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ASTRO MALAYSIA HOLDINGS BERHAD

ASTRO MALAYSIA HOLDINGS BERHAD

(Company Registration No. 201101004392 (932533-V))

(Incorporated in Malaysia)

CIRCULAR TO SHAREHOLDERS IN RELATION TO THE:

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

(COLLECTIVELY REFERRED TO AS THE "PROPOSED MANDATE")

The ordinary resolutions in respect of the Proposed Mandate will be tabled at the Thirteenth Annual General Meeting ("**13th AGM**") of Astro Malaysia Holdings Berhad ("**AMH**") which will be convened on the date and time, and at the venue specified below. You are advised to refer to the Notice of the 13th AGM for details of the said resolutions. The Notice of the 13th AGM, this Circular and Administrative Guide can be downloaded from corporate.astro.com.my/ar2025

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

Important dates to note:

Date and time of 13 th AGM	:	Wednesday, 18 June 2025 at 2.00 p.m.
Venue of 13 th AGM	:	Nexus, Connexion Conference & Event Centre, Grand Nexus Ballroom (Level 3A), Bangsar South City, No. 7, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia
Last date and time for Proxy Form lodgement	:	Tuesday, 17 June 2025 at 2.00 p.m.

This Circular is dated 20 May 2025

DEFINITIONS

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

AAME	: All Asia Media Equities Ltd (34068), our Major Shareholder and a company incorporated in Bermuda
Act	: Companies Act 2016, as amended, supplemented or modified from time to time
AEF	: Akmal Eirfan bin Mohamed Fauzi, an alternate Director to FBH, a Director of NISB, our 51%-owned subsidiary
AGM	: Annual General Meeting
AHSB	: Astro Holdings Sdn Bhd (201001008721 (893349-M)), a Person Connected with our Major Shareholders and a company incorporated in Malaysia
AHSB Group	: AHSB and bodies corporate where AHSB has equity interests of ten percent or more
AMH or Company	: Astro Malaysia Holdings Berhad (201101004392 (932533-V)), a company incorporated in Malaysia and listed on the Main Market of Bursa Securities
AMH Share(s) or Share(s)	: Ordinary share(s) in our Company
AOL	: ASTRO Overseas Limited (27692), a wholly-owned subsidiary of AHSB (a Person Connected with our Major Shareholders). AOL is a company incorporated in Bermuda and registered as a foreign company in Malaysia (200002000038 (994016-A))
Astro Facilities	: Astro Facilities Sdn Bhd (formerly known as Astro Productions Sdn Bhd) (199601028426 (400778-V)), our wholly-owned subsidiary and a company incorporated in Malaysia
Astro Radio	: Astro Radio Sdn Bhd (199601031120 (403472-D)), our wholly-owned subsidiary and a company incorporated in Malaysia
Astro Shaw	: Astro Shaw Sdn Bhd (199601036476 (408829-U)), our wholly-owned subsidiary and a company incorporated in Malaysia
Audit and Risk Committee	: Our audit and risk committee comprising RCV, NMB and MM
Board	: Board of Directors of AMH
Bursa Depository	: Bursa Malaysia Depository Sdn Bhd (198701006854 (165570-W))
Bursa Securities	: Bursa Malaysia Securities Berhad (200301033577 (635998-W))
CEO	: Chief Executive Officer
Circular	: This circular to our shareholders in relation to the Proposed Mandate dated 20 May 2025
CFO	: Chief Financial Officer

DEFINITIONS *(Cont'd)*

CPL	:	Celestial Pictures Limited (542517), a wholly-owned subsidiary of AOL (a Person Connected with our Major Shareholders). CPL is a company incorporated in Hong Kong
CTE	:	Celestial Tiger Entertainment Limited (1679534), a Person Connected with our Major Shareholders and a company incorporated in Hong Kong
DHY	:	Dato' Hussamuddin bin Haji Yaacub, a Person Connected with a Major Shareholder of NISB, our 51%-owned subsidiary
Director	:	Our director(s) and shall have the same meaning as given in Section 2(1) of the Capital Markets and Services Act 2007 and for the purpose of the Proposed Mandate, includes any person who is or was within the preceding six months of the date on which the terms of the transaction were agreed upon, a director or a CEO of our Company (or any other company which is our subsidiary or holding company), in accordance with the definition set out in Chapter 10 of the Listing Requirements
Excorp	:	Excorp Holdings N.V. (76431), our Major Shareholder and a company incorporated in Curacao
FBH	:	Firdaus binti Hussamuddin, a Director of NISB, our 51%-owned subsidiary
GBK	:	Grup Buku Karangkraf Sdn Bhd (199301021681 (276419-M)), a Person Connected with the Major Shareholders of NISB, our 51%-owned subsidiary and a company incorporated in Malaysia
Group or AMH Group	:	Collectively, AMH and its subsidiaries
IPTV	:	Internet Protocol Television, generally referring to multichannel digital television distributed over a managed intellectual property network with a managed quality of service and dedicated bandwidth
Khazanah	:	Khazanah Nasional Berhad (199301020767 (275505-K)), our Major Shareholder and a company incorporated in Malaysia
KHSB	:	Kotamar Holdings Sdn Bhd (198301003478 (98662-X)), a Major Shareholder of NISB, our 51%-owned subsidiary and a company incorporated in Malaysia
KMSB	:	Karangkraf Mall Sdn Bhd (197701004121 (34682-M)), a subsidiary of KSB (a Major Shareholder of NISB, our 51%-owned subsidiary). KMSB is a company incorporated in Malaysia
KS	:	Kenneth Shen, our non-independent non-executive Director
KSB	:	Karangkraf Sdn Bhd (formerly known as Grup Majalah Karangkraf Sdn Bhd) (198001000396 (54179-V)), a Major Shareholder of NISB, our 51%-owned subsidiary and a company incorporated in Malaysia
LGK	:	Lim Ghee Keong, our non-independent non-executive Director
LHY	:	Legasi Hussamuddin Yaacub Sdn Bhd (199301021674 (276412-W)), a Major Shareholder of NISB, our 51%-owned subsidiary. LHY is a company incorporated in Malaysia
Limits of Authority	:	The decision-making authority delegated by our Board to our Group's management

DEFINITIONS *(Cont'd)*

Listing Requirements	:	Main Market Listing Requirements of Bursa Securities, as amended from time to time
LPD	:	21 April 2025, being the latest practicable date prior to the printing of this Circular
MAIH	:	MAI Holdings Sdn Bhd (198801004022 (171379-T)), a Person Connected with our Major Shareholder and a company incorporated in Malaysia
Major Shareholder	:	<p>A person who has an interest or interests in one or more voting shares in our Company or any other company which is our subsidiary or holding company, and the number or aggregate number of those shares, is:</p> <p>(i) ten percent or more of the total number of voting shares in our Company, subsidiary or holding company; or</p> <p>(ii) five percent or more of the total number of voting shares in our Company, subsidiary or holding company where such person is the largest shareholder of our Company</p> <p>For the purpose of this definition, "interests" shall have the meaning of "interests in shares" given in Section 8 of the Act</p> <p>For the purpose of the Proposed Mandate, Major Shareholder includes any person who is or was within the preceding six months of the date on which the terms of the transaction were agreed upon, a person as defined above</p>
Maxis	:	Maxis Berhad (200901024473 (867573-A)), a Person Connected with our Major Shareholders and a company incorporated in Malaysia which is listed on the Main Market of Bursa Securities
Maxis Broadband	:	Maxis Broadband Sdn Bhd (199201002549 (234053-D)), a wholly-owned subsidiary of Maxis (a Person Connected with our Major Shareholders). Maxis Broadband is a company incorporated in Malaysia
Maxis Group	:	Maxis and bodies corporate where Maxis has equity interests of ten percent or more
MBNS	:	MEASAT Broadcast Network Systems Sdn Bhd (199201008561 (240064-A)), our wholly-owned subsidiary and a company incorporated in Malaysia
MGB	:	MEASAT Global Berhad (195601000151 (2866-T)), a Person Connected with our Major Shareholder and a company incorporated in Malaysia
MGB Group	:	MGB and bodies corporate where MGB has equity interests of ten percent or more
MGNS	:	MEASAT Global Network Systems Sdn Bhd (199201008565 (240068-T)), a Person Connected with our Major Shareholder and a company incorporated in Malaysia
MJT	:	Matthew James Turner, alternate Director to LGK (our non-independent non-executive Director)
MM	:	Mazita binti Mokty, our non-independent non-executive Director

DEFINITIONS *(Cont'd)*

MSS	:	MEASAT Satellite Systems Sdn Bhd (199201016342 (247846-X)), a wholly-owned subsidiary of MGB (a Person Connected with our Major Shareholder). MSS is a company incorporated in Malaysia
NISB	:	Nu Ideaktiv Sdn Bhd (201701033404 (1247575-P)), a company in which our subsidiary has 51% voting rights over its issued shares. NISB is a company incorporated in Malaysia
NISB Major Shareholders Group	:	Major Shareholders of NISB (excluding Astro Digital Sdn Bhd) comprising KSB, WHY, LHY, UTech and KHSB and/or their respective affiliates and Persons Connected
NMB	:	Nicola Mary Bamford, our independent non-executive Director
PanOcean	:	PanOcean Management Limited (70421), our Major Shareholder and a company incorporated in Jersey, Channel Islands
PCBV	:	Pantai Cahaya Bulan Ventures Sdn Bhd (200801013943 (815232-A)), our Major Shareholder and a company incorporated in Malaysia which is a wholly-owned subsidiary of Khazanah
Person Connected	:	This shall have the same meaning as set out in Paragraph 1.01 of the Listing Requirements
PK	:	Prashant Kumar, our independent non-executive Director
Proposed Mandate	:	Collectively, the Proposed Renewal of Mandate and the Proposed New Mandate
Proposed New Mandate	:	Proposed new shareholders' mandate to be obtained for additional RRPTs which may or will be entered into, as set out in Part B of Appendix I of this Circular
Proposed Renewal of Mandate	:	Proposed renewal of the existing shareholders' mandate for RRPTs obtained on 26 June 2024, as set out in Part A of Appendix I of this Circular
PSIL	:	Pacific States Investment Limited (39120), our Major Shareholder and a company incorporated in Jersey, Channel Islands
RCV	:	Renzo Christopher Viegas, our senior independent non-executive Director
Related Party(ies)	:	Our Directors, Major Shareholders and/or Persons Connected who have an interest, direct or indirect, in the RRPTs as set out in Appendices I and II of this Circular "interest" shall have the meaning given in Paragraph 10.02(k) of the Listing Requirements and Section 10.5 of the Questions and Answers relating to the Listing Requirements issued by Bursa Securities
RRPTs	:	Recurrent related party transactions of a revenue or trading nature which are necessary for day-to-day operations and entered or proposed to be entered into by our Group with our Related Parties in the ordinary course of business
SC	:	Simon Cathcart, our non-independent non-executive Director
Sinar	:	Sinar Karang kraf Sdn Bhd (200401012066 (650569-D)), a subsidiary of KSB (a Major Shareholder of NISB, our 51%-owned subsidiary). Sinar is a company incorporated in Malaysia

DEFINITIONS *(Cont'd)*

SLTV	:	SLT VisionCom (Private) Limited (PV 63007), a Person Connected with our Major Shareholders and a company incorporated in Sri Lanka
SRGAP	:	SRG Asia Pacific Sdn Bhd (199601013501 (385851-P)), a Person Connected with our Major Shareholder and a company incorporated in Malaysia
SRGAP Group	:	SRGAP and bodies corporate where SRGAP has equity interests of ten percent or more
Sun TV	:	Sun TV Network Limited (L22110TN1985PLC012491), a Person Connected with our Major Shareholders and a company incorporated in India
Sun TV Group	:	Sun TV and bodies corporate where Sun TV has equity interests of ten percent or more
TAK	:	The late Ananda Krishnan Tatparanandam, our Major Shareholder (deceased on 28 November 2024)
Tanjong Group	:	Tanjong plc and bodies corporate where Tanjong plc has equity interests of ten percent or more
Tanjong plc	:	Tanjong Public Limited Company, a Person Connected with our Major Shareholders. Tanjong plc is a company incorporated in England (210874) and registered as a foreign company in Malaysia (194602000013 (990903-V))
Tayangan Unggul	:	Tayangan Unggul Sdn Bhd (199501036747 (365949-V)), our wholly-owned subsidiary and a company incorporated in Malaysia
TGV	:	TGV Cinemas Sdn Bhd (199401019919 (305598-W)), a wholly-owned subsidiary of Tanjong plc (a Person Connected with our Major Shareholders). TGV is a company incorporated in Malaysia
TGVP	:	TGV Pictures Sdn Bhd (201301031308 (1061137-W)), a wholly-owned subsidiary of TGV (a Person Connected with our Major Shareholders). TGVP is a company incorporated in Malaysia
TM	:	Telekom Malaysia Berhad (198401016183 (128740-P)), a Person Connected with our Major Shareholder and a company incorporated in Malaysia which is listed on the Main Market of Bursa Securities
TM Group	:	TM and bodies corporate where TM has equity interests of ten percent or more
TMK	:	Maya Krishnan Tatparanandam, a major shareholder of SRGAP and a Person Connected with our Major Shareholder
Transacting Party	:	A party with which our Company or any of our subsidiaries has entered, or may enter, into a RRPT under the Proposed Mandate
UPSB	:	Ultimate Print Sdn Bhd (198001008424 (62208-H)), a Person Connected with the Major Shareholders of NISB, our 51%-owned subsidiary. UPSB is a company incorporated in Malaysia
UTech	:	Ultimate Technologies Sdn Bhd (198401016244 (128801-V)), a Major Shareholder of NISB, our 51%-owned subsidiary. UTech is a company incorporated in Malaysia
UTES	:	Usaha Tegas Entertainment Systems Sdn Bhd (199201021251 (252755-X)), our Major Shareholder and a company incorporated in Malaysia

DEFINITIONS *(Cont'd)*

UTP	:	UT Projects Sdn Bhd (199701002387 (417883-W)), a wholly-owned subsidiary of UTBSB, our Major Shareholder. UTP is a company incorporated in Malaysia
UTBSB	:	Usaha Tegas Sdn Bhd (198401008544 (121062-M)), our Major Shareholder and a company incorporated in Malaysia
UTBSB Group	:	UTBSB and bodies corporate where UTBSB has equity interests of ten percent or more
WHY	:	Warisan Hussamuddin Yaacob Sdn Bhd (199401003807 (289486-V)), a Major Shareholder of NISB, our 51%-owned subsidiary. WHY is a company incorporated in Malaysia
WUmmah	:	Warisan Ummah Ikhlas Sdn Bhd (201201021609 (1006101-P)), a Person Connected with the Major Shareholders of NISB, our 51%-owned subsidiary. WUmmah is a company incorporated in Malaysia

CURRENCIES

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

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

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

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

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

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

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

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

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LETTER TO OUR SHAREHOLDERS IN RELATION TO THE PROPOSED MANDATE



ASTRO MALAYSIA HOLDINGS BERHAD
(Company Registration No. 201101004392 (932533-V))
(Incorporated in Malaysia)

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

20 May 2025

Board of Directors:

Tunku Ali Redhaudhin Ibni Tuanku Muhriz (Independent Non-Executive Chairman)
Renzo Christopher Viegas (Senior Independent Non-Executive Director)
Nicola Mary Bamford (Independent Non-Executive Director)
Prashant Kumar (Independent Non-Executive Director)
Lim Ghee Keong (Non-Independent Non-Executive Director)
Simon Cathcart (Non-Independent Non-Executive Director)
Mazita binti Mokty (Non-Independent Non-Executive Director)
Kenneth Shen (Non-Independent Non-Executive Director)
Matthew James Turner (Alternate Director to Lim Ghee Keong)

To: Our shareholders

Dear Sir/Madam,

(I) PROPOSED RENEWAL OF MANDATE; AND

(II) PROPOSED NEW MANDATE

(COLLECTIVELY, THE “PROPOSED MANDATE”)

1. INTRODUCTION

At our AGM on 26 June 2024, our Company obtained a mandate to enter into RRPTs as set out in Appendix I of this Circular.

In accordance with the Listing Requirements, the mandate referred to above shall lapse at the conclusion of our forthcoming Thirteenth AGM in 2025, unless authority for its renewal is obtained at the said AGM. In addition to the Proposed Renewal of Mandate, our Company will also be seeking your mandate for our Group to enter into additional RRPTs for the purposes of our Group’s businesses and operations.

On 25 March 2025, our Company announced that we are proposing to seek your approval for the Proposed Mandate at our forthcoming Thirteenth AGM.

THE PURPOSE OF THIS CIRCULAR IS TO PROVIDE YOU WITH DETAILS OF THE PROPOSED MANDATE AND TO SEEK YOUR APPROVAL FOR THE ORDINARY RESOLUTIONS IN RELATION TO THE PROPOSED MANDATE TO BE TABLED AT OUR FORTHCOMING THIRTEENTH AGM. SHAREHOLDERS ARE ADVISED TO REFER TO THE NOTICE OF THE THIRTEENTH AGM AND THE PROXY FORM ENCLOSED IN OUR COMPANY'S INTEGRATED ANNUAL REPORT FOR THE FINANCIAL YEAR ENDED 31 JANUARY 2025, WHICH CAN BE DOWNLOADED FROM corporate.astro.com.my/ar2025

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

2. BACKGROUND INFORMATION

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

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

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

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

3. DETAILS OF THE PROPOSED MANDATE

3.1 Terms of RRPTs

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

3.2 The Related Parties to which the Proposed Mandate are applicable

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

3.3 Categories of RRPTs

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

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

(i) Purchase of goods and services

- (a) project and construction management, and consultancy services;
- (b) services for telecommunications, managed communications, IPTV, content, broadband, digital media, information technology, multimedia and broadcasting;
- (c) acquisition of rights and licences for programmes, content and films;
- (d) development and production of films and/or content;
- (e) support and expertise in merchandising and retail operations;
- (f) resource augmentation for software development and related services; and
- (g) customer services and related services.

(ii) Supply of goods and services

- (a) sale of airtime, advertising and online web branding;
- (b) supply of consultancy, and support services;

- (c) sub-lease of excess transponder capacity and related services;
- (d) provision of talent services for promotional activities;
- (e) provision of programmes, content, films and channels rights;
- (f) provision of office/storage/land space and related facilities;
- (g) provision of marketing services and distribution of films;
- (h) provision of printing, sales and distribution services for magazines; and
- (i) provision of advertising services, media solutions and related services.

(iii) Promotional and marketing activities

- (a) marketing, partnership and/or promotional activities such as sponsorships; and
- (b) marketing and event management services and related activities (including rental of cinema halls, other premises and facilities).

(iv) Rental or lease of assets and premises

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

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

3.4 Nature of the RRPTs

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

3.5 Amounts due and owing to our Group by Related Parties pursuant to the RRPTs ("Outstanding RRPT Receivables")

The Outstanding RRPT Receivables from our Related Parties which have exceeded the normal credit term as at 31 January 2025 are as follows:

Company Within Our Group Involved	Transacting Party	Nature Of Transaction	Outstanding RRPT Receivables As At 31 January 2025 (RM)	Outstanding RRPT Receivables As At 31 January 2025 Which Exceed Normal Credit Period Of			
				1 Year Or Less (RM)	More Than 1 To 3 Years (RM)	More Than 3 To 5 Years (RM)	More Than 5 Years (RM)
NISB and/or its affiliates	KMSB and/or its affiliates	Provision of sales and distribution of magazine services and/or other publications to/by NISB and/or its affiliates	35	35	-	-	-

Company Within Our Group Involved	Transacting Party	Nature Of Transaction	Outstanding RRPT Receivables As At 31 January 2025 (RM)	Outstanding RRPT Receivables As At 31 January 2025 Which Exceed Normal Credit Period Of			
				1 Year Or Less (RM)	More Than 1 To 3 Years (RM)	More Than 3 To 5 Years (RM)	More Than 5 Years (RM)
MBNS and/or its affiliates	Maxis Broadband and/or its affiliates	Collaboration in respect of IPTV, content, broadband, voice and ancillary services	64,705	64,705	-	-	-

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

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

3.6 Basis of estimated value of the RRPTs

The estimated transaction values of the RRPTs under the Proposed Mandate as set out in Appendix I of this Circular are based on the estimated prevailing prices or rates, which are or will be formalised in agreements, contracts and/or other documentation to be entered into by our Group with the named transacting parties based on our Group's usual levels of transaction and on the projected business volume from the date of our forthcoming Thirteenth AGM to our next AGM in 2026. The actual value of the transactions may, however, vary from the estimated values disclosed in Appendix I of this Circular if there should occur, amongst others, any changes in the business, economic and/or competitive environment as well as through active negotiations between our Group and the said transacting parties.

3.7 Review procedures for the RRPTs

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

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

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

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

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

- (iv) in the event that a member of our Audit and Risk Committee or Board has an interest and/or deemed interest in any particular RRPT, he/she shall declare his/her interest in the RRPT. He/she will also refrain from any deliberation and abstain from voting on the matter at our Audit and Risk Committee meeting or Board meeting in respect of such RRPT. Additionally, our Board has determined that non-independent Directors on our Audit and Risk Committee and/or Board are precluded from participating in any deliberation and are required to abstain from voting on any RRPT in relation to content licensing, carriage and related matters as an additional safeguard against any potential conflict of interest ("COI") which may arise by virtue of, among others, their positions, directorships and/or relationships which they hold, maintain or have with our Major Shareholders and/or any other persons;
- (v) proper records will be maintained to record the RRPTs which are entered into pursuant to the Proposed Mandate to ensure accurate disclosure thereof;
- (vi) RRPTs entered into pursuant to the Proposed Mandate shall be reviewed under our annual internal audit plan to ensure that all requisite approvals have been obtained and our review procedures in respect of such RRPTs have been complied with;
- (vii) our Audit and Risk Committee shall review our internal audit reports on the review of RRPTs in order to ascertain that the RRPTs are entered into on normal commercial terms and on terms that are consistent with our usual business practices as well as in compliance with our policies and procedures established to monitor RRPTs;
- (viii) our Audit and Risk Committee monitors the actual transacted values of RRPTs under the Proposed Mandate to ensure that our Company makes an announcement to Bursa Securities if the actual value exceeds 10% or more of the estimated value disclosed in this Circular for a particular group of Related Parties; and
- (ix) our Audit and Risk Committee has the discretion to request for additional procedures to be imposed on all RRPTs including appointing an independent adviser/expert.

A robust framework for managing COI has been established under the ambit of our Audit and Risk Committee, encompassing periodic and ad hoc disclosures, assessment by our Audit and Risk Committee and reporting to our Board. The COI policy provides guidance to our Directors and key management in identifying and managing conflicts, so that our Group's interests are adequately protected.

3.8 Audit and Risk Committee Statement

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

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

3.9 Disclosure of the RRPTs

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

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

whichever is the higher.

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

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

3.10 Validity Period of the Proposed Mandate

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

- (i) the conclusion of our next AGM in 2026 following our forthcoming Thirteenth AGM at which the Proposed Mandate is approved, at which time it will lapse, unless by a resolution passed at such general meeting the authority is renewed; or
- (ii) the expiration of the period within which our next AGM is required to be held pursuant to Section 340(2) of the Act (excluding however such extension as may be allowed pursuant to Section 340(4) of the Act); or
- (iii) the Proposed Mandate is revoked or varied by resolution passed by you in a general meeting,

whichever is the earliest.

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

4. RATIONALE FOR THE PROPOSED MANDATE

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

5. EFFECTS OF THE PROPOSED MANDATE

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

6. APPROVAL REQUIRED

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

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

Details of the direct and indirect shareholdings of our interested Directors, interested Major Shareholders and interested Persons Connected with them who have and shall abstain from deliberating and voting are set out in Appendix II of this Circular.

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

LGK, MM and SC are nominee Directors of UTSB, MJT is the alternate Director to LGK and KS is a nominee Director of Khazanah on our Board. Notwithstanding that they may not have any interest in RRPTs involving the interests of their nominators under the Proposed Mandate and are therefore not 'interested' Directors within the meaning of Paragraph 10.02(k) of the Listing Requirements, they have abstained and will continue to abstain from voting on the relevant resolutions to approve such RRPTs under the Proposed Mandate in accordance with the Company's Policy on Deliberating and Voting on Related Party Transactions by Nominee Directors. They have been disclosed as interested Related Parties or interested Directors in this Circular solely for purposes of expediency.

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

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

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

8. DIRECTORS' RECOMMENDATION

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

Accordingly, our Board (save for our interested Directors in respect of the relevant resolutions set out in Section 7 of this Circular) recommends that you vote in favour of the ordinary resolutions in respect of the Proposed Mandate to be tabled at our forthcoming Thirteenth AGM.

9. AGM

Our forthcoming Thirteenth AGM will be convened on Wednesday, 18 June 2025 at 2.00 p.m. or at any adjournment thereof at Nexus, Connexion Conference & Event Centre, Grand Nexus Ballroom (Level 3A), Bangsar South City, No. 7, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia.

Kindly register to participate and vote at the Thirteenth AGM by following the steps set out in the Administrative Guide, which can be downloaded from corporate.astro.com.my/ar2025. If you wish to appoint a proxy or proxies, the Proxy Form may be deposited with our share registrar, Boardroom, in the following manner:

- (i) By electronic means
 - Through the Boardroom Smart Investor Portal at <https://investor.boardroomlimited.com> by logging in and selecting "Submit e-Proxy Form"
 - By sending the Proxy Form via email to bsr.helpdesk@boardroomlimited.com
- (ii) In hardcopy form

By sending the ORIGINAL Proxy Form by hand or post to 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor.

The Proxy Form must be received by Boardroom, no later than Tuesday, 17 June 2025 at 2.00 p.m. Our Company reserves the right to reject incomplete or erroneous forms.

10. FURTHER INFORMATION

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

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

Tunku Ali Redhauddin Ibni Tuanku Muhriz
Independent Non-Executive Chairman

NATURE OF THE RRPTS

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

No.	Company within our Group involved	Transacting party	Nature of transaction	Estimated transaction value as disclosed in the Circular to Shareholders dated 20 May 2024 (RM'000)	Actual value transacted from 26 June 2024 up to LPD (RM'000)	Estimated value from 18 June 2025 to the next AGM in 2026 (RM'000)	Interested Related Party	
							Name	Nature of relationship
(a) UTSB Group The estimated aggregate value of transactions from the date of our forthcoming AGM to the date of our next AGM in 2026 amounts to RM21.66 million and USD100,000, consisting of the following transactions:								
1.	AMH and/or its subsidiaries	UTP and/or its affiliates	Provision of project and construction management and consultancy services to AMH and/or its subsidiaries	265	-	265	Major Shareholders UTSB, PSIL, Excorp, PanOcean and TAK Directors LGK, MM, SC and MJT	Please refer to Note 1 of this appendix
2.	Tayangan Unggul and/or its affiliates	TGV and/or its affiliates	Rental of cinema hall by Tayangan Unggul and/or its affiliates	340	149	326	Major Shareholders UTSB, PSIL, Excorp, PanOcean and TAK Directors LGK, MM, SC and MJT	Please refer to Note 1 of this appendix
3.	Astro Radio and/or its affiliates	TGV and/or its affiliates	Airtime, sponsorship and online web branding • Receivable by Astro Radio and/or its affiliates • Payable by Astro Radio and/or its affiliates	1,806 700 1,106	172 102 70	1,188 540 648	Major Shareholders UTSB, PSIL, Excorp, PanOcean and TAK Directors LGK, MM, SC and MJT	Please refer to Note 1 of this appendix

NATURE OF THE RRPTS (Cont'd)

No.	Company within our Group involved	Transacting party	Nature of transaction	Estimated transaction value as disclosed in the Circular to Shareholders dated 20 May 2024 (RM'000)	Actual value transacted from 26 June 2024 up to LPD (RM'000)	Estimated value from 18 June 2025 to the next AGM in 2026 (RM'000)	Interested Related Party	
							Name	Nature of relationship
4.	MBNS and/or its affiliates	TGVP and/or its affiliates	Provision of rights and license for films and content to MBNS and/or its affiliates	80	-	80	Major Shareholders UTSB, PSIL, Excorp, PanOcean and TAK Directors LGK, MM, SC and MJT	Please refer to Note 1 of this appendix
5.	Astro Shaw and/or its affiliates	TGV and/or its affiliates	Distribution, development, production, commissioning, licensing and/or marketing of films and/or content rights	8,070	221	8,060	Major Shareholders UTSB, PSIL, Excorp, PanOcean and TAK Directors LGK, MM, SC and MJT	Please refer to Note 1 of this appendix
			• Receivable by Astro Shaw and/or its affiliates	7,010	-	6,500		
			• Payable by Astro Shaw and/or its affiliates	1,060	221	1,560		
6.	MBNS and/or its affiliates	TGV and/or its affiliates	Provision of sponsorship, marketing, professional event management services and related activities (including the making available of premises and facilities)	1,418	-	1,206	Major Shareholders UTSB, PSIL, Excorp, PanOcean and TAK Directors LGK, MM, SC and MJT	Please refer to Note 1 of this appendix
			• Receivable by MBNS and/or its affiliates	106	-	-		
			• Payable by MBNS and/or its affiliates	1,312	-	1,206		

NATURE OF THE RRPTS (Cont'd)

No.	Company within our Group involved	Transacting party	Nature of transaction	Estimated transaction value as disclosed in the Circular to Shareholders dated 20 May 2024 (RM'000)	Actual value transacted from 26 June 2024 up to LPD (RM'000)	Estimated value from 18 June 2025 to the next AGM in 2026 (RM'000)	Interested Related Party	
							Name	Nature of relationship
7.	MBNS and/or its affiliates	SLTV and/or its affiliates	Distribution, licensing and provision of channel rights and content by MBNS and/or its affiliates	USD100,000 (approximately RM477,680) ⁽ⁱ⁾⁽ⁱⁱ⁾	-	USD100,000 (approximately RM441,370) ⁽ⁱ⁾⁽ⁱⁱ⁾	Major Shareholders UTSB, PSIL, Excorp, PanOcean and TAK Directors LGK, MM, SC and MJT	Please refer to Note 1 of this appendix
8.	Astro Shaw and/or its affiliates	TGV and/or its affiliates	Share of ticket collection proceeds from movies screened at TGV cinemas and any costs relating thereto	10,500	3,182	10,500	Major Shareholders UTSB, PSIL, Excorp, PanOcean and TAK Directors LGK, MM, SC and MJT	Please refer to Note 1 of this appendix
9.	MBNS and/or its affiliates	TGV and/or its affiliates	Rental of cinema hall and purchase of concessions or in-season passes and ancillary services at TGV cinemas by MBNS and/or its affiliates	30	-	30	Major Shareholders UTSB, PSIL, Excorp, PanOcean and TAK Directors LGK, MM, SC and MJT	Please refer to Note 1 of this appendix
(b) Maxis Group The estimated aggregate value of transactions from the date of our forthcoming AGM to the date of our next AGM in 2026 amounts to RM47.50 million, consisting of the following transactions:								
10.	MBNS and/or its affiliates	Maxis Broadband and/or its affiliates	Provision of managed communications services to MBNS and/or its affiliates	4,340	2,053	4,340	Major Shareholders UTSB, PSIL, Excorp, PanOcean and TAK Directors LGK, MM, SC and MJT	Please refer to Note 2 of this appendix

NATURE OF THE RRPTS (Cont'd)

No.	Company within our Group involved	Transacting party	Nature of transaction	Estimated transaction value as disclosed in the Circular to Shareholders dated 20 May 2024 (RM'000)	Actual value transacted from 26 June 2024 up to LPD (RM'000)	Estimated value from 18 June 2025 to the next AGM in 2026 (RM'000)	Interested Related Party	
							Name	Nature of relationship
11.	Astro Radio and/or its affiliates	Maxis Broadband and/or its affiliates	Sale of airtime, sponsorship and online web branding by Astro Radio and/or its affiliates	20,000	6,773	15,000	Major Shareholders UTSB, PSIL, Excorp, PanOcean and TAK Directors LGK, MM, SC and MJT	Please refer to Note 2 of this appendix
12.	MBNS and/or its affiliates	Maxis Broadband and/or its affiliates	Provision of talent for promotional activities by MBNS and/or its affiliates	100	-	150	Major Shareholders UTSB, PSIL, Excorp, PanOcean and TAK Directors LGK, MM, SC and MJT	Please refer to Note 2 of this appendix
13.	MBNS and/or its affiliates	Maxis Broadband and/or its affiliates	Collaboration in respect of IPTV, content, broadband, voice and ancillary services	90,121	53,321	20,670	Major Shareholders UTSB, PSIL, Excorp, PanOcean and TAK	Please refer to Note 2 of this appendix
			• Receivable by MBNS and/or its affiliates	2,530	1,626	4,631	Directors LGK, MM, SC and MJT	
			• Payable by MBNS and/or its affiliates	87,591	51,695	16,039		
14.	MBNS and/or its affiliates	Maxis Broadband and/or its affiliates	Provision of resource augmentation for software development and ancillary services to MBNS and/or affiliates	1,355	703	1,138	Major Shareholders UTSB, PSIL, Excorp, PanOcean and TAK Directors LGK, MM, SC and MJT	Please refer to Note 2 of this appendix

NATURE OF THE RRPTS (Cont'd)

No.	Company within our Group involved	Transacting party	Nature of transaction	Estimated transaction value as disclosed in the Circular to Shareholders dated 20 May 2024 (RM'000)	Actual value transacted from 26 June 2024 up to LPD (RM'000)	Estimated value from 18 June 2025 to the next AGM in 2026 (RM'000)	Interested Related Party	
							Name	Nature of relationship
15.	MBNS and/or its affiliates	Maxis Broadband and/or its affiliates	Collaboration in respect of building/managing core network, broadband, content and ancillary services	6,200	-	6,200	Major Shareholders UTSB, PSIL, Excorp, PanOcean and TAK Directors LGK, MM, SC and MJT	Please refer to Note 2 of this appendix
(c) MGB Group The estimated aggregate value of transactions from the date of our forthcoming AGM to the date of our next AGM in 2026 amounts to RM16.26 million, consisting of the following transactions:								
16.	MBNS and/or its affiliates	MSS and/or its affiliates	Provision of broadcast, transponder capacity, uplink services and ancillary services to MBNS and/or its affiliates	1,789	373	1,344	Major Shareholder TAK Directors LGK, MM, SC and MJT	Please refer to Note 3 of this appendix
17.	MBNS and/or its affiliates	MGB and/or its affiliates	Sale of airtime, sponsorship and online web branding by MBNS and/or its affiliates	742	279	742	Major Shareholder TAK Directors LGK, MM, SC and MJT	Please refer to Note 3 of this appendix
18.	MBNS and/or its affiliates	MSS and/or its affiliates	Provision of office, storage and/or land space	2,975	180	2,975	Major Shareholder TAK	Please refer to Note 3 of this appendix
			• Receivable by MBNS and/or its affiliates	275	180	275	Directors LGK, MM, SC and MJT	
			• Payable by MBNS and/or its affiliates	2700	-	2,700		

NATURE OF THE RRPTS (Cont'd)

No.	Company within our Group involved	Transacting party	Nature of transaction	Estimated transaction value as disclosed in the Circular to Shareholders dated 20 May 2024 (RM'000)	Actual value transacted from 26 June 2024 up to LPD (RM'000)	Estimated value from 18 June 2025 to the next AGM in 2026 (RM'000)	Interested Related Party	
							Name	Nature of relationship
19.	MBNS and/or its affiliates	MSS and/or its affiliates	Provision of services in relation to the sourcing and managing of customers for the rental of unutilised transponder capacity and ancillary activities, and/or the leasing of unutilised transponder capacity and ancillary activities by MBNS and/or its affiliates	11,200	-	11,200	<u>Major Shareholder</u> TAK	Please refer to Note 3 of this appendix
			<ul style="list-style-type: none"> • Payable by MBNS and/or its affiliates 	11,200	-	11,200	<u>Directors</u> LGK, MM, SC and MJT	

NATURE OF THE RRPTS (Cont'd)

No.	Company within our Group involved	Transacting party	Nature of transaction	Estimated transaction value as disclosed in the Circular to Shareholders dated 20 May 2024 (RM'000)	Actual value transacted from 26 June 2024 up to LPD (RM'000)	Estimated value from 18 June 2025 to the next AGM in 2026 (RM'000)	Interested Related Party	
							Name	Nature of relationship
(d) AHSB Group The estimated aggregate value of transactions from the date of our forthcoming AGM to the date of our next AGM in 2026 amounts to RM662,000 and USD2.60 million consisting of the following transactions:								
20.	MBNS and/or its affiliates	CTE and/or its affiliates	Distribution, licensing activities and/or provision of rights for channel carriage, film and or content (including advertising) • Receivable by MBNS and/or its affiliates • Payable by MBNS and/or its affiliates	USD2,595,014 (approximately RM12,395,863) ⁽ⁱ⁾⁽ⁱⁱ⁾ and RM1,050,000 USD160,000 (approximately RM764,288) ⁽ⁱ⁾⁽ⁱⁱ⁾ and RM250,000 USD2,435,014 (approximately RM11,631,575) ⁽ⁱ⁾⁽ⁱⁱ⁾ and RM800,000	8,293 372 7,921	USD2,595,014 (approximately RM11,453,613) ⁽ⁱ⁾⁽ⁱⁱ⁾ and RM200,000 USD160,000 (approximately RM706,192) ⁽ⁱ⁾⁽ⁱⁱ⁾ USD2,435,014 (approximately RM10,747,421) ⁽ⁱ⁾⁽ⁱⁱ⁾ and RM200,000	<u>Major Shareholders</u> PCBV, Khazanah, AAME, UTES, UTSB, PSIL, Excorp, PanOcean and TAK <u>Directors</u> LGK, MM, SC, KS and MJT	Please refer to Note 4 of this appendix
21.	Astro Radio and/or its affiliates	CPL and/or its affiliates	Sale of airtime, sponsorship and online web branding by Astro Radio and/or its affiliates	300	-	300	<u>Major Shareholders</u> PCBV, Khazanah, AAME, UTES, UTSB, PSIL, Excorp, PanOcean and TAK <u>Directors</u> LGK, MM, SC, KS and MJT	Please refer to Note 4 of this appendix

NATURE OF THE RRPTS (Cont'd)

No.	Company within our Group involved	Transacting party	Nature of transaction	Estimated transaction value as disclosed in the Circular to Shareholders dated 20 May 2024 (RM'000)	Actual value transacted from 26 June 2024 up to LPD (RM'000)	Estimated value from 18 June 2025 to the next AGM in 2026 (RM'000)	Interested Related Party	
							Name	Nature of relationship
22.	AMH and/or its subsidiaries	AHSB and/or its subsidiaries	Provision of consultancy and support services by AMH and/or its subsidiaries	156	115	162	<u>Major Shareholders</u> PCBV, Khazanah, AAME, UTES, UTSB, PSIL, Excorp, PanOcean and TAK <u>Directors</u> LGK, MM, SC, KS and MJT	Please refer to Note 4 of this appendix
(e) Sun TV Group The estimated aggregate value of transactions from the date of our forthcoming AGM to the date of our next AGM in 2026 amounts to RM26.00 million, consisting of the following transactions:								
23.	AMH and/or its subsidiaries	Sun TV and/or its affiliates	Distribution, licensing and provision of channel and content rights, including any other ancillary services to AMH and/or its subsidiaries	26,000	17,040	26,000	<u>Major Shareholders</u> PCBV, Khazanah, AAME, UTES, UTSB, PSIL, Excorp, PanOcean and TAK <u>Directors</u> LGK, MM, SC, KS and MJT	Please refer to Note 5 of this appendix

NATURE OF THE RRPTS (Cont'd)

No.	Company within our Group involved	Transacting party	Nature of transaction	Estimated transaction value as disclosed in the Circular to Shareholders dated 20 May 2024 (RM'000)	Actual value transacted from 26 June 2024 up to LPD (RM'000)	Estimated value from 18 June 2025 to the next AGM in 2026 (RM'000)	Interested Related Party	
							Name	Nature of relationship
(f) SRGAP Group The estimated aggregate value of transactions from the date of our forthcoming AGM to the date of our next AGM in 2026 amounts to RM21.63 million, consisting of the following transactions:								
24.	MBNS and/or its affiliates	SRGAP and/or its affiliates	Provision of customer service personnel and/or related services to/by MBNS or its affiliates <ul style="list-style-type: none">Receivable by MBNS and/or its affiliatesPayable by MBNS and/or its affiliates	21,018 - 21,018	10,723 - 10,723	21,628 610 21,018	<u>Major Shareholder</u> TAK <u>Directors</u> LGK, MM, SC and MJT	Please refer to Note 6 of this appendix
(g) NISB Major Shareholders Group The estimated aggregate value of transactions from the date of our forthcoming AGM to the date of our next AGM in 2026 amounts to RM2.07 million, consisting of the following transactions:								
25.	NISB and/or its affiliates	Sinar and/or its affiliates	Sale of airtime and provision of advertising services and inventory, sponsorship, marketing, event management and related activities. <ul style="list-style-type: none">Receivable by NISB and/or its affiliatesPayable by NISB and/or its affiliates	300 200 100	8 - 8	400 250 150	<u>Major Shareholders</u> KSB, LHY, UTech, WHY and KHSB <u>Directors</u> FBH and AEF	Please refer to Note 7 of this appendix

NATURE OF THE RRPTS (Cont'd)

No.	Company within our Group involved	Transacting party	Nature of transaction	Estimated transaction value as disclosed in the Circular to Shareholders dated 20 May 2024 (RM'000)	Actual value transacted from 26 June 2024 up to LPD (RM'000)	Estimated value from 18 June 2025 to the next AGM in 2026 (RM'000)	Interested Related Party	
							Name	Nature of relationship
26.	NISB and/or its affiliates	KSB and/or its subsidiaries	Provision of building space and related facilities to NISB and/or its affiliates	40	-	30	Major Shareholders KSB, LHY, UTech, WHY and KHSB Directors FBH and AEF	Please refer to Note 7 of this appendix
27.	NISB and/or its affiliates	KSB and/or its subsidiaries	Provision of management services and hardware, software leasing and licensing to NISB and/or its affiliates	200	108	200	Major Shareholders KSB, LHY, UTech, KHSB and WHY Directors FBH and AEF	Please refer to Note 7 of this appendix
28.	MBNS and/or its affiliates	GBK and/or its affiliates	Collaboration in respect of development, production, marketing, distribution, commissioning and/or commercialisation of intellectual properties and ancillary services	200	-	200	Major Shareholders LHY, UTech, KHSB and WHY Directors FBH and AEF	Please refer to Note 7 of this appendix
			• Receivable by MBNS and/or its affiliates	200	-	200		
29.	NISB and/or its affiliates	KSB and/or its affiliates	Provision of production services, including equipment/venue rentals by NISB and/or its affiliates	350	-	350	Major Shareholders LHY, UTech, , KHSB and WHY Directors FBH and AEF	Please refer to Note 7 of this appendix

NATURE OF THE RRPTS (Cont'd)

No.	Company within our Group involved	Transacting party	Nature of transaction	Estimated transaction value as disclosed in the Circular to Shareholders dated 20 May 2024 (RM'000)	Actual value transacted from 26 June 2024 up to LPD (RM'000)	Estimated value from 18 June 2025 to the next AGM in 2026 (RM'000)	Interested Related Party	
							Name	Nature of relationship
30.	NISB and/or its affiliates	UPSB and/or its affiliates	Provision of magazine or materials printing or merchandises and delivery services to NISB and/or its affiliates	35	6	55	<u>Major Shareholders</u> LHY, UTech, KHSB and WHY <u>Directors</u> FBH and AEF	Please refer to Note 7 of this appendix
31.	NISB and/or its affiliates	UPSB and/or its affiliates	Provision of office/studio space and related facilities to NISB and/or its affiliates	750	459	750	<u>Major Shareholders</u> LHY, UTech, KHSB and WHY <u>Directors</u> FBH and AEF	Please refer to Note 7 of this appendix
32.	NISB and/or its affiliates	KMSB and/or its affiliates	Provision of sales and distribution of magazine services and/or other publications by NISB and/or its affiliates	10	1	5	<u>Major Shareholders</u> KSB, LHY, UTech, KHSB and WHY <u>Directors</u> FBH and AEF	Please refer to Note 7 of this appendix
33.	NISB and/or its affiliates	WUmmah and/or its affiliates	Provision of consultancy and support services on content to NISB and/or its affiliates	80	46	80	<u>Major Shareholders</u> LHY, UTech, KHSB and WHY <u>Directors</u> FBH and AEF	Please refer to Note 7 of this appendix

NATURE OF THE RRPTS (Cont'd)

No.	Company within our Group involved	Transacting party	Nature of transaction	Estimated transaction value as disclosed in the Circular to Shareholders dated 20 May 2024 (RM'000)	Actual value transacted from 26 June 2024 up to LPD (RM'000)	Estimated value from 18 June 2025 to the next AGM in 2026 (RM'000)	Interested Related Party	
							Name	Nature of relationship
(h) TM Group The estimated aggregate value of transactions from the date of our forthcoming AGM to the date of our next AGM in 2026 amounts to RM250.33 million, consisting of the following transactions:								
34.	MBNS and/or its affiliates	TM and/or its subsidiaries	Provision of broadband network services, including fiber link network, content distribution network, communication links and ancillary services • Receivable by MBNS and/or its affiliates • Payable by MBNS and/or its affiliates	210,810 1,566 209,244	101,370 457 100,913	250,329 577 249,752	<u>Major Shareholders</u> PCBV and Khazanah <u>Director</u> KS	Please refer to Note 8 of this appendix

NATURE OF THE RRPTS (Cont'd)

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

No.	Company within our Group involved	Transacting party	Nature of transaction	Estimated value from 18 June 2025 to the next AGM in 2026 (RM'000)	Interested Related Party	
					Name	Nature of relationship
(a) UTSB Group The estimated aggregate value of transactions from the date of our forthcoming AGM to the date of our next AGM in 2026 amounts to RM2.40 million, consisting of the following transactions:						
1.	MBNS and/or its affiliates	TGV and/or its affiliates	Provision of advertising services, media solutions and related services to TGV and/or its affiliates	2,400	<u>Major Shareholders</u> UTSB, PSIL, Excorp, PanOcean and TAK <u>Directors</u> LGK, MM, SC and MJT	Please refer to Note 1 of this appendix
(b) Maxis Group The estimated aggregate value of transactions from the date of our forthcoming AGM to the date of our next AGM in 2026 amounts to RM187,000, consisting of the following transactions:						
2.	Astro Facilities and/or its affiliates	Maxis Broadband and/or its affiliates	Sub-lease of land	187	<u>Major Shareholders</u> UTSB, PSIL, Excorp, PanOcean and TAK <u>Directors</u> LGK, MM, SC and MJT	Please refer to Note 2 of this appendix
(c) MGB Group The estimated aggregate value of transactions from the date of our forthcoming AGM to the date of our next AGM in 2026 amounts to RM100,000, consisting of the following transactions:						
3.	MBNS and/or its affiliates	MSS and/or its affiliates	Distribution, licensing and provision of channel rights and content by MBNS and/or its affiliates	100	<u>Major Shareholder</u> TAK <u>Directors</u> LGK, MM, SC and MJT	Please refer to Note 3 of this appendix

NATURE OF THE RRPTS (Cont'd)

- (i) *Figures shown are in exact terms.*
- (ii) *The estimated USD values from the date of the forthcoming Thirteenth AGM on 18 June 2025 to the next AGM in 2026 is converted based on the exchange rate of USD1.00: RM4.4137 being the middle rate prevailing at 5.00 p.m. as at the LPD as published by Bank Negara Malaysia. The estimated USD values disclosed in the Circular to Shareholders dated 20 May 2024 was converted based on USD1.00 : RM4.7768.*
- (iii) *All information in relation to equity interests and directorships as set out in this appendix are as at the LPD.*
- (iv) *The transacting parties within the AMH Group as set out in the tables above may vary upon conclusion of these transactions.*

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NATURE OF THE RRPTS (Cont'd)

Notes:

1. UTSB Group

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

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

Each of UTSB, PSIL, Excorp and PanOcean is a Major Shareholder, with a deemed interest over 1,249,075,472 AMH Shares representing 23.94% equity interest in AMH through the wholly-owned subsidiaries of UTSB namely, UTES and AAME with each holding 235,778,182 AMH Shares and 1,013,297,290 AMH Shares directly, representing 4.52% and 19.42% equity interest in AMH respectively.

The estate of TAK has a deemed interest in the AMH Shares in which UTSB has an interest by virtue of the deemed interest of PanOcean in the AMH Shares. PanOcean is the trustee of a discretionary trust, the beneficiaries of which are members of the family of TAK and foundations, including those for charitable purposes. PanOcean holds 100% equity interest in Excorp which in turn holds 100% equity interest in PSIL. PSIL holds 99.999% equity interest in UTSB.

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

The estate of TAK is also deemed to have an interest in the AMH Shares by virtue of the interests of East Asia Broadcast Network Systems N.V. ("**EABNS**"), Pacific Broadcast Systems N.V. ("**PBS**"), Home View Limited N.V. ("**HVL**"), Southpac Investments Limited N.V. ("**SIL**"), Ujud Cergas Sdn Bhd ("**UCSB**"), Metro Ujud Sdn Bhd ("**MUSB**"), Mujur Sanjung Sdn Bhd ("**MSSB**"), Prisma Gergasi Sdn Bhd ("**PGSB**") and Ujud Murni Sdn Bhd ("**UMSB**") which directly collectively hold 903,792,754 AMH Shares representing 17.32% equity interest in AMH. The estate of TAK is deemed to have an interest in the 903,792,754 AMH Shares collectively held by EABNS, PBS, HVL, SIL, UCSB, MUSB, MSSB, PGSB and UMSB by virtue of TAK holding 100% equity interest in their respective ultimate holding companies viz. Tucson N.V. ("**Tucson**"), Orient Systems Limited N.V. ("**OSL**"), Home View Holdings N.V. ("**HVH**"), Southpac Holdings N.V. ("**SHNV**"), All Asia Radio Broadcast N.V. ("**AARB**"), Global Radio Systems N.V. ("**GRS**"), Maestra International Broadcast N.V. ("**MIB**"), Maestra Global Radio N.V. ("**MGR**") and Global Broadcast Systems N.V. ("**GBS**").

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

The estate of TAK has a deemed interest in the TCSB Shares in which UTSB has an interest by virtue of the deemed interest of PanOcean in the TCSB Shares. PanOcean is the trustee of a discretionary trust, the beneficiaries of which are members of the family of TAK and foundations, including those for charitable purposes. PanOcean holds 100% equity interest in Excorp which in turn holds 100% equity interest in PSIL. PSIL holds 99.999% equity interest in UTSB.

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

In addition, the estate of TAK is deemed to have an interest over 64,697,819 TCSB Shares representing 34.16% equity interest in TCSB through the wholly-owned subsidiaries and associate company of MAI Sdn Berhad ("**MAI**") and East Asia Investments N.V. ("**EAI**"), by virtue of TAK holding 100% direct equity interest in MAI and EAI.

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

NATURE OF THE RRPTS (Cont'd)

LGK, who is a Director of AMH and MBNS, is also a director of UTSB, PSIL, Excorp, PanOcean and TCSB. He has a direct equity interest over 1,000,000 AMH Shares representing 0.02% equity interest in AMH. He does not have any equity interest in Tanjong plc, TGV, TGVP, UTSB Group and AMH subsidiaries. MJT, who is an Alternate Director to LGK on the Board, is also the CFO of UTSB and a director of TGV. MJT does not have any equity interest in the AMH Group, UTSB Group and TCSB Group.

MM, who is a Director of AMH, is also a director of TCSB, MAI and Tanjong plc. She does not have any equity interest in the AMH Group, UTSB Group and TCSB Group.

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

2. Maxis Group

Astro Facilities is a wholly-owned subsidiary of AMH. Maxis Broadband is a wholly-owned subsidiary of Maxis, which is in turn 62.24%-owned by an indirect subsidiary of Binariang GSM Sdn Bhd ("**BGSM**").

Each of UTSB, PSIL, Excorp, PanOcean and TAK is a Major Shareholder, is also a major shareholder of Maxis with a deemed interest over 4,875,000,000 ordinary shares in Maxis ("**Maxis Shares**") representing 62.24% equity interest in Maxis, by virtue of its/his deemed interest in BGSM which holds 100% equity interest in BGSM Management Sdn Bhd ("**BGSM Management**"). BGSM Management holds 100% equity interest in BGSM Equity Holdings Sdn Bhd ("**BGSM Equity**") which in turn holds 62.24% equity interest in Maxis. UTSB's deemed interest in the Maxis Shares arises through its wholly-owned subsidiaries, namely, Wilayah Resources Sdn Bhd, Tegas Puri Sdn Bhd, Besitang Barat Sdn Bhd and Besitang Selatan Sdn Bhd, which hold in aggregate 37% equity interest in BGSM.

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

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

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

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

3. MGB Group

MSS is a wholly-owned subsidiary of MGB.

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

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

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

NATURE OF THE RRPTS (Cont'd)

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

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

4. AHSB Group

CPL is an indirect wholly-owned subsidiary of AOL, which in turn is wholly-owned by AHSB. CTE is an associate company of AOL, in which AOL has a 33.35% indirect equity interest via CPL.

Khazanah is a Major Shareholder with a deemed interest over 1,077,735,927 AMH Shares representing 20.65% equity interest in AMH through its wholly-owned subsidiary, PCBV. PCBV and Khazanah are also major shareholders of AHSB by virtue of PCBV's 29.34% direct equity interest in AHSB.

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

The estate of TAK is deemed to have an interest over 819,082,908 AHSB Shares representing 58.08% equity interest in AHSB. Please refer to Note 1 above for the estate of TAK's deemed interest in AMH.

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

LGK, who is a Director of AMH and MBNS, is also a director of AHSB and AOL. He does not have any equity interest in the AHSB Group. Please refer to Note 1 above for LGK's interests in AMH. MJT, who is an Alternate Director to LGK on the Board, is also a director of AHSB, AOL, CPL and CTE, as well as the CFO of UTSB. He does not have any equity interest in the AMH Group and AHSB Group.

SC is a Director of AMH. He does not have any equity interest in the AMH Group and AHSB Group.

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

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

5. Sun TV Group

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

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

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

NATURE OF THE RRPTS (Cont'd)

LGK, who is a Director of AMH and MBNS, is also a director of AHSB and AOL. He does not have any equity interest in the AHSB Group and Sun TV Group. Please refer to Note 1 above for LGK's interest in AMH. MJT, who is an Alternate Director to LGK on the Board, is also a director of AHSB and AOL as well as the CFO of UTBS. MJT does not have any equity interest in the AMH Group, AHSB Group and Sun TV.

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

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

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

6. SRGAP Group

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

TAK is a Major Shareholder. Please refer to Note 1 above for the estate of TAK's deemed interests in AMH.

LGK, MM and SC are Nominee Directors of UTBS on the Board. MJT is an alternate Director to LGK on the Board. They do not have any equity interest in the SRGAP Group.

7. NISB Major Shareholders Group

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

KSB is a Major Shareholder of NISB with voting rights of 49% in the share capital of NISB. The remaining 51% voting rights in NISB are held by a wholly-owned subsidiary of AMH. LHY, UTech, KHSB and WHY are Major Shareholders of NISB by virtue of their respective direct equity interest over 1,050,000, 675,000, 675,000 and 600,000 ordinary shares in KSB representing 35%, 22.5%, 22.5% and 20% equity interest in KSB.

LHY, UTech, KHSB and WHY are also major shareholders of KBSB with a direct equity interest of 35%, 22.5%, 22.5% and 20% respectively. LHY, UTech, KHSB and DHY are major shareholders of UPSB with a direct equity interest of 35%, 22.5%, 22.5% and 11.86% respectively. UPSB and KBSB are regarded as Persons Connected with LHY, UTech and KHSB.

DHY is a Person Connected to KSB, a Major Shareholder of NISB. He is a director of KSB and is deemed to have an interest in the shares of KSB via LHY and WHY by virtue of the interests held by his family members. He is also a director of LHY, UPSB and GBK. He does not have any equity interest in AMH.

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

AEF, who is an alternate Director to FBH, is also the group executive director of Karangkrak group and a director of Sinar and KMSB. He does not have any equity interest in AMH.

8. TM Group

Khazanah is a Major Shareholder with a deemed interest over 1,077,735,927 AMH Shares representing 20.65% equity interest in AMH through its wholly-owned subsidiary, PCBV. Khazanah is also a major shareholder of TM with 20.10% direct equity interest in the TM Group.

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

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

(a) Information on our interested Directors of AMH

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

Interested Directors	Direct		Indirect	
	No. of AMH Shares	% ⁽¹⁾	No. of AMH Shares	%
LGK ⁽²⁾	1,000,000	0.02	-	-
SC ⁽²⁾	-	-	-	-
MM ⁽²⁾	-	-	-	-
KS ⁽²⁾	-	-	-	-
MJT ⁽²⁾	-	-	-	-

Notes:

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

(b) Information on our interested Directors of AMH's subsidiaries

Refer to the above table for LGK's interests in AMH. Save as disclosed, as at the LPD, none of the Directors of AMH's subsidiaries who are deemed interested in the relevant RRPTs under the Proposed Mandate has any direct or indirect shareholdings in our Company.

(c) Information on our interested Major Shareholders of AMH

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

Interested Major Shareholders	Note	Direct		Indirect	
		No. of AMH Shares	%	No. of AMH Shares	%
PCBV		1,077,735,927	20.65	-	-
Khazanah	1	-	-	1,077,735,927	20.65
AAME		1,013,297,290	19.42	-	-
UTES	2	235,778,182	4.52	1,013,297,290	19.42
UTSB	3	-	-	1,249,075,472	23.94
PSIL	4	-	-	1,249,075,472	23.94
Excorp	5	-	-	1,249,075,472	23.94
PanOcean	5	-	-	1,249,075,472	23.94
TAK	6	-	-	2,152,868,226	41.25

Notes:

- (1) Khazanah is deemed to have an interest in the AMH Shares by virtue of PCBV being a wholly-owned subsidiary of Khazanah.
- (2) UTES is deemed to have an interest in the AMH Shares in which AAME has an interest, by virtue of UTES holding 100% equity interest in AAME. In addition to the deemed interest held via AAME in AMH, UTES holds directly 235,778,182 AMH Shares representing 4.52% equity interest in AMH.
- (3) UTSB is deemed to have an interest in the AMH Shares by virtue of UTSB holding 100% equity interest in UTES. Please refer to Note (2) above for UTES' direct and deemed interests in the AMH Shares.

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

- (4) *PSIL is deemed to have an interest in the AMH Shares by virtue of PSIL holding 99.999% equity interest in UTSB. Please refer to Note (3) above for UTSB's deemed interest in the AMH Shares.*
- (5) *PanOcean holds 100% equity interest in Excorp which in turn holds 100% equity interest in PSIL. Please refer to Note (4) above for PSIL's deemed interest in the AMH Shares. PanOcean is the trustee of a discretionary trust, the beneficiaries of which are members of the family of TAK and foundations including those for charitable purposes. Although PanOcean is deemed to have an interest in the AMH Shares, PanOcean does not have any economic or beneficial interest in such AMH Shares, as such interest is held subject to the terms of such discretionary trust.*
- (6) *The estate of TAK is deemed to have an interest in the AMH Shares by virtue of the following:*
- (i) *PanOcean's deemed interest in 1,249,075,472 AMH Shares representing 23.94% equity interest in AMH are held directly by UTES and AAME.*
- Although the estate of TAK is deemed to have an interest in the AMH Shares, it does not have any economic or beneficial interest in such AMH Shares, as such interest is held subject to the terms of a discretionary trust referred to in Note (5) above; and*
- (ii) *the interests of EABNS, PBS, HVL, SIL, UCSB, MUSB, MSSB, PGSB and UMSB which collectively hold directly 903,792,754 AMH Shares representing 17.32% equity interest in AMH. The estate of TAK is deemed to have an interest in the 903,792,754 AMH Shares collectively held by EABNS, PBS, HVL, SIL, UCSB, MUSB, MSSB, PGSB and UMSB by virtue of it holding 100% equity interest in their respective ultimate holding companies viz. Tucson, OSL, HVH, SHNV, AARB, GRS, MIB, MGR and GBS.*

(d) Information on Persons Connected with our interested Major Shareholders

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

Persons Connected with our interested Major Shareholders	Notes	Direct		Indirect	
		No. of AMH Shares	%	No. of AMH Shares	%
UCSB	1	13,394,899	0.26	-	-
AARB	1 & 2	-	-	13,394,899	0.26
MUSB	1	6,697,448	0.13	-	-
GRS	1 & 3	-	-	6,697,448	0.13
MSSB	1	26,426,048	0.51	-	-
MIB	1 & 4	-	-	26,426,048	0.51
PGSB	1	6,697,448	0.13	-	-
MGR	1 & 5	-	-	6,697,448	0.13
UMSB	1	6,697,448	0.13	-	-
GBS	1 & 6	-	-	6,697,448	0.13
PBS	1	140,646,620	2.69	-	-
Pacific Broadcast Holdings N.V. ("PBH")	1 & 7	-	-	140,646,620	2.70
OSL	1 & 8	-	-	140,646,620	2.70
HVL	1	140,646,568	2.69	-	-
Home View Systems N.V. ("HVS")	1 & 9	-	-	140,646,568	2.70
HVH	1 & 10	-	-	140,646,568	2.70
SIL	1	140,646,568	2.69	-	-
Southpac Systems N.V. ("SSNV")	1 & 11	-	-	140,646,568	2.69
SHNV	1 & 12	-	-	140,646,568	2.69
EABNS	1	421,939,707	8.08	-	-
East Asia Broadcast Systems Holdings N.V. ("EABSH")	1 & 13	-	-	421,939,707	8.08
Tucson	1 & 14	-	-	421,939,707	8.08

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

Notes:

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

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ABSTENTION FROM VOTING

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

No.	Transacting Parties	Interested Directors	Interested Major Shareholders	Persons Connected [#]
1.	UTSB Group including but without limitation to: (i) UTP (ii) SLTV (iii) Tanjong Group including but without limitation to: • Tanjong plc • TGV • TGVP	• LGK • MM • SC ^(c) • MJT	• UTSB • PSIL • Excorp • PanOcean • TAK	• UTES ^{(a)&(b)} • AAME ^{(a)&(b)} • UCSB ^(a) • MUSB ^(a) • MSSB ^(a) • PGSB ^(a) • UMSB ^(a) • AARB ^(a) • GRS ^(a) • MIB ^(a) • MGR ^(a) • GBS ^(a) • EABNS ^(a) • EABSH ^(a) • Tucson ^(a) • PBS ^(a) • PBH ^(a) • OSL ^(a) • HVL ^(a) • HVS ^(a) • HVH ^(a) • SIL ^(a) • SSNV ^(a) • SHNV ^(a)
2.	Maxis Group including but without limitation to: (i) Maxis (ii) Maxis Broadband	• LGK • MM ^(c) • SC ^(c) • MJT	• UTSB • PSIL • Excorp • PanOcean • TAK	• UTES ^{(a)&(b)} • AAME ^{(a)&(b)} • UCSB ^(a) • MUSB ^(a) • MSSB ^(a) • PGSB ^(a) • UMSB ^(a) • AARB ^(a) • GRS ^(a) • MIB ^(a) • MGR ^(a) • GBS ^(a) • EABNS ^(a) • EABSH ^(a) • Tucson ^(a) • PBS ^(a) • PBH ^(a) • OSL ^(a) • HVL ^(a) • HVS ^(a) • HVH ^(a) • SIL ^(a) • SSNV ^(a) • SHNV ^(a)

ABSTENTION FROM VOTING (Cont'd)

No.	Transacting Parties	Interested Directors	Interested Major Shareholders	Persons Connected [#]
3.	<p>MGB Group including but without limitation to:</p> <p>(i) MGB</p> <p>(ii) MSS</p>	<ul style="list-style-type: none"> • LGK • MM • SC • MJT 	<ul style="list-style-type: none"> • TAK 	<ul style="list-style-type: none"> • UTES^(a) • AAME^(a) • UTSB^(a) • PSIL^(a) • Excorp^(a) • PanOcean^(a) • UCSB^(a) • MUSB^(a) • MSSB^(a) • PGSB^(a) • UMSB^(a) • AARB^(a) • GRS^(a) • MIB^(a) • MGR^(a) • GBS^(a) • EABNS^(a) • EABSH^(a) • Tucson^(a) • PBS^(a) • PBH^(a) • OSL^(a) • HVL^(a) • HVS^(a) • HVH^(a) • SIL^(a) • SSNV^(a) • SHNV^(a)
4.	<p>AHSB Group including but without limitation to:</p> <p>(i) CPL</p> <p>(ii) CTE</p>	<ul style="list-style-type: none"> • LGK • MM • SC^(c) • KS • MJT 	<ul style="list-style-type: none"> • PCBV • Khazanah • AAME • UTES • UTSB • PSIL • Excorp • PanOcean • TAK 	<ul style="list-style-type: none"> • UCSB^(a) • MUSB^(a) • MSSB^(a) • PGSB^(a) • UMSB^(a) • AARB^(a) • GRS^(a) • MIB^(a) • MGR^(a) • GBS^(a) • EABNS^(a) • EABSH^(a) • Tucson^(a) • PBS^(a) • PBH^(a) • OSL^(a) • HVL^(a) • HVS^(a) • HVH^(a) • SIL^(a) • SSNV^(a) • SHNV^(a)

ABSTENTION FROM VOTING (Cont'd)

No.	Transacting Parties	Interested Directors	Interested Major Shareholders	Persons Connected [#]
5.	Sun TV Group including but without limitation to Sun TV	<ul style="list-style-type: none"> • LGK • MM • SC^(c) • KS • MJT 	<ul style="list-style-type: none"> • PCBV • Khazanah • AAME • UTES • UTSB • PSIL • Excorp • PanOcean • TAK 	<ul style="list-style-type: none"> • UCSB^(a) • MUSB^(a) • MSSB^(a) • PGSB^(a) • UMSB^(a) • AARB^(a) • GRS^(a) • MIB^(a) • MGR^(a) • GBS^(a) • EABNS^(a) • EABSH^(a) • Tucson^(a) • PBS^(a) • PBH^(a) • OSL^(a) • HVL^(a) • HVS^(a) • HVH^(a) • SIL^(a) • SSNV^(a) • SHNV^(a)
6.	SRGAP Group including but without limitation to SRGAP	<ul style="list-style-type: none"> • LGK^(d) • MM^(d) • SC^(d) • MJT^(d) 	<ul style="list-style-type: none"> • TAK 	<ul style="list-style-type: none"> • UTES^(a) • AAME^(a) • UTSB^(a) • PSIL^(a) • Excorp^(a) • PanOcean^(a) • UCSB^(a) • MUSB^(a) • MSSB^(a) • PGSB^(a) • UMSB^(a) • AARB^(a) • GRS^(a) • MIB^(a) • MGR^(a) • GBS^(a) • EABNS^(a) • EABSH^(a) • Tucson^(a) • PBS^(a) • PBH^(a) • OSL^(a) • HVL^(a) • HVS^(a) • HVH^(a) • SIL^(a) • SSNV^(a) • SHNV^(a) • TMK^(a)

ABSTENTION FROM VOTING (Cont'd)

No.	Transacting Parties	Interested Directors	Interested Major Shareholders	Persons Connected [#]
7.	NISB Major Shareholders Group including but without limitation to: (i) KSB (ii) Sinar (iii) KMSB (iv) UPSB (v) GBK (vi) WUmmah	<ul style="list-style-type: none"> • FBH • AEF 	<ul style="list-style-type: none"> • KSB • LHY • UTech • KHSB • WHY 	<ul style="list-style-type: none"> • DHY • KBSB
8.	TM Group including but without limitation to TM	<ul style="list-style-type: none"> • KS^(e) 	<ul style="list-style-type: none"> • PCBV • Khazanah 	-

Notes:

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

The list may not be exhaustive.

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FURTHER INFORMATION

1. RESPONSIBILITY STATEMENT

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

2. MATERIAL CONTRACTS

As at the LPD, neither our Company nor our subsidiaries have entered into any material contracts (not being contracts entered into in the ordinary course of business), within the two years immediately preceding the date of this Circular.

3. MATERIAL LITIGATION, CLAIMS OR ARBITRATION

As at the LPD, save as disclosed below, our Group is not involved in any material litigation, claims or arbitration, and our Group is not aware of any material litigation, claims or arbitration pending or threatened against our Group or of any fact likely to give rise to any proceedings which may materially affect the financial position or business of our Group:

On 9 July 2024, the Inland Revenue Board (“IRB”) served Notices of Additional Assessment (“Notices”) on Astro Shaw and MBNS for years of assessment 2019 to 2023 amounting to RM22,011,627 and RM712,865,984 (including penalties), respectively. The Notices were raised pursuant to the disallowance of production costs incurred during the said years of assessment by the IRB.

Based on legal advice obtained, Astro Shaw and MBNS are of the view that there are fair and reasonable grounds to defend against the Notices, and have since initiated judicial review proceedings to challenge the basis and validity of the disputed Notices.

The Kuala Lumpur High Court had on 1 August 2024 granted interim stay orders in favour of Astro Shaw and MBNS. On 18 February 2025, the Judge granted an extension to the interim stay orders until 26 March 2025, pending a decision on the leave application for judicial review. On 26 March 2025, the Court allowed the leave application and set the case management date for 24 April 2025.

4. DOCUMENTS AVAILABLE FOR INSPECTION

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

- (i) our Constitution;
- (ii) audited consolidated financial statements of our Company for the past two financial years ended 31 January 2024 and 2025; and
- (iii) relevant cause papers in respect of the material litigation, claims or arbitration as referred to in Section 3 of this Appendix IV.