

**THIS NOTICE IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.**

**THIS NOTICE IS FOR THE INFORMATION OF THE HOLDERS OF THE RCUIDS (AS DEFINED BELOW). NO ACTION IS REQUIRED TO BE TAKEN BY YOU.**

If you have sold or transferred all your RCUIDS, you should at once hand this Notice to the purchaser or the transferee or to the stockbroker or other agent through whom you contracted or effected the sale or transfer for onward transmission to the purchaser or transferee.

Bursa Malaysia Securities Berhad ("Bursa Securities") has not perused the contents of this Notice before its issuance as this is an Exempt Circular. Bursa Securities takes no responsibility for the contents of this Notice, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this Notice.



**CAPITAL A BERHAD**  
(Registration No. 201701030323 (1244493-V))  
(Incorporated in Malaysia)

**NOTICE TO HOLDERS OF 7-YEAR REDEEMABLE CONVERTIBLE UNSECURED ISLAMIC DEBT SECURITIES 2021/2028 ("RCUIDS")**

**IN RELATION TO THE**

**ADJUSTMENTS TO THE CONVERSION PRICE AND CONVERSION RATIO OF THE RCUIDS IN ACCORDANCE WITH THE PROVISIONS OF THE TRUST DEED DATED 18 NOVEMBER 2021, AS SUPPLEMENTED BY THE SUPPLEMENTAL TRUST DEED DATED 5 NOVEMBER 2024 AND SECOND SUPPLEMENTAL TRUST DEED DATED 18 NOVEMBER 2025, PURSUANT TO THE DISTRIBUTION BY CAPITAL A BERHAD ("CAPITAL A") OF 1,692,307,692 NEW ORDINARY SHARES IN AIRASIA X BERHAD ("AAX"), BEING PART OF THE CONSIDERATION SHARES TO BE RECEIVED FROM AAX PURSUANT TO THE DISPOSAL BY CAPITAL A OF ITS 100% EQUITY INTEREST IN AIRASIA AVIATION GROUP LIMITED TO AAX, TO THE ENTITLED SHAREHOLDERS OF CAPITAL A BY WAY OF A REDUCTION AND REPAYMENT OF CAPITAL A'S ISSUED SHARE CAPITAL PURSUANT TO SECTION 116 OF THE COMPANIES ACT 2016**

*Principal Adviser*



**RHB INVESTMENT BANK BERHAD**

(Registration No. 197401002639 (19663-P))

(A Participating Organisation of Bursa Malaysia Securities Berhad)

This Notice is dated 17 December 2025

---

## DEFINITIONS

---

Except where the context otherwise requires, the following definitions shall apply throughout this Notice:

“AAAGL”	: AirAsia Aviation Group Limited
“AAAGL Disposal”	: Disposal by our Company of our entire 100% equity interest in AAAGL to AAX for the disposal consideration of RM3,000.0 million which will be satisfied by way of the issuance of the Consideration Shares
“AAAGL SSPA”	: The conditional share sale and purchase agreement dated 25 April 2024, as supplemented by the supplemental agreement dated 26 July 2024, second supplemental agreement dated 4 September 2024 and third supplemental agreement dated 17 October 2025 for the AAAGL Disposal, and includes any amendments, variations and/or supplements thereto from time to time. The AAAGL SSPA has become unconditional in accordance with the terms and conditions on 29 October 2025
“AAB”	: AirAsia Berhad
“AAB Disposal”	: Disposal by our Company of our entire 100% equity interest in AAB to AAX for the disposal consideration of RM3,800.0 million which will be satisfied by way of assumption by AAX of an amount owing by our Company to AAB
“AAB SSPA”	: The conditional share sale and purchase agreement dated 25 April 2024, as supplemented by the supplemental agreement dated 26 July 2024 and second supplemental agreement dated 4 September 2024 for the AAB Disposal, and includes any amendments, variations and/or supplements thereto from time to time. The AAB SSPA has become unconditional in accordance with the terms and conditions on 29 October 2025
“AAX”	: AirAsia X Berhad
“AAX Shares”	: Ordinary shares in AAX
“Act”	: Companies Act 2016
“Adjustments”	: Adjustments to the RCUIDS Conversion Price and RCUIDS Conversion Ratio in accordance with the provisions of the Trust Deed pursuant to the Distribution
“Board”	: Board of Directors of our Company
“Bursa Securities”	: Bursa Malaysia Securities Berhad
“Capital A” or “Company”	: Capital A Berhad
“Capital A Group” or “Group”	: Collectively, our Company and our subsidiaries
“Capital A Shares” or “Shares”	: Ordinary shares in our Company
“Consideration Shares”	: 2,307,692,307 new AAX Shares to be issued at RM1.30 for the AAAGL Disposal

---

## DEFINITIONS (CONT'D)

---

“Corporate Exercises”	: Collectively, the Disposals and Distribution
“Disposals”	: Collectively, the AAAGL Disposal and AAB Disposal
“Distribution”	: Distribution of the Distribution Shares to the Entitled Shareholders based on their respective shareholdings in our Company on the Entitlement Date by way of a reduction and repayment of our Company's issued share capital pursuant to Section 116 of the Act
“Distribution Shares”	: 1,692,307,692 Consideration Shares to be distributed to the Entitled Shareholders pursuant to the Distribution
“Entitled Shareholders”	: Our shareholders whose names appear in our Record of Depositors as at 5.00 p.m. on the Entitlement Date
“Entitlement Date”	: 5.00 p.m. on Wednesday, 3 December 2025, being the time and date on which the names of our shareholders must appear in our Record of Depositors in order to be entitled to the Distribution Shares
“Notice”	: This notice to RCUIDS Holders dated 17 December 2025 in relation to the Adjustments
“Market Day”	: A day on which the stock market of Bursa Securities is open for trading in securities, which may include a Surprise Holiday
“RCUIDS”	: The 7-year redeemable convertible unsecured Islamic debt securities 2021/2028 issued by our Company and constituted by the Trust Deed
“RCUIDS Holders”	: Holders of the RCUIDS
“RCUIDS Conversion Price”	: The price for every 1 new Capital A Share at which the RCUIDS with the nominal value of RM0.75 is convertible into at any time during the conversion period of the RCUIDS, or such adjusted price as may be for the time being applicable in accordance with the Trust Deed. The adjusted RCUIDS Conversion Price pursuant to the Adjustments is RM0.21 as set out in Section 2 of this Notice
“RCUIDS Conversion Ratio”	: The right of the RCUIDS Holders to surrender the nominal value of the RCUIDS of RM0.75 for conversion into new Capital A Shares at any time during the conversion period of the RCUIDS at the RCUIDS Conversion Price, in accordance with the Trust Deed. The adjusted RCUIDS Conversion Ratio pursuant to the Adjustments is 357 new Capital A Shares for every 100 RCUIDS as set out in Section 2 of this Notice
“RHB Investment Bank” or the “Principal Adviser”	: RHB Investment Bank Berhad
“Surprise Holiday”	: A day that is declared as a public holiday in the Federal Territory of Kuala Lumpur that has not been gazetted as a public holiday at the beginning of the calendar year
“SSPAs”	: Collectively, the AAAGL SSPA and AAB SSPA

---

## **DEFINITIONS (CONT'D)**

---

"Trust Deed"	: The trust deed dated 18 November 2021, as supplemented by the supplemental trust deed dated 5 November 2024 and second supplemental trust deed dated 18 November 2025, between our Company and the Trustee, which constitutes the RCUIDS
"Trustee"	: Malaysian Trustees Berhad
"VWAP"	: Volume weighted average market price

References to "our Company" in this Notice are to Capital A and references to "our Group" are to our Company and our subsidiaries. References to "we", "us", "our" and "ourselves" in this Notice are to our Company and where the context otherwise requires, shall include our subsidiaries. All references to "you" in this Notice are to the RCUIDS Holders.

Unless specifically referred to, words denoting the singular shall, where applicable, include the plural and vice versa and words denoting the masculine gender shall, where applicable, include the feminine and/or neuter genders and vice versa. References to persons shall include corporations, unless otherwise specified.

Any reference to a time of day and date in this Notice shall be a reference to Malaysian time and date respectively, unless otherwise specified.

<b>THE REST OF THIS PAGE HAS BEEN INTENTIONALLY LEFT BLANK</b>
--

---

## TABLE OF CONTENTS

---

	PAGE
<b>LETTER TO OUR RCUIDS HOLDERS IN RELATION TO THE ADJUSTMENTS CONTAINING:</b>	
1. INTRODUCTION	1
2. DETAILS OF THE ADJUSTMENTS	2
3. RATIONALE OF THE ADJUSTMENTS	3
4. EFFECTIVE DATE OF THE ADJUSTMENTS	4
5. CONSENTS	4
6. DIRECTORS' RESPONSIBILITY STATEMENT	4
7. DOCUMENTS AVAILABLE FOR INSPECTION	4

<b>THE REST OF THIS PAGE HAS BEEN INTENTIONALLY LEFT BLANK</b>
--



## CAPITAL A BERHAD

(Registration No. 201701030323 (1244493-V))  
(Incorporated in Malaysia)

### Registered Office

Wisma Capital A, 19-04-02  
19, Lorong Dungun  
Bukit Damansara  
50490 Kuala Lumpur  
Wilayah Persekutuan  
Malaysia

17 December 2025

### Board of Directors

Datuk Kamarudin bin Meranun (*Non-Independent Executive Chairman*)  
Tan Sri Anthony Francis Fernandes (*Non-Independent Executive Director and Chief Executive Officer*)  
Dato' Abdel Aziz @ Abdul Aziz bin Abu Bakar (*Non-Independent Non-Executive Director*)  
Dato' Fam Lee Ee (*Senior Independent Non-Executive Director*)  
Dato' Mohamed Khadar bin Merican (*Independent Non-Executive Director*)  
Brig Gen (R) Dato' Fadzillah binti Abdullah (*Independent Non-Executive Director*)

### To: Our RCUIDS Holders

Dear Sir/Madam,

### ADJUSTMENTS TO THE RCUIDS CONVERSION PRICE AND RCUIDS CONVERSION RATIO IN ACCORDANCE WITH THE PROVISIONS OF THE TRUST DEED PURSUANT TO THE DISTRIBUTION

---

#### 1. INTRODUCTION

On 25 April 2024, RHB Investment Bank had, on behalf of our Board, announced that our Company proposes to undertake the Corporate Exercises and entered into the SSPAs.

On 14 October 2024, our shareholders and RCUIDS Holders approved the Corporate Exercises at our extraordinary general meetings.

On 29 October 2025, RHB Investment Bank had, on behalf of our Board, announced that all the conditions precedent as set out in the SSPAs have been fulfilled and/or waived (as the case may be). Accordingly, the SSPAs have become unconditional in accordance with the terms and conditions on 29 October 2025.

On 19 November 2025, RHB Investment Bank had, on behalf of our Board, announced that the Entitlement Date for the Distribution had been fixed at 5.00 p.m. on Wednesday, 3 December 2025. Accordingly, our shareholders whose names appear in our Record of Depositors on the Entitlement Date will be entitled to the Distribution Shares.

On 10 December 2025, RHB Investment Bank had, on behalf of our Board, announced that Bursa Securities had, vide its letter dated 10 December 2025, resolved to approve the listing of and quotation for 2,133,524,625 additional new Shares to be issued arising from the conversion of RCUIDS pursuant to the Adjustments on the Main Market of Bursa Securities, subject to the following condition:

- (i) Capital A is required to furnish Bursa Securities on a quarterly basis a summary of the total number of Shares listed pursuant to the conversion of RCUIDS as at the end of each quarter together with a detail computation of listing fees payable.

**THE PURPOSE OF THIS NOTICE IS TO PROVIDE YOU WITH INFORMATION PERTAINING TO THE ADJUSTMENTS. THIS NOTICE SETS OUT THE BRIEF PARTICULARS OF THE EVENT GIVING RISE TO THE ADJUSTMENTS, TOGETHER WITH THE COMPUTATION AND THE EFFECTIVE DATE OF THE ADJUSTMENTS. NO ACTION IS REQUIRED TO BE TAKEN BY YOU.**

## **2. DETAILS OF THE ADJUSTMENTS**

### **2.1 Adjustments pursuant to the Distribution**

As at the Entitlement Date, there are 830,165,224 RCUIDS which remain in issue and are convertible into new Shares at a conversion price of RM0.75.

Paragraph 2(c)(i) of the Third Schedule of the Trust Deed stipulates that the existing conversion price of the outstanding RCUIDS shall be adjusted if and whenever our Company makes a Capital Distribution (as defined below) to the shareholders of our Company by way of a reduction of capital (but excluding any cancellation of capital which is lost or unrepresented by available assets), by multiplying the existing conversion price by the following fraction:

$$\frac{C - D}{C}$$

where,

C = the 5-day VWAP of Capital A Share on the Market Day immediately preceding the date on which Capital A Shares are traded on an "ex-entitlement basis" (as prescribed by Bursa Securities) for the Capital Distribution; and

D = the fair market value, in consultation with RHB Investment Bank and certification of the auditors of that portion of the Capital Distribution attributable to 1 Capital A Share.

**"Capital Distribution"** shall (without prejudice to the generality of that expression) include distributions in cash or specie or by way of issue of Capital A Shares or other securities credited as fully or partly paid-up by way of capitalisation of profits or reserves. Any dividend charged or provided for in the accounts of any period shall (whenever paid and howsoever described) be deemed to be a Capital Distribution unless it is paid out of the aggregate of the net profits attributable to the shareholders of our Company as shown in the audited consolidated income statements of our Company.

The adjusted RCUIDS Conversion Price pursuant to the Distribution is as follows:

$$\begin{aligned}
 \text{Adjusted RCUIDS Conversion Price} &= \frac{\text{Existing RCUIDS Conversion Price}}{\text{C}} \times \frac{\text{C} - \text{D}}{\text{C}} \\
 &= \frac{\text{RM0.75}}{\text{RM0.8659}} \times \frac{\text{RM0.8659} - (\text{RM1.6162} \times \frac{1,692,307,692}{4,376,820,642})}{\text{RM0.8659}} \\
 &= \mathbf{RM0.21}
 \end{aligned}$$

based on the following,

C = RM0.8659, being the 5-day VWAP of Capital A Shares up to and including 1 December 2025, being the last cum date; and

D = the fair market value of the portion of the Capital Distribution pursuant to the Distribution attributable to 1 Capital A Share determined based on the 5-day VWAP of AAX Shares up to and including 1 December 2025, being the last cum date, of RM1.6162 and multiplied by the total number of 1,692,307,692 Distribution Shares over the total number of 4,376,820,642 Capital A Shares in issue.

Accordingly, the adjusted RCUIDS Conversion Ratio based on the adjusted RCUIDS Conversion Price is as follows:

$$\begin{aligned}
 \text{Adjusted RCUIDS Conversion Ratio} &= \frac{\text{Nominal value of RCUIDS}}{\text{Adjusted RCUIDS Conversion Price}} \\
 &= \frac{\text{RM0.75}}{\text{RM0.21}} \\
 &= 3.57 \\
 &= \mathbf{357 \text{ new Capital A Shares for every 100 RCUIDS}}
 \end{aligned}$$

## 2.2 Summary of the Adjustments

In summary, the Adjustments to the RCUIDS Conversion Price and RCUIDS Conversion Ratio pursuant to the Distribution are as follows:

	Before Adjustments	After Adjustments
RCUIDS Conversion Price	RM0.75	RM0.21
RCUIDS Conversion Ratio	100 new Capital A Shares for every 100 RCUIDS	357 new Capital A Shares for every 100 RCUIDS

The Adjustments were made by the Board in consultation with RHB Investment Bank and certified by the auditors, namely Messrs Ernst & Young PLT, in accordance with the provisions of the Trust Deed.

## 3. RATIONALE OF THE ADJUSTMENTS

The Distribution gives rise to an adjustment to the conversion price to the RCUIDS in accordance with the provisions of the Trust Deed to ensure that the status of the RCUIDS Holders is not prejudiced as a result of the Distribution.

#### **4. EFFECTIVE DATE OF THE ADJUSTMENTS**

The Adjustments are effective (if appropriate retroactively) from the commencement of the next Market Day following the Entitlement Date for the Distribution, i.e. on 4 December 2025.

#### **5. CONSENTS**

RHB Investment Bank has given and has not subsequently withdrawn its written consent to the inclusion of their names and all references thereto in the form and context in which they appear in this Notice.

Messrs Ernst & Young PLT has given and has not subsequently withdrawn its written consent to the inclusion of their names, its certificate certifying the Adjustments and all references thereto in the form and context in which they appear in this Notice.

#### **6. DIRECTORS' RESPONSIBILITY STATEMENT**

This Notice has been seen and approved by the Board, and collectively and individually accepts full responsibility for the accuracy of the information given and contained herein. The Board hereby confirms that, after making all reasonable enquiries and to the best of their knowledge and belief, there are no false or misleading statements contained in this Notice or other facts, the omission of which would make any statement in this Notice false or misleading.

#### **7. DOCUMENTS AVAILABLE FOR INSPECTION**

Copies of the following documents are available for inspection at the registered office of our Company at Wisma Capital A, 19-04-02, 19, Lorong Dungun, Bukit Damansara, 50490 Kuala Lumpur, Wilayah Persekutuan, Malaysia during normal business hours (except public holidays) from 9.00 a.m. to 6.00 p.m., for as long as any of the RCUIDS remain outstanding and convertible:

- (i) the Trust Deed;
- (ii) the certificate from the Board dated 17 December 2025 setting forth the brief particulars of the event giving rise to the Adjustments, the RCUIDS Conversion Price and RCUIDS Conversion Ratio in effect prior to the Adjustments, the adjusted RCUIDS Conversion Price and RCUIDS Conversion Ratio, and the effective date of the Adjustments;
- (iii) the certificate from the auditor, namely Messrs Ernst & Young PLT dated 2 December 2025 certifying the computation of the Adjustments; and
- (iv) the letters of consent referred to in **Section 5** of this Notice.

Yours faithfully,  
For and on behalf of our Board  
**CAPITAL A BERHAD**

**DATO' ABDEL AZIZ @ ABDUL AZIZ BIN ABU BAKAR**  
Non-Independent Non-Executive Director