

# Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN THAT the Sixteenth Annual General Meeting of AirAsia Berhad (284669-W) ("the Company") will be held at AirAsia Academy, Lot PT25B, Jalan KLIA S5, Southern Support Zone, Kuala Lumpur International Airport, 64000 Sepang, Selangor Darul Ehsan on Monday, 3 August, 2009 at 10.00 a.m. for the following purposes:-

## As Ordinary Business

1. To receive and consider the Audited Financial Statements together with the Reports of the Directors and Auditors thereon for the year ended 31 December 2008. **(Resolution 1)**
2. To approve Directors' Fees of RM983,000 for the financial year ended 31 December 2008. **(Resolution 2)**
3. To re-elect the following Directors who retire pursuant to Article 124 of the Company's Articles of Association:  
a) Dato' Sri Anthony Francis Fernandes **(Resolution 3)**  
b) Dato' Kamarudin Bin Meranun **(Resolution 4)**
4. To consider and, if thought fit, pass the following resolution pursuant to Section 129 of the Companies Act, 1965:  
"THAT Dato' Leong Sonny @ Leong Khee Seong, retiring in accordance with Section 129 of the Companies Act, 1965, be and is hereby re-appointed as a Director of the Company to hold office until the next Annual General Meeting" **(Resolution 5)**
5. To re-appoint Messrs PricewaterhouseCoopers as Auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 6)**

## As Special Business

To consider and if thought fit, to pass, with or without modifications, the following Resolution:

### 6. Ordinary Resolution – Authority to Allot Shares Pursuant to Section 132D of the Companies Act, 1965

"THAT pursuant to Section 132D of the Companies Act, 1965 and subject to the approvals of the relevant governmental/regulatory authorities, the Directors be and are hereby empowered to issue shares in the capital of the Company from time to time and upon such terms and conditions and for such purposes as the Directors may in their discretion deem fit, provided that the aggregate number of shares to be issued pursuant to this resolution does not exceed 10% of the issued share capital of the Company for the time being (excluding the number of ordinary shares arising from the exercise of the Employees' Share Option Scheme) and that the Directors be and are hereby also empowered to obtain the approval from the Bursa Malaysia Securities Berhad for the listing and quotation of the additional shares so issued and that such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company."

**(Resolution 7)**

## Other Ordinary Business

7. To transact any other business for which due notice shall have been given in accordance with the Articles of Association of the Company and the Companies Act, 1965.

By Order of the Board

**Jasmindar Kaur A/P Sarban Singh (MAICSA 7002687)**

Company Secretary  
Selangor Darul Ehsan  
26 June, 2009

## Notes:

### 1. Extension of time to table the audited financial statements for the year ended 31 December 2008 at the Sixteenth Annual General Meeting

The Companies Commission of Malaysia vide its letter dated 20 May 2009 had granted the Company an extension of time up to 31 August 2009 to table its audited financial statements for the year ended 31 December 2008 at the Sixteenth Annual General Meeting.

### 2. Proxy

- a. 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 forthcoming Annual General Meeting, shall be entitled to vote. Consequently, a proxy appointed by a Foreigner not entitled to vote, will similarly not be entitled to vote, and such disenfranchised voting rights shall be automatically vested in the Chairman of the forthcoming Annual General Meeting.
- b. 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. A proxy need not be a member of the Company.
- c. The Proxy Form 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.
- d. 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.
- e. Where a member of the Company is an authorised nominee as defined under the Central Depositories Act, it may appoint at least one but not more than two (2) proxies in respect of each securities account it holds to which ordinary shares in the Company are credited.
- f. The Proxy Form or other instruments of appointment shall not be treated as valid unless deposited at the Registered Office of the Company at 25-5, Block H, Jalan PJU 1/37, 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.**

### 3. Explanatory Note to Special Business:

#### Ordinary Resolution – Resolution 7 – Authority to Directors to issue and allot shares pursuant to Section 132D of the Companies Act, 1965.

The effect of the resolution under Resolution 7 above, if passed, will empower the Directors to allot and issue new ordinary shares up to 10% of the issued capital of the Company for the time being for such purposes as the Directors consider would be in the interest of the Company. This authority will commence from the date of this Annual General Meeting and unless revoked or varied by the Company at a general meeting, will expire at the conclusion of the next Annual General Meeting of the Company.