

## **CORPORATE GOVERNANCE REPORT**

**STOCK CODE** : 6399  
**COMPANY NAME** : ASTRO MALAYSIA HOLDINGS BERHAD  
**FINANCIAL YEAR** : January 31, 2021

### **OUTLINE:**

#### **SECTION A – DISCLOSURE ON MALAYSIAN CODE ON CORPORATE GOVERNANCE**

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

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

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

## SECTION A – DISCLOSURE ON MALAYSIAN CODE ON CORPORATE GOVERNANCE

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

### Intended Outcome

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

### Practice 1.1

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<ul style="list-style-type: none"><li>(i) The Board of Directors of Astro Malaysia Holdings Berhad ("Board") is collectively responsible for overseeing the management and business affairs of Astro Malaysia Holdings Berhad ("AMH" or "Astro" or "Company") and its subsidiaries (collectively, "Group").</li><li>(ii) Our Vision is to be Malaysia's #1 Entertainment Destination Choice for Malaysia through Compelling Content, Products and Experience powered by Refreshed Technology and a Winning Team, with our Core Values being Creativity, Inclusivity and Accountability.</li><li>(iii) Our Board has established the Corporate Governance ("CG") framework which lays down our governance structures, processes and lines of authority that govern how our Group's businesses are directed, managed and controlled vis-à-vis all our stakeholders while ensuring compliance with the applicable laws, rules and regulations, our Company's Constitution and adherence to good CG practices. Our CG framework is on page 116 of our Integrated Annual Report 2021 ("IAR2021").</li><li>(iv) Astro's CG framework is reviewed annually to ensure that it remains relevant and supports Astro's Vision and Mission. The latest review was undertaken by our Nomination and Corporate Governance Committee and our Board during the third quarter of the financial year ended 31 January 2021 ("FY21") through a gap analysis and benchmarking with other public listed companies to determine our level of compliance with the rules and regulations and adherence to CG practices guided by the Malaysian Code on Corporate Governance 2017 and FTSE Russell's ESG assessment.</li><li>(v) Our Board's roles and responsibilities are set out in the Board Charter. The Board Charter also sets out, inter alia, the roles, responsibilities and authorities of our Board Committees and Senior Leadership Team ("SLT"). The governing charters of our Board and Board Committees can be downloaded from our corporate website <a href="https://corporate.astro.com.my/our-company/corporate-governance">https://corporate.astro.com.my/our-company/corporate-governance</a>.</li><li>(vi) The Board Charter outlines our Group's key values and guiding principles vis-a-vis all stakeholders namely, shareholders, employees, business partners and regulatory authorities. These guiding principles are that of fairness, transparency, accountability and responsibility. Primarily, our Board acknowledges that it is accountable to shareholders and will disclose such material information that is required to keep them abreast of our Group's plans and performance.</li><li>(vii) During FY21, our Board was supported by four Board Committees:-<ul style="list-style-type: none"><li>(a) Audit and Risk Committee ("ARC")</li><li>(b) Nomination and Corporate Governance Committee ("NCGC")</li><li>(c) Remuneration Committee ("RC")</li><li>(d) Strategy and Business Transformation Committee ("SBTC").</li></ul></li></ul>

	<p>(viii) Astro's CG framework was enhanced during the year to increase oversight of our Group's business transformation plans and ensure sharp execution of Board-approved strategies. These initiatives which are set out on page 115 of IAR2021 included, amongst others, the establishment of the Executive Committee ("Exco") for the purposes of assisting our Group Chief Executive Officer ("GCEO") in developing, directing, implementing and monitoring our Group's strategies. Our Exco comprises our GCEO, Group Chief Financial Officer ("GCFO") and Group Chief Operating Officer ("GCOO").</p> <p>(ix) The decision-making framework and authority thresholds delegated by our Board to our GCEO and Exco are contained in the Limits of Authority ("LOA"). The LOA is reviewed on a regular basis to ensure that the scope of authority delegated is reasonable and efficient to meet the business needs. The use of LOA will be audited by our Group Corporate Assurance Division ("CA") on a regular basis.</p> <p>(x) Our Board has adopted seven principal responsibilities as set out in the Board Charter. In relation to strategy, our Board provides stewardship on Astro's transformation journey as it re-establishes itself as the entertainment choice for Malaysians amidst a robust and highly competitive media and entertainment market. It is responsible for reviewing, challenging and adopting the overall Group strategic plan and annual consolidated budget which are Board reserved matters as well as monitoring their implementation.</p> <p>(xi) The emergence of COVID-19 in early 2020 was a crisis with deep and far-reaching impact on all businesses around the world, including Astro. Astro re-evaluated and where appropriate, reset our business strategies due to the impact of the movement control orders on the supply chain and recalibrated working arrangements where a majority of our workforce transitioned to working from home to prevent spread of the virus. During such unprecedented times of change and uncertainty, the role of our Board to direct and oversee changes in order to ensure organisational resilience and return to the recovery path became even more critical.</p> <p>(xii) Astro responded swiftly from the early onset of the pandemic, and some of the measures implemented are mentioned in our GCEO's Statement on pages 17 to 25 of IAR2021. While the pandemic presented challenges to the existing businesses, it had also created growth opportunities, particularly in the digital space. Go Shop, our home shopping network grew revenue by 26% and recorded maiden pre-tax profit for FY21.</p> <p>(xiii) The review of our Group's Strategic Plans for the financial years ending 31 January 2022 ("FY22") to 31 January 2024 ("FY24") (collectively, "3YP") and FY22 Budget was completed in December 2020. Following a comprehensive review process by our SBTC and Board, our Group's strategic direction and plans for the next three years was mapped and approved-in principle. A new 5-year Technology Blueprint and FY22 Budget were also duly approved.</p> <p>(xiv) Our SBTC assists our Board to oversee strategies and business transformation initiatives to ensure Astro remains competitive with a future proof business model. In FY21, our SBTC held ten meetings which were attended by our Exco and SLT to ensure that business initiatives are aligned with our Group's strategies, review transformation progress and new growth opportunities such as addressable advertising and a standalone streaming service.</p> <p>(xv) The implementation and progress of the 3YP will be closely monitored by our Exco, SBTC and Board through a structured review cycle. A new operating rhythm was established by our Exco to ensure a more holistic and disciplined review, decision-making and reporting process so that key projects are delivered in a timely manner.</p> <p>(xvi) During FY21, the frequency of our Board and Board Committee meetings increased as indicated in the table of Directors' meeting attendance on page 121 of IAR2021. The majority of such meetings were held virtually to address immediate and emerging issues, as well as explore growth opportunities and prepare our organisation for the new normal.</p>
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- (xvii) The agenda of our quarterly Board meetings, which were attended by our Exco and other SLT by invitation, encompasses a comprehensive review of strategic, operational and financial performance. Updates will be provided by the chairperson of our respective Board Committees on its deliberations, key findings and recommendations. During FY21, some of the agenda items reviewed and where required, approved by our Board included:-

Annually	Quarterly
<ul style="list-style-type: none"> <li>▪ Group Strategic Plan and Budget</li> <li>▪ Human Capital Plan</li> <li>▪ Statutory Financial Statements</li> <li>▪ Performance Review and Company Scorecard</li> <li>▪ CG Framework, Annual Report and CG Disclosures</li> <li>▪ Board/Board Committee Charters and related policies and procedures</li> </ul>	<ul style="list-style-type: none"> <li>▪ Unaudited Consolidated Financial Results</li> <li>▪ Strategic, Business and Financial Performance Updates</li> <li>▪ Treasury and Cash Management</li> <li>▪ Dividend Proposal</li> <li>▪ Investments Monitoring</li> <li>▪ Transactions exceeding LOA, including related party transactions</li> <li>▪ Investor Relations Updates</li> <li>▪ Disclosure of Directors' and Principal Officers' Dealings in Shares</li> </ul>

- (xviii) In addition, a Director of AMH sits on the board of MEASAT Broadcast Network Systems Sdn Bhd, our major subsidiary operating the pay television business to facilitate the critical alignment and execution of key strategies at the operating entity level.
- (xix) As part of its oversight responsibilities, our Board reviews management performance including succession planning. The annual Company Scorecard which sets out the key performance indicators ("KPIs") and targets is reviewed by our RC and recommended for Board approval. The said scorecard is a tool for measuring our Group's overall performance which is cascaded from our GCEO to the rest of the organisation to ensure alignment and commonality of goals. The FY21 Company Scorecard that was approved by our Board comprises both financial and non-financial KPIs set out below with appropriate and balanced weightages to drive short-term targets:-
- Financials, including revenue, profit and free cash flow;
  - Engagement and sustainability, including net promoter score and key growth drivers; and
  - People, including the employee engagement index.
- (xx) Our ARC reviewed on a quarterly basis, matters pertaining to risk management that included our Group risk profile, risk assessment against our risk appetite and risk tolerance parameters, insurance and business continuity planning and cyber security risks. Our ARC held four meetings in FY21 to review matters under its purview, including the quarterly financial reports, audited financial statements, dividend proposals, External Auditors' report, CA reports, risk management reports as well as legal and compliance reports. For more details, please refer to our ARC Report on pages 136 to 141 of IAR2021.
- (xxi) Our NCGC is responsible for, inter alia, reviewing our Board composition and mix, selection of Board and Board Committee members, appointment of GCEO, GCFO and key senior management, succession planning and annual evaluation of our Board. Our NCGC held three meetings during FY21 to review matters under its purview, including our Group's organisational structure to ensure it is robust and supports our Group's transformation objectives, the hiring of key senior management positions as well as the adequacy of our succession plans. For more details, please refer to our NCGC Report on pages 132 to 135 of IAR2021.
- (xxii) Our RC has been entrusted to review our Group's overall remuneration framework and policies, remuneration of Non-Executive Directors ("NEDs"), GCEO, key senior management and administration of our share incentive scheme, amongst others. Six meetings were held in FY21 to review matters under its purview, which included NEDs' remuneration and benchmarking, GCEO's and key senior management's performance, development of the annual Company Scorecard and the long-term share incentive programme. Based on our RC's recommendation, approval was

	<p>obtained from our Board and shareholders for the establishment of the AMH Long Term Incentive Plan ("LTIP") for eligible employees at our Eighth Annual General Meeting ("AGM") held virtually in July 2020. For more details, please refer to our RC Report in IAR2021 on pages 130 to 131.</p> <p>(xxiii) As part of the annual review process, our NCGC and RC were merged taking into consideration their overlapping responsibilities, and efficiency in having a single committee in respect of the nomination and remuneration matters. The establishment of the Nomination, Remuneration and Corporate Governance Committee ("NRCGC") came into effect on 1 April 2021. Its primary purpose and functions are set out in the NRCGC Charter, which can be downloaded from our corporate website <a href="https://corporate.astro.com.my/our-company/corporate-governance">https://corporate.astro.com.my/our-company/corporate-governance</a>.</p> <p>(xxiv) Our Board is committed to instilling an organisational culture with high integrity and zero tolerance for corruption. In FY21, Astro adopted the Astro Anti-Corruption Framework ("AACF") and rolled out a Group-wide anti-bribery programme for the prevention and mitigation of fraud and bribery risks. Policies relating to prevention of corruption and bribery were developed and/or refined, including the Code of Business Ethics for Astro employees ("COBE"), Third-Party Code of Business Ethics and Whistleblowing Policies and Procedures ("WPP") to better safeguard our Group's assets. A Compliance team reporting to the General Counsel has been established for oversight of the AACF and its implementation.</p> <p>(xxv) Matters requiring our Board's approval may be obtained at a properly convened Board meeting or via written resolutions signed by all Directors in accordance with Rule 148 of our Company's Constitution. A quorum of two Directors is sufficient for Board meetings to be convened, whereby decisions may be reached by a majority of Directors.</p>	
<b>Explanation for departure</b>	:	
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

## Intended Outcome

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

### Practice 1.2

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>(i) The Chairman of our Board is YBhg. Tun Dato' Seri Zaki bin Tun Azmi ("TZA"), an independent non-executive Director ("INED"). Our Board believes that an independent Chairman, whose role and responsibilities are set out in our Board Charter, facilitates a more effective and independent oversight of management.</p> <p>(ii) TZA is formerly the Chief Justice of Malaysia and had a distinguished career in the judicial and legal profession. With his knowledge and experience in the legal and regulatory framework, he provides effective counsel and leadership to our Board and instils a high standard of CG practices. TZA chaired our NCGC which is responsible for developing and monitoring our Group's CG framework and practices including conducting the annual Board Effectiveness Evaluation ("BEE") to measure the effectiveness of our Board and Board Committees as well as individual Directors' performance.</p> <p>(iii) The Chairman of our Board is primarily responsible for ensuring our Board's effectiveness and conduct. A summary of his key responsibilities is set out below:-</p> <p>(a) Overall working of the Board including balance of its membership;</p> <p>(b) Board and shareholders' meetings are chaired by our Chairman. He ensures that all Directors are given an equal opportunity to raise important matters and voice their views on proposals submitted during the Board meetings as well as receive timely and relevant information. The agenda for Board meetings is set by our Chairman upon consultation with Exco to ensure that key matters are brought up for discussions and sufficient time is allocated. Pre-Board sessions are held to brief and seek our Chairman's views of the key agenda items prior to each quarterly Board meeting; and</p> <p>(c) Ensuring that newly appointed Directors are aware of their responsibilities and our Group's business through a tailored induction programme.</p> <p>(iv) In enhancing our Group's CG practices, our Board has adopted a policy that the Chairman of our Board shall not act as the Chairman of any Board Committees for the purposes of separation of roles and responsibilities unless there are strong justifications. As a consequence, TZA ceased as Chairman of our NCGC on 31 March 2021.</p> <p>(v) Our Chairman's performance was evaluated under the FY21 Electronic-Board Effectiveness Evaluation ("FY21 E-BEE") that was conducted by KPMG Management &amp; Risk Consulting Sdn Bhd ("KPMG MRC"). The evaluation indicated that TZA displayed objectivity or detached impartiality, was active in fomenting discourse besides engaging in active questioning and has the ability to act with conviction based on principles while fostering a fair boardroom process. On this basis, our Board (save for TZA) has recommended that TZA be re-elected as a Director of the Company and retained as an INED at our Ninth AGM to be held in June 2021.</p>
<b>Explanation for departure</b>	:	
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

**Intended Outcome**

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

**Practice 1.3**

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>(i) Our Board Chairman and GCEO positions are separated and held by different individuals. In addition, the Board Charter stipulates that our Board Chairman must be a non-executive member of our Board and he must not act as Chairman of any Board Committee.</p> <p>(ii) The division of roles and responsibilities between our Board Chairman and GCEO are formally documented in our Board Charter.</p> <p>(iii) The separation of roles ensures there is a balance of power and authority in accordance with good CG practices. Our Board Chairman is primarily responsible for ensuring our Board's effectiveness on strategy, governance and compliance whilst our GCEO has overall responsibility over the development and implementation of business and corporate strategies to make sure achieve the desired outcome and monitor the business units and day-to-day management of our Group.</p>
<b>Explanation for departure</b>	:	
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

**Intended Outcome**

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

**Practice 1.4**

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>(i) Our Board is supported by Ms. Liew Wei Yee Sharon who has over 25 years' experience in the corporate secretarial field and is a licensed secretary with a valid practising certificate approved by the Companies Commission of Malaysia. She holds a Bachelor of Laws (Hons) from the University of London and was issued the Certificate of Legal Practice by the Legal Profession Qualifying Board, Malaysia.</p> <p>(ii) Roles and responsibilities of our Company Secretary include:-</p> <ul style="list-style-type: none"> <li>(a) Providing support to our Board in discharging their fiduciary duties as Directors and advising our Board and SLT on compliance with the Main Market Listing Requirements ("MMLR"), Companies Act 2016 ("Act"), the relevant laws and regulations as well as CG best practices</li> <li>(b) Efficient administration of our Group entities, particularly with regards to compliance with the constitutions as well as statutory and regulatory requirements</li> <li>(c) Organising Board, Board Committees and shareholders' meetings, and preparing the Minutes of Meetings and written resolutions; and ensuring matters arising are properly addressed in a timely manner</li> <li>(d) Monitoring compliance with Board processes and procedures</li> <li>(e) Acting as the conduit between our Board members and SLT to ensure proper and effective communication</li> <li>(f) Conducting induction programmes for new Board members and ensuring that a continuing education programme is in place for all Board members</li> <li>(g) Facilitating the annual BEE and coordinating the evaluation of CA and external auditors.</li> </ul>
<b>Explanation for departure</b>	:	
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
<b>Measure</b>	:	
<b>Timeframe</b>	:	



**Intended Outcome**

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

**Practice 1.5**

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>(i) Notices of our Board and Board Committee meetings are issued at least five business days prior to the said meetings. The meeting agendas are prepared by our Company Secretary and finalised after consultations with our Board or Board Committee Chairman as the case may be, and our Exco. The agenda items and submission deadlines will be notified to our SLT to enable preparation and timely delivery of materials.</p> <p>(ii) Meeting materials will be reviewed and endorsed by our Exco prior to circulation to ensure that comprehensive and accurate information is furnished to enable informed decision-making by our Board and Board Committees. Our Exco and selected SLT attend the meetings to present and clarify their proposals. Board approvals will be sought for matters beyond LOA and in respect of matters specifically reserved for our Board. The list of Board Reserved Matters is set out in our Board Charter which will be reviewed periodically.</p> <p>(iii) A comprehensive set of meeting materials will be prepared and circulated electronically and instantaneously via a secure device to all Directors guided by the 5-business days rule. The use of an e-paper tool enhances control over the circulation of confidential information and provides access to archived materials.</p> <p>(iv) Minutes of Board and Board Committee Meetings are recorded by our Company Secretary. The Minutes are drafted comprehensively setting out the key issues, deliberations and decisions, including any dissenting votes and abstention. A summary of the decisions and action items is notified to Management, followed by the draft Minutes which will be tabled for confirmation at the next Board or Board Committee meeting. Matters arising from previous meetings will be assigned to the relevant responsible persons and continuously tracked and reported until completion.</p> <p>(v) Minutes of Board Committee meetings will be tabled for our Board's notation at the quarterly Board Meetings. This is in addition to the report by the respective Chairpersons of our Board Committees.</p>
<b>Explanation for departure</b>	:	
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

### Intended Outcome

There is demarcation of responsibilities between the board, board committees and management.  
There is clarity in the authority of the board, its committees and individual directors.

### Practice 2.1

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

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>(i) Our Board Charter guides the manner in which our Board's powers and responsibilities are exercised and discharged, having regard to our Company's Constitution, the Act, MMLR and other applicable laws and CG best practices.</p> <p>(ii) Our Board Charter sets out, inter alia:-</p> <ul style="list-style-type: none"><li>(a) Board's principal responsibilities</li><li>(b) Role descriptions of Board Chairman, individual Directors including INEDs, Senior INED and GCEO</li><li>(c) Division of responsibilities between Board Chairman and GCEO to ensure a balance of powers and authority that is fundamental to governance</li><li>(d) Board Reserved Matters i.e. matters which require our Board's approval including:-<ul style="list-style-type: none"><li>▪ Group strategic plan and budget</li><li>▪ Unaudited quarterly financial results and audited financial statements</li><li>▪ Investments and transactions in excess of LOA, including related party transactions</li><li>▪ Appointment and termination of our GCEO, GCFO, GCOO, Company Secretary and Head of Corporate Assurance</li></ul></li><li>(e) Code of conduct, dealings in securities and conflicts of interest</li><li>(f) Anti-Bribery and Corruption Policy.</li></ul> <p>(iii) Our Board has delegated specific powers to our ARC, NCGC, RC and SBTC in accordance with the said Committees' Charters. The Board Charter and Board Committees' Charters are periodically reviewed and are published on our corporate website at <a href="https://corporate.astro.com.my/our-company/corporate-governance">https://corporate.astro.com.my/our-company/corporate-governance</a>. In addition, the Reports of our ARC, RC and NCGC for FY21 are on pages 130 to 141 of IAR2021.</p> <p>(iv) Our Board has delegated the day-to-day management of the business to our GCEO within the approved LOA. Our LOA, which is reviewed by our Group Risk Management ("GRM") team and audited by CA on a regular basis, outlines the decision-making authority of our GCEO and the delegation of authority to our Exco and SLT up to a pre-determined financial threshold in respect of the following areas, inter alia:-</p> <ul style="list-style-type: none"><li>(a) Operational and capital expenditure</li><li>(b) Execution of contracts</li><li>(c) Procurement</li><li>(d) Litigations</li><li>(e) Human capital.</li></ul>
<b>Explanation for departure</b>	:	
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

**Intended Outcome**

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

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

**Practice 3.1**

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

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>(i) Our Group's Code of Business Ethics ("COBE") outlines the principles and best practices to be applied by our employees when conducting business. Fairness and impartiality as well as compliance with laws and regulations must be upheld in our business conduct and relationship. Our COBE is published on our internal portal and our Company's website at <a href="https://corporate.astro.com.my/our-company/corporate-governance">https://corporate.astro.com.my/our-company/corporate-governance</a>.</p> <p>(ii) Our COBE regulates, amongst others, the use of company information, assets and intellectual property rights by our employees. It has, inter alia, set out the guiding principles relating to the giving and receiving of business courtesies and situations of conflicts of interest.</p> <p>(iii) Our COBE is reviewed periodically with the most recent review in April 2020, where it was enhanced with emphasis on prevention of bribery and corruption by our employees and third-party vendors. All employees of our Group were required to complete an annual COBE assessment and to confirm their understanding and compliance. As at 31 January 2021, 99.6% of our employees (inclusive of contract staff) had completed the assessment. CA is responsible for reviewing and monitoring compliance to our COBE as part of its ongoing reviews and reports its findings to our ARC annually.</p> <p>(iv) As part of the implementation of the AACF for the prevention of corruption and bribery, the anti-bribery programme was rolled out in FY21 for all entities within our Group. Comprehensive measures have been taken to safeguard our Group from the risk of bribery and regulatory non-compliances. This included a new Third-Party Code of Business Ethics, enhanced due diligence on vendors and the requirement for vendors to furnish an Integrity Pledge or Declaration on their commitment for the prevention of bribery in their respective organisations. Directors and employees of our Group would also be required to sign the Integrity Pledge. Our ARC reviews and monitors the implementation of our anti-bribery programme at its quarterly meetings and updates our Board accordingly.</p> <p>(v) Our Board has adopted a separate Code of Conduct and Ethics for Directors of AMH and its subsidiaries. A Director of our Group shall at all times exercise his powers in accordance with the Act, the respective company's Constitution and the applicable rules and regulations, for a proper purpose and in good faith in the best interest of the company. In performing their duties, Directors of our Group shall at all times abide by and conform to the codes of conduct relating to compliance, conflicts of interest, stewardship responsibilities as well as maintenance of proper records and accounts, confidentiality and good governance.</p>
<b>Explanation for departure</b>	:	
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

### Intended Outcome

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

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

### Practice 3.2

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>(i) As part of our Group's commitment to effective risk management and high standards of governance and accountability, our Board has established the Whistleblowing Policy and Procedures ("WPP") for whistleblowers to raise concerns on any improper conduct or violation of our Group's value and principles by employees and third parties without fear of reprisal.</p> <p>(ii) The Whistleblowing Line is independently managed by our CA team, which also assumes primary responsibility for the investigation and reporting of disclosures received. All disclosures received from employees or external parties via the Whistleblowing Line are investigated and findings with recommendations are reported to the Chairman of our ARC and/or GCEO quarterly, or more frequently, as necessary. In addition, where the matter relates to non-compliance of the AACF, such disclosures are forwarded to the Compliance team to ensure appropriate actions are taken. In the event a disclosure relates to our ARC Chairman or Vice President, CA, the matter will be escalated to our Board Chairman and GCEO.</p> <p>(iii) The WPP is periodically reviewed by our CA and ARC to ensure its effectiveness. The WPP was revised in March 2020 to provide safeguards against acts of bribery and corruption, including extending the Whistleblowing Line to third parties. The WPP is published on our corporate website at <a href="https://corporate.astro.com.my/our-company/corporate-governance">https://corporate.astro.com.my/our-company/corporate-governance</a>.</p>
<b>Explanation for departure</b>	:	
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

### Intended Outcome

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

#### Practice 4.1

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

<b>Application</b>	:	Departure
<b>Explanation on application of the practice</b>	:	
<b>Explanation for departure</b>	:	<p>(i) As at 31 January 2021, our Board comprised seven Directors, of whom three or 43% are INEDs including the Chairman of our Board.</p> <p>(ii) En. Nik Rizal Kamil bin Nik Ibrahim Kamil resigned as our Non-Independent Non-Executive Director ("NINED") on 13 January 2021. Mr. Kenneth Shen ("KS") who is a nominee director of Khazanah Nasional Berhad (through Pantai Cahaya Bulan Ventures Sdn Bhd) was appointed as NINED on 16 April 2021. Following the said appointment, our Board comprised eight Directors, of whom 38% are INEDs.</p> <p>(iii) Our Board believes that there are adequate procedures to ensure that Board decisions are balanced, effective and in the best interest of our Group. Such procedures include:-</p> <p>(a) An interested Director is advised to recuse himself and abstain from deliberating and voting on a resolution in which he is interested. This enables non-interested Directors to deliberate freely and decide on such matters in their absence;</p> <p>(b) Directors owe fiduciary duties to our Company under the Act and are required to act in our Company's best interests. In particular, Section 217 of the Act provides that a director who was appointed by or as a representative of a shareholder, shall act in the best interest of the company and in the event of any conflict between his duty to act in the best interest of the company and his duty to his nominator, he shall not subordinate his duty to act in the best interest of the company to his nominator; and</p> <p>(c) Directors are governed by a strict Code of Conduct and Ethics relating to compliance, conflicts of interest, stewardship responsibilities as well as maintenance of proper records and accounts, confidentiality and good governance.</p> <p>(iv) The findings from the FY21 E-BEE that was conducted by KPMG MRC indicated that despite there being more NINEDs on our Board, our Board is fully dedicated to the AMH cause and NINEDs do not bludgeon or forcefully attempt to shape the direction of our Group. Our Directors are acutely aware of their fiduciary responsibilities owed to the broader cohort of shareholders and remain focused on our Group's goals and objectives.</p>
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
<b>Measure</b>	:	Our Board aspires to have at least 50% INEDs on our Board by appointing suitable candidates who can contribute to our Board effectiveness. Candidates will be evaluated by our NRCGC guided by the Board Selection Criteria and Board Diversity Policy in terms of background, knowledge, skills, and experience in the specific areas that may be identified in the Board Skills Matrix. Any appointment to our Board will be made based on merit.
<b>Timeframe</b>	:	Within 3 years.

## Intended Outcome

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

### Practice 4.2

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

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

<b>Application</b>	:	Applied - Annual shareholders' approval for independent directors serving beyond 9 years	
<b>Explanation on application of the practice</b>	:	<p>(i) Our independent non-executive Chairman, TZA, will be completing 9 years of service in August 2021. Save for TZA, our Board and NCGC had reviewed his independence and are of the view that notwithstanding tenure, TZA continues to be independent within the definition and spirit of the MMLR.</p> <p>(ii) Our Board's view was corroborated by KPMG MRC's findings from the FY21 E-BEE which indicated that TZA possesses sound leadership and interlocation skills in facilitating robust discussion and deliberations, has displayed objectivity or detached impartiality, was active in fomenting discourse besides engaging in active questioning and has the ability to act with conviction based on principles while fostering a fair boardroom process. On this basis, our Board (save for TZA) has recommended that TZA be re-elected as a Director of the Company and retained as an INED at our Ninth AGM to be held in June 2021.</p>	
<b>Explanation for departure</b>	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

**Intended Outcome**

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

**Practice 4.3 - Step Up**

The board has a policy which limits the tenure of its independent directors to nine years.

<b>Application</b>	:	Not Adopted
<b>Explanation on adoption of the practice</b>	:	Our existing policy limits the tenure of INEDs to nine years, subject to seeking shareholders' approval provided there are strong justifications. Upon completion of nine years, an INED may continue to serve on our Board subject to re-designation as a NINED unless shareholders' approval is obtained to retain him as INED. An extension beyond nine years as INED would be subjected to a rigorous review to determine if he/she remains independent of management and free from any business or other relationship which could interfere with the exercise of independent judgement or the ability to act in the best interests of our Group. Shareholders' approval will be sought only if justified.

**Intended Outcome**

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

**Practice 4.4**

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

<b>Application</b>	: Applied
<b>Explanation on application of the practice</b>	<p><u>Board Appointments</u></p> <ul style="list-style-type: none"> <li>(i) Our Board Selection Criteria takes into consideration the individual candidate's competencies, commitment (including time commitment), contribution and performance, including:- <ul style="list-style-type: none"> <li>(a) proven leadership and experience in areas that are relevant to our Group's strategies and business plan</li> <li>(b) character of the individual to ensure a right fit</li> <li>(c) ability to dedicate sufficient time to discharge responsibilities</li> <li>(d) unblemished reputation for integrity and ability to exercise good business judgement.</li> </ul> </li> <li>(ii) Independence and diversity including gender, are some of the key criteria used by our NRCGC and Board to assess the suitability of a candidate to be appointed to our Board. The balance of gender, tenure and skills and experience required is set out in our Board Diversity Policy and the selection process is explained in the NCGC Report on page 134 of IAR 2021.</li> <li>(iii) It is the responsibility of our NRCGC to assess and recommend to our Board the suitability of candidates who are nominated for appointment to our Board and Board Committees. Our NRCGC will take into consideration the Board Selection Criteria and the Board Skills Matrix which maps the age, gender, skills, experience and leadership of our existing Directors and the desired attributes and competencies to meet the evolving needs of our Group. Any gaps identified from the annual BEE will also be taken into consideration.</li> <li>(iv) Background reference checks are carried out as part of the assessment process and meetings will be arranged for our Directors to interview the proposed Board candidate.</li> </ul> <p><u>Key Senior Management Appointments</u></p> <ul style="list-style-type: none"> <li>(i) Diversity and inclusion are fundamental to our corporate culture and long-term growth. Our Group ensures fair and equitable recruitment and compensation practices, foster development and support career progression based solely on performance and merit. Our equal opportunity policy does not discriminate in terms of ethnicity, gender, age, religion, and disability, resulting in a very diverse Team Astro across all levels of our organisation.</li> <li>(ii) Gender diversity is evident across all levels with 51% of our workforce and 40% of senior management roles held by women.</li> <li>(iii) Our Group's organisational structure is reviewed by our NCGC and Board periodically primarily to ensure that all key and critical positions are filled to provide strong leadership towards the achievement of our Group's corporate goals and objectives.</li> <li>(iv) The appointment of our GCEO, GCFO, GCOO, Company Secretary and Head of Corporate Assurance requires Board approval while other key senior management will be reviewed and approved by our NRCGC and/or Board based on Exco's recommendation, where appropriate. Background reference checks on the candidates will be carried out as part of the pre-employment screening process and shortlisted candidates for key positions will be interviewed by our Directors, if deemed necessary.</li> </ul>



	<p>(v) Key senior management appointments will be closely scrutinised and appointments will be made based on objective criteria, merit and with due regard for diversity in skills, education, experience and gender. Psychometric testing will also be conducted to provide additional qualitative input.</p> <p>(vi) The organisational structure was a key focus throughout FY21 as our Group continued to build and strengthen the SLT during this critical business transformation journey amid a challenging operating landscape. Our NCGC and Board members reviewed the appointment of several key positions, including General Counsel, Chief Technology Officer and Chief Executive Officer, Radio to strengthen our leadership team.</p>	
<b>Explanation for departure</b>	:	
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

**Intended Outcome**

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

**Practice 4.5**

The board discloses in its annual report the company's policies on gender diversity, its targets and measures to meet those targets. For Large Companies, the board must have at least 30% women directors.

<b>Application</b>	:	Departure
<b>Explanation on application of the practice</b>	:	
<b>Explanation for departure</b>	:	<p>(i) As at 31 January 2021, 28% of our Directors are women. Following KS' appointment as NINED on 16 April 2021, women Directors represent 25% of our Board. Prior to this, women Directors exceeded 30% of our Board during the period from February to December 2017.</p> <p>(ii) In respect of the policy on gender diversity, our Board recognises that diversity in terms of a broad range of skills and competencies, experience, background and gender, is important to ensure a balanced and effective decision-making. The overriding considerations are based on merit and ability of the individual to contribute positively to the overall working of our Board as a whole, taking into consideration our Group's future strategic direction. Gender is one of the criteria that will be taken seriously. Other selection criteria have been disclosed under Practice 4.4 (Board Appointments).</p> <p>(iii) The profiles of Datuk Yvonne Chia ("DYC") and Mazita Mokty ("MM") who are currently serving on our Board, are set out on pages 102 and 104 of IAR2021 and our corporate website:-</p> <p>(a) DYC is our Senior INED, Chairman of our RC as well as a member of our ARC and SBTC. She was at the helm of several banks from 1996 to 2013 and was the first female chief executive of any commercial bank in Malaysia. She was appointed Chairman of our NRCGC with effect from 1 April 2021.</p> <p>(b) MM is a lawyer by profession and has over 20 years' experience in the legal and regulatory fields. MM heads the legal team of a large Malaysian investment holding company which has significant investments in media, telecommunications and shipping.</p> <p>Therefore, DYC and MM are highly respected by their peers and possess strong leadership traits. Their insights are respected and given equal and proper consideration by the other members of our Board, Exco and SLT.</p>
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
<b>Measure</b>	:	Women representation on our Board is marginally lower than the recommendation. Our Board aspires to achieve at least 30% women representation on our Board to the extent that all appointments to the Board shall be made on merit. Candidates will be evaluated by our NRCGC guided by the Board Selection Criteria and Board Diversity Policy in terms of background, knowledge, skills, and experience in the specific areas that may be identified in the Board Skills Matrix.
<b>Timeframe</b>	:	Within 3 years

**Intended Outcome**

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

**Practice 4.6**

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

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

**Intended Outcome**

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

**Practice 4.7**

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

Application	:	Applied	
Explanation on application of the practice	:	Our NCGC was chaired by TZA who is the Chairman of our Board and an INED during FY21. Following the merger of our NCGC and RC on 1 April 2021, our NRCGC is chaired by DYC who is our Senior INED.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

## Intended Outcome

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

### Practice 5.1

The board should undertake a formal and objective annual evaluation to determine the effectiveness of the board, its committees and each individual director. The board should disclose how the assessment was carried out and its outcome.

For Large Companies, the board engages independent experts periodically to facilitate objective and candid board evaluations.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>(i) Our Board Charter requires an annual evaluation of the size and composition of our Board and Board Committees, which include skill sets, experience and capabilities to ensure an appropriate balance of skills, experience and diversity. Such evaluation shall include an assessment of the independence of our INEDs. The evaluation will be carried out by a suitably qualified external party once in every three years or when our Board deems appropriate.</p> <p>(ii) The annual BEE is regarded by our Board primarily as a tool to help identify the strengths and weaknesses of our Board, Board Committees and individual Directors, in addition to providing a measurement of past performance. The findings are also used for the purposes of recommending the re-election of Directors and to assist in the selection of potential candidates to be appointed to our Board.</p> <p>(iii) KPMG MRC was engaged as the independent consultants to conduct the BEE for FY21 by facilitating an independent, objective and candid evaluation and to provide recommendations to enhance our Board's performance and practices.</p> <p>(iv) A brief summary of the methodology, scope and findings of the FY21 E-BEE is explained below:-</p> <p>(a) <u>Methodology</u> The primary mode of gathering insights were facilitated through the use of electronic questionnaires which were deployed via a web-based application with results generated in the form of analytics. In addition, interview sessions were conducted with Directors as well as Exco to corroborate the responses received. The analyses were premised on both qualitative and quantitative aspects.</p> <p>(b) <u>Scope</u> The evaluation covered an assessment of our Board, Board Committees and individual Directors, including INEDs and GCEO in an objective and rigorous manner. The performance of the Chairman of our Board and Board Committees was also assessed. Questions were categorised into nine assessment topics, which included developing the Board Skills Matrix to gain an understanding of the skills and competencies required to meet the needs of Astro as a media organisation taking into consideration the evolution of the media landscape over the longer term.</p> <p>Our Board as a whole was assessed from the aspects of the board mix and composition, quality of information and decision-making, effectiveness in discharging key responsibilities and the role of our Board Chairman. Individual Directors undertook a self and peer assessment in respect of their contribution and performance, calibre and personality; and INEDs were assessed to ascertain their independence in thought and mind based on a qualitative assessment. The FY21 E-BEE also included a review of the overall Board meeting process including meeting agenda and materials.</p> <p>(c) <u>Overview of Evaluation</u> The overall performance of our Board, Board Committees and individual Directors was satisfactory and did not indicate any material weaknesses.</p> <p>(v) The efficacy of our Board and SBTC Chairman, boardroom collegiality, and boardroom commitment and proactivity were highlighted as areas of strength. The results of the FY21 E-BEE indicated that there are mutual respect and collaboration amongst our Directors who have demonstrated virtuous commitment and high levels of</p>

	<p>accountability, were steadfast in devoting time and crucial support to our SLT and where necessary, engaged external consultants to seek independent validation and supplementary views on technical matters presented by our SLT. A notable mention was our Senior INED who took the initiative to mentor and provided her direction, guidance and feedback to our Exco and SLT.</p> <p>(vi) Certain areas of improvements were noted from the aspects of boardroom configuration and composition, strategy setting, working relationship with management and information flow. Based on the findings, our Board noted that there is headroom for improvement in terms of reinforcing industry expertise as a key facet of board skill set, increasing the critical mass of INEDs to reach at least 50% and developing clear and orderly succession plans for appointments to our Board. Pursuing an even deeper board involvement in strategy formulation by partnering SLT in the co-creation of strategy was also highlighted as a recommendation. In line with CG best practice, our Senior INED, DYC was appointed to chair the reconstituted NRCGC that has assumed the responsibilities of NCGC and RC.</p> <p>(vii) The findings and recommendations were reviewed by our NCGC and shared with our Board and Exco in March 2021. individual Directors received a detailed report of his/her performance. The action plans checklist will be periodically monitored by our NRCGC going forward.</p>	
<b>Explanation for departure</b>	:	
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

### Intended Outcome

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

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

### Practice 6.1

The board has in place policies and procedures to determine the remuneration of directors and senior management, which takes into account the demands, complexities and performance of the company as well as skills and experience required. The policies and procedures are periodically reviewed and made available on the company's website.

<b>Application</b>	: Applied
<b>Explanation on application of the practice</b>	<p><u>Non-Executive Directors' Remuneration Policy</u></p> <ul style="list-style-type: none"><li>(i) In accordance with our NEDs' Remuneration Policy, the key principles that underpin our Board's policy on NEDs' remuneration are as follows, which are robust and subject to periodic review and change where relevant to our business circumstances:-<ul style="list-style-type: none"><li>(a) Adequate to attract, motivate and retain world-class non-executive talent</li><li>(b) Consistent with recognised best practice standards</li><li>(c) Reflect the experience, time commitment, level of responsibilities and complexity shouldered, special assignments and risks</li><li>(d) Aligned with our Group's business strategy and long-term objectives.</li></ul></li><li>(ii) In determining our NEDs' remuneration, various factors are considered including changes in business, market environment responsibilities, time commitment as well as directors' remuneration for local and regional companies which are operating in similar businesses and comparable in size and market share.</li><li>(iii) Our NEDs' remuneration adheres to a schedule of fixed fees in accordance with their responsibilities on our Board and Board Committees. Directors' remuneration is subject to shareholders' approval to be obtained annually in accordance with Section 230 of the Act.</li><li>(iv) At our Eighth AGM held virtually on 29 July 2020, approval from our Company's shareholders was obtained for the fees and benefits payable to our NEDs for the period commencing 30 July 2020 until the Ninth AGM based on the remuneration rates set out in Column A of the table in (viii) below up to a maximum amount of RM3.54 million. The rates were independently reviewed by Willis Towers Watson, an independent consultant and appropriately benchmarked with our industry peers.</li><li>(v) In addition, our Directors were paid a per-day meeting allowance for attending Board and Board Committees, and are reimbursed for expenses reasonably incurred by them in the discharge of their duties such as travel and accommodation, mobile and broadband expenses. There is an established process for the reimbursement of expenses incurred by our NEDs which require the approval of our Board Chairman, whose expenses are in turn subject to approval by our ARC Chairman.</li><li>(vi) The aggregate Directors' fees and benefits paid by our Company in respect of FY21 amounted to approximately RM2.96 million (financial year ended 31 January 2020: RM3.06 million). The decrease in fees paid amounting to approximately RM100,000 was primarily due to movement in our Board composition which was partially offset by the payment of fees to our SBTC as approved at our Eighth AGM held on 29 July 2020.</li><li>(vii) Individual Directors do not participate in the discussions and decisions relating to their own remuneration. In accordance with CG best practices, our NEDs are not eligible to share incentives and participate in our LTIP to preserve their independence from Management.</li><li>(viii) As required by Section 230 of the Act and MMLR, our Company is seeking approval for the payment of our NEDs' fees and benefits for the period commencing 25 June 2021 until the next AGM to be held in 2022 in accordance with the remuneration rates set out in Column B of the table below, payable on a monthly basis and/or as and when incurred, subject to a maximum amount of RM3.54 million which has remained unchanged for the past 3 years:-</li></ul>

Type of Fees/Benefits	Existing Rates (RM) Column A	Proposed Rates (RM) Column B
Board Chairman	520,000 per annum	520,000 per annum
Non-Executive Director	280,000 per annum	280,000 per annum
Audit and Risk Committee <ul style="list-style-type: none"> <li>Chairman</li> <li>Member</li> </ul>	50,000 per annum 25,000 per annum	50,000 per annum 25,000 per annum
Remuneration Committee (ceased on 31 March 2021) <ul style="list-style-type: none"> <li>Chairman</li> <li>Member</li> </ul>	40,000 per annum 20,000 per annum	- -
Nomination and Corporate Governance Committee (ceased on 31 March 2021) <ul style="list-style-type: none"> <li>Chairman</li> <li>Member</li> </ul>	40,000 per annum 20,000 per annum	- -
Nomination, Remuneration and Corporate Governance Committee (Established on 1 April 2021) <ul style="list-style-type: none"> <li>Chairman</li> <li>Member</li> </ul>	- -	40,000 per annum 20,000 per annum
Strategy and Business Transformation Committee <ul style="list-style-type: none"> <li>Chairman</li> <li>Member</li> </ul>	40,000 per annum 20,000 per annum	40,000 per annum 20,000 per annum
Meeting Allowance	1,000 per day	1,000 per day
Benefits	Company car, petrol and driver for Board Chairman	Company car, petrol and driver for Board Chairman

(ix) Our Board had reviewed and determined that the proposed remuneration rates are competitive and within market benchmarks based on the responsibilities shouldered by the NEDs and the current operating landscape. The total cap of RM3.54 million has taken into consideration, the need to appoint additional Director(s) to further reinforce the Board's strengths and the frequency of meetings.

(x) Directors who are shareholders of our Company shall abstain from voting on the resolution relating to the payment of Directors' fees and benefits at our Ninth AGM to be held in June 2021.

Senior Leadership Team's Remuneration Philosophy and Rewards Strategy

(i) Astro's Remuneration Philosophy and Rewards Strategy is based on a 'Total Compensation' Framework that includes both fixed and variable pay elements along with a comprehensive range of non-monetary benefits. This approach allows us to both attract and retain talent to help drive our Group forward.

(ii) Our Group's policy in the selection, appointment and remuneration of Exco and SLT takes into account various factors such as skill sets, education level and breadth of experience that may contribute towards the discharge of their respective duties as well as accountability and complexity of job responsibility. These criteria are not exhaustive and may include other important criteria such as market rates and collaborative skills.

(iii) Salary structures are appropriately benchmarked and periodically re-assessed. Employees' remuneration is governed by a job grade structure which has a pre-determined salary range for different levels based on competitive and market benchmarks. The total remuneration packages for our Exco and SLT are made up of fixed and variable components. Selected employees and key talents may be offered share incentives under the AMH LTIP which took effect on 21 August 2020 for a period of 10 years to drive long-term growth and sustainable performance. The vesting of shares offered under the LTIP is conditional on the achievement of Group and individual performance targets set by our Board over a period of three years and is subject to our Board's discretion. The total compensation package for senior-level positions



	<p>are generally more skewed towards non-cash incentives compared to the rest of our employees.</p> <p>(iv) The total salary increment and bonus proposal for our employees in FY21 was reviewed and approved by our RC and Board taking into consideration our Group's performance, movements in the consumer price index and the average salary increment and performance bonus for comparable companies, including the companies listed on the Bursa Securities.</p> <p>(v) The performance of our Exco in FY21 was evaluated by our RC and Board based on the KPIs and targets set out in the FY21 Company Scorecard. Other key senior management's performance was reviewed by our RC and Board to ensure a fair distribution in accordance with the approved salary increment and bonus scheme and commensurates with the individual's performance.</p> <p>(vi) At our Eighth AGM on 29 July 2020, the approval of our Company's shareholders was obtained for the offer and allotment of shares under the LTIP to our GCEO. During FY21, an offer of shares was made to eligible employees including our GCEO, the vesting of which is subject to the achievement of Group and individual performance targets set by our Board over a period of three years from FY21 to the financial year ending 31 January 2023. A second offer of shares under the LTIP was made to our GCEO in April 2021, the vesting of which is also subject to the achievement of Group and individual performance targets over a three-year period from FY22 to FY24. The details of our GCEO's shareholding interests in AMH are reported on page 286 of IAR2021.</p>	
<b>Explanation for departure</b>		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
<b>Measure</b>		
<b>Timeframe</b>		

### Intended Outcome

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

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

### Practice 6.2

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

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>(i) Our RC was established in 2012 and its charter is published on our corporate website.</p> <p>(ii) A summary of our RC's activities in FY21 is set out below (for details, please refer to our RC Report in IAR2021):-</p> <ul style="list-style-type: none"><li>(a) Review of NEDs' remuneration for the purposes of seeking annual shareholders' approval at our Ninth AGM to be held in June 2021</li><li>(b) Review of the FY21 Company Scorecard to ensure the setting of measurable annual KPIs and targets in line with our Group's objectives</li><li>(c) Review of the total bonus and increment proposal for Astro employees, including our Exco based on our Group's performance against the pre-determined targets set out in the approved Company Scorecard</li><li>(d) Review of key senior management's performance to ensure a fair distribution that correlates with our Group and individual performance</li><li>(e) Administration of the LTIP for eligible employees, which included the offer of shares and vesting conditions</li><li>(f) Review of the RC Report and other remuneration disclosures contained in the CG Overview and CG Report</li><li>(g) Review of the RC Charter to ensure alignment with the MMLR and guidance issued by the Bursa Securities.</li></ul> <p>(iii) On 1 April 2021, our RC was merged with our NCGC and reconstituted as the NRCGC.</p>
<b>Explanation for departure</b>	:	
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

**Intended Outcome**

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

**Practice 7.1**

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

Application	:	Applied	
Explanation on application of the practice	:	A detailed breakdown of our individual Directors' remuneration paid in FY21 on a named basis is disclosed on pages 126 to 127 of IAR2021.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

**Intended Outcome**

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

**Practice 7.2**

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

<b>Application</b>	:	Departure
<b>Explanation on application of the practice</b>	:	
<b>Explanation for departure</b>	:	<p>Our Board is of the view that:-</p> <ul style="list-style-type: none"> <li>(i) Disclosing the detailed remuneration of key senior management is disadvantageous to our Group, given the competitiveness in the market for senior talent and to preserve the confidentiality of remuneration packages;</li> <li>(ii) Our Group's remuneration framework undergoes a robust benchmarking exercise to ensure the right balance between parity and competitiveness taking into consideration the scarcity of talent and uniqueness of subject matter experts. The appointment and remuneration of our key senior management have factored in each individual candidate's experience and skills, scope of responsibility and accountability, and global exposure; and</li> <li>(iii) Our NRCGC and Board ensure that our key senior management's remuneration commensurates with individual and company performance. Our Group has implemented a strict performance management system that holds them accountable for their respective roles and responsibilities, and rewards them fairly.</li> </ul>
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
<b>Measure</b>	:	Such disclosures may be disadvantageous to our Group, given the competitiveness in the market for talent and to preserve the confidentiality of remuneration packages. Nevertheless, our Board will continue to evaluate the implications having regard to the best interests of our Group.
<b>Timeframe</b>	:	Within 3 years

**Intended Outcome**

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

**Practice 7.3 - Step Up**

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

<b>Application</b>	:	Not Adopted
<b>Explanation on adoption of the practice</b>	:	

**Intended Outcome**

There is an effective and independent Audit Committee.

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

**Practice 8.1**

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

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	The Chairman of our ARC is not the Chairman of our Board. Our ARC Chairman's profile is set out on page 103 of IAR2021 and on our corporate website.	
<b>Explanation for departure</b>	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

**Intended Outcome**

There is an effective and independent Audit Committee.

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

**Practice 8.2**

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

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	Our Board has not appointed any former audit partner as a member of our Board. In addition, our ARC Charter stipulates that a former key audit partner shall not be appointed as a member of our ARC until the expiry of a cooling-off period of at least two years.	
<b>Explanation for departure</b>	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

**Intended Outcome**

There is an effective and independent Audit Committee.

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

**Practice 8.3**

The Audit Committee has policies and procedures to assess the suitability, objectivity and independence of the external auditor.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>(i) Our ARC conducted an annual evaluation of the effectiveness of PricewaterhouseCoopers PLT ("PwC") being our Group's external auditors for FY21 in April 2021, which was coordinated by our Company Secretary. The annual assessment covered the following scope:-</p> <ul style="list-style-type: none"> <li>(a) independence, objectivity and professional skepticism</li> <li>(b) firm's financial stability, risk profiles and audit strategy</li> <li>(c) communication and interaction</li> <li>(d) audit finalisation</li> <li>(e) quality of skills, capabilities of audit team and sufficiency of resources.</li> </ul> <p>(ii) The external auditors' evaluation for FY21 was conducted via a questionnaire which was completed by our ARC, SLT and a self-assessment by PwC.</p> <p>(iii) In relation to the independence of external auditors, a written assurance of independence will be obtained annually. PwC has affirmed its independence in respect of FY21 as set out in the External Auditors' Report on page 157 of IAR2021.</p> <p>(iv) The findings from the FY21 evaluation, including suggestions for improvements were shared to the ARC for its review. Based on the results of the evaluation, our ARC is satisfied with PwC's performance and that they have exhibited robust challenge and scepticism throughout FY21. Based on our ARC's recommendation, our Board approved the proposal to seek shareholders' approval for the re-appointment of PwC as our Group's external auditors for FY22 at our Ninth AGM to be held in June 2021.</p>
<b>Explanation for departure</b>	:	
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
<b>Measure</b>	:	
<b>Timeframe</b>	:	



**Intended Outcome**

There is an effective and independent Audit Committee.

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

**Practice 8.4 - Step Up**

The Audit Committee should comprise solely of Independent Directors.

<b>Application</b>	:	Not Adopted
<b>Explanation on adoption of the practice</b>	:	<p>(i) Our ARC comprises a majority INEDs and led by a chairman who is an INED. The appointment of ARC members was carefully considered by our Board after a robust assessment of the individual Director's qualifications and experience to ensure that our ARC is able to properly discharge its duties and responsibilities.</p> <p>(ii) Procedures such as quorum and voting restrictions are in place to ensure balanced and effective decisions are made by our ARC. Measures that are in place include:-</p> <p>(a) A Director who is interested in a matter shall declare his interest and abstain from deliberating and voting on such resolution. They will be requested to recuse themselves from any discussions and voting in respect of matters to which they may be interested. This ensures that our non-interested Directors are able to deliberate freely and decide on such matters in their absence, thus ensuring that our Board's decisions are made objectively in the best interest of our Group;</p> <p>(b) The quorum of our ARC meetings is two members present, of which the majority shall be INEDs. This ensures that the decisions of our ARC are made by the independent and non-interested Directors;</p> <p>(c) Our Directors are reminded of their fiduciary duties to our Company and in accordance with Sections 219 and 221 of the Act, in the event of any conflict, a NINED shall not subordinate his duty to act in the best interest of our Company to his nominator; and</p> <p>(d) Under Rule 124.1 of the Company's Constitution, any Director who has an interest in a contract or proposed contract with our Company under Section 221 of the Act and/or the MMLR shall, if required under Section 221 of the Act, declare the nature of his interest in accordance with the said section; and subject to Section 222 of the Act and/or the MMLR, shall not vote or participate in any discussion regarding the said contract or proposed contract (and if he has done so, his vote shall not be counted); and shall be counted only to make the quorum present at our Board meeting.</p>

**Intended Outcome**

There is an effective and independent Audit Committee.

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

**Practice 8.5**

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

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>(i) The Chairman and members of our ARC possess the necessary qualifications and experience to discharge their duties and they are financially literate. Their profiles are disclosed on pages 102 to 103 of IAR2021 and on our corporate website.</p> <p>(ii) The effectiveness of our ARC is evaluated as part of the annual BEE. The performance of our ARC in FY21 was evaluated as part of the FY21 E-BEE by KPMG MRC and the findings indicated that our ARC has satisfactorily performed its role and responsibilities as stipulated under the ARC Charter.</p> <p>(iii) A summary of our ARC's activities in FY21 is in our ARC Report on pages 136 to 141 of IAR2021.</p> <p>(iv) To keep abreast of relevant developments in accounting and auditing standards, our ARC members attended various trainings which have been disclosed in the CG Overview on pages 123 to 124 of IAR2021. In addition, our ARC was briefed by our external auditors on the key changes in accounting standards, practices and rules. Thoughtful Leadership articles were regularly furnished to our ARC members.</p>
<b>Explanation for departure</b>	:	
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

### Intended Outcome

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

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

### Practice 9.1

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<ul style="list-style-type: none"><li>(i) Our Board has established an effective risk management and internal control framework. Our Board is supported by our ARC, which has oversight of the risk management and internal control systems of our Group. Our Board, through our ARC is responsible for determining our Group risk appetite and risk tolerance for management to operate within.</li><li>(ii) Our GRM team (reporting to our GCFO) tables our Group's risk profile and risk mitigation strategies at the quarterly ARC meeting. Our ARC held four meetings in FY21 to review matters under its purview, including the quarterly financial reports, audited financial statements, dividend proposals, External Auditors' report, Corporate Assurance reports, risk management reports as well as legal and compliance reports. For more details, please refer to our ARC Report in IAR2021.</li><li>(iii) The Group Risk Management Framework ("GRMF") is established based on the Enterprise Risk Management framework of the Committee of Sponsoring Organisations ("COSO") which sets out the governance, infrastructure, processes and control relating to risk management. It also provides guidance for a systematic and consistent approach to identify, assess, implement, monitor and report risk throughout our Group.</li><li>(iv) Our Group Risk Management team drives the GRMF in identifying, reviewing, managing and monitoring risks, which is reviewed on an on-going basis for effectiveness and applicability. The team participates in risk discussions regularly across the businesses to provide our Board, Exco and SLT with an independent view of the risks involved and assist them to make better informed decisions.</li><li>(v) Our Board and Exco are committed to the identification, monitoring and management of risks associated with our Group's business activities. During FY21, several improvements were made to our risk and compliance organisation structure. The Security and Risk Committee was formed to assist our Exco in the monitoring of operational risks with the objective of mitigating such risks that may hinder our Group's ability to achieve its objectives. The said committee holds monthly meetings to monitor the risk registers and assess, review, implement and monitor controls to effectively manage risks within the business. Our SLT also works closely with our Group Risk Management team to ensure the effective and consistent adoption of risk management practices. Risk Champions have been appointed by the head of business units to review and update the respective risk profiles.</li><li>(vi) A new Compliance team under the oversight of our General Counsel was established during FY21 to enhance our compliance monitoring framework, including the implementation of the AACF. The key responsibilities of the Compliance team are developing, implementing and managing our Group's compliance programme, coordinating with relevant regulators, planning, implementing and overseeing risk-related programs to address regulatory requirements and internal controls, establishing reporting channels for compliance issues, implementation of compliance communications and coordinating required compliance training for employees.</li><li>(vii) Our ARC is supported by CA and external auditors who provide independent assurance on the effectiveness of risk management, control and governance process of our Group.</li></ul>

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

## Intended Outcome

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

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

## Practice 9.2

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

<b>Application</b>	: Applied
<b>Explanation on application of the practice</b>	<p>The salient features of our risk management and internal control framework are disclosed in the Statement on Risk Management and Internal Control of IAR2021 and comprises:-</p> <p>(i) <u>Risk Management</u></p> <p>(a) The GRMF provides guidance for a systematic and consistent approach to identify, assess, implement, monitor and report of risk throughout our Group. Our Board is the highest governing body overseeing and nurturing a risk culture across our Group and is committed to implementing a comprehensive risk management and internal control environment.</p> <p>(b) Through a structured process, our GRM team conducts regular risk sessions with various departments across our Group identifying key risk matters that may impede the achievement of our business objectives, both in the short and long term. Identified risks are reported, reviewed and discussed with Management and presented to the ARC on a quarterly basis to ensure mitigating actions are tracked and implemented in a timely manner.</p> <p>(ii) <u>Control Activities</u></p> <p>Our Board and management are committed in maintaining an effective internal control environment to ensure controls are relevant, effective and robust to promote operational agility. The key controls include the following, but are not limited to:-</p> <p>(a) Identified risk is deliberated by our management to ensure overall risk impacting our Group are adequately identified and managed within an acceptable level of risk;</p> <p>(b) Operating policies and procedures to ensure processes adequately mitigate risk with appropriate internal controls;</p> <p>(c) Business Continuity Management Framework and maintenance activities to minimise the impact of business disruption through enhancing operational resiliency for an effective response to threats and disruptions;</p> <p>(d) Insurance programme to safeguard our assets against material losses arising from any uncertainties;</p> <p>(e) LOA which stipulates the key decision-making and approval authority delegated by our Board to management for operational efficiency;</p> <p>(f) COBE designed to reduce, if not eradicate, any corrupt practices and occurrences of bribery;</p> <p>(g) Continuous enhancement on our security framework and annual penetration exercise on our physical and cyber security management practises to ensure all security threats is managed effectively; and</p> <p>(h) Compliance function to enhance our compliance monitoring framework, including the implementation of the AACF.</p> <p>(iii) <u>Information and Communication</u></p> <p>There are regular communications pertaining to internal control by our Board and Exco via employee townhalls, notices and emails. Our Group policies and procedures are published and updated on our internal portal for easy access by employees. Regular reviews are conducted by our CA, Risk Management and Compliance teams to ensure risk profiles, policies and procedures are updated and aligned.</p> <p>Further details on the management and reporting of the identified business risk, the controls in place to mitigate and manage the risks identified are provided in the Key Business Risks section on pages 44 to 47 of IAR2021.</p>

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

**Intended Outcome**

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

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

**Practice 9.3 - Step Up**

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

<b>Application</b>	:	Not Adopted
<b>Explanation on adoption of the practice</b>	:	<p>Our Board believes that:-</p> <p>(i) A single Board committee with audit and risk management functions is more effective and efficient during a critical business transformation phase and has taken into consideration our Board size and composition as well as risk mitigation measures that have been implemented; and</p> <p>(ii) Our ARC's oversight has enabled our Board and Management to develop a mutual understanding regarding the risks attributed to our Group's transformation to create enterprise value as well as allow check and balances in the audit function. The members of our ARC also have the skill sets for risk functions.</p>

**Intended Outcome**

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

**Practice 10.1**

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>(i) Our Group's internal audit function is carried out by CA. Our ARC is supported by CA which provides independent validation on the risk management, internal control and governance processes of our Group.</p> <p>(ii) Our CA's role and responsibilities are governed by the Corporate Assurance Charter to ensure that its purpose, authority and responsibility reflect developments in CA's activities and are in line with best practices promulgated by internal audit professional bodies. CA also assists our ARC to monitor any misconduct and identify the gaps in controls in the business processes. The CA Charter is periodically reviewed and amendments were approved by our ARC in June 2020, mainly to reflect the additional responsibilities for CA as prescribed in the AACF which was rolled out on 1 June 2020, which include:-</p> <p>(a) Review compliance with the AACF by performing independent audit and assessment of the AACF implementation at least once a year and results of the audit are to be presented to our ARC; and</p> <p>(b) Notification to the Compliance Officer of complaints/reports received through the Whistleblowing Line which relates to suspected bribery and corruption.</p> <p>(iii) The Vice President, CA reports functionally and administratively to our ARC Chairman which ensures CA's independence from Management. There were regular meetings between our ARC Chairman and Vice President, CA without the presence of SLT during FY21.</p> <p>(iv) The scope of CA's internal audit reviews for each year is set out in CA's Strategic Review Plan ("SRP") which is tabled for our ARC's consideration and approval. The SRP for FY22 was approved in March 2021.</p> <p>(v) Our ARC is responsible for evaluating the effectiveness of CA and the performance of the Vice President, CA with the most recent evaluation in March 2021. In addition, an independent consultant is engaged once in every 5 years to perform an external assessment of the CA function and the latest external assessment was performed in FY20.</p>
<b>Explanation for departure</b>	:	
<b>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</b>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	



**Intended Outcome**

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

**Practice 10.2**

The board should disclose–

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>(i) All CA team members declare annually to our ARC that they are free from any relationships or conflicts of interest which would impair their objectivity or independence. For FY21, all of the members of our CA have declared their independence.</p> <p>(ii) The information on the number of resources, name and qualification of the person responsible for internal audit has been included as part of our ARC Report on pages 140 to 141 of IAR2021.</p> <p>(iii) CA adopts the Institute of Internal Auditors' International Professional Practices Framework and the COSO's internal control framework in performing its activities.</p>
<b>Explanation for departure</b>	:	
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

## Intended Outcome

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

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

## Practice 11.1

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

<b>Application</b>	: Applied
<b>Explanation on application of the practice</b>	<p>Our Board is committed to effective, transparent and regular communication with its shareholders and other stakeholders.</p> <p>(i) <u>Engagement with shareholders, institutional investors and analysts, media, customers and the public</u></p> <p>(a) DYC was designated as Senior INED on 6 December 2017. As Senior INED, DYC acts as our Board's designated contact for consultation and direct communication with our shareholders. Our Senior INED, GCFO and Company Secretary are the contact persons for shareholder communication as disclosed in IAR2021.</p> <p>(b) Our SLT engaged regularly with the investment community, including shareholders, analysts, and media representatives through dialogues, press conferences, media interviews and events, both virtually and in-person.</p> <p>(c) During FY21, Astro held quarterly analyst calls to keep the market abreast of our performance and plans. Our websites are regularly updated to provide relevant and up-to-date information on key happenings within our Group. A variety of online and offline contact options (e.g. email, phone, online feedback form, customer service centres, chatbots and social media) enable the investment community, customers and the public to engage with us in their preferred manner.</p> <p>(d) Our Eighth AGM was held virtually on 29 July 2020, which afforded an opportunity to our shareholders to participate remotely, including raising questions pertaining to our Group's performance directly to our Board, Exco and SLT.</p> <p>(e) The virtual Eighth AGM recorded a higher participation from our shareholder base, with a total of 669 shareholders/proxies who casted their votes*. This is compared to 477 who voted during our physical AGM in the previous year. The strong participation was encouraging and indicated our shareholders' commitment to Astro. Our Directors, Exco and SLT attended the said AGM and responded to questions on performance, financial results and corporate governance raised by our shareholders and the Minority Shareholders' Watchdog Group ("MSWG"). An overview of our Group's results and key achievements was presented during the said AGM.</p> <p>* voted on a minimum of one resolution</p> <p>(ii) <u>Engagement with employees</u></p> <p>Our Group maintains regular communication with our employees on various topics including our Group's performance and strategies, training and development, COBE, Occupational Safety and Health, performance evaluation and benefits. In FY21, our Exco had continuously engaged with our employees through the provision of company updates on our internal portal (Astronet, which is updated daily), employee townhalls, employee engagement activities and surveys including staff communications and newsletters.</p> <p>(iii) <u>Engagement with local community</u></p> <p>Our Group engages with the local community throughout the year both at the corporate level as well as via our Foundation, Yayasan Astro Kasih. In FY21, Astro Kasih continued to focus on executing various long-term community programmes that make a lasting difference in line with Yayasan Astro Kasih's pillars of lifelong learning, community development, sports, and environment. Some of our on-going community engagements</p>

	<p>include Kampus Astro and its educational content made accessible for all students and Astro Kasih hostels to create conducive living and learning environments for rural communities.</p> <p>The COVID-19 pandemic imposed social restrictions and reduced all ground activities of Astro Kem Badminton, and saw Astro pivoting to virtual engagement for our Kem Badminton alumni. In addition, Astro Kasih extended support towards creating public awareness of the pandemic and generated support for frontliners and communities affected by the pandemic.</p>	
<b>Explanation for departure</b>	:	
<p>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</p>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

**Intended Outcome**

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

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

**Practice 11.2**

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>Astro has adopted the integrated reporting approach since the financial year ended 31 January 2016 to improve the quality of information disclosures to stakeholders and promote greater transparency regarding our business and how we create value over the short and longer term.</p> <p>(i) Our Group's IAR2021 was prepared in line with the International Integrated Reporting Framework issued by the International Integrated Reporting Council ("IIRC"). IAR2021 focuses on the disclosure of financial/quantitative and non-financial/qualitative information, and incorporation of integrated reporting content principles and content elements for a holistic and strategic approach to corporate reporting to better meet the needs of various stakeholders.</p> <p>(ii) Our application of integrated reporting principles in IAR2021 include:</p> <p>(a) Sustainability section emphasising ESG, explaining how we proactively engage with stakeholders to address their concerns (Stakeholder Engagement), including disclosures on key Material Matters and a narrative of our progress in FY21 pertaining to each of our Strategic Drivers. These are mapped to our Key Business Risks to ensure emerging opportunities and threats are identified, assessed and effectively managed to drive the achievement of our Group's strategic imperatives;</p> <p>(b) Our Value Creation section detailing our key areas of business focus amid the prevailing market landscape, including the identification of capitals that serve as inputs in our business process, our sustainability-focused value creation framework underpinned by our Strategic Drivers of Content, Experience &amp; Technology, and Talent, which are applied towards serving our Customers, Community &amp; Environment, with outputs impacting our business and stakeholders; and</p> <p>(c) Connectivity of information focusing on the interrelatedness and dependencies of disclosures throughout IAR2021, as evidenced by the 360° referencing applied throughout.</p>
<b>Explanation for departure</b>	:	
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

## Intended Outcome

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

### Practice 12.1

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>(i) Our Company strives to issue the Notice of our AGM at least 28 days prior to the meeting to accord sufficient time to our shareholders to prepare for the AGM and make informed voting decisions.</p> <p>(ii) The Notice of Eighth AGM held on 29 July 2020 was issued to our eligible shareholders on 30 June 2020, which was 28 days prior to the said AGM. Rule 183 of the Company's Constitution provides that notices of general meetings may be given in electronic form by way of publication on our corporate website provided that such notifications have been given in accordance with the Act and MMLR.</p> <p>(iii) Shareholders were notified of our Eighth AGM by physical mail, newspaper advertisement and via Bursa Malaysia's and Astro's corporate website for thorough dissemination. The Letter to Shareholders set out, inter alia, the details of the AGM and provided the links to download the Integrated Annual Report 2020 ("IAR2020"), Circular to Shareholders and Administrative Guide. The IAR 2020 and Circular to Shareholders were sent to shareholders upon request.</p> <p>(iv) In respect of our Ninth AGM to be held on 24 June 2021, the Notice of Ninth AGM which will be held on a fully virtual basis was issued on 24 May 2021 giving 28 days' prior notice. A letter was sent on the same day to all shareholders based on the Record of Depositors issued by Bursa Malaysia Depository Sdn Bhd as at 17 May 2021 notifying them that the Notice of Ninth AGM, Proxy Form, Administrative Guide, IAR2021, Circular to Shareholders and this CG Report 2021 can be downloaded from our corporate website <a href="https://corporate.astro.com.my/ar2021">https://corporate.astro.com.my/ar2021</a>. The IAR2021 and/or Circular to Shareholders will be sent to shareholders upon request.</p>
<b>Explanation for departure</b>	:	
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

**Intended Outcome**

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

**Practice 12.2**

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	All our Directors were present at Astro's Eighth AGM held virtually on 29 July 2020. Our Board Chairman presided over the said AGM, and together with Exco and members of SLT addressed various questions from our shareholders, proxies and the MSWG on performance, operational, financial and governance matters. The Chairperson of our respective Board Committees were present to address questions relating to matters under the said Committees' purview.
<b>Explanation for departure</b>	:	
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

### Intended Outcome

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

### Practice 12.3

Listed companies with a large number of shareholders or which have meetings in remote locations should leverage technology to facilitate—

- including voting in absentia; and
- remote shareholders' participation at General Meetings.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>(i) Our Eighth AGM which was held virtually on 29 July 2020 from the broadcast venue at Studio 1, All Asia Broadcast Centre, Lebuhraya Puchong-Sungai Besi, Bukit Jalil, 57000 Kuala Lumpur afforded an opportunity to all shareholders, proxies and authorised representatives, particularly individuals not residing in the Klang Valley, to participate and vote at our AGM, including submitting questions directly to our Board, Exco and SLT both prior to and during the AGM.</p> <p>(ii) The participation was encouraging with an estimated 669 shareholders and proxies who participated and voted, which was higher than the previous AGM held physically in 2019.</p> <p>(iii) Overall, the number of questions posed during our virtual Eighth AGM was higher than the physical AGM held in the previous year. These questions, which were in relation to our Group's performance, financial results and corporate governance, were responded to by our Board, Exco and members of SLT. Due to time constraints, several questions were responded to via email within a reasonable time after the said AGM.</p> <p>(iv) Voting procedures were explained by our Company Secretary prior to the commencement of voting. As required by the MMLR, voting on all resolutions at our Eighth AGM was conducted by poll with Boardroom Share Registrars Sdn Bhd and Boardroom Corporate Services Sdn Bhd as the poll administrator and independent scrutineer, respectively.</p> <p>(v) All 17 ordinary resolutions tabled were duly passed. Minutes of our Eighth AGM were published on our corporate website on 27 August 2020, i.e. within 30 business days after the said AGM.</p> <p>(vi) Astro also conducted an online survey to seek feedback on the conduct of our Eighth AGM. Based on the survey, approximately 62% of our shareholders who participated in the survey expressed their satisfaction on the virtual AGM, albeit some noted the absence of door gifts.</p>
<b>Explanation for departure</b>	:	
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
<b>Measure</b>	:	
<b>Timeframe</b>	:	-

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

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

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