



AIRASIA GROUP BERHAD
(Company No: 1244493-V)



ADMINISTRATIVE DETAILS

ND

ANNUAL GENERAL MEETING OF AIRASIA GROUP BERHAD

27 June 2019 (Thursday) at 10.00AM

TO BE HELD AT **CAE KUALA LUMPUR**
LOT PT25B, JALAN KLIA S5, SOUTHERN SUPPORT ZONE,
KUALA LUMPUR INTERNATIONAL AIRPORT, 64000
SEPANG, SELANGOR DARUL EHSAN, MALAYSIA.

PARKING

- The number of available parking bays at CAE Kuala Lumpur for visitors is limited. Parking is free only at CAE Kuala Lumpur on a first come basis, subject to availability.

REGISTRATION

- Registration will start at 8.00 a.m. and will remain open until the conclusion of the Annual General Meeting ("AGM") or such time as may be determined by the Chairman of the meeting.
- Please read the signage placed around CAE Kuala Lumpur as to where you should register yourself for the meeting and join the queue accordingly.
- Please produce your original Identity Card ("IC") or passport (for foreigners) during registration for verification and ensure that you collect your IC or passport thereafter.
- No person will be allowed to register on behalf of another person even with the original IC or Passport of that other person.
- Upon verification and registration:
 - Please sign on the Attendance List and an identification wristband will be provided at the registration counter;
 - If you are attending the AGM as a shareholder as well as proxy, you will be registered once and will only be given one identification wristband; and
 - No person will be allowed to enter the meeting hall of CAE Kuala Lumpur without wearing the identification wristband. There will be no replacement in the event that you lose/misplace the identification wristband. The said wristband has a passcode printed which will be required for electronic voting purpose.
- The registration counter will only handle verification of identity and registration of attendance.
- Help desk support is available for any other enquiries/ assistance/revocation of proxy's appointment.

BREAKFAST

- Only breakfast will be provided at the AGM.

BREAKFAST VOUCHER


- Breakfast Voucher will be given upon registration on first come first served basis for up to the first 1000 registered shareholders/proxies/corporate representatives.
- A Breakfast Voucher will be given to each shareholder/proxy/corporate representative who is present personally during the registration at the AGM.
- One registered shareholder/proxy/corporate representative shall be entitled to only one (1) Breakfast Voucher (Voucher is non-transferable).

COMPLIMENTARY/DOOR GIFT

- No door gift or complimentary gift** will be given out during the AGM.

TRANSPORTATION

- The Company shall provide complimentary bus shuttle service as per schedule below:

SHUTTLE BUS SCHEDULE		
KLIA2 – CAE		CAE – KLIA2
0800hrs	AGM SHUTTLE SERVICE	1200hrs
0830hrs		1215hrs
0900hrs		1230hrs
0930hrs		1245hrs
1000hrs		
Pickup point: KLIA2 - Transportation Hub located on Level 1 of the Gateway@KLIA2		Pickup point: CAE-Guard House

MAP TO CAE KUALA LUMPUR



EVENT DETAILS

- The event details given above may be changed or updated up until the date of the meeting itself.
- For the latest information, please refer to the **Investor Relations page** on airasia.com/aagbir or email the Investor Relations team at maa_ir@airasia.com

VOTING AT MEETING

Pursuant to the Paragraph 8.29A of the Listing Requirements, all resolutions to be tabled at the meeting will be voted by poll instead of by show of hands. For this purpose, the Company has appointed Tricor Investor and Issuing House Services Sdn Bhd ("Tricor") to conduct the poll voting electronically via Tricor e-Vote application ("Tricor e-Vote App") and Cooper Professional Scrutineers Sdn Bhd as scrutineers to verify the poll results.

VOTING USING YOUR OWN SMARTPHONE DEVICE

- Shareholders and proxy holders ("voters") are advised to download Tricor e-Vote app onto their smartphone/tablets ("devices") before attending the meeting.
- Tricor e-Vote app download is available at no cost from Google Play Store or Apple App Store.
- Please refer to the information below on how to download the Tricor e-Vote app.
- To use Tricor e-Vote, you need to connect to the WI-FI network provided by Tricor.
- Go to your device setting, choose the Wi-Fi name and enter the password to join:-

Wi-Fi name: Tricor_eVote | Password: aagb2706

- You are encouraged to approach Tricor's personnel at the Device Counter to check your devices' readiness to participate in the poll voting.

VOTERS WHO DO NOT HAVE DEVICES

- You will be provided with a device when you attend the meeting.
- Please proceed to the Device Counter for separate registration to obtain a device.
- Upon conclusion of the AGM, please return the device to the Device Counter.

ACCESS TO TRICOR E-VOTE APP

- You will be required to use the camera function of your device to capture the passcode to access Tricor e-Vote app.
- Detailed instruction on how to vote will be provided in the meeting before the start of the voting session.

Voting for all the resolutions set out in the Notice of AGM will take place concurrently upon the conclusion of the deliberations of all the businesses to be transacted at the AGM.

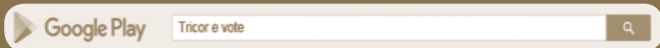
HOW TO DOWNLOAD TRICOR E-VOTE

Google Play Store (Android) Minimum version of Android 4.0.3 or later

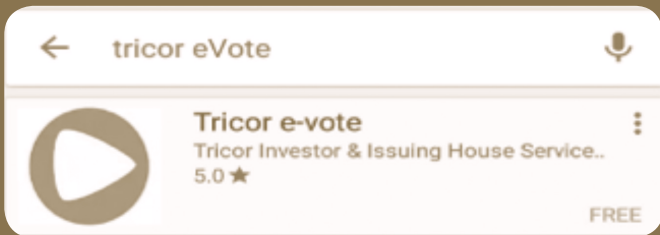
1. Locate the **Play Store icon** and tap on it to open.



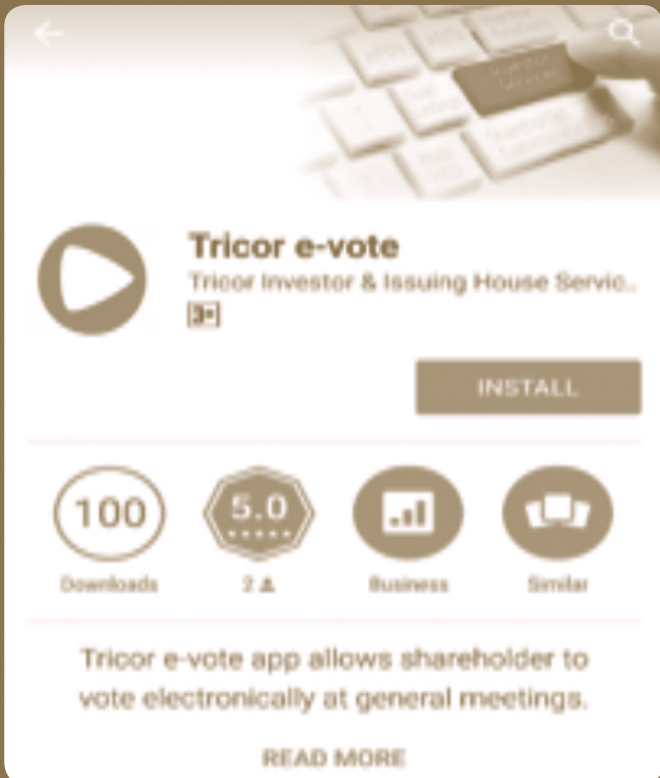
2. Type in the name of the app: "**Tricor e-Vote**", into the menu bar and search.



3. Tapping the three dots on the right side of the box will provide options to install right away.



4. Tap the Install button to start downloading. You will be prompted to provide certain device permissions for the installation to continue.



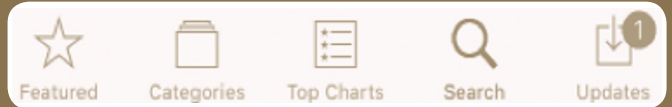
5. Once the download and installation are completed, you can tap the Open button in the Play Store listing, or tap the icon from the notification tray to open your app. Otherwise, the app will be accessible by tapping the Apps icon in the bottom of your home screen, assuming an icon hasn't already been put on your home screen.

Apple App Store (iOS) Minimum version of iOS 8.0 or later

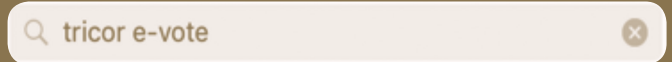
1. Open the **App Store** application



2. Tap the **Search icon** at the bottom of the screen.



3. Enter the **app name**: "**Tricor e-vote**" and tap Search.



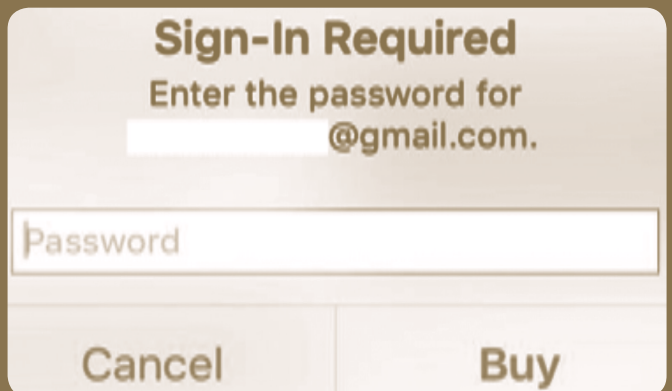
4. Tap on 'Get' button



5. Tap on 'Install' button to start downloading



6. Enter your Apple ID Password. Click 'Buy' to proceed (please note that there is no cost incurred)



7. Once the download and installation are completed, you can tap the Open button in the App Store listing. Otherwise, the app will be accessible by tapping the App icon in your home screen.

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Second Annual General Meeting of AirAsia Group Berhad (1244493-V) ("the Company") will be held at CAE Kuala Lumpur, Lot PT25B, Jalan KLIA S5, Southern Support Zone, Kuala Lumpur International Airport, 64000 Sepang, Selangor Darul Ehsan, Malaysia on Thursday, 27 June 2019 at 10.00 a.m. for the following purposes: -

AS ORDINARY BUSINESS

1. To receive the Audited Financial Statements together with the Reports of the Directors and Auditors thereon for the financial year ended 31 December 2018.

Please refer to Note A.

2. To approve the Non-Executive Directors' Remuneration as described in Note B for the period from 28 June 2019 until the next Annual General Meeting of the Company to be held in the year 2020.

Please refer to Note B.

3. To re-elect the following Directors of the Company who retire by rotation pursuant to Rule 119 of the Company's Constitution and who being eligible had offered themselves for re-election: -

i. Dato' Abdel Aziz @ Abdul Aziz bin Abu Bakar; and

ii. Mr. Stuart L. Dean.

4. To re-appoint Messrs Ernst & Young as Auditors of the Company and to authorise the Directors to determine their remuneration.

(Ordinary Resolution 1)

(Ordinary Resolution 2)

(Ordinary Resolution 3)

(Ordinary Resolution 4)

AS SPECIAL BUSINESS

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

5. **AUTHORITY TO ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT, 2016 ("ACT")**

"**THAT** pursuant to Sections 75 and 76 of the Act and subject to the approval of the relevant authorities, the Directors of the Company be and are hereby empowered to issue shares in the Company from time to time and upon such terms and conditions and for such purposes and to such persons whomsoever as the Directors may, in their absolute discretion, deem fit provided that the aggregate number of shares issued pursuant to this resolution during the preceding 12 months does not exceed 10% of the total number of issued shares (excluding treasury shares) of the Company for the time being and that the Directors be and also empowered to obtain approval for the listing of and quotation for the additional shares so issued on the Main Market of Bursa Malaysia Securities Berhad **AND THAT** such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company after the approval was given or at the expiry of the period within which the next Annual General Meeting is required to be held after the approval was given, whichever is earlier unless revoked or varied by an ordinary resolution of the Company at a general meeting."

Please refer to Note C.

(Ordinary Resolution 5)

6. **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 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 the Circular to Shareholders dated 30 April 2019 ("**Circular**"), subject further to the following:

- (i) the Recurrent Related Party Transactions are entered into in the ordinary course of business which are:
 - (a) necessary for the day-to-day operations;
 - (b) on normal commercial terms and transaction price which are not more favourable to the related parties than those generally available to the public;
 - (c) undertaken on arm's length basis; and
 - (d) not to the detriment of the minority shareholders of the Company;

- (ii) the shareholders' mandate is subject to annual renewal and this shareholders' mandate shall only continue to be in full force until:
 - (a) the conclusion of the next Annual General Meeting ("**AGM**") of the Company following the AGM at which this shareholders' mandate is approved, at which time it will lapse, unless by an ordinary resolution passed at that 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 340(2) of the Companies Act, 2016 ("**Act**") (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
 - (c) revoked or varied by ordinary resolution passed by the shareholders of the Company in a general meeting of the Company,

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 and take all such steps and to execute all such transactions, deeds, agreements, arrangements and/or undertakings as the Directors in their discretion deem fit, necessary, expedient and/or appropriate in the best interest of the Company in order to implement, finalise and give full effect to the Recurrent Related Party Transactions with full powers to assent to any modifications, variations and/or amendments thereto.

AND THAT as the estimates given for the Recurrent Related Party Transactions specified in Section 2.3 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 the Circular."

Please refer to Note D.

**(Ordinary
Resolution 6)**

7. PROPOSED SHARE BUY-BACK AUTHORITY BY AIRASIA GROUP BERHAD ("THE COMPANY")

"**THAT** subject always to the Companies Act 2016 ("**the Act**"), the Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("**Bursa Securities**") ("**Listing Requirements**") and all other applicable laws, guidelines, rules and regulations, the Company be and is hereby authorised, to the fullest extent permitted by law, to purchase such number of issued shares in the Company as may be determined by the Directors of the Company from time to time through Bursa Securities upon such terms and conditions as the Directors may deem fit and expedient in the best interest of the Company provided that:

- i. the aggregate number of issued shares in the Company ("**Shares**") purchased ("**Purchased Shares**") or held by the Company pursuant to this resolution does not exceed ten per cent (10%) of the total number of issued shares of the Company at any point in time; and
- ii. the maximum amount of funds to be allocated by the Company for the purpose of purchasing its Shares shall not exceed the amount of the retained profits of the Company at the time of the purchase,

("Proposed Share Buy-Back").

THAT the authority to facilitate the Proposed Share Buy-Back will commence immediately upon passing of this Ordinary Resolution and will continue to be in force until:

- a. the conclusion of the next Annual General Meeting of the Company, following at which time the authority shall lapse, unless the authority is renewed by ordinary resolution passed at that meeting, either unconditionally or subject to conditions; or
- b. the expiration of the period within which the next annual general meeting of the Company is required by law to be held; or
- c. the authority is revoked or varied by ordinary resolution passed by the shareholders of the Company at a general meeting,

whichever occurs first, but shall not prejudice the completion of purchase(s) by the Company of its own Shares before the aforesaid expiry date and, in any event, in accordance with the provisions of the Act, Constitution of the Company, Listing Requirements and any applicable laws, rules, regulations, orders, guidelines and requirements issued by any relevant authorities.

THAT the Directors of the Company be and are hereby authorised, at their discretion, to deal with the Purchased Shares until all the Purchased Shares have been dealt with by the Directors in the following manner as may be permitted by the Act, Listing Requirements, applicable laws, rules, regulations, guidelines, requirements and/or orders of any relevant authorities for the time being in force:

- i. To cancel all or part of the Purchased Shares;
- ii. To retain all or part of the Purchased Shares as treasury shares;
- iii. To distribute all or part of the Purchased Shares as dividends to shareholders;
- iv. To resell all or part of the Purchased Shares on Bursa Securities in accordance with the relevant rules of Bursa Securities;
- v. To transfer all or part of the Purchased Shares for the purposes of or under an employees' share scheme;
- vi. To transfer all or part of the Purchased Shares as purchase consideration; and/or
- vii. In any other manner as may be prescribed by applicable laws and/or regulations and guidelines applied from time to time by Bursa Securities, and/or any other relevant authority for the time being in force,

AND THAT the Directors of the Company be and are hereby authorised to take all such steps as are necessary or expedient (including without limitation, the opening and maintaining of central depository account(s) under Securities Industry (Central Depositories) Act, 1991, and to enter into or execute, on behalf of the Company, any instrument, agreement and/or arrangement with any person, and with full power to assent to any condition, modification, variation and/or amendment as may be imposed by Bursa Securities or any relevant regulatory authority, and/or as may be required in the best interest of the Company and to take all such steps as the Directors may deem fit, necessary and expedient in the best interest of the Company in order to implement, finalise and give full effect to the purchase by the Company of its Shares."

Please refer to Note E.

OTHER ORDINARY BUSINESS

8. To transact any other business of which due notice shall have been given.

By Order of the Board

JASMINDAR KAUR A/P SARBAN SINGH

(MAICSA 7002687)

LAU YEN HOON

(MAICSA 7061368)

Company Secretaries
Kuala Lumpur
30th day of April 2019

**(Ordinary
Resolution 7)**

NOTES ON APPOINTMENT OF PROXY

1. Pursuant to the Securities Industry (Central Depositories) (Foreign Ownership) Regulations 1996 and Rule 41(a) 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 number of issued shares of the Company, on a first-in-time basis based on the Record of Depositors to be used for the forthcoming Annual General Meeting ("AGM"), 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 AGM.
2. A member must be registered in the Record of Depositors at 5.00 p.m. on 20 June 2019 ("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.
3. A member entitled to attend and vote is entitled to appoint not more than two (2) proxies (or in the case of a corporation, to appoint a 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).
4. 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.
5. Where a member appoints two (2) 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 Proxy Form or other instruments of appointment shall not be treated as valid unless deposited at the Registered Office of the Company at Unit 30-01, Level 30, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Wilayah Persekutuan, 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.**
8. 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.
9. By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

EXPLANATORY NOTES:

- A. This Agenda item is meant for discussion only in accordance with Sections 248(2) and 340(1) of the Companies Act, 2016 ("the Act"). The audited financial statements do not require the formal approval of shareholders and hence, the matter will not be put forward for voting.
- B. **To approve the Non-Executive Directors' Remuneration for the period from 28 June 2019 until the next Annual General Meeting of the Company to be held in the year 2020.**

The Board affirmed for an increase in the basic board fee from RM250,000 per annum to RM262,500 per annum and no change to the Committee fees for the period from 28 June 2019 until the next Annual General Meeting of the Company to be held in the year 2020 as shown below: -

Non-Executive Directors' Fees (per annum)	Non-Executive Chairman (RM)	Per Non-Executive Director/Per other Committee Member (RM)
Board of Directors	NA	262,500
Audit Committee	75,000	60,000
Nomination and Remuneration Committee	55,000	35,000
Safety Review Board	55,000	35,000
Risk Management Committee	55,000	35,000

Non-Executive Directors' Benefits (per attendance by each director or committee member)	Board Directors (RM)	Board Committees (RM)
Meeting allowance	2,000	2,000

Other Non-Executive Directors' Benefits	
Insurance premiums on medical coverage, and other claimable expenses incurred in the course of carrying out their duties.	Up to a total amount of RM100,000 for all Non-Executive Directors

The Shareholders' approval is being sought under Ordinary Resolution 1 in accordance with the remuneration structure as set out above and to authorise the Directors to disburse the fees on a monthly basis.

C. **Authority to allot shares pursuant to Sections 75 and 76 of the Act (Ordinary Resolution 5)**

Ordinary Resolution 5 has been proposed for the purpose of renewing the general mandate for issuance of shares by the Company under Sections 75 and 76 of the Act ("General Mandate"). Ordinary Resolution 5, if passed, will give the Directors of the Company authority to issue ordinary shares in the Company at their discretion without having to first convene another general meeting. The General Mandate will, unless revoked or varied by the Company in a general meeting, expire at the conclusion of the next Annual General Meeting ("AGM") or the expiration of the period within which the next AGM is required by law to be held, whichever is earlier.

The General Mandate, if granted, will provide the flexibility to the Company for any future fund-raising activities, including but not limited to further placing of shares for the purposes of funding future investment project(s), repayment of bank borrowing, working capital and/or acquisition(s) and thereby reducing administrative time and costs associated with the convening of additional shareholders meeting(s).

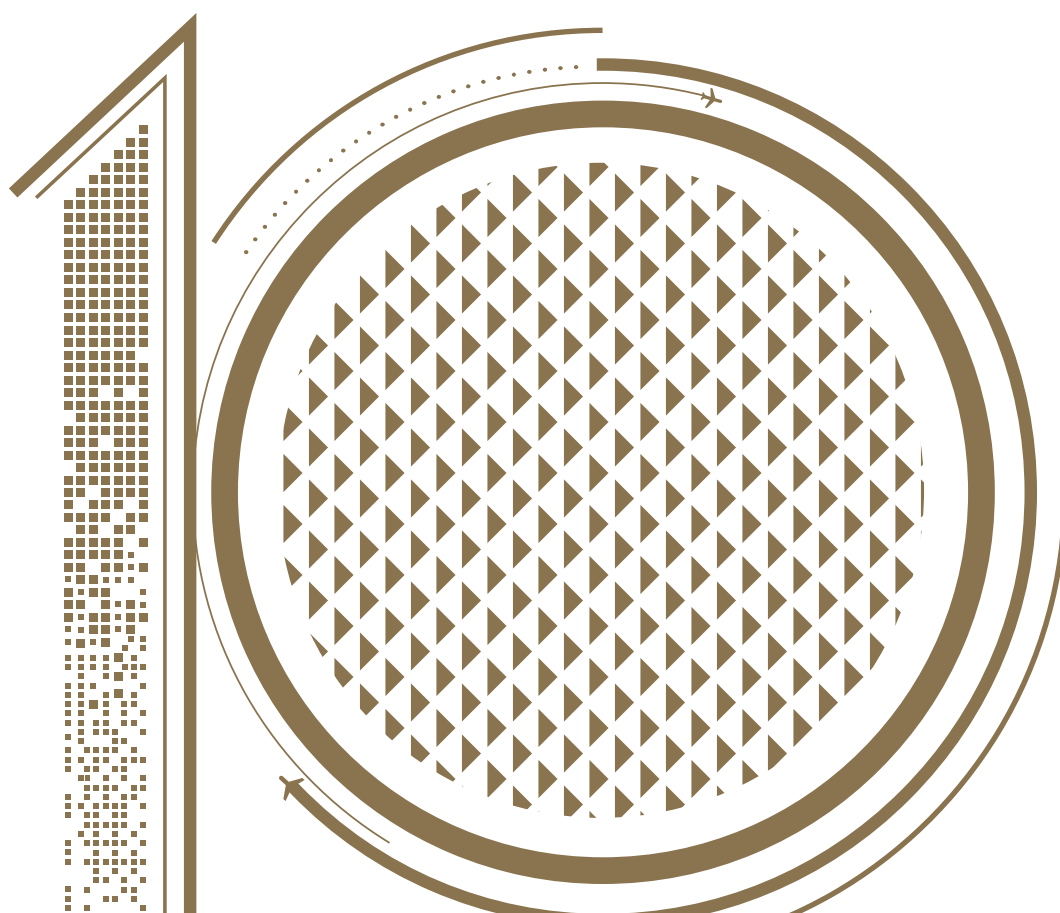
As at the date of this Notice, the Company has not issued any new shares under the general mandate obtained in its previous AGM.

D. Proposed Renewal of Existing Shareholders' Mandate and New Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature ("Proposed Mandate") (Ordinary Resolution 6)

Ordinary Resolution 6, if passed, will allow the Group to enter into Recurrent Related Party Transactions of a revenue or trading nature pursuant to the provisions of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. Please refer to the Circular to Shareholders dated 30 April 2019 for further information.

E. Proposed Share Buy-Back Authority by AirAsia Group Berhad ("the Company") (Ordinary Resolution 7)

Ordinary Resolution 7, if passed, will empower the Directors of the Company to purchase its own ordinary shares of up to 10% of the total number of issued shares of the Company through Bursa Malaysia Securities Berhad at any time within the time stipulated by utilising the funds allocated out of the retained profits of the Company based on the latest audited financial statements and/or the latest management accounts (where applicable) available at the time of the purchase. Details of the Proposed Share Buy-Back are contained in the Share Buy-Back Statement dated 30 April 2019.



FORM OF PROXY

AIRASIA GROUP BERHAD
(Company No.: 1244493-V)
("the Company")
Incorporated in Malaysia



I/We _____ NRIC No./Passport No./Co. No.: _____
(FULL NAME AS PER NRIC/CERTIFICATE OF INCORPORATION IN BLOCK LETTERS) (COMPULSORY)

of _____
(FULL ADDRESS)

telephone no. _____, email address _____ being a member of the

Company hereby appoint _____
(FULL NAME IN BLOCK LETTERS)

NRIC No./Passport No.: _____ of _____
(COMPULSORY) (FULL ADDRESS)

_____ telephone no. _____, email address _____

or failing him/her _____ NRIC No./Passport No.: _____
(FULL NAME IN BLOCK LETTERS) (COMPULSORY)

of _____
(FULL ADDRESS)

telephone no. _____, email address _____

* or failing him/her, the Chairman of the Meeting as my/our proxy(ies) to vote in my/our name and on my/our behalf at the Second Annual General Meeting of the Company to be held at CAE Kuala Lumpur, Lot PT25B, Jalan KLIA S5, Southern Support Zone, Kuala Lumpur International Airport, 64000 Sepang, Selangor Darul Ehsan, Malaysia on Thursday, 27 June 2019 at 10.00 a.m. and at any adjournment of such meeting and to vote as indicated below:

AGENDA

No. 1 To receive the Audited Financial Statements together with the Reports of the Directors and Auditors thereon for the financial year ended 31 December 2018

Resolutions	Description	FOR	AGAINST
Ordinary Resolution 1	Ordinary Business To approve the Non-Executive Directors' Remuneration for the period from 28 June 2019 until the next Annual General Meeting of the Company to be held in the year 2020		
Ordinary Resolution 2	Re-election of Dato' Abdel Aziz @ Abdul Aziz bin Abu Bakar as a Director of the Company, who retires by rotation pursuant to Rule 119 of the Company's Constitution		
Ordinary Resolution 3	Re-election of Mr. Stuart L. Dean as a Director of the Company, who retires by rotation pursuant to Rule 119 of the Company's Constitution		
Ordinary Resolution 4	Re-appointment of Messrs Ernst & Young as Auditors of the Company and to authorise the Directors to determine their remuneration		
Ordinary Resolution 5	Special Business Authority to allot shares pursuant to Sections 75 and 76 of the Companies Act, 2016		
Ordinary Resolution 6	Proposed renewal of existing shareholders' mandate and new shareholders' mandate for Recurrent Related Party Transactions of a revenue or trading nature		
Ordinary Resolution 7	Proposed Share Buy-Back Authority by AirAsia Group Berhad		

(Please indicate with an "X" in the appropriate spaces how you wish your vote to be cast. If you do not do so, the proxy will vote or abstain from voting as he/she thinks fit.)

*Delete the words "or failing him/her, the Chairman of the Meeting" if not applicable.

No. of shares held:			
CDS Account No.:			
The proportion of my/our holding to be represented by my/our proxies are as follows:		No. of Shares	Percentage
	First Proxy		
	Second Proxy		
Date:			

Signature(s) / Common Seal of Members(s)

Notes to Form of Proxy

1. Pursuant to the Securities Industry (Central Depositories) (Foreign Ownership) Regulations 1996 and Rule 41(a) 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 number of issued shares of the Company, on a first-in-time basis based on the Record of Depositors to be used for the forthcoming Annual General Meeting ("AGM"), 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 AGM.
2. A member must be registered in the Record of Depositors at 5.00 p.m. on 20 June 2019 ("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.
3. A member entitled to attend and vote is entitled to appoint not more than two (2) proxies (or in the case of a corporation, to appoint a 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).
4. 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.
5. Where a member appoints two (2) 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 Proxy Form or other instruments of appointment shall not be treated as valid unless deposited at the Registered Office of the Company at Unit 30-01, Level 30, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Wilayah Persekutuan, 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.**
8. 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.
9. By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

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The Company Secretaries
AIRASIA GROUP BERHAD (Company No. 1244493-V)

Unit 30-01, Level 30, Tower A
Vertical Business Suite
Avenue 3, Bangsar South
No. 8, Jalan Kerinchi
59200 Kuala Lumpur
Malaysia

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