

# Notice of Extraordinary General Meeting

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of AirAsia Berhad (the "Company") will be held at Asian Aviation Centre of Excellence (formerly known as AirAsia Academy), Lot PT25B, Jalan KLIA 55, Southern Support Zone, Kuala Lumpur International Airport, 64000 Sepang, Selangor Darul Ehsan, Malaysia on Wednesday, 4 June 2014 at 11.00 a.m. or immediately following the conclusion or the adjournment (as the case maybe) of the Twenty First Annual General Meeting ("AGM") of the Company, which will be held at the same venue and on the same day at 10.00 a.m., for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions:



**AIRASIA BERHAD**  
(COMPANY NO. 284669-W)  
Incorporated In Malaysia

## ORDINARY RESOLUTION 1

### PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE AND NEW SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE ("PROPOSED MANDATE")

"THAT approval be and is hereby given for the renewal of the existing shareholders' mandate and new shareholders' mandate for the Company to enter into recurrent related party transactions of a revenue or trading nature with the related parties ("Recurrent Related Party Transactions") as set out in Section 2.3 of Part A of the Circular to Shareholders dated 12 May 2014 ("Circular"), subject further to the following:

- (i) the Recurrent Related Party Transactions are entered into in the ordinary course of business which are necessary for the day-to-day operations and are on terms which are not more favourable to the related parties than those generally available to the public, and the Recurrent Related Party Transactions are undertaken on arm's length basis and on normal commercial terms which are not to the detriment of the minority shareholders of the Company;
- (ii) the disclosure is made in the annual report of the breakdown of the aggregated value of the Recurrent Related Party Transactions conducted pursuant to the shareholders' mandate during the financial year, among others, based on the following information:
  - (a) the type of Recurrent Related Party Transactions made; and
  - (b) the names of the related parties involved in each type of the Recurrent Related Party Transaction made and their relationship with the Company;
- (iii) the shareholders' mandate is subject to annual renewal and this shareholders' mandate shall only continue to be in full force until:
  - (a) the expiration of the next AGM of the Company following the Extraordinary General Meeting at which this shareholders' mandate is approved, at which time it will lapse, unless by a resolution passed at the next AGM, such authority is renewed;
  - (b) the expiration of the period within which the next AGM after the date is required to be held pursuant to Section 143(1) of the Companies Act, 1965 ("Act") (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Act); or
  - (c) revoked or varied by resolution passed by the shareholders of the Company in a general meeting,whichever is the earliest.

THAT the Directors of the Company and/or any one of them be and are hereby authorised to complete and do all such acts and things as they consider necessary or expedient in the best interest of the Company, including executing all such documents as may be required or necessary and with full powers to assent to any modifications, variations and/or amendments as the Directors of the Company in their discretion deem fit and expedient to give effect to the Recurrent Related Party Transactions contemplated and/or authorised by this Ordinary Resolution.

AND THAT as the estimates given for the Recurrent Related Party Transactions specified in Section 2.3 of Part A of the Circular being provisional in nature, the Directors of the Company and/or any one of them be and are hereby authorised to agree to the actual amount or amounts thereof provided always that such amount or amounts comply with the procedures set out in Section 2.6 of Part A of the Circular."

## ORDINARY RESOLUTION 2

### PROPOSED PURCHASE BY THE COMPANY OF UP TO TEN PER CENT (10%) OF ITS OWN ISSUED AND PAID-UP SHARE CAPITAL ("PROPOSED SHARE BUY-BACK")

"THAT, subject always to the Companies Act, 1965 ("Act") and all applicable rules, regulations and orders made pursuant to the Act, the provisions of the Company's Memorandum and Articles of Association and the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") ("Listing Requirements") and conditional upon the approvals of all relevant regulatory authorities being obtained, where required, the Company be and is hereby authorised to purchase and/or hold such number of ordinary share(s) of RM0.10 each in the Company ("Shares") under the Proposed Share Buy-Back ("Purchased Shares") upon such terms and conditions as the board of directors of the Company ("Board") may deem fit and expedient in the best interest of the Company provided that:

- (i) the aggregate number of Purchased Shares does not exceed ten per cent (10%) of the issued and paid-up share capital of the Company at any point of time; and
- (ii) the maximum amount of funds to be allocated for the Purchased Shares shall be backed by an equivalent amount of share premium and/or retained earnings of the Company;

THAT the Board be and is hereby authorised to decide at its discretion either to retain the Purchased Shares as treasury shares and/or to cancel the Purchased Shares and/or to retain the Purchased Shares as treasury shares for distribution as share dividends to the shareholders of the Company and/or to be resold through Bursa Securities in accordance with the relevant rules of Bursa Securities and/or cancelled subsequently and/or retain part of the Purchased Shares in such other manner as may be prescribed by the Act and the relevant rules, regulations, guidelines, requirements and/or other orders of Bursa Securities and any other relevant authorities for the time being in force.

THAT the Board be and is hereby authorised to sign and execute all documents, do all acts, deeds and things (including the opening and maintaining of a central depositories account(s) under the Securities Industry (Central Depositories) Act, 1991), as may be required to give effect to any conditions, variations, modifications and/or amendments in any manner as may be required or permitted by any acts, deeds and things in any manner as they may deem necessary or expedient to implement, finalise and give full effect to the Proposed Share Buy-Back.

AND THAT the authority conferred by this ordinary resolution shall commence upon the passing of this ordinary resolution and will continue to be in force until:

- (i) the conclusion of the next AGM of the Company at which time the authority shall lapse, unless by ordinary resolution passed at that meeting, the authority is renewed either unconditionally or subject to conditions; or
- (ii) the expiration of the period within which the next AGM of the Company is required by law to be held; or
- (iii) revoked or varied by an ordinary resolution of the shareholders of the Company at a general meeting of the Company,

whichever occurs first but not so as to prejudice the completion of purchase(s) by the Company before the aforesaid expiry date."

## BY ORDER OF THE BOARD

JASMINDAR KAUR A/P SARBAN SINGH  
(MAICSA NO. 7002687)  
Company Secretary  
Selangor Darul Ehsan, Malaysia  
12 May 2014

## Notes:

- 1 Pursuant to the Securities Industry (Central Depositories) (Foreign Ownership) Regulations 1996 and Article 43(1) of the Company's Articles of Association, only those Foreigners (as defined in the Articles) who hold shares up to the current prescribed foreign ownership limit of 45.0% of the total issued and paid-up capital, on a first-in-time basis based on the Record of Depositors to be used for the Extraordinary General Meeting, shall be entitled to vote. A proxy appointed by a Foreigner not entitled to vote, will similarly not be entitled to vote. Consequently, all such disenfranchised voting rights shall be automatically vested in the Chairman of the Extraordinary General Meeting.
- 2 A member must be registered in the Record of Depositors at 5.00 p.m. on 28 May 2014 ("General Meeting Record of Depositors") in order to attend and vote at the Extraordinary General Meeting. A depositor shall not be regarded as a Member entitled to attend the Extraordinary General Meeting and to speak and vote thereat unless his name appears in the General Meeting Record of Depositors. Any changes in the entries on the Record of Depositors after the abovementioned date and time shall be disregarded in determining the rights of any person to attend and vote at the Extraordinary General Meeting.
- 3 A member entitled to attend and vote is entitled to appoint a proxy (or in the case of a corporation, to appoint a representative), to attend and vote in his stead. There shall be no restriction as to the qualification of the proxy(ies).
- 4 The Form of Proxy in the case of an individual shall be signed by the appointor or his attorney, and in the case of a corporation, either under its common seal or under the hand of an officer or attorney duly authorised.
- 5 Where a member appoints two proxies, the appointment shall be invalid unless he specifies the proportion of his shareholdings to be represented by each proxy.
- 6 Where a Member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("omnibus account"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
- 7 The Form of Proxy or other instruments of appointment shall not be treated as valid unless deposited at the Registered Office of the Company at B-13-15, Level 13, Menara Prima Tower B, Jalan PJU 1/39, Dataran Prima, 47301 Petaling Jaya, Selangor Darul Ehsan not less than forty-eight (48) hours before the time set for holding the meeting. **Faxed copies of the duly executed Form of Proxy are not acceptable.**