

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

CODE OF CONDUCT AND ETHICS FOR DIRECTORS
(Adopted by the Board on 31 October 2013)

1. Introduction

The Board of Directors (the “**Board**”) of Astro Malaysia Holdings Berhad (“**Company**”) has adopted the following Code of Conduct and Ethics (the “**Code**”). Each director of the Company must comply with the letter and spirit of this Code which serves as a set of guiding principles for directors in the performance and exercise of their responsibilities as directors of the Company.

2. Principles

The Directors of AMH consider that the highest standards of business conduct and ethical behavior are fundamental to the preservation of the reputation and success of the Company and its subsidiaries (“**Group**”). The guiding principles on which the Code is based are derived from “The Principles of Public Life” as described by the Nolan Committee (1996) and the Directors’ Code of Ethics issued by the Companies Commission of Malaysia:

- (i) **Selflessness** – Directors will take decisions solely in terms of the interests of the Group. They should not do so in order to gain financial or other material benefits for themselves, their family or friends
- (ii) **Integrity** – Directors will not place themselves under any financial or other obligation to outside individual or organisation that might influence them in the performance of their official duties
- (iii) **Objectivity** – Directors will make choices based on merits
- (iv) **Accountability and Responsibility** – Directors will be accountable for their decisions and actions to the Group and must submit themselves to whatever scrutiny is appropriate to their office
- (v) **Openness and Transparency** – Directors will be as open as possible about all the decisions and actions they take. They should give reasons for their decisions and restrict information only when the interest of the Group demands
- (vi) **Honesty and Sincerity** – Directors will declare any private interests relating to their duties as Directors of the Company, and take steps to resolve any conflicts arising in a way to protect the Group’s interests
- (vii) **Leadership** – Directors will promote and support these principles by leadership and example
- (viii) **Corporate Social Responsibility** – Directors will promote and take necessary steps to ensure that the Group conducts itself as a responsible corporate citizen.

3. Code of Ethics

In performing their duties, the Directors of AMH shall at all times abide by and conform to the following code of conduct:

3.1 Compliance

- (i) Comply with applicable laws, rules and regulations. Directors must be sufficiently familiar with the relevant legislation or regulations that apply to the Group and also not engage in any illegal or improper conduct that is in violation of any laws or regulations.
- (ii) Comply with the internal policies and procedures of the Group. Directors shall be aware of the significant internal policies and procedures of the Group and ensure compliance

3.2 Conflicts of Interest

Avoid any conflict of interest between himself and the Group, including but not limited to the following prohibitions:

- (i) Do not accept any benefit, gift or entertainment that would be illegal or result in any violation of law
- (ii) Do not solicit or accept any gift of cash or cash equivalent as a direct or indirect inducement to provide special treatment to such donor with respect to matters pertaining to the Group; and

- not to solicit or accept or request anything as a “quid pro quo” or as part of an agreement to do anything in return for the benefit, gift or entertainment
- (iii) Do not participate in any activity that would cause the person giving the benefit, gift or entertainment to violate his own employer’s standards
- (iv) Do not compete with the Group for the purchase or sale of property, services or other interests or have an interest in a transaction involving the Group
- (v) Do not receive a loan or guarantee of an obligation as a result of a director’s position with the Group
- (vi) Do not engage in any conduct or activities that disrupt or impair the Group’s relationship with any person or entity with which the Group has or proposes to enter into a business or contractual relationship
- (vii) Do not accept compensation in any form for services performed by the Group from any source other than the Group

3.3 Stewardship Responsibilities

- (i) Have a clear understanding of the aims and purpose, capabilities and capacity of the Group
- (ii) Devote sufficient time and effort to attend meetings of the Group and stay abreast and keep informed on all matters of importance to the Group
- (iii) Ensure at all times that the Group is properly managed and controlled
- (iv) Limit directorships in other companies to a number in which the director can best devote his time and effectiveness
- (v) Ensure that he/she has access to the advice and services of a company secretary, who is responsible to the Board to ensure proper procedures, rules and regulations are complied with
- (vi) Use his/her best efforts to regularly participate in professional development activities and will perform his/her assigned duties in a professional and timely manner pursuant to the Board’s direction and oversight

3.4 Duty to act in the best interest of the Group

- (i) At all times exercise his/her powers for the purposes they were conferred, for the benefit and prosperity of the Group
- (ii) At all times act with utmost good faith towards the Group in any transaction and act honestly and responsibly in the exercise of his powers in discharging his duties
- (iii) Immediately disclose all contractual interests whether directly or indirectly with the Group
- (iv) Exercise independent judgement, and if necessary, openly oppose if the vital interest of the Group is at stake
- (v) Do not misuse the Group’s property or resources and will at all times keep such property secure, and do not allow any person not authorised by the Board to have or use such property
- (vi) Be conscious of the interest of shareholders, employees, creditors and customers
- (vii) Promote professionalism and improve the competency of management and employees
- (viii) Ensure adequate safety measures and provide proper protection to employees and workers at the workplace
- (ix) Do not take advantage of his/her position as a Director to make any personal profit.

3.5 Corporate Social Responsibility

- (i) Ensure the effective use of natural resources, and improve quality of life by promoting corporate social responsibilities
- (ii) Be more proactive to the needs of the community and assist in society related programmes
- (iii) Ensure that the activities and operations of the Group do not harm the interest and well-being of the society at large

3.6 Confidentiality

- (i) Except as the Board may otherwise require or as otherwise required by law, do not share, copy, reproduce, transmit, divulge or otherwise disclose any confidential information related to the affairs of the Group. A Director will uphold the strict confidentiality of all meetings and other deliberations and communications of the Board
- (ii) Do not use any information provided by the Group or acquired as a consequence of the Directors’ responsibilities in any manner other than in furtherance of his/her board duties.
- (iii) Refrain from any public discussion in the media or otherwise, regarding the Group’s business, affairs, policies and organisations, unless he is the designated spokesperson.

- 3.7 All political contributions made on behalf of the Group must be lawful and in compliance with the Group's policies.

4. Disclosure Procedures

Any queries or matters to be highlighted including any Director's actual or potential conflict of interest or unethical behavior relating to a Director of the Group shall be reported to the Board of AMH. The Board is assisted by the Chairman of the Nomination and Corporate Governance Committee ("**NCGC**"), and where the matter relates to the NCGC Chairman, it should be reported to the Chairman of the Audit Committee ("**AC**"). The Chairman of the NCGC or the AC, as the case may be, will raise the matter for discussion by the Board of AMH who will decide on the appropriate course of action, if any. The Directors involved in any conflict or potential conflict situations shall excuse themselves from any decision relating thereto.

For administrative purposes, the complaints may be channeled to the Board or NCGC or AC through the Company Secretary of AMH via her email (sharon_liew@astro.com.my), or directly emailed to:

Tun Zaki Tun Azmi (zaki_azmi@astro.com.my)
Board Chairman / NCGC Chairman

Chin Kwai Yoong (kwai-yoong_chin@astro.com.my)
AC Chairman

5. Waiver from the Code

Directors must adhere to this Code for such period, as may be required by law or as may be reasonable after leaving office. In extraordinary circumstances and if the Board is of the view that the non-compliance is in the best interest of the Company or is not detrimental to the interest of the Company or there is no breach of director's duty to the Company, the Board may grant a waiver from compliance with a requirement under this Code.

6. Review of the Code

The Board with the assistance of the NCGC, shall review and assess the adequacy of the Code annually and make such amendments as the Board may deem appropriate.