

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

**STRATEGY AND BUSINESS TRANSFORMATION COMMITTEE**

(Approved by the Board of Directors on 26 March 2019)

**1. Purpose of the Committee**

- 1.1 The primary purpose and functions of the Committee are to assist the Board on the following matters:-
- i. Assessment of strategic and growth options for the Company’s digital and disruptive transformation:-
    - a. Assessment of industry and technology trends and competitive situation that drive need and opportunities for structural options.
    - b. Examination of M&A, business development and innovation options for the business to address market challenges and the delivery of the digital transformation vision, including but not limited to review of plans and growth options for digital products such as Astro Go and NJOI Now.
    - c. Review acceleration options which require structural changes to ensure Astro remains competitive and a future proof business model.
  - ii. Review of cost structures of Astro and oversight of formal cost reduction programme; and review of talent capacity and capabilities including organisation model to fit the delivery and execution of the business programmes to deliver the right outcomes.
  - iii. Such other matters and functions as shall be delegated to the Committee by the Board from time to time; and
  - iv. Thereafter, report the Committee’s discussions, recommendations and conclusions to the Board.

**2. Composition of the Committee**

- 2.1 The Composition of the Committee shall consist of at least two (2) non-executive Board members as appointed by the Board from time to time, the Chief Executive Officer (“CEO”) and Chief Financial Officer (“CFO”). The initial members of the Committee shall be Directors - Datuk Yvonne Chia, Renzo Christopher Viegas, Lim Ghee Keong, Simon Cathcart, Shahin Farouque Jammal Ahmad, CEO - Henry Tan and CFO - Shafiq Abdul Jabbar.
- 2.2 An independent consultant (“Consultant”) may be appointed by the Committee. The Consultant’s scope is to inter alia independently advise and propose recommendations to the Board of Directors and/or the Committee to guide them with recommendations and decisions relating to the AMH Group Strategy and Business Transformation Programme.
- 2.3 The Committee may invite any members of the Board, employees and the Consultant to attend Committee meetings.

- 2.4 The Chairman of the Committee will, in consultation with the other members of the Committee, and with the assistance of the Secretary (as appointed in accordance with Clause 6 below), be responsible for calling meetings of the Committee, establishing agenda and supervising the conduct of such meetings. The Chairman of the Committee shall chair the Committee meetings. In the absence of the Chairman, any other Committee member may chair the meeting.

### **3. Authority of the Committee**

- 3.1 In general and unless otherwise expressly authorised by the Board, the Committee shall not have delegated powers from the Board to implement its recommendations but is obliged to report its recommendations to the Board for consideration and implementation.
- 3.2 The Committee is authorised by the Board, in accordance with the procedures to be determined by the Board and subject to any limits of authority that may be imposed upon the Committee by the Board from time to time (if any), and at the cost of the Company, to:
- i. Review any matter within its terms of reference;
  - ii. Have adequate resources to perform its duties;
  - iii. Have full and unrestricted access to information, records, property and personnel of the Group related to its scope as specified in 2.1 above;
  - iv. Have access to independent professional advice and expertise necessary for the performance of its duties;
  - v. Have access to the advice and services of the Secretary of the Company; and
  - vi. Undertake necessary activities and functions as may be required to discharge its responsibilities.

### **4. Reporting Responsibilities to the Board**

- 4.1 The Committee shall report its activities to the Board in such manner and at such times, as it deems appropriate, but in any case, at each Board meeting, unless otherwise determined by the Board.

### **5. Meetings of the Committee, Quorum and Minutes**

- 5.1 The Committee may regulate its own procedures, in particular the conduct of the Committee meetings, including attendance at a meeting by being present in person or by participating in the meeting by means of video or teleconference. The Committee may request other Board members, any officer or employee of the Group, to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee. For the avoidance of doubt, such invitees shall not be entitled to vote at the Committee meetings.
- 5.2 The Chairman of the Committee, or the Secretary on the requisition of the Members, shall at any time summon a meeting of the Members by giving three (3) days' notice or at a shorter notice as agreed by the Members.
- 5.3 No business shall be transacted at any meeting of the Committee unless a quorum is present. Each meeting shall have a minimum quorum of two (2) Members of the Committee including at least the Chairman.

- 5.4 The Committee should record its deliberations, in terms of the issues discussed, and the conclusions in discharging its duties and responsibilities, with the minutes kept and distributed to each member of the Committee. The Chairman of the Committee shall provide the Board with a report of the Committee meetings.
- 5.5 Minutes of each shall be kept at the registered office of the Company under the custodian of the Company Secretary. The Minutes shall be open for the inspection of the Board, external auditor, internal auditor, management and other persons deemed appropriate by the Company Secretary.
- 5.6 In addition to the Committee meetings, the Committee may take action by unanimous written consent of its members, including dealing with matters by way of circular resolutions in lieu of convening a formal meeting.

## **6. Secretary of the Committee**

- 6.1 The Company Secretary or any other person nominated by the Chairman of the Committee will be the Secretary of the Committee. The Secretary shall:
  - i. ensure all appointments to the Committee are properly made;
  - ii. ensure that the Committee receives information and papers in a timely manner to enable full and proper consideration to be given to the issues;
  - iii. record, prepare and circulate the minutes of the Committee meetings promptly to all members of the Committee and the Board; and
  - iv. ensure that the minutes are properly kept and produced for inspection if required.
  - v. ensure all necessary arrangements for the schedule and operation of the Committee meetings are made.