

# Notice of Extraordinary General Meeting

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting of AirAsia Berhad (“**AAB**” or “**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, 9 May 2016 at 10.00 a.m., or at any adjournment thereof, for the purpose of considering and if thought fit, passing with or without modifications, the following resolution:



**AIRASIA BERHAD**  
(COMPANY NO. 284669-W)

(Incorporated in Malaysia under the Companies Act, 1965)

## ORDINARY RESOLUTION 1

**PROPOSED ISSUANCE OF 559,000,000 NEW ORDINARY SHARES OF RM0.10 EACH IN AAB (“AAB SHARES”) (“SUBSCRIPTION SHARES”), REPRESENTING APPROXIMATELY 16.7% OF THE ENLARGED ISSUED AND PAID-UP SHARE CAPITAL OF AAB, TO TUNE LIVE SDN. BHD. (COMPANY NO. 948620-U) (“SUBSCRIBER”) IN ACCORDANCE WITH THE TERMS AND CONDITIONS OF THE SUBSCRIPTION AGREEMENT DATED 1 APRIL 2016 (“SUBSCRIPTION AGREEMENT”) (“PROPOSED SHARES ISSUANCE”)**

“**THAT** subject to the approval of Bursa Malaysia Securities Berhad (“**Bursa Securities**”) for the listing of and quotation for the Subscription Shares on the Main Market of Bursa Securities and all the requisite consents/approvals of the relevant authorities and/or parties being obtained, approval be and is hereby given to the Board of Directors of the Company (“**Board**”) to issue and allot the Subscription Shares at the issue price referred to below to the Subscriber, a person connected to Tan Sri Dr. Anthony Francis Fernandes and Datuk Kamarudin bin Meranun by virtue of their directorships and shareholdings in the Subscriber;

**THAT** approval be and is hereby given for the Board to adjust the issue price per Subscription Share of RM1.84 to RM1.80 as a result of the first and final dividend of 4 sen each per AAB Share which was announced by the Company on 31 March 2016, and the Board be and is hereby authorised with full powers to make further adjustments to the issue price (where necessary) in accordance with the Subscription Agreement;

**THAT** approval be and is hereby given for the Company to utilise the proceeds from the Proposed Shares Issuance for the purposes set out in the circular to shareholders dated 22 April 2016, and the Board be and is hereby authorised with full powers to vary the manner and/or purpose of utilisation of such proceeds in such manner as the Board shall in its absolute discretion deem fit, necessary, expedient and/or appropriate and in the best interest of the Company, subject to the approval of the relevant authorities, where required;

**THAT** the Subscription Shares shall, upon issuance and allotment, rank *pari passu* in all respects with the existing AAB Shares, save and except that the Subscription Shares shall not be entitled to any dividends, rights, allotments and/or other distributions that may be declared, made or paid for which the entitlement date is before the date of allotment of such Subscription Shares;

**AND THAT** the Board be and is hereby authorised to do all acts, deeds, things and execute all necessary documents as the Board may consider necessary or expedient, and to take all such necessary steps to give effect to the Proposed Shares Issuance with full powers to consent to and to adopt such conditions, variations, modifications and/or amendments in any manner as may be required or imposed by the relevant authorities in respect of the Proposed Shares Issuance or as the Board may deem necessary or expedient, and to deal with all matters relating thereto and to take such steps and do all acts and things in any manner as the Board may deem necessary or expedient to implement, finalise and give full effect to the Proposed Shares Issuance in the best interest of the Company.”

## BY ORDER OF THE BOARD

JASMINDAR KAUR A/P SARBAN SINGH  
(MAICSA 7002687)

Company Secretary  
Selangor Darul Ehsan  
Malaysia  
22 April 2016

## 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 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.
- b) A member must be registered in the Record of Depositors at 5.00 p.m. on 3 May 2016 (“**General Meeting Record of Depositors**”) in order to attend and vote at the Meeting. A depositor shall not be regarded as a Member entitled to attend the 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 Meeting.
- c) 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).
- 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 two 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 forty-eight (48) hours before the time set for holding the meeting. **Faxed copies of the duly executed form of proxy are not acceptable.**