



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

# Notice of Extraordinary General Meeting

**NOTICE IS HEREBY GIVEN THAT** the Extraordinary General Meeting of AirAsia Berhad (“**AAB**” or the “**Company**”) will be held at Asian Aviation Centre of Excellence, Lot PT25B, Jalan KLIA S5, Southern Support Zone, Kuala Lumpur International Airport, 64000 Sepang, Selangor Darul Ehsan, Malaysia on Monday, 8 January 2018 at 11.00 a.m. or immediately following the conclusion of the Court Convened Meeting for shareholders of the Company (which will be held at the same venue and on the same day at 10.00 a.m.) whichever is later, or at any adjournment thereof, for the purpose of considering and if thought fit, passing with or without modifications, the following resolutions:-

## ORDINARY RESOLUTION

### PROPOSED INTERNAL REORGANISATION

“**THAT** subject to the relevant regulatory approvals being obtained, and subject to the passing of the following resolution, approval be and is hereby given to the Board of Directors of the Company (“**Board**”) to implement the following:

- (a) proposed exchange of 3,341,974,080 ordinary shares in AAB (including 100,000 treasury shares) (“**AAB Share(s)**”), representing the entire issued share capital of AAB, with 3,341,974,080 new ordinary shares in AirAsia Group Berhad (“**AAGB**”) (“**AAGB Share(s)**”), on the basis of 1 new AAGB Share for every 1 existing AAB Share held on an entitlement date to be determined and announced later; and
- (b) proposed assumption of the listing status of AAB by AAGB and the admission of AAGB to and withdrawal of AAB from the Official List of Bursa Malaysia Securities Berhad (“**Bursa Securities**”), with the listing of and quotation of the new AAGB Shares on the Main Market of Bursa Securities;

(collectively referred to as the “**Proposed Internal Reorganisation**”),

**THAT** the Board be and is hereby authorised to complete and give effect to the Proposed Internal Reorganisation and to do all acts and things for and on behalf of the Company as the Directors may consider necessary or expedient with full power to:

- (a) execute any other agreements in relation to the Proposed Internal Reorganisation and such other agreements, deeds, instruments, undertakings, declaration and/or arrangements including any supplementary or variation agreements and documents in connection therewith and to give full effect to and complete the Proposed Internal Reorganisation; and
- (b) assent to any conditions, modifications, variations and/or amendments as may be imposed or permitted by Bursa Securities and any other relevant authorities or as may be deemed necessary by the Directors in the best interest of the Company and to take all steps and do all acts and things in any manner as they may deem necessary and/or expedient to finalise, implement, to give full effect to and complete the Proposed Internal Reorganisation;

**AND THAT** all previous actions taken by the Directors of the Company for the purpose of or in connection with the Proposed Internal Reorganisation be and are hereby adopted, approved and ratified.”

By Order of the Board,  
**AIRASIA BERHAD**

**JASMINDAR KAUR A/P SARBAN SINGH**  
(MAICSA 7002687)

Company Secretary  
Selangor Darul Ehsan  
Malaysia  
14 December 2017

### Notes on Appointment of Proxy

- (a) Pursuant to the Securities Industry (Central Depositories) (Foreign Ownership) Regulations 1996 and Article 43(1) of the Company's Constitution, only those Foreigners (as defined in the Constitution) who hold shares up to the current prescribed foreign ownership limit of 45.0% of the total issued share 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.
- (b) A member must be registered in the Record of Depositors at 5.00 p.m. on 2 January 2018 (“**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.
- (c) A member entitled to attend and vote is entitled to appoint up to 2 proxies (or in the case of a corporation, to appoint representative(s) in accordance with Section 333 of the Companies Act, 2016), to attend and vote in his stead. There shall be no restriction as to the qualification of the proxy(ies).
- (d) 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.
- (e) Where a member appoints 2 proxies, the appointment shall be invalid unless he specifies the proportion of his shareholdings to be represented by each proxy.
- (f) 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.
- (g) The Proxy Form 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, Malaysia not less than 48 hours before the time set for holding the Extraordinary General Meeting. **Faxed copies of the duly executed form of proxy are not accepted.**
- (h) Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in this Notice will be put to vote by way of poll.