suitability of the external auditor include:-</p> <ul style="list-style-type: none">(a) Quality and thoroughness of the audit approach and methodology(b) Independence of the external audit firm and especially the audit engagement partner(c) Skills and knowledge of the proposed external audit team(d) Global resources and reputation(e) Understanding of the industry(f) Effectiveness of the external auditor's recommendations in addressing weaknesses observed during previous audits(g) Partner rotation and succession planning. <p>(iii) An evaluation of the effectiveness of the external auditor, PricewaterhouseCoopers PLT ("PwC") is carried out by ARC annually. In respect of FY23, the said evaluation was conducted through online questionnaires that were completed by ARC and SLT members who had active interactions with PwC during the financial year, and a self-assessment by PwC. The scope of the evaluation covered:-</p> <ul style="list-style-type: none">(a) Independence, objectivity and professional scepticism(b) Quality process and performance(c) Firm's financial stability and risk profiles(d) Audit strategy, scope and planning(e) Communication and interaction(f) Level of knowledge, capabilities and experience of the audit team.

	<p>(iv) Based on the assessment, the overall performance of PwC was rated as 'Exceed Expectation'. Our Board is satisfied with the suitability of PwC from the aspects of competence, audit quality and resources, the appropriateness of audit fees to support a quality audit, and that the provision of non-audit services by PwC does not impair their objectivity and independence as Auditors of our Company. In addition, a written assurance of independence in respect of FY23 has been provided by PwC as set out in the External Auditors' Report on page 11 of the Audited Financial Statement 2023.</p> <p>(v) Therefore, based on ARC's recommendation, our Board has approved the proposal to seek shareholders' approval at the forthcoming Eleventh AGM in June 2023 for the re-appointment of PwC as Auditors of our Company to hold office until the next AGM in 2024 in accordance with Section 271(4) of the Act.</p>
<p>Explanation for departure :</p>	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>	
<p>Measure :</p>	
<p>Timeframe :</p>	

Intended Outcome

There is an effective and independent Audit Committee.

The board is able to objectively review the Audit Committee's findings and recommendations.
The company's financial statement is a reliable source of information.

Practice 9.4 – Step Up

The Audit Committee should comprise solely of Independent Directors.

Application :	Not Adopted
Explanation on adoption of the practice :	

Intended Outcome

There is an effective and independent Audit Committee.

The board is able to objectively review the Audit Committee's findings and recommendations. The company's financial statement is a reliable source of information.

Practice 9.5

Collectively, the Audit Committee should possess a wide range of necessary skills to discharge its duties. All members should be financially literate, competent and are able to understand matters under the purview of the Audit Committee including the financial reporting process.

All members of the Audit Committee should undertake continuous professional development to keep themselves abreast of relevant developments in accounting and auditing standards, practices and rules.

Application	:	Applied
Explanation on application of the practice	:	<p>(i) ARC is chaired by RV who is a Chartered Accountant and Fellow Member of the Institute of Chartered Accountant of India and a member of the Malaysian Institute of Accountant. Other members of ARC also have vast working experience across various industries and possess the necessary qualifications, experience and skills to discharge their duties, and have the required financial literacy. Their profiles are disclosed on pages 90 to 93 of IAR2023 and on the corporate website.</p> <p>(ii) The ARC Charter specifically set out each member should be financially literate. ARC shall consist of members with a mixture of diverse expertise and experience in risk management practices including understanding of the industries in which the Group operates to actively identify, assess and monitor business risk and emerging risks to our Group.</p> <p>(iii) The performance of ARC is evaluated by our Board annually. The FY23 e-BEE indicated that the efficacy of ARC is an area of strength, with members who are experienced and well-positioned to apply a critical and probing view on transactions as well as financial and risk oversight.</p> <p>(iv) A summary of ARC's activities in FY23 is in the ARC Report on pages 134 to 139 of IAR2023.</p> <p>(v) To keep abreast of relevant developments in accounting and auditing standards, ARC members attended various trainings which have been disclosed in the CG Overview on pages 116 to 118 of IAR2023. In addition, ARC received briefing notes and articles from the external auditors on the key developments in</p>

	the accounting standards, practices and rules and thoughtful leadership.	
Explanation for departure :		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure :		
Timeframe :		

Intended Outcome

Companies make informed decisions about the level of risk they want to take and implement necessary controls to pursue their objectives.

The board is provided with reasonable assurance that adverse impact arising from a foreseeable future event or situation on the company's objectives is mitigated and managed.

Practice 10.1

The board should establish an effective risk management and internal control framework.

Application	:	Applied
Explanation on application of the practice	:	<p>(i) Our Board affirms its overall responsibility for our Group's internal control and risk management system and for reviewing its effectiveness and reliability of the system. Our Board, supported by ARC, has oversight of the risk management and internal control systems of our Group and is responsible for determining our Group's risk appetite and risk tolerance for Management to operate within.</p> <p>(ii) Risk management is further strengthened with the "Three Lines of Defence" model in providing risk management accountability across our Group. Business units, which serve as the first line of defence, are responsible for the identification and management of risks within their day-to-day operations. GRM and other governance functions within the second line of defence provide oversight and monitoring of business activities to ensure that our Group conducts business and operates within the approved risk appetite and applicable laws and regulations. CA as the third line of defence provides comprehensive assurance based on the highest level of independence and objectivity.</p> <p>(iii) Group Risk Management Framework ("GRMF") based on the Enterprise Risk Management framework of the Committee of Sponsoring Organisations ("COSO"), sets out the governance, infrastructure, processes and control relating to risk management. It also provides guidance for a systematic and consistent approach to identifying, assessing, implementing, monitoring and reporting risk across our Group.</p> <p>(iv) GRM team, reporting to GCFO, drives the GRMF in identifying, reviewing, managing and monitoring risks, which is reviewed on an on-going basis for effectiveness and applicability. The team participates in risk discussions regularly across the businesses to provide our Board, EXCO and SLT with an independent view of the risks involved and assist them to make better informed decisions.</p>

	<p>(v) Our Board and EXCO are committed to the identification, monitoring and management of risks associated with the Group’s business activities. EXCO meets monthly to provide strategic oversight and assess, review, implement and monitor controls to effectively manage risks within the business. SLT also works closely with GRM team to ensure the effective and consistent adoption of risk management practices.</p> <p>(vi) GRM tables our Group’s risk profile and risk mitigation strategies at the quarterly ARC meeting. ARC held five meetings in FY23 to review matters under its purview, including the quarterly financial reports, audited financial statements, dividend proposals, External Auditors’ report, CA reports, risk management reports, IT security updates as well as legal and compliance reports. For more details, please refer to ARC Report in IAR2023.</p> <p>(vii) Our Board acknowledges its overall responsibility in establishing a sound system of risk management and internal control as well as reviewing its adequacy and effectiveness in assessing and responding to risks in achieving our Group’s business objectives. Our Board, supported by ARC, has oversight of the risk management and internal control systems of our Group and is responsible for determining our Group’s risk appetite and risk tolerance for Management to operate within.</p> <p>(viii) For further information on key initiatives that were undertaken in FY23, please refer to the SORMIC in IAR2023.</p>
<p>Explanation for departure :</p>	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>	
<p>Measure :</p>	
<p>Timeframe :</p>	

Intended Outcome

Companies make informed decisions about the level of risk they want to take and implement necessary controls to pursue their objectives.

The board is provided with reasonable assurance that adverse impact arising from a foreseeable future event or situation on the company’s objectives is mitigated and managed.

Practice 10.2

The board should disclose the features of its risk management and internal control framework, and the adequacy and effectiveness of this framework.

Application	:	Applied
Explanation on application of the practice	:	<p>Our Board, with the support of ARC has approved the following to be disclosed in the IAR2023:</p> <ul style="list-style-type: none"> (i) Statement on Risk Management and Internal Control (SORMIC) which includes disclosure on: <ul style="list-style-type: none"> (a) Responsibility and accountability for the implementation of risk management process (b) Risk governance that consists of Risk oversight structure, GRMF and risk management process to ensure efficiency and effectiveness of our Group’s risk management and internal control function (c) Main feature of risk management and internal control initiatives which have been in place throughout the year (d) Assurance that the risk management and internal control system of our Group is operating adequately and effectively for the financial year and up to the issuance of the financial statement. (ii) Further details on the management and reporting of the identified business risk, the controls in place to mitigate and manage the risks identified are provided in the Key Business Risks section on pages 24 to 28 of IAR2023.
Explanation for departure	:	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
Measure	:	
Timeframe	:	

Intended Outcome

Companies make informed decisions about the level of risk they want to take and implement necessary controls to pursue their objectives.

The board is provided with reasonable assurance that adverse impact arising from a foreseeable future event or situation on the company's objectives is mitigated and managed.

Practice 10.3 - Step Up

The board establishes a Risk Management Committee, which comprises a majority of independent directors, to oversee the company's risk management framework and policies.

Application :	Not Adopted
Explanation on adoption of the practice :	

Intended Outcome

Companies have an effective governance, risk management and internal control framework and stakeholders are able to assess the effectiveness of such a framework.

Practice 11.1

The Audit Committee should ensure that the internal audit function is effective and able to function independently.

Application	:	Applied
Explanation on application of the practice	:	<p>(i) Internal audit function is carried out by CA, which assists ARC by providing independent validations on the risk management, internal control and governance processes of our Group.</p> <p>(ii) CA's role and responsibilities are governed by the CA Charter to ensure that its purpose, authority and responsibility reflect developments in CA's activities and are in line with best practices promulgated by internal audit professional bodies. CA also assists ARC to identify the gaps in controls and recommend the appropriate remedial actions to strengthen and improve the business processes. The CA Charter is reviewed annually, and last review was done by ARC in September 2022.</p> <p>(iii) The Vice President, CA reports functionally and administratively to the ARC Chairman, which ensures CA's independence from Management. There were regular meetings between ARC Chairman and Vice President, CA without the presence of SLT during FY23.</p> <p>(iv) The scope of CA's internal audit reviews for each year is set out in CA's Strategic Review Plan ("SRP") which is tabled for ARC's consideration and approval. The SRP for FY23 was approved in March 2022.</p> <p>(v) ARC is responsible for evaluating the effectiveness of CA and the performance of the Vice President, CA with the most recent evaluation in February 2023. In addition, an independent consultant is engaged once in every five years to perform an external assessment of the CA function and the latest external assessment was performed in the financial year ended 31 January 2020.</p>
Explanation for departure	:	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		

Measure	:		
Timeframe	:		

Intended Outcome

Companies have an effective governance, risk management and internal control framework and stakeholders are able to assess the effectiveness of such a framework.

Practice 11.2

The board should disclose–

- whether internal audit personnel are free from any relationships or conflicts of interest, which could impair their objectivity and independence;
- the number of resources in the internal audit department;
- name and qualification of the person responsible for internal audit; and
- whether the internal audit function is carried out in accordance with a recognised framework.

Application	:	Applied	
Explanation on application of the practice	:	(i)	All CA team members declare annually to ARC that they are free from any relationships or conflicts of interest which would impair their objectivity or independence. For FY23, all members of the CA team have declared their independence.
		(ii)	The information on the number of resources, name and qualification of the person responsible for internal audit has been included as part of the ARC Report on page 139 of IAR2023.
		(iii)	CA adopts the Institute of Internal Auditors’ International Professional Practices Framework and the COSO’s internal control framework in performing its activities.
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

There is continuous communication between the company and stakeholders to facilitate mutual understanding of each other's objectives and expectations.

Stakeholders are able to make informed decisions with respect to the business of the company, its policies on governance, the environment and social responsibility.

Practice 12.1

The board ensures there is effective, transparent and regular communication with its stakeholders.

Application	:	Applied
Explanation on application of the practice	:	<p>Our Board is committed to effective, transparent and regular communication with its shareholders and other stakeholders.</p> <p>(i) <u>Engagement with shareholders, institutional investors and analysts, media, customers and the public</u></p> <p>(a) DYC, who is the Senior INED, acts as our Board's designated contact for consultation and direct communication with our shareholders. Senior INED, GCFO and Company Secretary are the contact persons for shareholder communication as disclosed in IAR2023</p> <p>(b) EXCO engages regularly with external stakeholders including investors, regulators and media through dialogues, investor and press conferences, media interviews and events, both virtually and in-person</p> <p>(c) During FY23, Astro held quarterly analyst calls to keep the market abreast of our performance and plans. Our websites are regularly updated to provide relevant and timely information on key happenings within our Group. A variety of online and offline contact options (for example, email, phone, online feedback form, customer service centres, chatbots and social media) enable the investment community, customers and the public to engage with us in their preferred manner</p> <p>(d) The Tenth AGM was held virtually on 22 June 2022, which afforded an opportunity to shareholders to participate remotely and engage with our Board and EXCO.</p> <p>(ii) <u>Engagement with employees</u></p> <p>We maintain regular communication with Astro employees on various topics, including the Group's performance and strategies, training and development, COBE, Occupational Safety and Health, performance evaluation and benefits. In FY23, EXCO continuously engaged with employees via emails, newsletters, video blogs, employee townhalls and various</p>

	<p>employee engagement activities. Astronet, our internal portal, is updated daily for company updates, and surveys are conducted periodically to assess employee engagement and satisfaction levels.</p> <p>(iii) <u>Engagement with local community</u></p> <p>(a) Our Group engages with the local community throughout the year both at the corporate level as well as via our foundation, Yayasan Astro Kasih. In FY23, our Group continued to focus on executing various long-term community programmes that make a lasting difference in line with our Group’s ESG pillars of education for all, community development, voice for good, caring for the environment and responsible business.</p> <p>(b) As Malaysia’s largest media company, we are in a strong and privileged position to make a positive social impact with our content slate and our reach. In FY23, Astro aired more than 8,000 hours of public service announcements (PSA) on TV, radio and digital as we continue to be a voice for good by inspiring, educating and raising awareness on key environmental, social, civic and governance issues.</p> <p>(c) On-going community engagements include Kampus Astro with its educational content made accessible to all students, Astro Kasih hostels that provide conducive boarding facilities for rural students, and our flagship Astro Kem Badminton (“AKB”) programme that returned in FY23 after a two-year hiatus due to the COVID-19 pandemic. Held in five different states around Malaysia, AKB training camps attracted more than 1,500 young shuttlers with 50 ultimately chosen for a five-day advanced training camp led by former national players turned professional coaches.</p> <p>(d) On ground, Astro worked with various non-governmental organisations to contribute to charitable causes such as flood relief in the form of donations, food and essential packs to alleviate the hardships suffered by the community nationwide.</p>
Explanation for departure :	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
Measure :	
Timeframe :	

Intended Outcome

There is continuous communication between the company and stakeholders to facilitate mutual understanding of each other’s objectives and expectations.

Stakeholders are able to make informed decisions with respect to the business of the company, its policies on governance, the environment and social responsibility.

Practice 12.2

Large companies are encouraged to adopt integrated reporting based on a globally recognised framework.

Application	:	Applied
Explanation on application of the practice	:	<p>Astro has adopted the integrated reporting approach since the financial year ended 31 January 2016 to improve the quality of information disclosures to stakeholders and promote greater transparency regarding our business and how we create value over the short and longer term.</p> <p>(i) IAR2023 was prepared in line with the International Integrated Reporting Framework issued by the International Integrated Reporting Council (“IIRC”). IAR2023 focuses on the disclosure of financial/ quantitative and non-financial/ qualitative information, and incorporation of integrated reporting content principles and content elements for a holistic and strategic approach to corporate reporting to better meet the needs of various stakeholders.</p> <p>(ii) Application of integrated reporting principles in IAR2023 include:</p> <p>(a) Our Value Creation section detailing key areas of business focus amid the prevailing market landscape. We identify capitals that serve as inputs in our business process; our business opportunities and risks; our value creation framework centred around our Strategic Drivers of Content, Customer (Product), Experience & Technology, and Sustainability/ESG; and outputs thereof impacting our business and stakeholders We explain how Astro proactively engages stakeholders to address their concerns (Stakeholder Engagement) and disclose our refreshed Material Matters. Business Opportunities and Our Strategic Priorities are also featured as standalone sections for the first time in IAR2023</p> <p>(b) A narrative of progress made in FY23 pertaining to each Strategic Driver in the How We Create Value section</p> <p>(c) Connectivity of information focusing on the interrelatedness and dependencies of disclosures</p>

	throughout IAR2023, as evidenced by the 360° referencing applied throughout.	
Explanation for departure :		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure :		
Timeframe :		

Intended Outcome

Shareholders are able to participate, engage the board and senior management effectively and make informed voting decisions at General Meetings.

Practice 13.1

Notice for an Annual General Meeting should be given to the shareholders at least 28 days prior to the meeting.

Application	:	Applied
Explanation on application of the practice	:	(i) Notice of the Tenth AGM held on 22 June 2022 was issued 28 days prior to the said AGM, giving shareholders sufficient time to prepare for the AGM and make informed voting decisions. Rule 183 of the Company's Constitution provides that notices of general meetings may be given in electronic form by way of publication on the corporate website provided that such notifications have been given in accordance with the Act and MMLR. (ii) In respect of the Eleventh AGM to be held on 21 June 2023, the Notice of Eleventh AGM which will be conducted virtually was issued on 23 May 2023, giving 28 days' prior notice. Shareholders are provided with link to download the Integrated Annual Report, Circular to Shareholders, Corporate Governance Report, Notice of AGM, Proxy Form and Administrative Guide. The said documents are published on the corporate website and the Notice of AGM is advertised in one local language newspaper. The notification is posted to shareholders who are uncontactable via email. The IAR2023 and/or Circular to Shareholders will be sent to shareholders upon request.
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

Shareholders are able to participate, engage the board and senior management effectively and make informed voting decisions at General Meetings.

Practice 13.2

All directors attend General Meetings. The Chair of the Audit, Nominating, Risk Management and other committees provide meaningful response to questions addressed to them.

Application	:	Applied
Explanation on application of the practice	:	(i) All Directors were present at the Tenth AGM held on 22 June 2022, which was conducted virtually from the broadcast venue and via the Lumi online meeting platform. (ii) TZA, the former Chairman of our Board, chaired the said AGM and provided fair opportunity and time to all shareholders and proxies to raise questions. Questions from shareholders, proxies and the Minority Shareholders' Watch Group ("MSWG") on the Group's performance, operational, financial and governance matters were answered by the said Chairman, Board Committee Chairpersons and EXCO.
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

Shareholders are able to participate, engage the board and senior management effectively and make informed voting decisions at General Meetings.

Practice 13.3

Listed companies should leverage technology to facilitate–

- voting including voting in absentia; and
- remote shareholders’ participation at general meetings.

Listed companies should also take the necessary steps to ensure good cyber hygiene practices are in place including data privacy and security to prevent cyber threats.

Application	:	Applied
Explanation on application of the practice	:	<p>(i) Astro’s Tenth AGM which was held virtually on 22 June 2022 via the online meeting platform at https://meeting.boardroomlimited.my (“Lumi”) hosted by the poll administrator, Boardroom Share Registrars Sdn Bhd (“Boardroom”). This afforded an opportunity to all shareholders, proxies and authorised representatives, particularly individuals not residing in the Klang Valley, to participate and vote remotely, including submitting questions directly to our Board and EXCO prior to and during the AGM.</p> <p>(ii) All Lumi AGM systems and suppliers’ services are certified to the ISO/IEC 27001:2013 international standard. This provides a robust, auditable and externally verified framework of controls designed to maintain the confidentiality, integrity and availability of customer information and the personal data Lumi processes on their behalf. Lumi uses strong, industry best-practice encryption techniques to ensure customer data is protected from unauthorised access. All data is encrypted, with all keys managed directly by Lumi. There is also audit trail on respective Lumi system.</p> <p>(iii) All products are developed according to Open Web Application Security Project (“OWASP”) principles by Lumi’s highly skilled and trained in-house developers. Information security and data privacy are of paramount importance throughout all stages of the software development life cycle.</p> <p>(iv) The Lumi platform is regularly and extensively penetration tested using independent, accredited third-party experts.</p> <p>(v) All cloud-based infrastructure is provided by Amazon Web Services (“AWS”), using the latest industry standards in physical and logical controls. Strong controls to protect from Distributed Denial of Service (“DDoS”) are in place such as AWS Shield, throttling connection attempts, IP blacklisting etc.</p>

	<p>(vi) Boardroom’s client data is never used for quality assurance purposes and is not retained beyond the purpose of processing the client’s proxy forms for the conduct of the AGM.</p> <p>(vii) All client data is segregated in a multi-tenancy environment. For sovereignty of data, Lumi provides a geographic selection of data centres (Canada, USA, EU, Japan, Singapore and Australia).</p>
<p>Explanation for departure</p>	<p>:</p>
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>	
<p>Measure</p>	<p>:</p>
<p>Timeframe</p>	<p>:</p>

Intended Outcome

Shareholders are able to participate, engage the board and senior management effectively and make informed voting decisions at General Meetings.

Practice 13.4

The Chairman of the board should ensure that general meetings support meaningful engagement between the board, senior management and shareholders. The engagement should be interactive and include robust discussion on among others the company's financial and non-financial performance as well as the company's long-term strategies. Shareholders should also be provided with sufficient opportunity to pose questions during the general meeting and all the questions should receive a meaningful response.

<i>Note: The explanation of adoption of this practice should include a discussion on measures undertaken to ensure the general meeting is interactive, shareholders are provided with sufficient opportunity to pose questions and the questions are responded to.</i>	
Application	: Applied
Explanation on application of the practice	: <ul style="list-style-type: none">(i) Participation at the Tenth AGM was very encouraging with an estimated 1,580 shareholders and proxies who participated and voted via the online meeting platform.(i) During the Tenth AGM, a comprehensive report on our Group's business and financial performance in FY23 as well as key strategies was presented to keep shareholders and proxies abreast of our Group's performance and significant developments.(ii) Shareholders and proxies were able to submit their questions directly to our Board and EXCO prior to the AGM via the online portal. They were also able to pose questions live during the AGM.(iii) Engagement was interactive and robust. Our Board Chairman reviewed all the questions posed by shareholders and proxies. During the said meeting, 133 questions were posted via the meeting portal, of which 89 questions which are straight forward in nature were answered via Direct Messaging feature of the meeting portal. 44 questions relating to our Group's performance, strategies, financial results and corporate governance were given clear and meaningful responses by our Board and EXCO were addressed by our Directors and Exco during the meeting.(iv) Minutes of the AGM, which included questions and answers posed by shareholders, proxies, corporate representatives and MSWG are published on the corporate website within 30 business days after the AGM.

	(v) GCEO's presentation on Astro's performance and strategies is published on the corporate website for shareholders' reference.
Explanation for departure :	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
Measure :	
Timeframe :	

Intended Outcome

Shareholders are able to participate, engage the board and senior management effectively and make informed voting decisions at General Meetings.

Practice 13.5

The board must ensure that the conduct of a virtual general meeting (fully virtual or hybrid) support meaningful engagement between the board, senior management and shareholders. This includes having in place the required infrastructure and tools to support among others, a smooth broadcast of the general meeting and interactive participation by shareholders. Questions posed by shareholders should be made visible to all meeting participants during the meeting itself.

Note: The explanation of adoption of this practice should include a discussion on measures undertaken to ensure the general meeting is interactive, shareholders are provided with sufficient opportunity to pose questions and the questions are responded to. Further, a listed issuer should also provide brief reasons on the choice of the meeting platform.

Application	:	Applied
Explanation on application of the practice	:	<p>(i) Astro's Tenth AGM was conducted on a virtual basis on 22 June 2022 via the online meeting platform at https://web.lumiagm.com. The choice of meeting platform was evaluated by internal stakeholders including the IT team and the Lumi virtual meeting platform was selected, amongst others, on the following basis:-</p> <ul style="list-style-type: none">(a) Cloud based infrastructure(b) Network with higher service levels assurance hosted in AWS(c) ISO/IEC 27001:2013 international standard which is security best practices(d) User experience and client-base. <p>(ii) Shareholders were notified of the Tenth AGM by email, physical mail, newspaper advertisement and via Bursa Malaysia's and the corporate website for thorough dissemination. The Letter to Shareholders contained information on the AGM and provided the links to download the relevant documents. The Administrative Guide clearly outlined the step-by-step process for registration and participation at the AGM including submission of proxy form. A helpline was provided by the poll administrators if shareholders needed assistance.</p> <p>(iii) Registration for remote participation opened on the date of issuance of the Notice of Tenth AGM up until the commencement of the poll voting session announced by the Chairman of the AGM. The instrument of appointment of proxy must be received by the share registrar at least 24 hours prior to the commencement of the AGM to allow sufficient time for the identities of the applicants to be verified against the General Meeting Record of Depositors.</p>

	<p>(iv) Upon successful registration and verification, an email was generated and sent to the applicant setting out the username and password for the said individual to participate in the AGM. Username and password are not permitted to be shared to ensure that the rights of shareholder are protected.</p> <p>(v) A dedicated server and local area network were assigned to the venue where the online meeting platform was hosted to ensure strong internet connectivity. IT team and poll administrators were also on standby throughout the meeting to assist with any technical issues. However, the connectivity to the online meeting platform for the live webcast and electronic voting is dependent on the bandwidth and stability of the internet connection available at the location of the remote participant.</p>
<p>Explanation for departure</p>	<p>:</p>
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>	
<p>Measure</p>	<p>:</p>
<p>Timeframe</p>	<p>:</p>

Intended Outcome

Shareholders are able to participate, engage the board and senior management effectively and make informed voting decisions at General Meetings.

Practice 13.6

Minutes of the general meeting should be circulated to shareholders no later than 30 business days after the general meeting.

<i>Note: The publication of Key Matters Discussed is not a substitute for the circulation of minutes of general meeting.</i>	
Application	: Applied
Explanation on application of the practice	: Minutes of the Tenth AGM held on 22 June 2022 was published on the corporate website on 29 July 2022, i.e. within 30 business days after the said AGM.
Explanation for departure	:
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
Measure	:
Timeframe	:

**SECTION B – DISCLOSURES ON CORPORATE GOVERNANCE PRACTICES PURSUANT
CORPORATE GOVERNANCE GUIDELINES ISSUED BY BANK NEGARA MALAYSIA**

Disclosures in this section are pursuant to Appendix 4 (Corporate Governance Disclosures) of the Corporate Governance Guidelines issued by Bank Negara Malaysia. This section is only applicable for financial institutions or any other institutions that are listed on the Exchange that are required to comply with the above Guidelines.

Click or tap here to enter text.