

AIRASIA GROUP BERHAD

(Company No.: 1244493-V)
 (“AirAsia” or “the Company”)
 (Incorporated in Malaysia)

MINUTES of the Second Annual General Meeting of AirAsia Group Berhad held at c/o CAE Kuala Lumpur Sdn. Bhd., 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.

Present & In Attendance: As per Attendance List

1.0 CHAIRMAN OF THE MEETING

1.1 The Chairman of the Board of Directors (the “Board”), Y. Bhg. Datuk Kamarudin bin Meranun (“Datuk Kamarudin” or the “Chairman”) welcomed the shareholders to the Company’s Second Annual General Meeting (“the Meeting” or “2nd AGM”). With the requisite quorum being present, the Chairman called the Meeting to order at 10.00 a.m.

2.0 NOTICE OF MEETING

2.1 The notice convening the Meeting, having been advertised in the newspaper, circulated within the prescribed period, also having been announced to Bursa Malaysia Securities Berhad (“Bursa Malaysia”) and as referred to on pages 32 to 35 of the Annual Report of the Company, with the consent of the shareholders present, was taken as read.

2.2 Before proceeding with the Meeting’s agenda, the Chairman highlighted that pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia, all resolutions set out in the Notice of the Meeting dated 30 April 2019 would be put to vote by way of poll and that the voting for such resolutions would take place after the conclusion of the deliberations on all the businesses, which were to be transacted. The Chairman informed that the Poll Administrator would brief the Meeting on the polling procedures before and during the commencement of the voting process.

3.0 SUMMARY OF AIRASIA’S GROUP COMPANIES’ ACTIVITIES IN 2018

3.1 The Chairman invited the Chief Executive Officer of the Company, Tan Sri Anthony Francis Fernandes (“Tan Sri Tony”) to brief the shareholders on AirAsia’s group companies’ (“Group”) activities in 2018. Tan Sri Tony took the shareholders through the power-point presentation on an overview of the Group’s activities throughout 2018.

3.2 Tan Sri Tony briefed the shareholders on the strategic plans for the Group, in terms of Airline, Digital and Technology, which would make AirAsia a travel and financial platform company in ASEAN. He also explained how these strategies would benefit the shareholders. It was noted that Mr. Tharumalingam a/l Kanagalingam (“Mr. Tharumalingam”), Deputy Chief Executive Officer – Airlines, is in-charge of the airline network operations while Cik Aireen Omar (“Cik Aireen”), Deputy Chief Executive Officer - Digital and Technology, is driving the Group’s digital and technology businesses.

3.3 In terms of the Company’s 2018 key millstones, the revenue had increased by ten per centum (10%) year-on-year, the net profit was up by eight per centum (8%) year-on-year, and the

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Company had 226 aircraft at the end of 2018. Tan Sri Tony highlighted that AirAsia was awarded the ‘World’s Best Low-Cost Airline’ at the Skytrax World Airline Awards, for the 11th consecutive year this year and was now the thirteenth largest airline in the world, as a group.

- 3.4 With regard to the Group’s core airline network operations, it was envisaged that the four (4) ASEAN airline networks, i.e. Malaysia, Thailand, Philippines and Indonesia would be quite profitable. The airline’s operations in India were also anticipated to improve this year, with the cessation of Jet Airways’ network in India. Additionally, the Company was exploring the expansion of the airline network to China and Japan. Concisely, the airline business of the Group was doing very well.
- 3.5 AirAsia’s ecosystem comprised the Group’s core airline network operations, travel and lifestyle commerce platforms, financial & insurance services, logistics services, as well as lifestyle and entertainment affiliates. The Company’s digital business would be centered on for (4) pillars, i.e. Marketplace (AirAsia.com, OurShop, etc.), Logistics (Teleport), Digital Bank and Insurance (BigPay and Tune Protect) as well as Lifestyle and Entertainment (Santan, T & Co, Rokki, etc.). The Company’s biggest asset and value, whether in the airline operations or the digital and technology business, was its high volume of data.
- 3.6 Tan Sri Tony believed that the food offered by Santan Cafe was popular enough that it would open its first restaurant/café in KLIA2/a shopping complex by the end of this year. There would be two (2) brands, i.e. Santan and T & Co. Coffee. It is anticipated that the Company would franchise 90% of its restaurant chain(s) and collect franchise income.
- 3.7 The aircraft financing for 2019 is targeted to be all through sale and leaseback arrangements because it is cheaper to lease than to own aircraft. However, the Company would not remain asset light for long, instead, if the interest rate decreased, it would consider purchasing aircraft again.
- 3.8 The fleet expansion across the Air Operating Companies in 2019 was tabled for the shareholders’ notation. It was envisaged that by 2025, AirAsia would become the largest airline in Asia, larger than any Chinese airline, and the 6th largest airline in the world.

4.0 TO RECEIVE THE AUDITED FINANCIAL STATEMENTS TOGETHER WITH THE REPORTS OF THE DIRECTORS AND AUDITORS THEREON FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2017 (“FY2018”)

- 4.1 The Chairman informed that the Company had received a letter from the Minority Shareholder Watchdog Group (“MSWG”) for the 2nd AGM. For the benefit of the shareholders, Tan Sri Tony gave a summary of the reply in response to the questions raised in the MSWG’s letter.

Thereafter, it was opened to the floor for questions on the Audited Financial Statements for the FY2018 and the management of the Company.

- 4.2 Mr. Khong Seng King (“Mr. Khong”), a shareholder of the Company congratulated the Board for the good performance of the Group and thanked them for the special dividend which was recently declared. He inquired on the per centum of AirAsia’s stake in BigPay, and Tan Sri Tony answered

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that BigPay Malaysia and Singapore is 89.29% owned by AirAsia, while BigPay in Thailand, Philippines and Indonesia would be a joint venture company, probably with a financial institution in the said countries.

- 4.3 Mr. Khong also inquired if there was a mechanism in place to recognise the revenue generated by AirAsia Berhad ("AAB") on AirAsia.com. Tan Sri Tony clarified that at the moment, AirAsia.com did not recognise any sales from AAB. However, the Board was contemplating transferring the marketing function of AAB to AirAsia.com and AirAsia.com would subsequently receive a fee for marketing the AAB's flight tickets. The net revenue generated by AirAsia.com comes from the sale of hotels, duty free products and other products on the website.
- 4.4 In response to Mr. Khong's other questions, Tan Sri Tony clarified that the high amount of maintenance reserves reported in the financial statement was attributed purely to the accounting treatment thereof. He explained that when a new aircraft was purchased, there would be no need to provide for engine reserves in the Profit and Loss Statement ("P&L"), instead such maintenance reserves would be provided for in the balance sheet. When the aircraft engine needed to be overhauled, the cost for that major engine overhaul would be capitalised then depreciated, and this would mean a long time before the aforesaid cost was entered into the P&L. However, if an aircraft was leased, the Company would 'expense' it straight away, even though there would be no cash flow impact from this immediately. Secondly, the MRFS 16 – Leases new accounting standard required for the whole lease cost of an aircraft to be amortised, which would result in a gap between the amount actually paid and the amount that was depreciated. He concluded that most of the Company's cost increase was attributed purely to accounting methodologies. Nonetheless, part of the increased cost was also attributed to overhead cost, for the digital business and natural growth of the Company's business.
- 4.5 Tan Sri Tony explained that AirAsia's utmost priority is to reduce cost and that Ms. Pattra Boosarawongse ("Ms. Pattra") and En. Rozman bin Omar are working very hard to simplify and reduce duplication costs. Cik Aireen and Mr. Tharumalingam are working with Google on a lot of digital projects to reduce costs, especially on aircraft fuel, maintenance and utilisation. With data science and machine learning, the Company would be able to make some significant cuts in its cost structure, for example, fuel burn can now be analysed to rationalise cost. Per the Company's recent announcement, all its aircraft will be changed to the Airbus A321 aircraft and there would be huge cost savings with the 50 additional seats per aircraft. Additionally, the Company aimed to achieve an aircraft turn-over time of only 25 minutes. Concisely, with the new A321 aircraft, there would be a slight increase in terms of the capital cost and fuel cost, but the cost per seat would reduce dramatically. With reduced cost, AirAsia should be a 'price leader' coupled with great customer experience.
- 4.6 Tan Sri Tony emphasised that the Company had managed to deliver phenomenal dividends and encouraged the shareholders to value the Company based on cash appreciation. He reminded them that as long as AirAsia had the lowest cost, it could sell flight tickets at the lowest fares.
- 4.7 Mr. Khong then inquired on the reason that AirAsia's air ticket fares on an average were much less compared with its competitors. Tan Sri Tony responded that AirAsia was load active and focused on ancillary, on the basis of getting people to fly and then market other ancillary products

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to them. He pointed out that an important aspect of AirAsia’s fares would be its Revenue per Available Seat Kilometer (“RASK”) and the Company is a demand and price sensitive business, which meant that demand would reduce in tandem with higher fares. Focus should be on RASK and to sell more ancillary products while maximising the fares where possible, without affecting the market and demand.

4.8 Mr. Khaw Yee Hui, a shareholder of the Company inquired into the following matters: -

1. The strategic plan for the digital business and how ready the Board and Management were to take this strategy forward;
2. How much of cargo space would be allocated for Teleport’s cargo business;
3. The status of AirAsia’s operations in the China and Vietnam markets;
4. Whether the Company considered VietJet Air as a strong competitor for its airline business; and
5. Based on the recent news/social media publication(s) about the Indonesian e-wallet market, would Indonesia be a bigger and better market for the BigPay e-wallet?

4.9 Tan Sri Tony responded to Mr. Khaw’s first question by explaining that Cik Aireen is driving the digital business of the Group, and she is working very hard to bring this forward in the right direction with the appropriate people (talent). It is difficult to find skilled talent in terms of resources, especially in the digital business, however, AirAsia had managed to recruit the Head of Data & Analytics of Grab and is in the midst of headhunting for other skilled personnel to drive the digital initiatives of the Group together with Cik Aireen.

4.10 Tan Sri Tony mentioned that 50% of cargo space was allocated for baggage. The other 50% would be sold for cargo with a utilisation rate of 20%. The flights on some routes, for example, Kota Kinabalu, would have virtually no cargo space, which is why the Company would have to revenue manage and very soon start charging for baggage differently accordingly to routes.

4.11 Tan Sri Tony responded to Mr. Khaw’s other questions as follows: -

1. There was a potential deal in China but AirAsia is still struggling slightly in penetrating the market there as there would be no point to start a small operation amongst the many big airline operators in China;
2. With regard to Vietnam, the Company could not yet find the appropriate partner to venture into business with. Tan Sri Tony mentioned that VietJet Air is a competitor for AirAsia as much as any other airline, and they have a strong market in Vietnam. He opined that competition would come and go but the Company should focus on becoming the market leader in terms of having the lowest cost and lowest fares; and
3. The Company has plans to expand the BigPay e-wallet business beyond Malaysia to Indonesia, Thailand, Philippines and Singapore. The ultimate aim is for the Group to venture into ASEAN.

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- 4.12 Ms. Leong Poh Chin ("Ms. Leong"), a shareholder of the Company, congratulated the Board and the staff on their aspiration to embrace digital transformation. However, digital transformation is an all-encompassing strategy and although the Company has been actively recruiting people for its digital business, there were several operations' personnel who were transferred into the digital division of the Group. Since digital transformation is more of a project-based division compared to the operations' division, Ms. Leong was concerned whether there were sufficient safeguards in place to ensure that the Group's digital strategy is indeed fully encompassing, and not just inter-lapping small projects which could cost a lot of money.
- 4.13 Tan Sri Tony concurred with Ms. Leong and mentioned that while there are smaller projects to improve processes, the Group is focused on big digital transformation, starting at collaboration with Google to create a G-suite, WorkPlace and now AirAsia is building its own project management software. He highlighted that AirAsia has a transformation team in place to reconsider the way the Group is agile and sort out the structure of the digital business. Concisely, there are three (3) factors that made up the Group's digital division, i.e. (1) to build businesses and drive more revenue; (2) to enhance the customers' experience through check-ins, payments, etc.; and (3) to operationally use data to improve efficiency and cut costs.
- 4.14 Mr. See Kian Seng ("Mr. See") inquired on the Company's financial performance for the second quarter of the financial year ending 31 December 2019. Tan Sri Tony mentioned that the load factors were strong, but the Company had to adjust to several new accounting policies, where from a profit level, had not recovered all the provisions that were put in the P&L. However, the Company was still as cash flow positive as it was in the first quarter of the said financial year. He hoped that the Company would be able to continue to reward its shareholders for their investments while growing its capital.
- 4.15 Mr. See further inquired into the proposed share buy-back resolution to be tabled at the Meeting and Tan Sri Tony clarified that the Company needed to have available options and the share buy-back programme is an option. He assured the shareholders that the Board would be sensible in deciding how to act moving forward.
- 4.16 In response to Mr. See's question on the hedging of fuel, Tan Sri Tony said that the Company hedged fuel at 70% but did not hedge on the crack spread at all. He opined that, apart from the remaining 30%, the crack spread was one exposure for the Company, in terms of hedging, and another exposure was the Malaysian Ringgit currency exchange rate.
- 4.17 Mr. Tam Thin Choy ("Mr. Tam"), a shareholder of the Company, requested for Tan Sri Tony to shed some light on the potential deal for AirAsia in China. Tan Sri Tony mentioned that AirAsia is currently the biggest international airline in China and has a strong aspiration to continue its expansion to become a big brand in China. The Chinese government is pleased with AirAsia for bringing tourists into China, and being able to fly routes that other airlines could not do. As much as the Board is excited about this expansion, it needs to ensure that the Company becomes a big enough airline competitor in China before penetrating the market.
- 4.18 Mr. Lee Say Heian ("Mr. Lee") made the following enquiries: -

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1. Assuming that the AirAsia 3.0 strategy does well for the Group in the next five (5) years, what would be the anticipated revenue and intrinsic value of the Company’s shares; and
2. Does AirAsia use any augmented reality technology to enhance customer service and reduce cost.

4.19 Tan Sri Tony answered that it is too early to gauge the revenue line and intrinsic value of the Company’s shares that would result from the AirAsia 3.0 strategy, but the Board is optimistic about it. Regarding the use of augmented reality technology, Tan Sri Tony informed that Cik Aireen and the Engineering team are exploring Google Glasses and augmented reality for inspection purposes and potentially as a sales tool.

4.20 Mr. Tony Soyza, a shareholder of the Company, raised a concern that the Company’s share price was falling. Tan Sri Tony opined that the Malaysian economy, and market, are not too good for the moment where even many of the Company’s foreign investors have sold their investment. In addition to the new accounting provisions that have diminished the net profits of the Company, he felt that analysts have not come to comprehend the Company’s digital business well enough to understand its stock value. Therefore, the Company will convince the market of its business strategy and work on implementing the same in the best way possible. Another shareholder, Mr. Lim Heng Keen suggested that the low share price represents an opportunity for shareholders to invest more in the Company and Tan Sri Tony commended him for his optimism.

4.21 In response to a question from Mr. Ross Stephenson, a shareholder of the Company, Tan Sri Tony explained that the well-being of AirAsia’s Allstars is a priority for the Company. AirAsia has several initiatives in place to maintain/enhance the physical health, financial health and mental health of its Allstars. For this purpose, the Company is working on the following things and Tan Sri Tony hoped that many other companies would embrace similar initiatives as well: -

1. Physical Health:

The Company is developing a mobile application called One Health, which would enable all its Allstars to undergo free blood tests. In addition, the application would give Allstars advice on recommended types of food, promote preventive medicine and teach them that good health would help them be more productive at work;

2. Financial Health:

AirAsia’s People Department currently runs several programmes for its Allstars regarding their financial well-being; and

3. Mental Health:

The Company has a number of psychologists/psychiatrists who are available on-call, if any of the Allstars are in need of their help. The counselling sessions would remain completely confidential.

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4.22 A shareholder, Mr. Au Yong Chee Hoong ("Mr. Au") inquired into the ongoing litigation between AAB and Malaysian Airport Holdings Berhad ("MAHB") regarding the dispute on the collection of Passenger Service Charge ("PSC"). Tan Sri Tony maintained that the Company has a case because the PSC rate for KLIA 2 should not be the same as the PSC rate for KLIA, given that KLIA 2 is a low-cost carrier terminal. Additionally, the infrastructure in KLIA 2 are poorly maintained, for instance, the bumpy and sometime flooded runway, the leaking roof, etc., were considered sub-standard compared to KLIA. He pointed out that further to the Company's announcements on this matter, the judicial review application made by the Company was not entirely rejected, but the case would go on to see if the Malaysian Aviation Commission ("MAVCOM") is willing to arbitrate this case.

Tan Sri Tony clarified that the proposed resolution on the Allotment of Shares, similar to the proposed share buy-back, is another option for the Company to exercise.

4.23 Mr. Gui Shao Fong ("Mr. Gui"), a shareholder of the Company inquired into the potential contribution to the Group's revenue from the Food and Beverage sector, i.e. Santan Cafe and T & Co. Coffee. Tan Sri Tony mentioned that the plans to franchise Santan Cafe and T & Co Coffee were in the preliminary stage, and the revenue could not be gauged yet.

4.24 Mr. Gui then inquired if the Company had utilised all of its cash reserves to pay the recently announced Special Dividend and Tan Sri Tony clarified that the Special Dividend would be paid-out from the cash proceeds received through the recent sale and leaseback transactions and the Board has a statutory duty as well to ensure that the Company is solvent for the next twelve (12) months.

4.25 Tan Sri Tony responded to another shareholder's query about AirAsia's business goal in the next five (5) to ten (10) years, and he opined that leadership is very important in this aspect and the Company is strategically moving in the right direction. He hoped that AirAsia would be a more digitalised company where most of its revenue would be generated from the digital business and may even become one of the largest airlines in the world with a significant presence in ASEAN.

4.26 Mr. Tan Yean Chuan, a proxy, inquired into AirAsia's contribution towards avoiding plastic waste and reducing the pollution of oceans. Tan Sri Tony agreed that plastic waste is a significant environmental problem and affirmed that the Company has initiatives in place to reduce plastic usage. He offered that the best thing that AirAsia could do in this regard would be to educate. The Corporate Social Responsibility department of the Company is continuously working on educating the Allstars on environmental issues and their responsibilities towards reducing them. For instance, three (3) months ago, AirAsia had a lecture on 'the Ocean' for its staff.

4.26 En. Noor Shams bin Hj Noor Din, a shareholder of the Company, inquired into the reason that AirAsia dealt with only one (1) aircraft manufacturer, i.e. Airbus. Tan Sri Tony responded that the Company is not exclusively tied to Airbus but transactions with Airbus saved cost and complexity. Hence, Airbus is a good partner for AirAsia. He noted that AirAsia's success was attributed to three (3) good partners who contributed to building a global brand for AirAsia, i.e. (1) Credit Suisse; (2) Airbus; and (3) GE Engines. However, he reassured the shareholders that

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the Company would not neglect to explore its business options with other aircraft manufacturers such as Boeing.

4.27 Mr. David Poh Chung Wee (“Mr. David”), a shareholder of the Company, extended his heartfelt thanks to the Board for managing AirAsia well.

4.28 There being no further questions from the shareholders, the Chairman declared that the Audited Financial Statements for the FY2018 together with the Reports of the Directors and Auditors thereon shall be received and duly tabled at the 2nd AGM in accordance with Section 340(1)(a) of the Companies Act, 2016. The Chairman further explained that the Audited Financial Statements for the FY2018 were only for discussion under Agenda 1, as it did not require the formal approval of the shareholders. Hence, it would not be put forward for voting.

With that, the Chairman concluded the questions and answers session for Agenda 1, and proceeded to the next agenda item.

5.0 ORDINARY RESOLUTION 1
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

5.1 The Chairman invited questions and noted that there were none, thus continued with the said resolution for consideration.

5.2 Ordinary Resolution 1 was proposed by Mr. Steven Patrick a/l Markandan and seconded by Mr. David.

6.0 ORDINARY RESOLUTION 2
RE-ELECTION OF DATO’ ABDEL AZIZ @ ABDUL AZIZ BIN ABU BAKAR IN ACCORDANCE WITH RULE 119 OF THE COMPANY’S CONSTITUTION

6.1 The Chairman invited questions and noted that there were none, thus continued with the said resolution for consideration.

6.2 Ordinary Resolution 2 was proposed by Mr. Khong and seconded by Mr. David.

7.0 ORDINARY RESOLUTION 3
RE-ELECTION OF MR. STUART L. DEAN IN ACCORDANCE WITH RULE 119 OF THE COMPANY’S CONSTITUTION

7.1 The Chairman invited questions and noted that there were none, thus continued with the said resolution for consideration.

7.2 Ordinary Resolution 3 was proposed by Mr. Khong and seconded by Mr. David.

8.0 ORDINARY RESOLUTION 4

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RE-APPOINTMENT OF MESSRS ERNST & YOUNG AS AUDITORS OF THE COMPANY AND TO AUTHORISE THE DIRECTORS TO DETERMINE THEIR REMUNERATION

8.1 The Chairman invited questions and noted that there were none, thus continued with the said resolution for consideration.

8.2 Ordinary Resolution 4 was proposed by Mr. David and seconded by Ms. Wong Mee Yen (Ms. Wong”).

9.0 SPECIAL BUSINESS – ORDINARY RESOLUTION 5
AUTHORITY TO ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT, 2016

9.1 The Chairman invited questions and noted that there were none, thus continued with the said resolution for consideration.

9.2 Ordinary Resolution 5 was proposed by Mr. David and seconded by Mr. Khong.

10.0 SPECIAL BUSINESS – ORDINARY RESOLUTION 6
PROPOSED RENEWAL OF EXISTING SHAREHOLDERS’ MANDATE AND NEW SHAREHOLDERS’ MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE

10.1 Since the Chairman was a related party to this proposal, and as there were no objections from the shareholders present, he passed the Chair to Dato’ Fam Lee Ee (“Dato’ Fam”) for the said resolution to be put to the Meeting.

10.2 Dato’ Fam invited questions and noted that there were none, thus continued with the said resolution for consideration.

10.2 Ordinary Resolution 6 was proposed by Mr. Khong and seconded by Mr. David.

11.0 ORDINARY RESOLUTION 7
PROPOSED AUTHORITY FOR SHARE BUY-BACK BY AIRASIA GROUP BERHAD

11.1 The Chairman invited questions and noted that there were none, thus continued with the said resolution for consideration.

11.2 Ordinary Resolution 7 was proposed by Mr. David and seconded by Ms. Wong.

12.0 POLLING PROCESS

12.1 For polling purposes, the Chairman called upon Ms. Rachel Chua of Messrs Tricor Investor & Issuing House Services Sdn. Bhd., the representative of the Poll Administrator to brief the shareholders present on the electronic polling procedures.

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12.2 The Chairman adjourned the 2nd AGM for approximately 30 minutes for the electronic polling process. The Chairman informed that the Poll Administrator would assist the shareholders/proxies on the method of using the electronic polling to cast their votes, throughout the polling process.

13.0 ANNOUNCEMENT OF POLL RESULTS

13.1 The 2nd AGM re-convened at the conclusion of the polling process and the Chairman called the Meeting to order for the declaration of the poll voting results. The Chairman informed that Messrs Coopers Professional Scrutineers Sdn. Bhd., the Independent Scrutineers appointed by the Company, had verified the poll voting results and that the said results were as projected on the screen in the meeting room. The poll voting results are enclosed herewith as Appendix 1.

13.2 Based on the poll voting results, as appended in Appendix 1 verified by the Scrutineers, the Chairman declared all the resolutions tabled at the 2nd AGM as carried.

13.3 Therefore, **IT WAS RESOLVED: -**

ORDINARY RESOLUTION 1
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

THAT 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 details of which are disclosed in Note B of the Notice of the 2nd AGM, be and is hereby approved.

ORDINARY RESOLUTION 2
RE-ELECTION OF DATO’ ABDEL AZIZ @ ABDUL AZIZ BIN ABU BAKAR IN ACCORDANCE WITH RULE 119 OF THE COMPANY’S CONSTITUTION

THAT Dato’ Abdel Aziz @ Abdul Aziz bin Abu Bakar, the Director who retired pursuant to Rule 119 of the Company’s Constitution, being eligible for re-election, be re-elected to serve on the Board of Directors of the Company.

ORDINARY RESOLUTION 3
RE-ELECTION OF MR. STUART L. DEAN IN ACCORDANCE WITH RULE 119 OF THE COMPANY’S CONSTITUTION

THAT Mr. Stuart L. Dean, the Director who retired pursuant to Rule 119 of the Company’s Constitution, being eligible for re-election, be re-elected to serve on the Board of Directors of the Company.

ORDINARY RESOLUTION 4

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RE-APPOINTMENT OF MESSRS ERNST & YOUNG AS AUDITORS OF THE COMPANY AND TO AUTHORISE THE DIRECTORS TO DETERMINE THEIR REMUNERATION

THAT Messrs Ernst & Young be and are hereby re-appointed as Auditors of the Company and to hold office until the conclusion of the next Annual General Meeting at a remuneration to be determined by the Board of Directors of the Company.

SPECIAL BUSINESS – ORDINARY RESOLUTION 5
AUTHORITY TO ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT, 2016

THAT pursuant to Sections 75 and 76 of the Companies Act, 2016 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.

SPECIAL BUSINESS – ORDINARY RESOLUTION 6
PROPOSED RENEWAL OF EXISTING SHAREHOLDERS’ MANDATE AND NEW SHAREHOLDERS’ MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE

THAT approval be and is hereby given for the renewal of the 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;

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- (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.

ORDINARY RESOLUTION 7

PROPOSED AUTHORITY FOR SHARE BUY-BACK BY AIRASIA GROUP BERHAD

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

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("AirAsia" or "the Company")
(Incorporated in Malaysia)

- 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 distribute all or part of the Purchased Shares as dividends to shareholders;
- iii. To resell all or part of the Purchased Shares on Bursa Securities in accordance with the relevant rules of Bursa Securities;
- iv. To transfer all or part of the Purchased Shares for the purposes of or under an employees' share scheme;
- v. To transfer all or part of the Purchased Shares as purchase consideration; and/or

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- vi. 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 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.

14.0 OTHER ORDINARY BUSINESS

- 14.1 The Company Secretary informed the Meeting that she had not received any due notice to transact any other business.

15.0 CLOSE OF MEETING

- 15.1 There being no other matters, the Meeting closed at 12.50 p.m. with a vote of thanks from Mr. David to the Board.

AIRASIA GROUP BERHAD
(1244493-V)

Second Annual General Meeting
CAE Kuala Lumpur, Lot PT25B, Jalan KLIA S5, Southern Support Zone,
Kuala Lumpur International Airport, 64000 Sepang, Selangor Darul Ehsan, Malaysia
On 27-June-2019 at 10:00AM

Result On Voting By Poll

Resolution(s)	Vote For		Vote Against		Total Votes	
	No of Units	%	No of Units	%	No of Units	%
Ordinary Resolution 1	2,316,184,219	95.529	108,399,162	4.471	2,424,583,381	100.000
Ordinary Resolution 2	1,979,164,119	93.081	147,128,262	6.919	2,126,292,381	100.000
Ordinary Resolution 3	2,412,220,850	99.491	12,353,031	0.509	2,424,573,881	100.000
Ordinary Resolution 4	2,388,829,201	98.526	35,746,180	1.474	2,424,575,381	100.000
Ordinary Resolution 5	2,105,803,181	99.037	20,469,200	0.963	2,126,272,381	100.000
Ordinary Resolution 6	1,345,307,999	99.987	169,300	0.013	1,345,477,299	100.000
Ordinary Resolution 7	2,126,050,681	99.996	94,000	0.004	2,126,144,681	100.000

