

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Seventh Annual General Meeting of ASTRO MALAYSIA HOLDINGS BERHAD (“Company”) will be held on Thursday, 27 June 2019 at 9.30 a.m. at the Grand Ballroom, Level 3A, Connexion Conference & Event Centre at Nexus, Bangsar South City, No. 7, Jalan Kerinchi, 59200 Kuala Lumpur for the following purposes:

AS ORDINARY BUSINESS

- (1) To consider the Audited Financial Statements of the Company for the financial year ended 31 January 2019 and the Reports of the Directors and Auditors thereon.
(Please refer to Explanatory Note 1)
- (2) To re-elect the following Directors who retire by rotation pursuant to Rule 126 of the Company’s Constitution and who being eligible, have offered themselves for re-election:
 - (i) Lim Ghee Keong **Resolution 1**
 - (ii) Simon Cathcart **Resolution 2***(Please refer to Explanatory Note 2)*
- (3) To re-elect the following Directors who retire pursuant to Rule 115 of the Company’s Constitution and being eligible, have offered themselves for re-election:
 - (i) Tunku Alizakri bin Raja Muhammad Alias **Resolution 3**
 - (ii) Mazita binti Mokty **Resolution 4***(Please refer to Explanatory Note 2)*
- (4) To approve the payment of Directors’ fees and benefits for the period from 28 June 2019 until the next Annual General Meeting of the Company to be held in 2020. **Resolution 5**
(Please refer to Explanatory Note 3)
- (5) To re-appoint Messrs PricewaterhouseCoopers PLT as Auditors of the Company to hold office until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration. **Resolution 6**
(Please refer to Explanatory Note 4)

AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following Ordinary Resolutions, with or without modifications:

- (6) **Authority for Directors to Issue Ordinary Shares pursuant to Sections 75 and 76 of the Companies Act 2016** **Resolution 7**

“THAT, the Directors of the Company be and are hereby empowered, pursuant to Sections 75 and 76 of the Companies Act 2016, to issue and allot shares in the Company, at any time, to such persons and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit including in pursuance of offers, agreements or options to be made or granted by the Directors while this approval is in force and that the Directors be and are hereby further authorised to make or grant offers, agreements or options in respect of shares in the Company including those which would or might require shares in the Company to be issued after the expiration of the approval hereof, provided that the aggregate number of shares to be issued pursuant to this approval does not exceed 10% of the total number of issued shares of the Company for the time being and that the Directors be and are also empowered to obtain approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad;

AND THAT such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company, subject always to the Companies Act 2016, the Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and the approvals of all relevant regulatory bodies being obtained (if required).”

(Please refer to Explanatory Note 5)

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(7) Renewal of Authority for the Company to Purchase its Own Shares

Resolution 8

“THAT, subject to compliance with all applicable laws (as may be amended, modified or re-enacted from time to time), the Constitution of the Company, and the regulations and guidelines applied from time to time by Bursa Malaysia Securities Berhad and/or any other relevant regulatory authority:

(a) approval be and is hereby given to the Company to purchase such number of ordinary shares in the Company’s issued and paid-up ordinary share capital (“Shares”) listed on Bursa Malaysia Securities Berhad (as may be determined by the Directors of the Company) (“Proposed Share Buy-Back”) upon such terms and conditions as the Directors of the Company may deem fit and expedient in the interest of the Company provided that:

- (i) the aggregate number of Shares purchased and/or held by the Company pursuant to this resolution shall not exceed 10% of the total number of issued shares of the Company for the time being; and
- (ii) the maximum amount of funds to be utilised for the purposes of the Proposed Share Buy-Back shall not exceed the Company’s aggregate retained profits;

(b) the approval conferred by this resolution shall continue to be in force until:

- (i) the conclusion of the next Annual General Meeting of the Company;
- (ii) expiry of the period within which the next Annual General Meeting of the Company is required by law to be held; or
- (iii) the same is revoked or varied by an ordinary resolution passed by the shareholders of the Company at a general meeting,

whichever is the earliest;

(c) authority be and is hereby given to the Directors of the Company in their absolute discretion to deal with the Shares so purchased by the Company in the following manner:

- (i) to cancel all or part of such Shares;
- (ii) to retain all or part of such Shares as treasury shares;
- (iii) to retain all or part of such Shares as treasury shares and subsequently cancel, resell on Bursa Malaysia Securities Berhad or distribute as dividends all or part of such treasury shares; and/or
- (iv) to deal with in any other manner as may be prescribed by applicable law and/or the regulations and guidelines applied from time to time by Bursa Malaysia Securities Berhad and/or any other relevant authority for the time being in force; and

(d) authority be and is hereby given to the Directors of the Company to take all such actions that may be necessary and/or desirable to give effect to this resolution and, in connection therewith:

- (i) to enter into and execute, sign and deliver on behalf of the Company, any documents, agreement and/or arrangement with any person, and in all cases with full power to assent to any conditions, modifications, variations and/or amendments thereto as the Directors may deem fit and expedient in the best interest of the Company; and
- (ii) to do all such acts and things as the Directors of the Company may deem fit and expedient in the best interest of the Company.”

(Please refer to Explanatory Note 6)

(8) Proposed Utilisation of Transponder Capacity on the MEASAT-3d satellite by MEASAT Broadcast Network Systems Sdn Bhd, a wholly-owned subsidiary of the Company and the Proposed Early Termination of the Agreement for the Utilisation of Transponder Capacity on the MEASAT-3b satellite

Resolution 9

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“THAT approval be and is hereby given to the Company, through MEASAT Broadcast Network Systems Sdn Bhd (“MBNS”), its wholly-owned subsidiary, and/or subsidiaries or nominees of the Company, to utilise transponder capacity on the MEASAT-3d satellite in accordance with the terms and conditions of the conditional agreement entered into between MBNS and MEASAT Communication Systems Sdn Bhd (formerly known as MEASAT Management Sdn Bhd), a wholly-owned subsidiary of MEASAT Global Berhad (“MGB”) on 18 April 2019, the salient terms of which are set out in Part A of the Company’s Circular to Shareholders dated 15 May 2019; and to terminate the agreement entered into between MBNS and MEASAT International (South Asia) Ltd (“MISAL”) dated 12 April 2018 for the utilisation of transponder capacity on the MEASAT-3b satellite via the execution of a termination agreement between MBNS and MISAL, a wholly-owned subsidiary of MGB, the salient terms of which are set out in Part A of the Company’s Circular to Shareholders dated 15 May 2019;

AND THAT the Directors of the Company be authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to this resolution.”

(Please refer to Explanatory Note 7)

(9) Proposed Shareholders’ Mandate for the Company and/or its subsidiaries to enter into Recurrent Related Party Transactions of a Revenue or Trading Nature with the following related parties:

Usaha Tegas Sdn Bhd and/or its affiliates

Resolution 10

Maxis Berhad and/or its affiliates

Resolution 11

MEASAT Global Berhad and/or its affiliates

Resolution 12

Astro Holdings Sdn Bhd and/or its affiliates

Resolution 13

Sun TV Network Limited and/or its affiliates

Resolution 14

GS Home Shopping Inc. and/or its affiliates

Resolution 15

SRG Asia Pacific Sdn Bhd and/or its affiliates

Resolution 16

Grup Majalah Karangraf Sdn Bhd and/or its affiliates

Resolution 17

Ultimate Print Sdn Bhd and/or its affiliates

Resolution 18

“THAT approval be and is hereby given pursuant to Paragraph 10.09 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad for the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature with each of the abovementioned parties, respectively pursuant to Resolutions 10 to 18, the details of which are set out in Part B of the Company’s Circular to Shareholders dated 15 May 2019;

Provided that such transactions are necessary for the day-to-day operations of the Company and/or its subsidiaries and are carried out in the ordinary course of business on normal commercial terms and on terms which are not more favourable to the parties with which such recurrent transactions are to be entered into than those generally available to the public and which are not detrimental to the minority shareholders of the Company;

AND THAT the mandate conferred by the respective resolutions shall continue to be in force until:

- (a) the conclusion of the next Annual General Meeting of the Company at which time the authority will lapse, unless the authority is renewed by a resolution passed at such general meeting;
- (b) the expiration of the period within which such Annual General Meeting is required to be held pursuant to Section 340(2) of the Companies Act 2016 (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Companies Act 2016); or
- (c) the resolution is revoked or varied by a resolution passed by the shareholders in a general meeting,

whichever is the earliest;

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AND THAT the Directors of the Company be authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the resolution being passed.

(Please refer to Explanatory Note 8)

(10) Proposed Dividend Reinvestment Plan and the Proposed Issuance of Shares

Resolution 19

“THAT, subject to compliance with all applicable laws (as may be amended, modified or re-enacted from time to time), the Constitution of the Company, and the regulations and guidelines applied from time to time by Bursa Malaysia Securities Berhad and/or any other relevant regulatory authority:

- (a) approval be and is hereby given for the establishment of a dividend reinvestment plan that provides the shareholders of the Company an option to reinvest their cash dividend declared by the Company in new ordinary shares in the Company (“Proposed DRP”);
- (b) the Directors of the Company be and are hereby authorised:
 - (i) to establish and implement the Proposed DRP and the terms and conditions of the Proposed DRP;
 - (ii) to determine, in their sole and absolute discretion, whether the Proposed DRP will apply to any cash dividend (whether interim, final, special or any other types of cash dividend) declared;
 - (iii) to allot and issue such number of new ordinary shares in the Company (“Shares”) from time to time as may be required to be allotted and issued pursuant to the Proposed DRP until the conclusion of the Company’s next Annual General Meeting, upon the terms and conditions and to such persons as the Directors may, in their absolute discretion, deem fit and in the best interest of the Company (“Proposed Issuance of New Shares”);
 - (iv) to do all such acts and enter into all such transactions, arrangements, agreements, deeds and undertakings and to execute, sign and deliver, for and on behalf of the Company, all such documents and impose such terms and conditions or delegate any part of their powers as may be necessary or expedient in order to implement, finalise and give full effect to the Proposed DRP and the Proposed Issuance of New Shares, with full power to assent to any conditions, modifications, variations, and/or amendments including suspension and termination of the Proposed DRP as the Directors may, in their absolute discretion, deem fit and in the best interest of the Company and/or as may be imposed or agreed to by any relevant authorities;

THAT the new Shares shall, upon allotment and issuance, rank equally in all respects with the existing Shares, save and except that the holders of the new Shares shall not be entitled to any dividend, rights, allotments and/or distributions in respect of which the entitlement date is before the allotment date of the new Shares issued pursuant to the Proposed DRP;

AND THAT the issue price of the said new Shares, which will be determined by the Directors on the price-fixing date to be determined and announced relating to the relevant dividend, shall be at an issue price of not more than 10% discount to the five-day volume weighted average market price (“VWAMP”) of the Shares immediately prior to the price-fixing date, where upon, the VWAMP shall be adjusted ex-dividend before applying the aforementioned discount.”

(Please refer to Explanatory Note 9)

BY ORDER OF THE BOARD

LIEW WEI YEE SHARON (LS0007908)

Company Secretary

15 May 2019

Kuala Lumpur

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EXPLANATORY NOTES:

1) Audited Financial Statements and the Reports of the Directors and Auditors thereon

The audited financial statements are laid at the annual general meeting (“AGM”) in accordance with Section 340(1)(a) of the Companies Act 2016 (“Act”). There is no requirement for the shareholders to approve and hence, this agenda item is meant for discussion only and will not be put forward for voting.

2) Re-election and Re-appointment of Directors

(a) Resolutions 1 and 2 – Rule 126 of our Constitution provides that at each AGM, one-third (1/3) of our Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest to one-third (1/3), shall retire from office, provided that all Directors shall retire from office once at least on each three years, but shall be eligible for re-election.

Based on the number of Directors who are subject to retirement by rotation, two out of seven Directors (excluding Directors who are retiring under Rule 115) shall retire at this AGM. Lim Ghee Keong (“LGK”) and Simon Cathcart (“SC”) shall retire by rotation at this AGM and being eligible, have offered themselves for re-election as Directors of our Company.

(b) Resolutions 3 and 4 – Rule 115 of our Constitution provides that any Director appointed, either to fill a casual vacancy or as an addition to the existing Board of Directors (“Board”), shall hold office only until the conclusion of the next AGM and shall be eligible for re-election. A Director retiring under this Rule shall not be taken into account in determining the Directors or the number of Directors to retire by rotation at such meeting.

Accordingly, Tunku Alizakri bin Raja Muhammad Alias (“TAZ”) and Mazita binti Mokty (“MM”) who were appointed to the Board on 15 February 2019 are standing for re-election at this AGM and being eligible, have offered themselves for re-election as Directors of our Company.

Based on the annual Board Effectiveness Evaluation, our Board is of the collective view that the said Directors who are retiring in accordance with Rule 126 have satisfactorily discharged their roles and responsibilities to act in the best interest of our Company while the Directors who are seeking re-election in accordance with Rule 115 were appointed on 15 February 2019 after a rigorous process and assessment by our Board and our Nomination and Corporate Governance Committee based on the established Board Selection Criteria to determine their suitability.

Our Board has thereby recommended that LGK, SC, TAZ and MM be re-elected as Directors of our Company.

Please refer to Part A of the Statement Accompanying Notice of AGM.

3) Director’s Fees and Benefits

Pursuant to Section 230 of the Act, any fees and benefits payable to the directors of a listed company and its subsidiaries shall be approved at a general meeting.

At our AGM held on 7 June 2018, the fees and benefits to our Non-Executive Directors (“NEDs”) for the period commencing 8 June 2018 until the forthcoming AGM in June 2019 were approved based on the remuneration rates set out in Explanatory Note 4, Resolution 6 of the 2018 Notice of AGM for an estimated amount of up to RM3.54 million. The utilisation as at 31 January 2019 (approximately eight months) is RM1.71 million. Based on the current Board size and estimated number of meetings until the forthcoming AGM, the total utilisation is expected to be approximately 86% of the approved amount.

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Our Company is seeking our shareholders' approval for the payment of our NEDs' fees and benefits for the period commencing 28 June 2019 up till the next AGM to be held in 2020 ("Relevant Period") in accordance with the remuneration rates set out below, payable on a monthly basis and/or as and when incurred. The remuneration rates are unchanged from the rates approved by our shareholders in 2018 as our Board is of the view that the rates remain competitive and reasonable having regard to the role complexities and responsibilities of our NEDs:

Type of Fees/Benefits	Amount (RM)
Board Chairman	520,000 per annum
Non-Executive Director	280,000 per annum
Audit and Risk Committee	
• Chairman	50,000 per annum
• Member	25,000 per annum
Remuneration Committee	
• Chairman	40,000 per annum
• Member	20,000 per annum
Nomination and Corporate Governance Committee	
• Chairman	40,000 per annum
• Member	20,000 per annum
Meeting Allowances	1,000 per day
Benefits	Company car, petrol and driver for the Board Chairman

The estimated Directors' fees and benefits for the Relevant Period are expected to remain unchanged from the previous year at approximately RM3.54 million. In determining the estimated total Directors' fees and benefits for the Relevant Period, the size of our Board and Board Committees as well as the number of meetings estimated to be held during the Relevant Period were taken into consideration.

If Resolution 5 is passed, Directors' fees and benefits will be paid by the Company on a monthly basis and/or as and when incurred.

4) Re-appointment of Auditors

Our Board, through our Audit and Risk Committee, had reviewed and was satisfied with the performance and independence of PricewaterhouseCoopers PLT ("PwC") during the financial year ended 31 January 2019. The Board has thereby recommended the re-appointment of PwC as Auditors of the Company to hold office until the conclusion of the next AGM in 2020 in accordance with Section 271 of the Act, under Resolution 6.

5) Authority for Directors to Issue Ordinary Shares

Resolution 7, if passed, will provide the authority and empower our Directors, pursuant to Sections 75 and 76 of Act, to issue and allot new ordinary shares in our Company up to 10% of the total number of issued shares of our Company ("Proposed General Mandate"). This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the next AGM in 2020.

Please refer to Part B of the Statement Accompanying Notice of AGM for further details of the Proposed General Mandate.

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6) **Renewal of Authority for the Company to Purchase its Own Shares**

Resolution 8, if passed, will renew the authority granted by our shareholders at our AGM held on 7 June 2018 to continue to empower our Directors to purchase shares of our Company through Bursa Malaysia Securities Berhad up to 10% of the total number of issued shares of our Company (“Proposed Share Buy-Back”). This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the next AGM in 2020.

Please refer to Part C of the Statement Accompanying the Notice of AGM for further details of the Proposed Share Buy-Back.

7) **Proposed Utilisation of Transponder Capacity on the MEASAT-3d Satellite and the Proposed Early Termination of the Agreement for the Utilisation of Transponder Capacity on the MEASAT-3b Satellite**

Detailed information regarding the proposed utilisation of transponder capacity on the MEASAT-3d satellite and the proposed early termination of the agreement for the utilisation of transponder capacity on the MEASAT-3b satellite is set out in Part A of the Circular to Shareholders dated 15 May 2019. Resolution 9, if passed, will enable our Company’s wholly-owned subsidiary, MEASAT Broadcast Network Systems Sdn Bhd to utilise additional transponder capacity on the MEASAT-3d satellite to facilitate its business operations.

8) **Proposed Shareholders’ Mandate for Recurrent Related Party Transactions**

Detailed information regarding recurrent related party transactions is set out in Part B of the Circular to Shareholders dated 15 May 2019. Resolutions 10 to 18, if passed, will enable our Company and/or subsidiaries to enter into recurrent related party transactions in the ordinary course of business of a revenue or trading nature, which are necessary for our Group’s day-to-day operations, based on terms not more favourable to the related parties than those generally available to the public. Such mandate shall lapse at the conclusion of the next AGM in 2020 unless authority for its renewal is obtained from our shareholders at such general meeting.

9) **Proposed Dividend Reinvestment Plan and the Proposed Issuance of Shares**

Detailed information regarding the proposed dividend reinvestment plan (“Proposed DRP”) is set out in Part C of the Circular to Shareholders dated 15 May 2019. Resolution 19, if passed, will enable our Company to establish and implement the Proposed DRP, which will provide our shareholders with the opportunity to reinvest the whole or part of their cash dividends in new ordinary shares in our Company. The resolution will also provide the authority and empower our Directors to issue new ordinary shares in our Company pursuant to the Proposed DRP. Such authority to issue new shares shall lapse at the conclusion of the next AGM in 2020 unless authority for its renewal is obtained from our shareholders at such general meeting.

NOTICE OF ANNUAL GENERAL MEETING

NOTES ON ABSTENTION FROM VOTING

Our Directors who are referred to in Resolutions 1 to 4 are interested in the relevant resolutions and will therefore abstain from voting on the said resolutions in respect of his/her direct shareholdings in our Company at the forthcoming AGM. The said Directors will also ensure that persons connected to him/her will also abstain from voting on the relevant resolutions at the forthcoming AGM.

NOTES ON PROXY

- (1) In accordance with Rule 106.5 of our Constitution, a member of our Company ("Member") entitled to attend and vote at a meeting of our Company is entitled to appoint one or more proxies to exercise all or any of his/her rights to attend, participate, speak and vote for him/her subject to the following provisions:
 - (i) save as provided for Note (2) below, the Act and any applicable law, each Member shall not be permitted to appoint more than two proxies to attend the same meeting; and
 - (ii) where a Member appoints more than one proxy, the appointment shall be invalid provided that he/she specifies the proportion of his/her holdings to be represented by each proxy.
- (2) For the avoidance of doubt and subject always to Note (1)(ii) above, the Act and any applicable law:
 - (i) where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("omnibus account"), there is no limit to the number of proxies which an exempt authorised nominee may appoint in respect of each omnibus account it holds, and
 - (ii) where a Member is an authorised nominee, he/she may appoint at least one proxy in respect of each securities account it holds to which ordinary shares in our Company are credited. Each appointment of proxy by an authorised nominee may be made separately or in one instrument of proxy and specify the securities account number and the name of the beneficial owner for whom the authorised nominee is acting.
- (3) There shall be no restriction as to the qualification of the proxy. Hence, a proxy may but need not be a Member.
- (4) The instrument appointing a proxy shall be in writing and:
 - (i) in the case of an individual, be signed by the appointor or by his/her attorney; and
 - (ii) in the case of a corporation, be either under its common seal or signed by its attorney or by an officer on behalf of the corporation.
- (5) The original instrument appointing a proxy must be deposited at the office of our Company's share registrar, Boardroom Share Registrars Sdn Bhd (formerly known as Symphony Share Registrars Sdn Bhd) at Level 6, Symphony House, Pusat Dagangan Dana 1, Jalan PJU 1A/46, 47301 Petaling Jaya, Selangor Darul Ehsan, Malaysia, no later than Wednesday, 26 June 2019 at 9.30 a.m.; otherwise the instrument of proxy shall not be treated as valid and the person so named shall not be entitled to vote in respect thereof. Fax copies of the duly executed form of proxy are not acceptable.
- (6) If the form of proxy is returned without an indication as to how the proxy shall vote on any particular resolution, the proxy may exercise his discretion as to whether to vote on such matter and if so, how.
- (7) A proxy appointed to attend and vote at the meeting shall have the same rights as the Member to attend, participate, speak and vote at the meeting.
- (8) The lodging of a completed form of proxy does not preclude a Member from attending and voting in person at the meeting should the Member subsequently decide to do so. Should you subsequently decide to attend the AGM, you are requested to rescind your earlier appointment of proxy, and notify our share registrar as soon as practicable.

NOTES ON VOTING RIGHTS AND PROCEDURES

- (1) In accordance with Rule 106 of our Constitution, each Member shall be entitled to be present and to vote at any general meeting of the Company either personally or by proxy or by attorney and to be reckoned in a quorum in respect

of shares fully paid and in respect of partly paid shares where calls are not due and unpaid.

- (2) Pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all the resolutions as set out in this Notice of Seventh AGM will be conducted by way of a poll. Every Member present in person or by proxy or by attorney or other duly authorised representative shall have one vote for every share held by him. A person entitled to more than one vote need not use all his votes or cast all the votes he uses on a poll in the same way.
- (3) Our Company has appointed its share registrar, Boardroom Share Registrars Sdn Bhd (formerly known as Symphony Share Registrars Sdn Bhd) ("Boardroom") as Poll Administrator to conduct the poll by way of electronic voting ("e-voting") and Boardroom Corporate Services Sdn Bhd (formerly known as Boardroom Corporate Services (KL) Sdn Bhd) as independent scrutineers to verify the poll results. E-voting for each of the resolutions as set out in this Notice of Seventh AGM will take place only upon conclusion of deliberations of all business to be transacted at the Seventh AGM or in such manner as directed by our Chairman. The registration for attendance will be closed at a time declared by our Chairman, to facilitate the commencement of the poll.
- (4) E-Polling Stations will be set up for the purpose of conducting the poll using Boardroom's e-polling system at the adjacent polling room. Each e-Polling Station will be equipped with a terminal and a barcode reader. Each Member/proxy will be directed to the e-Polling Station with his/her personalised barcode slip which is issued during registration for the Seventh AGM.
- (5) Voting can also be done using your own smartphone/tablet device via Boardroom Mobile e-Polling Application, as described below:

Voting Using Your Own Smartphone Device

- Members and proxy holders ("Voter") are advised to download the Boardroom Mobile e-Polling Application onto their device before attending the meeting.
- The Boardroom Mobile e-Polling Application download is available at no cost from Google Play Store or Apple App Store.
- Please refer to the information below on how to download the Boardroom Mobile e-Polling Application.
- You are encouraged to approach Boardroom's personnel at the Device Counter to check your devices' readiness to participate in the poll voting.

Voters Who Do Not Have Devices

- Voters will be ushered by Boardroom's personnel to the e-Polling Station that will be set up in the meeting room to cast their vote.
- Boardroom's personnel will be present at each polling station to assist Voters with the voting process

Access to Boardroom Mobile e-Polling Application

- You will be required to use the camera function of your device to capture the QR code to access the Boardroom Mobile e-Polling Application.
 - Detailed instruction on how to vote will be provided in the meeting before the start of the voting session.
- (6) Please cast your vote for the relevant resolutions at the desired terminals provided in the adjacent polling room as directed by Boardroom. Upon completion of the poll verification, the Seventh AGM will resume for the declaration of the poll results by our Chairman.

MEMBERS ENTITLED TO ATTEND

For purpose of determining a Member who is entitled to attend this AGM, our Company will request Bursa Malaysia Depository Sdn Bhd, in accordance with Rule 89.1(b) of our Constitution and Section 34(1) of the Securities Industry (Central Depositories) Act 1991, to issue a Record of Depositors ("ROD") as at 20 June 2019. Only a depositor whose name appears on the ROD as at 20 June 2019 shall be entitled to attend the meeting or appoint a proxy(ies) to attend and/or vote on his/her behalf.

STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING

Pursuant to Paragraph 8.27(2) And 12.06(1) of the Main Market Listing Requirements (“MMLR”) of Bursa Malaysia Securities Berhad (“Bursa Securities”)

PART A (Resolutions 1 to 4)

RE-ELECTION OF DIRECTORS PURSUANT TO OUR CONSTITUTION OF THE COMPANY

The profiles of our Directors who are standing for re-election under Resolutions 1 to 4 as stated in the Notice of the Seventh Annual General Meeting (“AGM”) are stated on pages 62 to 63 of the Integrated Annual Report 2019.

PART B (Resolution 7)

RENEWAL OF AUTHORITY FOR DIRECTORS TO ISSUE ORDINARY SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016 (“ACT”)

Our shareholders of the Company had approved a resolution to authorise our Directors to issue new ordinary shares in our Company pursuant to Sections 75 and 76 of the Act (“General Mandate”) at the Sixth AGM held on 7 June 2018.

Our Company has not issued any new shares pursuant to the General Mandate which will lapse upon the conclusion of this AGM.

Resolution 7, if passed, will provide the authority and empower our Directors, pursuant to Sections 75 and 76 of the Act, to issue new ordinary shares in our Company up to an aggregate number not exceeding 10% of the total number of issued shares of the Company for the time being, and to make or grant offers, agreements or option in respect of such shares, from the date of this AGM until the next AGM of our Company for such purposes as our Directors deem necessary. The proposed General Mandate will provide flexibility to our Company for any possible fund raising activities, including but not limited to placement of shares for the purpose of funding future investments, working capital, and/or acquisitions. In any event, our Board will exercise its authority to issue shares only if it considers it to be in the best interests of our Company.

PART C (Resolution 8)

RENEWAL OF AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN SHARES (“PROPOSED RENEWAL OF AUTHORITY FOR SHARE BUY-BACK”)

1. INTRODUCTION

On 7 June 2018, our Company had obtained shareholders’ approval for the authority to be granted to our Company to purchase its own shares of up to 10% of the total number of issued shares of our Company. The said approval shall, in accordance to the MMLR of Bursa Securities, expire at the conclusion of the forthcoming Seventh AGM of our Company scheduled to be held on 27 June 2019.

On 26 March 2019, our Board announced the intention to seek shareholders’ approval for the Proposed Renewal of Authority for Share Buy-Back at the forthcoming AGM.

The purpose of this Statement is to provide you with the relevant information pertaining to the Proposed Renewal of Authority for Share Buy-Back and to seek your approval for Resolution 8 as set out in the Notice of AGM.

THIS STATEMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

You are advised to read the contents of this Statement carefully before voting on the resolution pertaining to the Proposed Renewal of Authority for Share Buy-Back to be tabled at our forthcoming AGM. If you are in any doubt as to the course of action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.

Bursa Securities takes no responsibility for the contents of this Statement and makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or due to your reliance upon the whole or any part of the contents of this Statement. Bursa Securities has not perused the contents of this Statement. You should rely on your own evaluation to assess the merits and risks of the Proposed Renewal of Authority for Share Buy-Back (as set out in this Statement).

STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING

2. DETAILS OF THE PROPOSED RENEWAL OF AUTHORITY FOR SHARE BUY-BACK

2.1 Proposed Renewal of Authority for Share Buy-Back

Our Company proposes to seek its shareholders' approval for renewal of the authority granted to our Company for the purchase of our Company's ordinary shares ("AMH Shares") of up to 10% of the total number of issued shares of our Company ("Proposed Share Buy-Back"), which will be subject to compliance with Section 127 of the Act, the Constitution of our Company, the MMLR of Bursa Securities and any other prevailing laws and rules, regulations, orders, guidelines and requirements issued by the relevant authorities at the time of the purchase.

The Proposed Renewal of Authority for Share Buy-Back, if granted by our shareholders, shall be effective upon the passing of the ordinary resolution at our forthcoming AGM until:

- (a) the conclusion of the next AGM;
- (b) the expiration of the period within which the next AGM is required by law to be held; or
- (c) revoked or varied by ordinary resolution passed by the shareholders in general meeting,

whichever is the earliest ("Authority Period").

2.2 Quantum

For illustrative purposes, based on our Company's total number of issued shares as at the latest practical date comprising 5,214,314,500 AMH Shares, the maximum number of AMH Shares that can be purchased pursuant to the Proposed Share Buy-Back is 521,431,450 AMH Shares representing 10% of the total number of our Company's issued shares.

However, the maximum number of AMH Shares that our Company can purchase may change and would depend on our Company's total number of issued shares at the time of such purchase. For example, any issuance of AMH Shares pursuant to our Management Share Scheme would increase our Company's total number of issued shares and hence, increase the maximum number of AMH Shares that can be purchased.

The Proposed Share Buy-Back will allow our Board to exercise its power to purchase AMH Shares at any time during the Authority Period. However, having this authority does not imply that our Board is obliged to exercise the same.

2.3 Funding

It is our Company's intention to use internally-generated funds to finance the purchase of AMH Shares and any decision by the Board to purchase will depend on, amongst others, the availability of funds as well as market conditions and sentiments.

Notwithstanding the above, the maximum amount of funds to be used for the purchase of AMH Shares pursuant to the Proposed Share Buy-Back will not exceed the aggregate of our Company's retained earnings. Based on the latest audited financial statements as at 31 January 2019, our Company's retained earnings were RM168.6 million.

2.4 Treatment of Purchased Shares

In accordance with Section 127 of the Act, our Board may, at its discretion, deal with the purchased AMH Shares in the following manner:

- (a) cancel all or part of the AMH Shares so purchased;
- (b) retain all or part of the AMH Shares so purchased as treasury shares, which may subsequently be cancelled, distributed as share dividends to the shareholders and/or resold on Bursa Securities in accordance with the MMLR;
- (c) transfer all or part of the AMH Shares so purchased as purchase consideration or for the purpose of or under an employees' share scheme;
- (d) sell, transfer or otherwise use the shares for such other purposes as the Minister may by order prescribe; and/or
- (e) dealt with in any other manner as may be prescribed by the prevailing laws and rules, regulations, orders guidelines and requirements issued by the relevant authorities at that time.

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In the event our Company ceases to hold the purchased AMH Shares as a result of the above, our Company may purchase additional AMH Shares pursuant to the Proposed Share Buy-Back provided that the total number of AMH Shares purchased (including the treasury shares existing at that time) does not exceed 10% of our Company's total number of issued shares at the time of the purchase.

While the purchased AMH Shares are held as treasury shares, the rights attached to them as to voting, dividends and participation in other distributions or otherwise are suspended and the treasury shares shall not be taken into account in calculating the number or percentage of shares or of a class of shares in AMH for any purpose including substantial shareholdings, take-overs, notices and the requisition, quorum and the result of a vote on a resolution at a general meeting of our Company.

Pursuant to the MMLR, a listed company (i) may only purchase its own shares on Bursa Securities at a price which is not more than 15% above the weighted average market price of the shares for the five market days immediately before the date of the purchase; and (ii) may only resell or transfer the treasury shares at a price which is:

- (a) not less than the weighted average market price for the shares for the five market days immediately before the resale or transfer; or
- (b) a discounted price of not more than 5% to the weighted average market price for the shares for the five market days immediately before the resale or transfer provided that –
 - (i) the resale or transfer takes place not earlier than 30 days from the date of purchase; and
 - (ii) the resale or transfer price is not less than the cost of purchase of the shares being resold or transferred.

3. RATIONALE FOR THE PROPOSED SHARE BUY-BACK

The authority for the Proposed Share Buy-Back will provide our Company with additional flexibility in respect of its capital management initiatives, whereby our Company has the option, if so implemented, to use any surplus funds in an efficient manner to purchase AMH Shares from the open market. The Proposed Share Buy-Back, if implemented, may also assist in stabilising the supply and demand as well as the market price of AMH Shares.

Further, the purchase by our Company of its own shares is expected to result in an improvement to its EPS (given the decrease in the share base used for the computation of the same), which in turn would benefit the shareholders. Alternatively, any purchased AMH Shares which are retained as treasury shares may be resold on the Bursa Securities at a potentially higher price and/or distributed as share dividends to the shareholders.

4. POTENTIAL ADVANTAGES AND DISADVANTAGES OF THE PROPOSED SHARE BUY-BACK

4.1 The Proposed Share Buy-Back, if implemented, may help stabilise the supply and demand of AMH Shares traded on the Main Market of Bursa Securities, which may in turn mitigate short-term volatility of the market price of AMH Shares and support our Company's intrinsic value from our Company's perspective.

Our Board may retain the AMH Shares purchased as treasury shares and subsequently distribute them as share dividends to the shareholders or cancel the treasury shares.

In addition, Our Company may have the opportunity to realise potential capital gains if the AMH Shares purchased are resold at prices higher than the purchase prices and such proceeds may be subsequently used for investment opportunities arising in the future, working capital and/or to be distributed as dividends to our shareholders.

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- 4.2 However, the Proposed Share Buy-Back, if implemented, will reduce the amount of financial resources available for distribution to shareholders and may result in our Group having to forego other investment opportunities that may emerge in the future, or deprive our Group of interest income that can be derived from the funds utilised for any purchase of AMH Shares. In addition, any purchase of AMH Shares will reduce our Group's cashflow by the value of the AMH Shares purchased.

Such decrease in our Group's financial resources may be mitigated as the AMH Shares purchased and retained as treasury shares may be subsequently resold.

- 4.3 Our Board does not expect the Proposed Share Buy-Back to have any material disadvantage to our Company and our shareholders as it will be implemented only after due consideration of the financial resources of our Group and of the resultant impact on our Company and our shareholders. Our Board, in exercising any decision to purchase any AMH Shares, will take into consideration our Company's and shareholders' best interests.

5. EFFECTS OF THE PROPOSED SHARE BUY-BACK

5.1 Share capital

The Proposed Share Buy-Back will not have any effect on the total number of issued shares of our Company unless the AMH Shares purchased are cancelled.

For illustrative purposes, based on our Company's total number of issued shares as at 31 January 2019 amounting to 5,214,314,500 ordinary shares and assuming the maximum permissible number of AMH Shares that may be purchased by our Company pursuant to the Proposed Share Buy-Back amounts to 521,431,450 ordinary shares ("Maximum Purchase") and the subsequent cancellation of all shares purchased, our Company's total number of issued shares would decrease from 5,214,314,500 to 4,692,883,050.

5.2 EPS

The effects of the Proposed Share Buy-Back on the earnings and EPS of our Group will depend on various factors including the number of AMH Shares purchased as well as any income foregone in connection with funding such purchases. Nonetheless, as highlighted in Section 3 above, the purchase of AMH Shares will result in a lower number of shares being taken into account for purposes of EPS computation, which is expected to improve the EPS of our Group.

5.3 Net Assets and Net Assets per share

If the Proposed Share Buy-Back is implemented, the net assets attributable to equity shareholders ("NA") of our Group will decrease by the purchase value of AMH Shares upon purchase. If the treasury shares are cancelled and/or distributed as share dividends, there will be no additional effect on the NA of our Group. If the treasury shares are resold, the NA of our Group will increase by the sale value of AMH Shares. When the purchase and resale of AMH Shares are taken as a whole, there will be a net increase in the NA of our Group if the resale value is higher than the purchase value and a net decrease if the resale value is lower than the purchase value.

Further, the NA per share of our Group will increase if the purchase price of AMH Shares is less than the NA per share at the time of purchase, and will decrease if the purchase price of AMH Shares is more than the NA per share at the time of purchase. The converse effect will also apply if the treasury shares are subsequently resold.

5.4 Working Capital

The Proposed Share Buy-Back is not expected to have a material effect to our Group's working capital in view that our Company will only purchase its own shares if our Company has surplus funds, after taking into consideration the capital expenditure and working capital requirements of our Group.

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5.5 Proforma Effects on Our Substantial Shareholders' and Directors' shareholdings

Based on the Register of Substantial Shareholders, Register of Directors' Shareholdings and the total number of issued shares of our Company as at 16 April 2019, the proforma effects of the Proposed Share Buy-Back on the substantial shareholders' and Directors' shareholdings in our Company (assuming Maximum Purchase from shareholders of our Company other than from the said substantial shareholders and Directors) are as follows:

Name	Notes	As at 16 April 2019				After Maximum Purchase pursuant to the Proposed Share Buy-Back			
		Direct		Indirect		Direct		Indirect	
		No. of AMH Shares	%	No. of AMH Shares	%	No. of AMH Shares	%	No. of AMH Shares	%
Substantial shareholders:									
Pantai Cahaya Bulan Ventures Sdn Bhd		1,077,735,927	20.67	-	-	1,077,735,927	22.97	-	-
Khazanah Nasional Berhad	1	-	-	1,077,735,927	20.67	-	-	1,077,735,927	22.97
All Asia Media Equities Limited		1,013,297,290	19.43	-	-	1,013,297,290	21.59	-	-
Usaha Tegas Entertainment Systems Sdn Bhd	2	235,778,182	4.52	1,013,297,290	19.43	235,778,182	5.02	1,013,297,290	21.59
Usaha Tegas Sdn Bhd	3	-	-	1,249,075,472	23.95	-	-	1,249,075,472	26.62
Pacific States Investment Limited	4	-	-	1,249,075,472	23.95	-	-	1,249,075,472	26.62
Excorp Holdings N.V.	5	-	-	1,249,075,472	23.95	-	-	1,249,075,472	26.62
PanOcean Management Limited	5	-	-	1,249,075,472	23.95	-	-	1,249,075,472	26.62
East Asia Broadcast Network Systems N.V.		421,939,707	8.09	-	-	421,939,707	8.99	-	-
East Asia Broadcast Systems Holdings N.V.	6	-	-	421,939,707	8.09	-	-	421,939,707	8.99
Tucson N.V.	7	-	-	421,939,707	8.09	-	-	421,939,707	8.99
Ananda Krishnan Tatparanandam	8	-	-	2,152,868,226	41.29	-	-	2,152,868,226	45.88
Harapan Terus Sdn Bhd	9	-	-	462,124,447	8.86	-	-	462,124,447	9.85
Dato' Haji Badri bin Haji Masri	10	-	-	462,124,447	8.86	-	-	462,124,447	9.85
Tun Haji Mohammed Hanif bin Omar	10	-	-	462,124,447	8.86	-	-	462,124,447	9.85
Mohamad Shahrin bin Merican	10	200,000	0.00*	462,124,447	8.86	200,000	0.00*	462,124,447	9.85
Employees Provident Fund Board	11	435,224,964	8.35	-	-	435,224,964	9.27	-	-
Directors:									
Tun Dato' Seri Zaki bin Tun Azmi		1,050,000	0.02	-	-	1,050,000	0.02	-	-
Datuk Yvonne Chia		100,000	0.00*	-	-	100,000	0.00*	-	-
Richard John Freudenstein		-	-	-	-	-	-	-	-
Renzo Christopher Viegas		50,000	0.00*	-	-	50,000	0.00*	-	-
Lim Ghee Keong		1,000,000	0.02	-	-	1,000,000	0.02	-	-
Simon Cathcart		-	-	-	-	-	-	-	-
Shahin Farouque bin Jammal Ahmad		-	-	-	-	-	-	-	-
Tunku Alizakri bin Raja Muhammad Alias		-	-	-	-	-	-	-	-
Mazita binti Mokty		-	-	-	-	-	-	-	-
Vernon Das (Alternate Director to Lim Ghee Keong)		-	-	-	-	-	-	-	-

* negligible

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Notes:

- (1) *Khazanah is deemed to have an interest in the AMH Shares by virtue of PCBV being a wholly-owned subsidiary of Khazanah.*
- (2) *UTES is deemed to have an interest in all of the AMH Shares in which AAME has an interest, by virtue of UTES holding 100% equity interest in AAME. In addition to the deemed interest held via AAME in AMH, UTES holds directly 235,778,182 AMH Shares representing 4.52% equity interest in AMH.*
- (3) *UTSB is deemed to have an interest in the AMH Shares by virtue of UTSB holding 100% equity interest in UTES. Please refer to Note (2) above for UTES' direct and deemed interests in the AMH Shares.*
- (4) *PSIL is deemed to have an interest in the AMH Shares by virtue of PSIL holding 99.999% equity interest in UTSB. Please refer to Note (3) above for UTSB's deemed interest in the AMH Shares.*
- (5) *PanOcean holds 100% equity interest in Excorp which in turn holds 100% equity interest in PSIL. Please refer to Note (4) above for PSIL's deemed interest in the AMH Shares. PanOcean is the trustee of a discretionary trust, the beneficiaries of which are members of the family of TAK and foundations including those for charitable purposes. Although PanOcean is deemed to have an interest in the AMH Shares, it does not have any economic or beneficial interest in such AMH Shares, as such interest is held subject to the terms of such discretionary trust.*
- (6) *EABSH is deemed to have an interest in all of the AMH Shares in which EABNS has an interest, by virtue of EABSH holding 100% equity interest in EABNS.*
- (7) *Tucson is deemed to have an interest in all of the AMH Shares in which EABSH has an interest, by virtue of Tucson holding 100% equity interest in EABSH. Please refer to Note (6) above for EABSH's deemed interest in AMH Shares.*
- (8) *TAK is deemed to have an interest in the AMH Shares, by virtue of the following:*
 - (i) *PanOcean's deemed interest of 1,249,075,472 AMH Shares representing 23.95% equity interest in AMH are held directly by UTES and AAME;*

Although TAK is deemed to have an interest in the AMH Shares, he does not have any economic or beneficial interest in such AMH Shares, as such interest is held subject to the terms of a discretionary trust referred to in Note (5) above;
 - (ii) *the interests of EABNS, Pacific Broadcast Systems N.V. ("PBS"), Home View Limited N.V. ("HVL"), Southpac Investments Limited N.V. ("SIL"), Ujud Cergas Sdn Bhd ("UCSB"), Metro Ujud Sdn Bhd ("MUSB"), Mujur Sanjung Sdn Bhd ("MSSB"), Prisma Gergasi Sdn Bhd ("PGSB") and Ujud Murni Sdn Bhd ("UMSB") which collectively hold directly 903,792,754 AMH Shares representing 17.33% equity interest in AMH. TAK is deemed to have an interest in the 903,792,754 AMH Shares collectively held by EABNS, PBS, HVL, SIL, UCSB, MUSB, MSSB, PGSB and UMSB by virtue of him holding 100% equity interest in their respective ultimate holding companies viz. Tucson, Orient Systems Limited N.V., Home View Holdings N.V., Southpac Holdings N.V., All Asia Radio Broadcast N.V., Global Radio Systems N.V., Maestra International Broadcast N.V., Maestra Global Radio N.V. and Global Broadcast Systems N.V.*
- (9) *HTSB is deemed to have an interest in all of the AMH Shares through its wholly-owned subsidiaries, namely, Berkat Nusantara Sdn Bhd, Nusantara Cempaka Sdn Bhd, Nusantara Delima Sdn Bhd, Mujur Nusantara Sdn Bhd, Gerak Nusantara Sdn Bhd and Sanjung Nusantara Sdn Bhd. (collectively, "HTSB Subsidiaries").*

The HTSB Subsidiaries hold such AMH Shares under discretionary trusts for Bumiputera objects. As such, HTSB does not have any economic interest in such AMH Shares as such interest is held subject to the terms of such discretionary trusts.
- (10) *He is deemed to have an interest in the AMH Shares by virtue of his 25% direct equity interest in HTSB. However, he does not have any economic interest in such AMH Shares as such interest is held subject to the terms of the discretionary trusts referred to in Note (9) above.*
- (11) *Held through nominee companies managed by portfolio managers.*

As at 16 April 2019, based on the Record of Depositors, the public shareholding spread was 29.08%.

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6. IMPLICATION OF THE CODE

Under the Rules on Take-Overs, Mergers and Compulsory Acquisitions 2016 (“Code”), a mandatory offer obligation under Part III of the Code (“MGO”) arises when:

- (a) a person obtains control in a company as a result of a buy-back scheme by the company; or
- (b) a person (holding more than 33% but not more than 50% of the voting shares or voting rights of a company), as a result of a buy-back scheme by the company, increases his holding of the voting shares or voting rights of the company by more than 2% in any six-month period.

Future purchases by our Company of AMH Shares pursuant to the Proposed Share Buy-Back may result in UTSB and/or its affiliates triggering an obligation to undertake a MGO. It is our Board’s intention to implement the Proposed Share Buy-Back in a manner that will not result in any of the shareholders having to undertake a MGO pursuant to the Code.

7. PURCHASE, RESALE, TRANSFER AND CANCELLATION OF AMH SHARES MADE IN THE PRECEDING 12 MONTHS

Our Company had not carried out any purchase of AMH Shares previously and as such, there has been no resale, transfer or cancellation of the treasury shares in the previous 12 months preceding the date of this Statement.

8. HISTORICAL SHARE PRICES OF THE COMPANY

The monthly high and low prices of AMH Shares as traded on the Main Market of Bursa Securities for the past 12 months from May 2018 to April 2019 are as follows:

	High RM	Low RM
2018		
April	2.09	1.75
May	1.91	1.31
June	1.85	1.35
July	1.86	1.57
August	1.97	1.74
September	1.86	1.46
October	1.57	1.21
November	1.41	1.05
December	1.41	1.19
2019		
January	1.70	1.31
February	1.70	1.53
March	1.66	1.48

The last transacted price of AMH Shares on 16 April 2019, being the latest practicable date prior to the despatch of this Statement, was RM1.50 per AMH Share.

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9. DIRECTORS' AND MAJOR SHAREHOLDERS' INTERESTS

Save for the increase in the percentage shareholdings and/or voting rights in our Company arising from the implementation of the Proposed Share Buy-Back, none of our Directors and major shareholders and/or persons connected to them have any interest, direct or indirect, in the Proposed Share Buy-Back or future resale of treasury shares (if any).

10. DIRECTORS' RECOMMENDATION

Our Directors, having considered all relevant aspects, are of the opinion that the Proposed Share Buy-Back is in the best interest of our Company and recommend you to vote in favour of the resolution pertaining to the Proposed Renewal of Authority for Share Buy-Back at the forthcoming AGM.

11. DIRECTORS' RESPONSIBILITY STATEMENT

This Statement has been seen and approved by our Directors who collectively and individually accept full responsibility for the accuracy of the information contained herein. Our Directors confirm that, after making all enquiries as were reasonable in the circumstances and to the best of their knowledge and belief, there are no other facts, the omission of which would make any information herein misleading.

12. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at the registered office of our Company at 3rd Floor, Administration Building, All Asia Broadcast Centre, Technology Park Malaysia, Lebuhraya Puchong-Sungai Besi, Bukit Jalil, 57000 Kuala Lumpur between 9.00 a.m. to 5.30 p.m. on Monday to Friday (except public holidays) from the date of this Statement up to and including the date of the forthcoming AGM:

- (i) Constitution of our Company; and
- (ii) Audited consolidated financial statements of our Company for the past two financial years ended 31 January 2018 and 31 January 2019.