

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

REMUNERATION COMMITTEE CHARTER
(Approved by the Board of Directors on 30.3.2015)

1. Purpose

The primary functions of the Remuneration Committee (“Committee”) are to:

- 1.1 Recommend to the Board of Directors (“Board”) of Astro Malaysia Holdings Berhad (“Company”) the remuneration policies, and the revision thereof, for the Company's Executive Directors and Directors of subsidiary companies; and
- 1.2 Review and recommend to the Board the manner in which the Company's Executive Directors and/or Directors of subsidiary companies are to be remunerated in line with such policies. The remuneration however, shall be determined by the Board as a whole after taking into consideration the Committee's recommendation.
- 1.3 Review the performance evaluations of Key Senior Management of the Company and its subsidiaries (“Group”) who are direct reports of the Chief Executive Officer of the Company (“CEO”) to ensure objectivity and adherence to the established scheme of service for employees;
- 1.4 Recommend to the Board any proposal for pension and compensation scheme for the Company's Executive Directors, Directors of Subsidiary Companies and Key Senior Management;
- 1.5 Recommend to the Board the establishment of a long-term incentive plan for eligible employees and eligible executives of the Group such as share schemes or other equity-based incentive plans.
- 1.6 Administer the Management Share Scheme (“MSS”) for eligible employees and eligible executives of the Group in accordance with the by-laws governing the MSS (“By-Laws”) and in such manner as it shall deem fit pursuant to such powers and duties as are conferred upon it by the Board.
- 1.7 Recommend to the Board the overall bonus and salary increment proposals for the Group in respect of each financial year.

2. Composition

- 2.1 The Committee shall be appointed by the Board from among its members and shall comprise of at least three (3) Directors, all or the majority of whom shall be independent non-executive directors as defined in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“Listing Requirements”).
- 2.2 The Board shall appoint the Chairman of the Committee who shall be a Non-Executive Director.
- 2.3 Where the members of the Committee are reduced to not less than two (2), the Board shall within six (6) months of the said event or such longer period as the Board may determine, appoint such new members as may be required to make up the minimum number of three (3) members.
- 2.4 Members of the Committee may resign from the Committee with prior written notice to the Board and may continue to serve as directors of the Company.

2.5 The appointment of a member of the Board to the Committee shall terminate immediately upon the member ceasing to be a director of the Company.

2.6 The Secretary of the Company shall also act as the Secretary of the Committee. In the absence of the Secretary, the Chairman of the meeting may appoint another person to act on behalf of the Secretary for the purpose of the meeting.

3. Procedure

3.1 The Committee may regulate its own procedure, including and without limitation to creation of rules regarding calling and notice of meetings, quorum, voting.

3.2 Except in so far as amended by a unanimous resolution of the Committee, the following rules of procedure shall apply:-

- (a) The Committee shall meet at least once a year.
- (b) The Chairman or Secretary of the Committee on the requisition of the members, shall at any time summon a meeting of the Committee by giving three (3) days' advance notice or if the consent of all the members are obtained, by shorter notice.
- (c) No business shall be transacted at any meeting of the Committee unless a quorum of two (2) members is present. In the absence of the Chairman of the Committee, the remaining members present at a meeting shall elect one of their numbers to chair the meeting.
- (d) If within half an hour from the time appointed for the meeting a quorum is not present, the meeting shall be adjourned. The meeting shall stand adjourned to the same day, time and place in the next week or such other day, time and place as the members may determine. If at such adjourned meeting, a quorum is not present within 15 minutes from the time appointed for holding the meeting, the meeting shall be dissolved.
- (e) Attendance at a meeting may be in person or by way of participation via video or teleconference or such other means as may be agreed by the members.
- (f) The Committee may at its discretion invite one or more persons to attend the meeting.
- (g) Minutes of meeting shall be signed by the Chairman and distributed to each member of the Committee and the Board. The minutes shall be kept at the registered office of the Company under the custody of the Secretary of the Company and shall be open for inspection by the Board and external or internal auditor(s). Any request by the management or other persons to inspect the minutes shall be subject to the approval of the Committee.
- (h) A resolution in writing signed by all members in lieu of convening a formal meeting shall be as valid and effectual as if it had been passed at a meeting of the Committee duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more members.

- (i) All recommendations and findings of the Committee shall be submitted to the Board for approval. The Board's decision on recommendations and findings of the Committee shall be recorded by the Secretary.
- (j) The Committee may create subcommittees to perform particular functions, either generally or in specific instances.

4. Duties and Responsibilities

In order to carry out the purposes described above, the Committee shall have the following duties and responsibilities:-

- 4.1 The Committee shall in so far as it is in the best interest of the Company adhere to the Principles of and Recommendations prescribed under the Malaysian Code on Corporate Governance 2012, as amended or supplemented from time to time. In addition, the Company shall adhere to the relevant provisions of the Listing Requirements in respect of directors' remuneration, as amended or supplemented from time to time.
- 4.2 Recommend to the Board the remuneration and the terms and conditions of service of the Executive Directors of the Company and the Directors of subsidiary companies.
- 4.3 Design and implement an evaluation procedure for Executive Directors of the Company.
- 4.4 Evaluate the performance of Executive Directors of the Company on a yearly basis and make appropriate recommendations to the Board in respect of their remuneration packages which shall be competitive, performance-based and reflective of their contributions to the Group's long term growth and profitability, in line with corporate objectives and strategy.
- 4.5 Design an evaluation procedure for Non-Executive Directors of the Company and make appropriate recommendations to the Board in relation to remuneration.
- 4.6 Make recommendations to the Board in respect of the establishment of any incentive-compensation plans, share schemes, equity-based plans that apply to the eligible employees and eligible executives of the Group and be empowered to carry out all matters incidental thereto.
- 4.7 Administer the MSS in accordance with the provisions of the By-Laws and any amendments to the By-Laws that may be approved from time to time including to offer, grant and vest any share awards and/or benefits under the MSS, determine the eligibility of persons entitled to benefit thereunder and the terms and conditions to apply to such awards and/or benefits, amend the By-Laws as and when required, formulate guidelines and procedures relating to the administration of the MSS and be empowered to do all such acts and things as necessary or appropriate in relation to the MSS, subject to approval by the Board.
- 4.8 Review the performance evaluations of Key Senior Management of the Group who are defined as direct reports of the CEO of the Company to ensure objectivity and adherence to the established scheme of service for employees.
- 4.9 Review the performance of the Company and make recommendations to the Board in respect of the annual bonus and increment allocations for eligible employees of the Group.
- 4.10 To the extent the Committee deems advisable, retain compensation consultants to advise the Committee about levels and types of compensation being given by companies similar to the Company to their directors and any other matters the Committee deems appropriate.
- 4.11 To the extent the Committee deems advisable, consult with legal counsel (which may be counsel to the Company) about any matters, including tax deductibility to the Company and tax effects upon employees that the Committee deems relevant with regard to particular compensation related decisions.

- 4.12 Conduct an annual evaluation of its own performance.
- 4.13 Conduct an annual review of this Charter and recommend to the Board any changes the Committee deems appropriate.
- 4.14 Ensure that adequate disclosures on board remuneration policies and procedures, activities undertaken by the Committee and other matter which the Committee deems appropriate, are made in the annual report of the Company.

5 Rights and Powers of the Committee

- 5.1 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.
- 5.2 In carrying out its duties and responsibilities, the Committee shall have :-
 - (a) Full, free and unrestricted access to any information, records, property and personnel of the Group;
 - (b) Access to independent professional advice and expertise necessary for the performance of its duties; and
 - (c) Access to the advice and services of the Secretary of the Company.

6 Confidentiality

- 6.1 All papers, resolutions, minutes and deliberations of the RC are strictly and highly confidential.