



FOR IMMEDIATE RELEASE

Date: 20 May 2010

To:	Attention:	Fax No.:
Securities Commission	YBhg. Tan Sri Zarinah Anwar	03- 6201 5158
Bursa Malaysia Securities Berhad	Mr. Inderjit Singh	03- 2732 3267
ASTRO ALL ASIA NETWORKS plc	Ms. Sharon Liew	03- 9543 3007
Berita Harian	En. Ahmad Zaini Kamarulzaman	03- 2282 4340 / 2282 2425
Utusan Malaysia & Utusan Melayu	En. Mowardi Mahmud	03- 9223 0957 / 9223 6031
The Star	Mr. P. Gunasegaram	03- 7957 0694
Bernamea	Pn. Salbiah Said	03- 2694 9636
The New Straits Time Press (M) Bhd	En. Mustapha Kamil	03- 2282 7600
The Edge Financial Daily	Mr. M Shanmugam	03- 7721 8038 / 7721 8018
The Malaysian Reserve	En. Halim Wahab	03- 4045 5828
Nanyang Siang Pau Sdn Bhd	Ms. Tong Siok Ching	03- 7872 6993
Sin Chew Jit Poh (Malaysia)	Ms. Low Sow Wan	03- 7955 8379 / 7955 6881
China Press	Ms. Loh Yee Wei	03- 2282 7125

ASTRO HOLDINGS SDN BHD ("AHSB")

CONDITIONAL TAKE-OVER OFFER BY AHSB THROUGH CIMB INVESTMENT BANK BERHAD ("CIMB") TO ACQUIRE ALL THE VOTING SHARES IN ASTRO ALL ASIA NETWORKS PLC ("ASTRO") ("OFFER SHARES") AT A CASH OFFER PRICE OF RM4.30 FOR EACH OFFER SHARE ("OFFER")

We refer to the offer document dated 30 April 2010 which sets out the details of the Offer ("**Offer Document**").

On behalf of AHSB, we wish to announce that as at 5.00 p.m. (Malaysian time) on 20 May 2010, AHSB has received valid and complete acceptances from the holders of the Offer Shares, resulting in AHSB holding in aggregate (together with such voting shares in ASTRO ("**ASTRO Shares**") that are already acquired, held or entitled to be acquired or held by AHSB and persons acting in concert with AHSB ("**PACs**")), more than 90% of the total issued and paid-up share capital of ASTRO as at 20 May 2010. Accordingly, the Offer has become unconditional on 20 May 2010 ("**Unconditional Date**").



As set out in Sections 5 and 6 of the Offer Document:

- (1) AHSB does not intend to maintain the listing status of ASTRO; and
- (2) It is the intention of AHSB, to compulsorily acquire any Offer Shares held by the shareholders of ASTRO who have not accepted the Offer, pursuant to the compulsory acquisition provision of the Companies Act 2006 of the United Kingdom, if:
 - (a) AHSB receives acceptances of 90% or more in nominal value of the Offer Shares (other than the Offer Shares already held at the date of the Offer by AHSB and its PACs); and
 - (b) by virtue of acceptances of the Offer, the Offeror has acquired or unconditionally contracted to acquire:
 - (i) not less than 90% of the Offer Shares; and
 - (ii) not less than 90% of the voting rights attaching to the Offer Shares.

Accordingly, pursuant to Paragraphs 9.19(48) and 16.07 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("**Bursa Securities**"), AHSB will procure ASTRO to take the necessary procedures to withdraw its listing status from the Official List of Bursa Securities and the trading in securities of ASTRO will be suspended on the market day immediately following the expiry of five (5) market days from the date of the announcement by ASTRO that 90% or more of the ASTRO Shares are held by AHSB and its PACs and AHSB does not intend to maintain the listing status of ASTRO.

In view of the above, holders of the Offer Shares who have yet to accept the Offer are advised to refer to the Offer Document for the terms, conditions and procedures for acceptance of the Offer, should they wish to accept the Offer.

The Offer shall remain open for acceptances up to **5.00 p.m. (Malaysian time) on 3 June 2010 ("2nd Closing Date")**, being 14 days from the Unconditional Date, or such later date as CIMB may announce on behalf of AHSB. AHSB intends to close the Offer on the 2nd Closing Date. However, depending on the level of acceptances, AHSB may extend the Offer beyond the 2nd Closing Date, in accordance with the provisions of the Malaysian Code on Take-overs and Mergers 1998 ("**Code**").

The detailed disclosure on the level of acceptances of the Offer as at the Unconditional Date, in accordance with the requirement of Section 25(1) of the Code will be announced by way of press notice on the market day following the Unconditional Date.

Yours faithfully
for **CIMB INVESTMENT BANK BERHAD**

Ong Liang Heng
Head/Director
Corporate Finance

Chan Wan Shen
Director
Corporate Finance

cc:

AHSB (Attn: Ms Sasha Anthony, Fax No.: 03- 2380 6500)