

ADMINISTRATIVE NOTE

AIRASIA GROUP BERHAD
(Company No.: 201701030323 (1244493-V))
Incorporated in Malaysia



THIRD ANNUAL GENERAL MEETING OF AIRASIA GROUP BERHAD

Date : **Monday, 28 September 2020**
Time : **10.00 a.m.**
Broadcast Venue : **RedQ, Jalan Pekeliling 5**
Lapangan Terbang Antarabangsa Kuala Lumpur (klia2)
64000 KLIA
Selangor Darul Ehsan, Malaysia

MODE OF MEETING

As part of the measures taken by AirAsia Group Berhad (the "Company" or "AAGB") to curb the spread of COVID-19 and taking into consideration the paramount safety and well-being of the members of the Company, the Third Annual General Meeting ("3rd AGM") of the Company will be held as a fully virtual meeting via live streaming and online remote voting at the Broadcast Venue. This is in line with the revised Guidance Note on the Conduct of General Meetings for Listed Issuers issued by the Securities Commission Malaysia on 15 July 2020 (including any amendments that may be made from time to time) ("Guidance Note").

The Broadcast Venue is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 and Guidance Note which require the Chairperson of the meeting to be present at the main venue of the meeting. Members and/or proxies and/or corporate representative(s) and/or attorneys **WILL NOT BE ALLOWED** to be physically present at the Broadcast Venue on the day of the 3rd AGM. Members are invited and encouraged to participate in the upcoming virtual 3rd AGM from the comfort of your home or office.

REMOTE PARTICIPATION AND VOTING FACILITIES ("RPV")

Members are to attend, speak (including posing questions to the Board via real time submission of typed texts) and vote (collectively, "participate") remotely at the 3rd AGM using RPV provided by Tricor Investor & Issuing House Services Sdn. Bhd. ("TIIH") via its **TIIH Online** website at <https://tiih.online>.

Members who appoint proxies to participate via RPV in the 3rd AGM must ensure that the duly executed proxy form or other instruments of appointment are deposited in a hard copy form 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 ("Registered Office") not later than 10.00 a.m. on Saturday, 26 September 2020. **Faxed copies of the duly executed form of proxy are not acceptable.**

Corporate representatives of corporate members must deposit their original or duly certified certificate of appointment of corporate representative at the Registered Office not later than 10.00 a.m. on **Saturday, 26 September 2020** to participate via RPV in the 3rd AGM.

Attorneys appointed by power of attorney are to deposit their power of attorney at the Registered Office not later than 10.00 a.m. on **Saturday, 26 September 2020** to participate via RPV in the 3rd AGM.

A member who has appointed a proxy or attorney or authorised representative to participate at the 3rd AGM via RPV must request his/her proxy to register himself/herself for RPV at the TIIH Online website at <https://tiih.online>.

As the 3rd AGM of AAGB is a fully virtual meeting, members who are unable to participate in this 3rd AGM may appoint the Chairman of the meeting as his/her proxy and indicate the voting instructions in the form of proxy.

PROCEDURES FOR RPV

Members/proxies/corporate representatives/attorneys who wish to participate at the 3rd AGM remotely using the RPV are to follow the requirements and procedures as summarised below:

Procedure		Action
BEFORE THE DAY OF 3RD AGM		
(a)	Register as a user with TIIH Online	<ul style="list-style-type: none"> Using your computer, access the website at https://tiih.online. Register as a user under the “e-Services”. Refer to the tutorial guide posted on the homepage for assistance. If you are already a user with TIIH Online, you are not required to register again. You will receive an e-mail to notify you that the remote participation is available for registration at TIIH Online.
(b)	Submit your request	<ul style="list-style-type: none"> Registration is open from 10.00 a.m. Wednesday, 29 July 2020 up to 10.00 a.m. Saturday, 26 September 2020. Login with your user ID and password and select the corporate event: “(REGISTRATION) AAGB 3RD AGM”. Read and agree to the Terms & Conditions and confirm the Declaration. Select “Register for Remote Participation and Voting”. Review your registration and proceed to register. System will send an e-mail to notify that your registration for remote participation is received and will be verified. After verification of your registration against the General Meeting Record of Depositors as at 18 September 2020, the system will send you an e-mail to approve or reject your registration for remote participation.
ON THE DAY OF THE 3RD AGM (MONDAY, 28 SEPTEMBER 2020)		
(c)	Login to TIIH Online	<ul style="list-style-type: none"> Login with your user ID and password for remote participation at the 3rd AGM at any time from 9.30 a.m., i.e. 30 minutes before the commencement of the 3rd AGM on Monday, 28 September 2020 at 10.00 a.m.
(d)	Participate through Live Streaming	<ul style="list-style-type: none"> Select the corporate event: “(LIVE STREAM MEETING) AAGB 3RD AGM” to engage in the proceedings of the AGM remotely. If you have any question for the Chairman/Board, you may use the query box to transmit your question. The Chairman/Board will endeavor to respond to questions submitted by remote participants during the 3rd AGM. If there is time constraint, the responses will be e-mailed to you at the earliest possible, after the meeting.
(e)	Online Remote Voting	<ul style="list-style-type: none"> Voting session commences from 10.00 a.m. on Monday, 28 September 2020 until a time when the Chairman announces the completion of the voting session of the 3rd AGM. Select the corporate event: “(REMOTE VOTING) AAGB 3RD AGM”. Read and agree to the Terms & Conditions and confirm the Declaration. Select the CDS account that represents your shareholdings. Indicate your votes for the resolutions that are tabled for voting. Confirm and submit your votes.
(f)	End of remote participation	<ul style="list-style-type: none"> Upon the announcement by the Chairman on the closure of the 3rd AGM, the live streaming will end.

Note to users of the RPV:

- Should your application to join the 3rd AGM be approved, we will make available to you the rights to join the live streamed meeting and to vote remotely. Your login to TIIH Online on the day of the 3rd AGM will indicate your presence at the virtual meeting.
- The quality of your connection to the live broadcast is dependent on the bandwidth and stability of the internet at your location and the device you use.
- In the event you encounter any issues with logging-in, connection to the live streamed meeting or online voting, kindly call TIIH Help Line at 011-40805616/011-40803168/011-40803169/011-40803170 or e-mail to tiih.online@my.tricorglobal.com for assistance.

NO DOOR GIFT/FOOD VOUCHER

There will be **no distribution** of door gifts or food vouchers for the 3rd AGM since the meeting is being conducted on a fully virtual basis.

We would like to thank our members for your kind cooperation and understanding during these challenging times.

GENERAL MEETING RECORD OF DEPOSITORS (“ROD”)

- Only a depositor whose name appears on the ROD as at **18 September 2020** shall be entitled to attend, speak and vote at the 3rd AGM or appoint proxies to attend and/or vote on his/her behalf.

PROXY

- The 3rd AGM will be conducted as a fully virtual meeting via live streaming and online remote voting. If you are unable to attend the meeting via RPV on Monday, 28 September 2020, you may appoint the Chairman of the meeting as proxy and indicate the voting instructions in the Form of Proxy.
- The Form of Proxy or other instruments of appointment shall not be treated as valid unless deposited at the Registered Office not less than forty-eight (48) hours before the time set for holding the AGM, i.e. not later than 10.00 a.m. on Saturday, 26 September 2020. **Faxed copies of the duly executed Form of Proxy are not acceptable.**

POLL VOTING

- The voting at the 3rd AGM will be conducted by poll in accordance with Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.
- Members can proceed to vote on the resolutions at any time from the commencement of the 3rd AGM at 10.00 a.m. on Monday, 28 September 2020 but before the end of the voting session which will be announced by the Chairman of the meeting. Kindly refer to item (e) of the above Procedures for RPV for guidance on how to vote remotely from the **TIIH Online** website at <https://tiih.online>.
- Upon completion of the voting session for the 3rd AGM, the Scrutineers will verify and announce the poll results followed by the Chairman's declaration whether the resolutions are duly passed.

ANNUAL REPORT 2019 AND OTHER DOCUMENTS

- The Company's Annual Report 2019, Corporate Governance Report 2019, Circular for the Recurrent Related Party Transactions and Share Buy-Back Statement, Notice of the 3rd AGM, Proxy Form and this Administrative Note are available at the Company's Investor Relations website at www.airasia.com/aagbir
- You may request for a printed copy of the Annual Report 2019 and the other aforesaid documents at <https://tiih.online> by selecting “Request for Annual Report/Circular” under the “Investor Services”. Nevertheless, we hope that you would consider the environment before you decide to request for the printed copy.

PRE-MEETING SUBMISSION OF QUESTION(S) TO THE BOARD OF DIRECTORS

Members may submit questions for the Board prior to the 3rd AGM via TIIH Online website at <https://tiih.online> by selecting “e-Services” to login, pose questions and submit electronically no later than 10.00 a.m. on **Saturday, 26 September 2020**. The Board will endeavor to answer the questions received at the 3rd AGM.

RECORDING OR PHOTOGRAPHY

Strictly **NO** unauthorised recording or photography of the proceedings of the 3rd AGM is allowed.

ENQUIRY

If you have any enquiries on the above, please contact the following persons during office hours on Mondays to Fridays from 9.00 a.m. to 5.30 p.m. (except on public holidays):

Tricor Investor & Issuing House Services Sdn. Bhd.

General Line :+603-2783 9299

Fax Number :+603-2783 9222

Email :js.enquiry@my.tricorglobal.com

Contact persons : Mr. Jake Too : +603-2783 9285/Email : Chee.Onn.Too@my.tricorglobal.com

: Mr. Alven Lai : +603-2783 9283/Email : Siew.Wai.Lai@my.tricorglobal.com

: Ms. Vivien Khoh : +603-2783 9291/Email : Vivien.Khoh@my.tricorglobal.com

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Third Annual General Meeting of AirAsia Group Berhad (201701030323) (1244493-V) (“the Company”) will be held as a fully virtual meeting via live streaming and online remote voting at the Broadcast Venue at RedQ, Jalan Pekeliling 5, Lapangan Terbang Antarabangsa Kuala Lumpur (klia2), 64000 KLIA, Selangor Darul Ehsan, Malaysia, on Monday, 28 September 2020 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 2019.
Please refer to Note A.
2. To approve the Non-Executive Directors’ Remuneration as described in Note B for the period from 29 September 2020 until the next Annual General Meeting of the Company to be held in the year 2021.
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’ Fam Lee Ee; and
 - ii. Dato’ Mohamed Khadar bin Merican.
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 Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“**Bursa Securities**”), Additional Temporary Relief Measures to Listed Issuers for COVID-19, issued by Bursa Securities on 16 April 2020 and the approval of the relevant authorities, where required, the Directors of AirAsia Group Berhad (“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 does not exceed 20% of the total number of issued shares (excluding treasury shares) of the Company for the time being and that the Directors be and are also empowered to obtain approval for the listing of and quotation for the additional shares so issued on the Main Market of Bursa Securities **AND THAT** such authority shall continue to be in force until 31 December 2021, 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 AirAsia Group Berhad ("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 29 July 2020 ("**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)

NOTICE OF ANNUAL GENERAL MEETING (CONT'D)

7. **PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY OF AIRASIA GROUP BERHAD (“THE COMPANY”)**

“THAT subject always to the Companies Act, 2016 (“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 (“**AGM**”) 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 AGM 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 the 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.

(Ordinary Resolution 7)

8. **SPECIAL RESOLUTION
PROPOSED ALTERATION OR AMENDMENTS TO THE CONSTITUTION OF AIRASIA GROUP
BERHAD (“THE COMPANY”)**

“**THAT** the proposed alteration or amendments to the existing Rules 70, 94, 96 and 184 of the Constitution of the Company, as annexed herewith as Appendix A, be and are hereby approved and adopted, with immediate effect.

AND THAT the Directors of the Company be and are hereby authorised to assent to any conditions, modification, variation and/or amendments as may be required by any relevant authorities, and to do all acts and things and take all such steps as may be considered necessary to give full effect to the foregoing.”

Please refer to Note F.

(Special Resolution 1)

OTHER ORDINARY BUSINESS

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

By Order of the Board

REBECCA KONG SAY TSUI
(MAICSA 7039304)
(SSM PC No.: 202008001003)

Company Secretary
Kuala Lumpur
29th day of July, 2020

NOTICE OF ANNUAL GENERAL MEETING (CONT'D)

VIRTUAL AGM

1. As part of the measures taken by the Company to curb the spread of COVID-19 and taking into consideration the paramount safety and well-being of the members of the Company, the Third Annual General Meeting of the Company ("3rd AGM") will be held as a fully virtual meeting via live streaming and online Remote Participation and Voting Facilities ("RPV") provided by Tricor Investor & Issuing House Services Sdn. Bhd. **via its TIH Online website at <https://tiah.online>**. This is also in line with the revised Guidance Note on the Conduct of General Meetings for Listed Issuers issued by the Securities Commission Malaysia on 15 July 2020 (including any amendments that may be made from time to time) ("Guidance Note"). Please follow the procedures as set out in the **Administrative Note** which is available at the Company's website at **www.airasia.com/aagbir**.
2. The Broadcast Venue is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 and Guidance Note which require the Chairperson of the meeting to be present at the main venue of the meeting.
3. Members and/or proxy(ies) and/or corporate representative(s) and/or attorney(s) **WILL NOT BE ALLOWED** to be physically present at the Broadcast Venue on the day of the 3rd AGM, instead are to attend, speak (including posing questions to the Board of Directors via real time submission of typed texts) and vote (collectively, "participate") remotely at the 3rd AGM via the RPV provided by Tricor Investor & Issuing House Services Sdn. Bhd.

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" or "the 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 AGM.
2. A member must be registered in the Record of Depositors at 5.00 p.m. on 18 September 2020 ("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 corporate representative(s) and/or attorney(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. Audited Financial Statements together with the Reports of the Directors and Auditors thereon for the financial year ended 31 December 2019

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 29 September 2020 until the next Annual General Meeting (“AGM”) of the Company to be held in the year 2021 (Ordinary Resolution 1)

The Nomination and Remuneration Committee had recommended and the Board of Directors affirmed that the Non-Executive Directors’ Remuneration for the period from 29 September 2020 until the next AGM of the Company to be held in the year 2021 shall remain unchanged as per the financial year ended 31 December 2019, 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	N/A	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 of 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 being sought under **Ordinary Resolution 1** is for the payment of the remuneration to Non-Executive Directors for the period from 29 September 2020 up to the next AGM of the Company in accordance with the remuneration structure as set out above and to authorise the Directors to disburse the fees on a monthly basis.

In view of the current difficult economic circumstances facing the airline industry, the Non-Executive Directors of the Company had voluntarily offered to receive a 50% reduction in their fees for the period from 1 May 2020 up to the date of the forthcoming AGM and will continue with such reduction, subject to the shareholders’ approval on the above-mentioned remuneration structure until such time that the Company’s financial performance improves significantly, or up to the next AGM of the Company, whichever is earlier.

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

The Company had at its Second AGM held on 27 June 2019 (“2nd AGM”), obtained a general mandate pursuant to Sections 75 and 76 of the Act from its shareholders, to empower the Directors 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 does not exceed 10% of the total number of issued shares (excluding treasury shares) of the Company at any point of time (“10% General Mandate”). The 10% General Mandate would expire at the conclusion of the forthcoming AGM.

As at the date of this Notice, the Company has not issued any new shares under the 10% General Mandate obtained in its 2nd AGM.

NOTICE OF ANNUAL GENERAL MEETING (CONT'D)

Ordinary Resolution 5 has been proposed for the purpose of renewing the general mandate for issuance of shares by the Company pursuant to Sections 75 and 76 of the Act as well as the Additional Temporary Relief Measures to listed corporations for COVID-19, issued by Bursa Securities via its letter dated 16 April 2020, amongst others, an increase in general mandate limit for new issues of securities to not more than 20% of the total number of issued shares of the Company for the time being (“20% General Mandate”). Pursuant to the 20% General Mandate, Bursa Securities has also mandated that the 20% General Mandate may be utilised by a listed corporation to issue new securities until 31 December 2021 (“Extended Utilisation Period”). The Board of Directors would like to procure the shareholders’ approval for the 20% General Mandate, inclusive of the Extended Utilisation Period, pursuant to Section 76(4) of the Act, at the forthcoming AGM of the Company.

Ordinary Resolution 5, if passed, will empower the Directors of the Company authority to issue ordinary shares in the Company at their discretion without having to first convene another general meeting provided that the aggregate number of the shares issued does not exceed 20% of the total number of issued shares of the Company at any point of time. The 20% General Mandate, if granted at this AGM, unless revoked or varied by the Company in a general meeting, would expire on 31 December 2021.

The 20% 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(s), working capital and/or acquisition(s) and thereby reducing administrative time and costs associated with the convening of additional shareholders meeting(s).

The Board of Directors’ Statement

The Board of Directors of the Company, after due consideration, is of the view that, in light of the unprecedented challenges faced by the Company and the airline industry arising from the COVID-19 outbreak worldwide, the 20% General Mandate is one of the most appropriate avenues of fund raising for the Company at this juncture. The 20% General Mandate will provide the Company further flexibility to raise funds expeditiously, compared to bank borrowing(s) which would incur interest cost(s). Any funds raised from this 20% General Mandate is expected to be used for general working capital purposes, repayment of existing borrowings and to defray any applicable expenses for the placement under the 20% General Mandate.

The Board of Directors, having considered the current and prospective financial position, needs and capacity of the Company, is of the view that the 20% General Mandate is in the best interest of the Company and its shareholders.

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 29 July 2020 for further information.

E. Proposed Renewal of Share Buy-Back Authority of 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 Circular to Shareholders dated 29 July 2020.

F. Proposed Alteration or Amendments to the Constitution of AirAsia Group Berhad (“the Company”) (Special Resolution 1)

The proposed amendments to the existing Rules 70, 94, 96 and 184 of the Constitution of the Company (“Proposed Amendments”) are made mainly to have express constitutional provisions to allow remote participation at general meetings and the appointment of proxy(ies) and/or representative(s) to attend, speak and vote at any general meeting/meeting of members of the Company and/or any adjournment thereof to be lodged via electronic means, to enhance administrative efficiency.

The shareholders’ approval is being sought under a **Special Resolution 1** for the Company to incorporate the Proposed Amendments into its existing Constitution, in accordance with Section 36(1) of the Act. The Proposed Amendments as per Appendix A, which is circulated together with the Notice of AGM dated 29 July 2020, shall take effect once the proposed Special Resolution 1 has been passed by a majority of not less than seventy-five per centum (75%) of the members who are entitled to vote and do vote in person or by proxy at the AGM.

APPENDIX A

PROPOSED ALTERATION OR AMENDMENTS TO THE CONSTITUTION OF AIRASIA GROUP BERHAD

[COMPANY NO.: 201701030323 (1244493-V)]

This is the Appendix A referred to in Agenda No. 8 of the Notice of Third Annual General Meeting (“AGM”) of AirAsia Group Berhad dated 29 July 2020.

Date and time of the AGM : Monday, 28 September 2020 at 10.00 a.m.
Venue of the AGM : Will be held as a fully virtual meeting via live streaming and online remote voting at the Broadcast Venue at RedQ, Jalan Pekeliling 5, Lapangan Terbang Antarabangsa Kuala Lumpur (klia2), 64000 KLIA, Selangor Darul Ehsan, Malaysia.

Rule No.	Existing Rule	Rule No.	Proposed New Rule	
70.	The Company shall hold an annual general meeting in every calendar year in accordance with the Act to transact matters prescribed by the Act. All general meetings other than annual general meetings shall be called extraordinary general meetings.	70.	(a) The Company shall hold an annual general meeting in every calendar year in accordance with the Act to transact matters prescribed by the Act. All general meetings other than annual general meetings shall be called extraordinary general meetings; (b) The main venue of all general meetings shall be in Malaysia at such time and place as the Board of Directors shall determine. The Chairman of the meeting shall be present at that main venue of the meeting; and (c) The Company may convene a general meeting at more than one (1) venue using any electronic means that enables the Members of the Company to participate and to exercise the Members’ right to speak and vote at the meeting. If the general meeting is to be held in two (2) or more places, the notice of the general meeting shall specify the electronic means or method that will be used to facilitate the general meeting.	Annual and extraordinary general meetings

NOTICE OF ANNUAL GENERAL MEETING (CONT'D)

Rule No.	Existing Rule		Rule No.	Proposed New Rule	
94.	<p>An instrument appointing a proxy shall be in writing, executed by or on behalf of the appointor and shall be in the following form (or in a form as near to it as circumstances allow or in any other form which is usual or which the Directors may approve):</p>	Proxy instrument	94.	<p>An instrument appointing a proxy shall be in writing and executed by or on behalf of the appointing Member and shall be in the following form or in such other permitted form (including the electronic proxy appointment and voting manner) as the Board of Directors may determine from time to time:</p>	Proxy instrument
	<p>AIRASIA GROUP BERHAD</p> <p>I/We of being a Member of the above Company hereby appoint * the Chairman of the meeting or of or failing him, ofas my/our proxy(ies) to vote in my/our name and on my/our behalf at the annual/extraordinary general meeting of the Company to be held on [date], and at any adjournment of such meeting.</p> <p>Dated: [Signature]</p>			<p>AIRASIA GROUP BERHAD</p> <p>I/We of being a Member of the above Company hereby appoint * the Chairman of the meeting or of or failing him, of as my/ our proxy(ies) to vote in my/our name and on my/our behalf at the annual/extraordinary general meeting of the Company to be held on [date], and at any adjournment of such meeting.</p> <p>Dated: [Signature]</p>	

Rule No.	Existing Rule		Rule No.	Proposed New Rule	
96.	<p>An instrument appointing a proxy or (in the case of a power of attorney appointing an attorney to or to (inter alia) attend and vote at meetings or polls) such power of attorney or a notarially certified copy of such power of attorney and (if required by any Director) any authority under which such proxy or power of attorney is executed or a copy of such authority certified notarially or in some other way approved by the Directors shall be deposited at the Office at least forty-eight (48) hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument or power of attorney proposes to vote; or</p> <p>Such a power of attorney (or a notarially certified copy of such power of attorney) once deposited or delivered in a manner so permitted in relation to a meeting, adjourned meeting or poll shall be deemed deposited or delivered in a manner so permitted in relation to all future meetings, adjourned meetings and polls for which such power of attorney is by its terms valid. An instrument of proxy or power of attorney shall be invalid unless such instrument or power of attorney (or a notarially certified copy of such power of attorney) is deposited or delivered in a manner so permitted. A Member is not precluded from attending the meeting in person after lodging the instrument of appointing the proxy, however, such attendance shall automatically revoke the authority granted to that Member's proxy.</p>	Deposit or delivery of proxy etc.	96.	<p>a) Subject to the Act and the Listing Requirements, the Directors or any agent of the Company so authorised by the Directors, may accept the appointment of proxy received via electronic means on such terms and subject to such conditions as they consider fit. For the purpose of this Rule, the Directors may require such reasonable evidence that they consider necessary to determine and verify:</p> <ul style="list-style-type: none"> i) the identity of the Member and the proxy; and ii) where the proxy is appointed by a person acting on behalf of the Member, the authority of that person to make the appointment. <p>b) Without prejudice to Rule 96(a), the appointment of a proxy via electronic means must be received at the electronic address specified by the Company in any of the following sources and shall be subject to any terms, conditions or limitations specified therein:</p> <ul style="list-style-type: none"> i) The notice calling the meeting; ii) The instrument of proxy sent out by the Company in relation to the meeting; or iii) The website maintained by or on behalf of the Company. 	Deposit or delivery of proxy etc.

NOTICE OF ANNUAL GENERAL MEETING (CONT'D)

Rule No.	Existing Rule	Rule No.	Proposed New Rule
			<p>c) An instrument appointing a proxy or (in the case of a power of attorney appointing an attorney to or to (inter alia) attend and vote at meetings or polls) such power of attorney or a notarially certified copy of such power of attorney and (if required by any Director) any authority under which such proxy or power of attorney is executed or a copy of such authority certified notarially or in some other way approved by the Directors shall be deposited at the Office, or in the case of the appointment of a proxy via electronic means, at the electronic address specified by the Company pursuant to Rule 96(b), at least forty-eight (48) hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument or power of attorney proposes to vote; or</p> <p>d) Such a power of attorney (or a notarially certified copy of such power of attorney) once deposited or delivered in a manner so permitted in relation to a meeting, adjourned meeting or poll shall be deemed deposited or delivered in a manner so permitted in relation to all future meetings, adjourned meetings and polls for which such power of attorney is by its terms valid. An instrument of proxy or power of attorney shall be invalid unless such instrument or power of attorney (or a notarially certified copy of such power of attorney) is deposited or delivered in a manner so permitted. A Member is not precluded from attending the meeting in person after lodging the instrument of appointing the proxy, however, such attendance shall automatically revoke the authority granted to that Member's proxy.</p>

Rule No.	Existing Rule		Rule No.	Proposed New Rule	
184	<p>(a) A notice or document shall be deemed given:</p> <ul style="list-style-type: none"> (i) (in the case of post or courier) on being posted or despatched; (ii) (in the case of delivery by hand) on delivery. <p>(b) A notice shall also be deemed given:</p> <ul style="list-style-type: none"> (i) (in the case of telex, facsimile, telegram, electronic mail or other methods of (apart from those referred to above) communicating writing in visible form) on despatch or transmission; (ii) (in the case of an advertisement referred to in Rule 181) on the day on which the advertisement appears in the relevant national daily newspaper. <p>(c) A notice or document shall be deemed:</p> <ul style="list-style-type: none"> (i) posted on a certain date if it is proven that an envelope containing a notice was properly addressed prepaid and put in the post on that date; (ii) despatched by courier on a certain date if on that date it is left at an office of the person, body or company carrying out the courier service or it is collected by an employee or representative of such person, body or company. 	Deemed giving of notice etc	184.	<p>(a) A notice or document shall be deemed given:</p> <ul style="list-style-type: none"> (i) (in the case of post or courier) on being posted or despatched; (ii) (in the case of delivery by hand) on delivery. <p>(b) A notice shall also be deemed given:</p> <ul style="list-style-type: none"> (i) (in the case of telex, facsimile, telegram, electronic mail or other methods of (apart from those referred to above) communicating writing in visible form) on despatch or transmission; (ii) (in the case of an advertisement referred to in Rule 181) on the day on which the advertisement appears in the relevant national daily newspaper. <p>(c) A notice or document shall be deemed:</p> <ul style="list-style-type: none"> (i) posted on a certain date if it is proven that an envelope containing a notice was properly addressed prepaid and put in the post on that date; (ii) despatched by courier on a certain date if on that date it is left at an office of the person, body or company carrying out the courier service or it is collected by an employee or representative of such person, body or company. <p>(d) In the case of a delivery failure, the Company must immediately send the notice or document to the affected members by other appropriate means as permitted under Rules 178 or 179.</p>	Deemed giving of notice etc

FORM OF PROXY

AIRASIA GROUP BERHAD
(Company No.: 201701030323
(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./Co. 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 Third Annual General Meeting of the Company to be held as a fully virtual meeting via live streaming and online remote voting at the Broadcast Venue at RedQ, Jalan Pekeliling 5, Lapangan Terbang Antarabangsa Kuala Lumpur (klia2), 64000 KLIA, Selangor Darul Ehsan, Malaysia, on Monday, 28 September 2020 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 2019

Resolutions	Description	FOR	AGAINST
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Ordinary Business

Ordinary Resolution 1	To approve the Non-Executive Directors' Remuneration for the period from 29 September 2020 until the next Annual General Meeting of the Company to be held in the year 2021		
Ordinary Resolution 2	Re-election of Dato' Fam Lee Ee 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 Dato' Mohamed Khadar bin Merican 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		

Special Business

Ordinary Resolution 5	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 Renewal of Share Buy-Back Authority of AirAsia Group Berhad		
Special Resolution 1	Proposed alteration or amendments to the Constitution of 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: _____

VIRTUAL AGM

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

- As part of the measures taken by the Company to curb the spread of COVID-19 and taking into consideration the paramount safety and well-being of the members of the Company, the Third Annual General Meeting of the Company ("3rd AGM") will be held as a fully virtual meeting via live streaming and online Remote Participation and Voting Facilities ("RPV") provided by Tricor Investor & Issuing House Services Sdn. Bhd. **via its TIH Online website at <https://tih.online>**. This is also in line with the revised Guidance Note on the Conduct of General Meetings for Listed Issuers issued by the Securities Commission Malaysia on 15 July 2020 (including any amendments that may be made from time to time) ("Guidance Note"). Please follow the procedures as set out in the **Administrative Note** which is available at the Company's website at www.airasia.com/aagbir
- The Broadcast Venue is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 and Guidance Note which require the Chairperson of the meeting to be present at the main venue of the meeting.
- Members and/or proxy(ies) and/or corporate representative(s) and/or attorneys **WILL NOT BE ALLOWED** to be physically present at the Broadcast Venue on the day of the 3rd AGM, instead are to attend, speak (including posing questions to the Board of Directors via real time submission of typed texts) and vote (collectively, "participate") remotely at the 3rd AGM via the RPV provided by Tricor Investor & Issuing House Services Sdn. Bhd.

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" or "the 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 AGM.
2. A member must be registered in the Record of Depositors at 5.00 p.m. on 18 September 2020 ("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.

Personal data privacy notice:

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.

(Please fold here)

AFFIX
STAMP

The Company Secretaries
AIRASIA GROUP BERHAD
(COMPANY NO. 201701030323 (1244493-V))

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

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