Notice of Annual General Meeting

Notice is hereby given that the Twentieth Annual General Meeting of AirAsia Berhad (284669-W) (“AirAsia” or “the Company”) will be held at AirAsia Academy, Lot PT25B, Jalan KLIA 55, Southern Support Zone, Kuala Lumpur International Airport, 64000 Sepang, Selangor Darul Ehsan, Malaysia on Tuesday, 4 June 2013 at 10.00 a.m. for the following purposes:

1. To receive and consider the Audited Financial Statements together with the Reports of the Directors and Auditors thereon for the financial year ended 31 December 2012.

2. To declare a Final Single Tier Dividend of 6 sen per ordinary share of RM0.10 for the financial year ended 31 December 2012.

3. To approve Directors’ Fees of RM1,818,410 for the financial year ended 31 December 2012.

4. To re-elect Dato’ Mohamed Khadar Bin Merican as a Director of the Company, who retires pursuant to Article 124 of the Company’s Articles of Association.

5. (a) To re-elect Dato’ Fam Lee Ee as a Director of the Company, who retires pursuant to Article 124 of the Company’s Articles of Association; and

(b) To consider and, if thought fit, pass the following resolution:

THAT subject to the passing of Ordinary Resolution 5, authority be and is hereby given to Dato’ Fam Lee Ee who has served as an Independent non-Executive Director of the Company for a cumulative term of approximately nine years, to continue to serve as an Independent non-Executive Director of the Company.

6. To re-elect Cik Aireen Omar as a Director of the Company, who retires pursuant to Article 129 of the Company’s Articles of Association.

7. To re-appoint Messrs PricewaterhouseCoopers as Auditors of the Company and to authorise the Directors to fix their remuneration.

AS SPECIAL BUSINESS

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

8. ORDINARY RESOLUTION AUTHORITY TO ALLOT SHARES PURSUANT TO SECTION 132D OF THE COMPANIES ACT, 1965

THAT pursuant to Section 132D of the Companies Act, 1965 and subject to the approval of relevant authorities, the Directors 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 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 10% of the issued share capital of the Company for the time being and that the Directors be and also empowered to obtain approval for the listing of 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.

9. ORDINARY RESOLUTION 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 13 May 2013 (“the Circular”), subject further to the following:

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

(ii) the disclosure is made in the annual report of the breakdown of the aggregated value of the Recurrent Related Party Transactions conducted pursuant to the shareholders’ mandate during the financial year, amongst others, based on the following information:

(a) the type of Recurrent Related Party Transactions made; and

(b) the names of the related parties involved in each type of the Recurrent Related Party Transaction made and their relationship with the Company;

(iii) 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 AGM of the Company following the AGM at which this shareholders’ mandate is approved, at which time it will lapse, unless by a resolution passed at the next AGM, such authority is renewed.
NOTES ON APPOINTMENT OF PROXY

A. Pursuant to the Securities Industry (Central Depositories) (Share Ownership) Regulations 1996 and in accordance with Section 132D of the Companies Act, 1965, the Directors of the Company are hereby authorised and empowered to appoint any shareholders and/or their nominees to hold any authority granted to any person for the purpose of voting on behalf of such person at the Annual General Meeting, and such person shall be entitled to vote in the Meeting. Consequently, any such disenfranchised voting right shall be automatically reinstated in the manner prescribed by the Companies Act, 1965.

B. A member entitled to vote in the Meeting of Depositors of Shares in respect of his shares held at the Register Office of the Company at the close of business on 28 May 2013 shall be entitled to receive the Notice of Annual General Meeting and be entitled to vote at the Meeting.

C. The Proxy Forms or other instruments of appointment shall not be treated as valid unless signed by the appointor or his attorney and delivered at the Registered Office of the Company at B-13-15, Level 13, Menara Prima Tower, 1, Jalan P.T 1/2A, Damansara Perdana, 47600 Petaling Jaya, Selangor Darul Ehsan, Malaysia not less than forty-eight (48) hours before the said time set for holding the meeting. A proxy appointed by a Foreigner not entitled to vote, will similarly not 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 right shall be automatically reinstated in the manner prescribed by the Companies Act, 1965.

D. The Proxy Forms or any other instruments of appointment shall be signed by the appointor or his attorney, and delivered at the Registered Office of the Company at B-13-15, Level 13, Menara Prima Tower, 1, Jalan P.T 1/2A, Damansara Perdana, 47600 Petaling Jaya, Selangor Darul Ehsan, Malaysia not less than forty-eight (48) hours before the time set for holding the meeting. Signed copies of the duly executed form of proxy are not acceptable.

EXPLANATORY NOTES

1. Authority to call shareholders pursuant to Section 132D of the Companies Act, 1965 (Resolution 9)

Ordinary Resolution 9 has been proposed for the purpose of renewing the general mandate of the Company under Section 132D of the Companies Act, 1965. Refer to the explanatory notes for the ‘Resolution of Grant of Mandate’ in the Notice of Annual General Meeting of 2012 held on 21 June 2012 which will take place at the conclusion of the Twentieth Annual General Meeting.

2. Erection of a new building at the Company’s main premises (Resolution 10)

Ordinary Resolution 10, if passed, will allow the Company to enter into a new Related Party Transactions in accordance with the Related Party Transactions Policy set out in the Notice of Annual General Meeting.

Please refer to the Circular to Shareholders dated 13 May 2013 for further information.

3. Mr. Conor Mc Carthy who retires pursuant to Article 124 of the Company’s Articles of Association, will be re-elected to continue to serve in the said capacity.

4. Mr. Conor Mc Carthy who retires pursuant to Article 124 of the Company’s Articles of Association, will be re-elected to continue to serve in the said capacity.

5. Mr. Conor Mc Carthy who retires pursuant to Article 124 of the Company’s Articles of Association, will be re-elected to continue to serve in the said capacity.

At the date of this Notice, no new stores in the Company were issued pursuant to the resolution granted to the Directors, in the Twenty-first Annual General Meeting held on 21 June 2012 which will take place at the conclusion of the Twentieth Annual General Meeting.