

# **ASTRO MALAYSIA HOLDINGS BERHAD**

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



## **BOARD CHARTER**

As at 25 March 2021

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

**BOARD CHARTER**

**1. INTRODUCTION**

1.1 Astro Malaysia Holdings Berhad (“Company”) was incorporated as a private limited company on 14 February 2011 under the Companies Act of Malaysia 1965 and converted to a public company limited by shares on 18 July 2012. The Company was listed on 19 October 2012 on the Main Board of Bursa Malaysia Securities Berhad.

1.2 The principle business of the Company is investment holding. The Company and its subsidiaries (collectively referred to as the “Group”) is primarily engaged in the provision of television services, radio services, film library licensing, content creation, aggregation and distribution; talent management, multimedia interactive services, digital media and home shopping.

**1.3 Key Values, Principles and Ethos**

The Board of Directors of the Company (“Board”) recognises that it is accountable to the shareholders of the Company to deliver long-term growth and build a sustainable business.

The Company aspires to the highest standards of ethical conduct: doing what it says; reporting results with accuracy and transparency; and maintaining full compliance with the laws, rules and regulations that govern the Company’s business.

Good governance is one of the Company’s key doctrines. The Company is committed not only to meeting legal and regulatory governance requirements, but to having best-practice governance. The Company is however aware that good values and principles are not an end in itself, but that it facilitates the Company’s capacity to define and achieve its purposes.

Key values and principles establish how the shareholders, the Board and management interact in determining the direction and performance of the Company. Good governance holds management accountable to the Board and the Board accountable to the owners and other stakeholders. The Board’s fundamental approach in this regard is to ensure that the right executive leadership, strategy and internal controls for risk management are well in place. Additionally, the Board is committed to achieving the highest standards of business integrity, ethics and professionalism across all of the Company’s activities.

The Board regards the guiding principles to be:

- (i) **Fairness:** Minority shareholders, investors and other stakeholders are treated fairly and their interests are taken into account;
- (ii) **Transparency:** Disclosure of information - financial, organisational, governance and related transactions - is adequate and timely for stakeholders to assess the performance of the organisation;
- (iii) **Accountability:** Senior management is accountable to the Board for achieving plans and implementing approved policies that ensure the safeguarding of assets and the financial viability of the Company. In turn, the Board is accountable to the shareholders and other stakeholders;
- (iv) **Responsibility:** Clear lines of responsibility need to exist in terms of delegations of authority and which actions or decisions require board approval or shareholder approval. Responsibility must be attributed in order to have accountability for results.

## **2. PURPOSE OF THE BOARD**

- 2.1 The Board is responsible for overseeing the Company's management and business affairs and makes all major policy decisions of the Company. The management and control of the business and affairs of the Company are vested in the Directors by virtue of the powers and authorities granted under the Constitution of the Company, and are otherwise not directed by the Companies Act 2016 ("Act") or Main Market Listing Requirements ("MMLR") of Bursa Malaysia Securities Berhad to be exercised or done subject to shareholders' approval.
- 2.2 The Board shall provide central leadership to the Company, establish its objectives and develop the strategies that direct the ongoing activities of the Company to achieve these objectives. Directors shall determine the future of the Company and shall protect its assets and reputation. They will consider how their decisions relate to stakeholders and the regulatory framework. Directors will apply skill and care in exercising their duties to the Company and are subject to fiduciary duties. Directors shall be accountable to the shareholders of the Company for the Company's performance.
- 2.3 The Board may establish any committees to be made up of any persons (whether or not a Director) and may delegate to such committees specific powers, authorities and discretion which are vested in the Board.
- 2.4 This Charter, together with the Company's Constitution and the Charters of the Board Committees, provide the authority and practices for governance of the Company.

## **3. BOARD PRINCIPAL RESPONSIBILITIES**

- 3.1 In order to ensure effective discharge of the Board's functions, the Board has assumed the following 7 principal responsibilities: -
- (a) reviewing, challenging and if appropriate, adopting the overall Group strategic plan, key strategic initiatives and annual consolidated budget for the Group; and monitoring the implementation thereof;
  - (b) overseeing the conduct of the Group's business and financial performance to evaluate whether the business is properly managed;
  - (c) overseeing the Group's Anti-Corruption Framework by implementing adequate measures to prevent corruption;
  - (d) identifying principal risks, determining risk appetite and ensuring there is an appropriate risk management framework to identify and assess significant financial and non-financial risks, and the implementation of appropriate controls and systems to monitor and manage these risks;
  - (e) appointing members of the Board, Board Committees, Group Chief Executive Officer ("Group CEO") of the Company and key senior management including evaluating performance and managing the succession planning, training, fixing the remuneration and where appropriate, replacing them;
  - (f) overseeing the development and implementation of a shareholders' communication policy for the Company to ensure effective communication with its shareholders and other stakeholders; and
  - (g) reviewing the adequacy and the integrity of the Group's internal control systems and management information systems, including systems for ensuring compliance with applicable laws, regulations, rules, directives and guidelines.

#### **4. SIZE AND COMPOSITION OF THE BOARD**

- 4.1 Unless otherwise determined by the Company in general meeting, the Company shall have at least two (2) and not more than fifteen (15) Directors. Each Director must be a natural person who is at least eighteen (18) years of age. There is no shareholding qualification for Directors.
- 4.2 At least two (2) Directors or one-third (1/3) of the total number of Directors on the Board, whichever is the higher, must be Independent Directors. An Independent Director is defined under Paragraph 1.01 of the MMLR of Bursa Malaysia Securities Berhad.
- 4.3 In the event of any vacancy in the Board, resulting in non-compliance with subparagraph 4.2 as the case may be, the Board must ensure that the vacancy is filled within 3 months.
- 4.4 The tenure of an Independent Director should not exceed a cumulative term of nine (9) years as set out under Practice No. 4.2 of the Malaysian Code on Corporate Governance 2017 ("MCCG"). Upon completion of the nine (9) years, an Independent Director may continue to serve the Board subject to the Director's re-designation as a Non-Independent Director. For the Board to seek shareholders' approval to retain an Independent Director who has served for more than nine (9) years in that capacity, the Board/Nomination, Remuneration and Corporate Governance Committee ("NRCGC") must conduct a rigorous review to determine whether the said Director's independence has been impaired and seek shareholders' approval to retain him as an Independent Director provided there are strong justifications.

#### **5 BOARD DIVERSITY POLICY AND INCLUSION**

- 5.1 The Board will, in promoting board diversity, take into consideration the candidate's background, skills, experience and gender required to maintain optimal board balance and the Board will make the necessary appointment based on merit and contribution to the overall working of the Board, taking into consideration the future strategic direction of the Group.
- 5.2 Appointments to the Board are guided by the factors laid down in the Board Selection Criteria as set out in subparagraph 5.7 to assess the suitability of candidates, thus ensuring that each of the Directors has the experience, competence, character, integrity and time to effectively discharge his/her role as a Director of the Company.
- 5.3 A review shall be conducted at least annually in respect of the size and composition of the Board, taking into consideration such skills, knowledge, experience and capabilities desired to meet both the current and future challenges of the Group.
- 5.4 The Board places high emphasis on inclusivity and acknowledges that a mix of individuals from different backgrounds (social and professional), skills, experience and competencies will enable greater inclusivity as well as diversity of thought and behaviours.
- 5.5 The Board aspires to achieve at least 30% women representation to the extent that all appointments to the Board shall be made on merit.
- 5.6 The Board has delegated the responsibility for recommending candidates to the NRCGC. Upon identifying an appropriate candidate, the NRCGC shall make its recommendations to the Board for approval. The appointment of a Director is ultimately decided by the Board.

- 5.7 In evaluating the suitability of candidates, the NRCGC is guided by the Board Selection Criteria, which includes but is not limited to the following attributes:
- (a) proven leadership and experience that provides knowledge of business, financial, governmental or legal matters that are relevant to the Company's business or to its status as a publicly owned company;
  - (b) character of the individual to ensure there will be a right fit;
  - (c) an unblemished reputation for integrity and ability to exercise good business judgement; and
  - (d) ability to dedicate sufficient available time to able to fulfil his or her responsibilities as a member of the Board and of any committees to which he or she may be appointed.
- 5.8 In identifying suitable persons for appointment to the Board, the NRCGC shall, where appropriate and necessary, rely on sources from the existing Directors, major shareholders, Group CEO, independent search firms and other independent sources.

## **6. DISQUALIFICATION OR VACANT OF OFFICE**

- 6.1 The office of a Director shall become vacant if the Director:
- (a) resigns his office by notice in writing to the Company;
  - (b) retired in accordance with the Constitution of the Company and is not re-elected;
  - (c) removed from his office as Director by ordinary resolution at a meeting of the Company in accordance with the Constitution of the Company and Section 206 of the Act;
  - (d) becomes disqualified from being a Director under Sections 198 or 199 of the Act or Paragraph 15.05(1) of the MMLR of Bursa Malaysia Securities Berhad;
  - (e) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the Mental Health Act 2001;
  - (f) dies; and
  - (g) has been absent from more than fifty per centum (50%) of the total number of meetings of the Board of Directors held from the date of his election or appointment to the end of any financial year of the Company (whether or not an alternate director appointed by him attended), unless otherwise exempted by Bursa Malaysia Securities Berhad on application by the Company.
- 6.2 If the office of a Director is vacated for any reason, he shall cease to be a member of any committee or sub-committee of the Board.

## **7. RE-ELECTION OF DIRECTORS**

- 7.1 An election of Directors shall take place each year at the annual general meeting of the Company, where one-third (1/3) of the Directors for the time being, or, if their number is not three (3) or a multiple of three (3), then the number nearest to one-third (1/3) shall retire from office and be eligible for re-election. All Directors shall retire from office once at least in each three (3) years but shall be eligible for re-election. A retiring Director shall retain office until the close of the meeting at which he retires.

## **8. MEETINGS AND ATTENDANCE**

- 8.1 The Board shall meet at least four (4) times each financial year and at any such time(s) as it deems necessary to fulfil its responsibilities.

- 8.2 Each Director will review, before attending meetings of the Board or committees, all materials provided by the Company relating to matters to be considered at the meetings.
- 8.3 Each Director shall devote sufficient time and effort to stay abreast and keep informed on all matters of importance to the Group by limiting directorships in other companies to a number in which the Director can best devote his time and effectiveness. Such other directorships shall, in any event, be not more than five (5) in public listed companies, inclusive of the Company.
- 8.4 All Directors are required to provide notification to the Board when accepting any external board appointments and seek guidance from the Chairman of the Board if there is any potential conflict of interests.

## 9. **MATTERS RESERVED FOR THE BOARD**

- 9.1 The following are matters reserved for collective decision of the Board which may be varied from time to time as determined by the Board:-

*Note: Matters that refer to “the Company” only applies to Astro Malaysia Holdings Berhad. In all other cases, the matter refers to the Company and its subsidiaries. The Board Reserved Matters are subject to the relevant rules and regulations applicable to the entity which include the Act and the MMLR of Bursa Malaysia Securities Berhad, and also subject to the entity’s Constitution.*

1.0	Strategy and management
1.1	Group Strategic Plan and any material changes thereto.
1.2	Consolidated Annual Budget/Plan and any material changes thereto.
1.3	Undertaking new business activities in non-traditional / non-core areas.
1.4	Mergers, joint ventures, acquisitions and divestments of equity or quasi-equity, and arrangements that result in a dilution of interest in a subsidiary, joint venture or investee (otherwise than matters falling within the Limits of Authority of the Group Chief Executive Officer and investments made in accordance with approved Treasury Policy). Includes the Group’s share of equity participation, shareholders’ loans and guarantees.
1.5	Any major capital projects.
1.6	Decision to cease to operate all or any material part of the Group’s business.
2.0	Structure and capital
2.1	Changes relating to the Company’s share capital such as reduction of capital, issuance of new share capital and share buyback (including the use of treasury shares).
2.2	Changes in the Group’s corporate structure such as the formation/acquisition, disposal and dissolution of subsidiaries.
2.3	Changes relating to macro debt structure such as debt/equity ratio setting and overall debt exposure.
2.4	Establishment of long-term share incentive plans and major changes to existing plans.
3.0	Finance Matters
3.1	Interim financial results and audited financial statements of the Company prior to release to the public.
3.2	Significant change in accounting policies or practices unless such alteration is required by law.
3.3	Annual report, circular to shareholders, prospectus or such other similar documents to be made available to the public at large or shareholders.

3.4	Dividend policy and the declaration/distribution of dividend, profits, reserves or capital.
3.5	Treasury Policy (including foreign currency exposure and the use of financial derivatives).
3.6	Limits of Authority including any amendments thereto.
3.7	Opening and closing of bank accounts of the Company, and the appointment or change in authorised signatories (save for the resignation of authorised signatories) and signing limits for the operation of the Company's bank accounts.
3.8	Related Party Transactions ("RPTs") (with the exception of RPTs falling within the exceptions in the Listing Requirements and waiver granted by Bursa Malaysia Securities Berhad).
3.9	The giving of any guarantee or indemnity or the creation or issue of any debenture, mortgage, charge or other security or interest over any the Group's assets (otherwise than in the ordinary course of business and in any approved investments).
4.0	People
4.1	Appointment of Directors and members of Board Committees of the Company, and Directors' remuneration and benefits.
4.2	Appointment and termination of Group CEO, Group Chief Financial Officer and Group Chief Operating Officer of the Company and their remuneration.
4.3	Terms of Reference of the Board Committees of the Company and material changes thereto.
4.4	Organisation structure and succession management of Group CEO and key senior management.
4.5	Appointment and/or removal of Company Secretary and Head of Corporate Assurance.
4.6	Appointment or removal of external auditors and fixing of auditors' remuneration.
4.7	Pension and compensation schemes in favour of the Group CEO and key senior management.
4.8	Annual salary increment and performance bonus.
4.9	Long-term share incentive programme, grant and vesting of shares and setting of the vesting criteria.
4.10	Appointment of independent advisers in respect of any corporate exercise undertaken by the Group and consultants for major strategic consultancy projects.
4.11	The overall limits of the Group Directors' and officers' liability insurance.
5.0	Others
5.1	Systems (including new or change to existing systems) which are fundamental to the operation of the business. Examples are the Conditional Access, Customer Relationship and Billing Platform, Set-Top-Box hardware, Uplink/Downlink System, Satellite/Transponder System, Overall Business Continuity and Redundancy Systems, Radio Broadcast Automation System.
5.2	Amendments to the Constitution of the Company.
5.3	Prosecution, commencement, defence or settlement of material litigation, or undertaking alternative dispute resolution mechanism.
5.4	Tax dispute settlement of a material nature.
5.5	Any proposed listing on any stock exchange or change of listing or plc's status.
5.6	Matters falling outside the Limits of Authority of the Group CEO.
5.7	Any amendments to the Matters Reserved for the Board.

## **10. DIRECTORS' ACCESS TO MANAGEMENT AND INDEPENDENT ADVISORS**

- 10.1 Directors shall have access to management and, as necessary and appropriate, to the Group's independent advisors, in order to keep themselves fully informed of the Group's affairs and to enable them to make sound business judgements.
- 10.2 In carrying out its duties and responsibilities, the Directors have:-
- (a) full, free and unrestricted access to any information, records, property and personnel of the Group;
  - (b) access to independent professional advice and expertise necessary for the performance of its duties at the Company's expense; and
  - (c) access to the advice and services of the Company Secretary.

## **11. DIRECTORS' REMUNERATION**

- 11.1 The remuneration for Non-Executive Directors ("NEDs") of the Company are based on the following key principles:-
- (a) adequate to attract, motivate and retain world-class non-executive talent;
  - (b) consistent with recognised best practice standards;
  - (c) reflect the experience, time commitment, level of responsibilities and complexity shouldered, special assignments and risks; and
  - (d) aligned with the Group's business strategy and long-term objectives.
- 11.2 The Board has established a formal and transparent process for approving NEDs' remuneration. In determining the remuneration to the NEDs for serving on the Board and on Board Committees, the NRCGC and Board will consider the following:
- (a) compensation that is paid to Directors of other local and regional companies which are operating in similar businesses and comparable in size to the Group.
  - (b) level of responsibilities assumed by the Directors and the amount of time that is likely to be required from them to devote to the Group's business affairs, including in preparing for and attending meetings of the Board and the Board Committees on which they serve.
  - (c) success of the Company (which may be reflected in stock options or other compensation related to the price of the Company's shares).
  - (d) if a Board Committee on which a Director serves undertakes a special assignment, the importance of that special assignment to the Group and its shareholders.
  - (e) risks involved in serving as a Director and a member of the Board Committee.
- 11.3 NEDs are entitled to be reimbursed for expenses which are reasonably incurred by them in the discharge of their duties such as travel and accommodation, mobile and broadband expenses. Any payment of expenses that are reasonably incurred by a Director and permitted under the Company's Constitution requires the approval of the Chairman of the Board and in turn, the expenses reimbursable to the Chairman of the Board shall be subject to Audit and Risk Committee Chairman's approval.
- 11.4 In accordance with Section 230 of the Act, the Board shall seek the shareholders' approval on an annual basis for Directors' fees and benefits.

## **12. DIRECTOR ORIENTATION AND CONTINUING EDUCATION**

- 12.1 The Company will make available to each new Director an opportunity to discuss the Group and its business with the Group CEO and senior leadership and inform each new Director of the company policies which affect Directors, including this Board Charter.
- 12.2 The Company will organise or make available from time to time suitable training programmes at the Company's expense.

## **13. DIVISION OF ROLES BETWEEN CHAIRMAN OF THE BOARD AND GROUP CHIEF EXECUTIVE OFFICER**

- 13.1 There must be a clear division of the roles and responsibilities of the Chairman of the Board and the Group CEO to ensure that there is a balance of power and authority. The Chairman of the Board is responsible for ensuring the Board's effectiveness and conduct as described below whilst the Group CEO has overall responsibility over the business units and day-to-day management of the Company, organisational effectiveness and implementation of Board policies, strategies and decisions. The position of Chairman and Group CEO shall be held by different individuals, and the Chairman must be a non-executive member of the Board.
- 13.2 In respect of running the Board, the Chairman is responsible for the following:-
- (a) the working of the Board;
  - (b) the balance of membership, subject to Board and shareholders' approval;
  - (c) ensuring that all relevant issues are on the agenda; and
  - (d) ensuring that all Directors are enabled and encouraged to play their full part in the Board's activities. This includes ensuring that the Directors, especially the NEDs receive timely, relevant information tailored to their needs and they are properly briefed on issues arising at Board meetings.
- 13.3 The responsibilities of the Group CEO amongst others, are as follows:-
- (a) to develop and implement corporate strategies for the Group;
  - (b) to regularly review the heads of divisions and departments who are responsible for all functions contributing to the success of the Group;
  - (c) to ensure the efficiency and effectiveness of the operations for the Group;
  - (d) to assess business opportunities which are of potential benefit to the Group; and
  - (e) to bring material and other relevant matters to the attention of the Board in an accurate and timely manner.

## **14. ROLES AND RESPONSIBILITIES OF THE INDEPENDENT NON-EXECUTIVE DIRECTORS**

The responsibilities of the Independent Non-Executive Directors amongst others, are as follows:-

- (a) to provide independent and objective views, advice and judgment to ensure that the interests of the Group, shareholders and stakeholders are well taken into account;
- (b) to bring impartiality and scrutiny to Board deliberations and decision-making, and also serve to stimulate and challenge the management in an objective manner; and
- (c) to constructively challenge and contribute to the development of the business strategies and direction of the Group.

## **15. ROLES AND RESPONSIBILITIES OF THE SENIOR INDEPENDENT DIRECTOR**

- 15.1 The Board shall identify a Senior Independent Non-Executive Director (“SID”) who serves as the point of contact between the Independent Directors and the Chairman of the Board on sensitive issues and acts as a designated contact to whom shareholders’ concerns or queries may be raised.
- 15.2 The NRCGC shall make its recommendation to the Board for approval of the proposed nomination of SID for a term of three (3) years or such other term as may be determined by the Board.
- 15.3 The SID shall have specific responsibilities which include, to:-
- (a) serve as a designated contact for consultation and direct communication with shareholders on areas that cannot be resolved through normal channels of contact with the Chairman of the Board or Group CEO;
  - (b) serve as the principal conduit between the Independent Directors and the Chairman of the Board on sensitive issues;
  - (c) receive report(s) made by employees or external parties for the purpose of whistleblowing in the form as prescribed under the Group’s Whistleblowing Policy and Procedures;
  - (d) ensure that all Independent Directors have the opportunity to provide input on the agenda, and advise the Chairman on the quality, quantity and timeliness of the information submitted by management that is necessary or appropriate for the Independent Directors to perform their duties effectively; and
  - (e) consult with the Chairman of the Board regarding Board meeting schedules to ensure Independent Directors can perform their duties responsibly and with sufficient time for discussion of all agenda items.

## **16. DIVISION OF ROLES BETWEEN THE BOARD AND THE BOARD COMMITTEES AND BETWEEN THE BOARD AND MANAGEMENT**

- 16.1 The Board may from time to time establish committees as is considered appropriate to assist in carrying out its duties and responsibilities. At present, the Board has delegated certain functions to the following committees to assist in the execution of its responsibilities:-
- (i) Audit and Risk Committee;
  - (ii) Nomination, Remuneration and Corporate Governance Committee;
  - (iii) Strategy and Business Transformation Committee;
- (collectively the “Board Committees”).
- 16.2 The Board Committees operate under their respective charters. The Board Committees are authorised by the Board to deal with and deliberate on matters delegated to them within their charters, an extract of which will be made available for reference on the Company’s website. The Chairman of the respective Board Committees reports to the Board on the outcome of the Board Committee meetings and such reports or Minutes will be included in the Board papers. The Chairman of the Board shall not act as the Chairman of any Board Committees for the purposes of separation of roles unless there are strong justifications.
- 16.3 Although the Board has granted discretionary authority to these Board Committees to deliberate and decide on certain operational matters as set out in their respective charter, the ultimate responsibility for final decision generally lies with the Board.

- 16.4 There must be a clear division of the roles and responsibilities of the Board and management to ensure that there is a balance of power and authority. The Executive Committee comprising the Group CEO, Group Chief Financial Officer and Group Chief Operating Officer supports the Group CEO for the purposes of creating, directing, implementing and monitoring the Group's strategic plans which are approved by the Board.
- 16.5 The responsibilities of management include the following:
- (a) **Planning:** setting objectives and mission; examining alternatives; and create strategies and plans of action for immediate, short-term, medium term and long-term;
  - (b) **Organising:** organising resources, particularly human capital; assembling and coordinating financial, physical, information and other resources needed to achieve the Company's goals;
  - (c) **Directing/Leading:** stimulating high performance by employees, communicating and coordinating with employees to lead and enthuse them to work effectively together to achieve the goals and targets of the Company; and
  - (d) **Controlling:** setting performance standards and measuring performance; evaluating progress against the goals and targets of the Company; and implementing and taking the appropriate actions in accordance with the business plan to achieve the desired outcomes.

## 17. **BOARD MEETING PROCEDURES**

- 17.1 The Board may meet together for the despatch of business at such time and place, adjourn and otherwise regulate their meetings and proceeding as they think fit subject to the Company's Constitution.
- 17.2 Except in so far as amended by the Board, the following rules of procedure shall apply:-
- (a) the Chairman or the Company Secretary on the requisition of a Director, shall at any time summon a meeting of the Committee by giving notice of at least five (5) business days or if the consent of all the members are obtained, by shorter notice or waive the notice altogether.
  - (b) notice of a Board meeting is deemed to be duly given to a Director if it is given to him personally or by post, whether in hard copy or electronic form by electronic communication to his address appearing in the Register of Directors or given by him to the Company for that purpose.
  - (c) the Chairman of the Board will be responsible for establishing the agenda therefor and supervising the conduct thereof.
  - (d) the quorum necessary for the transaction of the business of the Board shall be two (2).
  - (e) subject to the Constitution of the Company, questions arising at any meeting of the Board shall be decided by a majority of votes. Every Director has one (1) vote. The Chairman shall not have a casting vote.
  - (f) a meeting of the Board may be held either by a number of Directors who constitute a quorum, being assembled together at the place, date and time appointed for the meeting; or by means of instantaneous communication device or mode by which all Directors participating and constituting a quorum can simultaneously hear each other throughout the meeting; or by a combination of both of the methods set out above.
- 17.3 Notices of Board meetings and any other communication between the Company and the Director including resolutions, supply of information or documents may be in hard copy sent personally, or through the post at the last known address; in electronic form sent to the Director by electronic communication at the last known electronic address appearing in the Register of Directors or provided by the Director for purposes of communication; or partly in hard copy and partly in electronic form sent to the Director.

## **18. DIRECTORS' CIRCULAR RESOLUTIONS**

- 18.1 A resolution in writing signed by all Directors excluding any Director who is precluded from voting on the resolution in question, shall be valid and effectual as if it had been passed at a Board meeting. All such resolutions shall be described as "Directors' Circular Resolutions" and shall be forwarded or otherwise delivered to the Company Secretary without delay, and shall be recorded by the Company Secretary in the Company's Minute Book. Any such resolution may consist of several documents in the like form, each signed by one (1) or more Directors or their alternatives.

## **19. ANNUAL PERFORMANCE EVALUATION OF THE BOARD, BOARD COMMITTEES AND INDIVIDUAL DIRECTORS**

- 19.1 The Board, through the NRCGC, shall conduct an annual evaluation of the size and composition of the Board and Board Committees, which include the skill sets, experience and functional knowledge of its members on a periodic basis, to ensure an appropriate balance of skills, experience and diversity. The evaluation is to determine the effectiveness of the Board as a whole and Board Committees, each individual Director via self and peer evaluation, and on independence of the Independent Directors.
- 19.2 The evaluation will be carried out by a suitably qualified external party once in every three (3) years or when the Board deems appropriate.

## **20. CODE OF CONDUCT**

- 20.1 The Board has in place a "Code of Conduct and Ethics for Directors" which is formulated to enhance the standard of corporate governance and behaviour. It applies to all the Directors which shall include the Group CEO, Group Chief Financial Officer, Group Chief Operating Officer and any other person primarily responsible for the operations or financial management of the Group. Each Director of the Group must comply with the letter and spirit of this Code which serves as a set of guiding principles for Directors in the performance and exercise of their responsibilities as Directors of the relevant companies within the Group.
- 20.2 The Directors shall individually acknowledge and confirm adherence to the Group's Code of Business Ethics upon their appointment to the Board.

## **21. DEALING IN SECURITIES**

- 21.1 A Director is strictly prohibited from dealing in the shares of the Company if in possession of price sensitive information. The Directors are obliged to give notifications in respect of any dealings in the shares of the Company during closed and open periods as required under the MMLR of Bursa Malaysia Securities Berhad. The shareholding interests of the Directors in the Company and other companies within and outside the Group shall be tabled at each quarterly Board meeting.

## **22. CONFLICT OF INTEREST AND TRANSACTION INVOLVING DIRECTORS AND MANAGEMENT**

- 22.1 A Director and Senior Leadership Team ("SLT") member must avoid a situation in which he/she has or may have a direct or indirect interest that conflicts, or may conflict with the interests of the Company. He or she must not accept benefits from or provide benefits to third parties by reason of his/her office as a Director of the Company or doing something or refraining from doing anything as a Director of the Company.
- 22.2 A Director who is appointed by virtue of his position as a representative of a shareholder must act in the best interest of the Company. In the event of any conflict, he must not subordinate his duty to act in the best interest of the Company to his nominator.

- 22.3 A Director and SLT member may be regarded as having a conflict of interest through another legal entity in which he or she is associated with or through a connected person. As there are various situations where a conflict may reasonably and potentially arise, the Director and SLT member should err on the side of caution and take the necessary steps to disclose and refrain from participating in the discussions and decision.
- 22.4 A Director and SLT member are required to abstain from deliberating and voting on any matter in which he or she may be deemed interested, directly or indirectly, including any contract or proposed contract or arrangement involving a Group entity.
- 22.5 A Director and SLT member must declare his or her interests as well as the nature and extent of such interests in any existing or proposed transactions to which the Company is a party. As part of conflicts monitoring, the directorships and shareholdings in companies outside the Company held by the Directors and SLT member and any changes thereto, will be tabled at each quarterly Board meeting.

### **23. WHISTLEBLOWING POLICY AND PROCEDURES**

- 23.1 The Group has put in place Whistleblowing Policy and Procedures for the escalation of disclosures made by employees or external parties as part of the Group's commitment to effective risk management and high standards of governance and accountability.
- 23.2 Disclosures in respect of employees are primarily addressed via the Whistleblowing Line to the Corporate Assurance Division. If the disclosure relates to the Chairman of the Audit and Risk Committee or Vice President of the Corporate Assurance Division, such disclosure shall be escalated to the Chairman of the Board and Group CEO for further action.

### **24. ANTI-BRIBERY AND CORRUPTION POLICY**

- 24.1 The Board has active oversight of the Astro Anti-Corruption Framework and policies and is responsible to promote a culture of integrity with zero tolerance for corruption within the Group.
- 24.2 The Group has established the Anti-Bribery and Corruption Policy ("AACP") and is committed to preventing, detecting and penalising any corrupt practices, and ensuring that opportunities for bribery and corruption are reduced, if not eliminated. The Group takes a serious view of any breach of the AACP and will not hesitate to take the appropriate disciplinary actions.
- 24.3 The AACP is intended to apply to:
- (a) all the Directors within the Group;
  - (b) all the employees within the Group, including permanent and on contract employees, regardless their position or role; and
  - (c) all business associates, including vendors, contractors, sub-contractors, consultant, agents, representatives, and other intermediaries who are performing work or services, for and on behalf of the Group ("Business Associates").
- 24.4 All the Directors must read, understand, comply and declare their acceptance and compliance with the AACP by completing the Personnel Integrity Pledge.

### **25. REVIEW OF BOARD CHARTER**

- 25.1 This Charter shall be periodically reviewed and may be amended by the Board as and when it deems appropriate.

### **26. CONFIDENTIALITY**

- 26.1 All papers, resolutions, minutes and deliberations of the Board are strictly and highly confidential.