

The background is a solid olive green color. In the top-left corner, there are several concentric, curved lines in shades of brown and a single red line. A large, irregular shape in the upper-middle section is filled with a repeating pattern of small, light-brown triangles pointing upwards. On the left side, there are several thin, horizontal white lines. The text 'OUR JOUR' is centered in the lower half of the image.

OUR JOUR

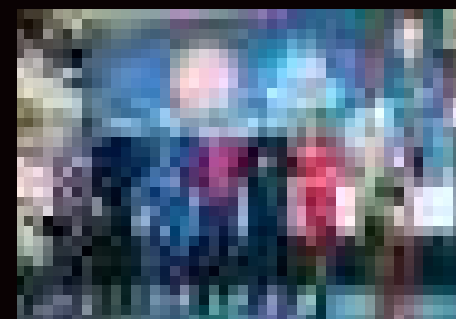
The background is a solid olive green color. It features several abstract geometric elements: a series of thin, horizontal white lines near the top; a prominent red curved line arching from the left side towards the top right; a dotted white line following a similar curved path below the red one; and a large, semi-circular area in the lower right filled with a repeating pattern of small, light-colored triangles pointing upwards. The text 'NEY 2018' is overlaid on the bottom half of the image.

**NEY
2018**

2018 HIGHLIGHTS

29 JUNE

AirAsia is official airline partner for World Electronic Sports Games (WESG) in Asean



3 JULY

Tan Sri Tony Fernandes conferred Honorary Degree of Science by Cranfield University



17 JULY

AirAsia named Skytrax World's Best Low-Cost Airline for 10th year in a row



18 JULY

AirAsia expands Johor Bahru hub with services to Ipoh and Alor Setar

19 JULY

AirAsia confirms 66 A330neo and orders a further 34



26 JULY

Datuk Kamarudin Meranun receives Lifetime Achievement Award at Global Leadership Awards 2018



2 AUGUST

AirAsia brings world closer to Lake Toba with launch of flights from Kuala Lumpur

7 AUGUST

AirAsia champions Asean with new route to Phu Quoc in Vietnam

9 AUGUST

AirAsia signs Palantir as its data science partner

Palantir

14 AUGUST

Expedia Group announces full ownership of AAE Travel Pte Ltd

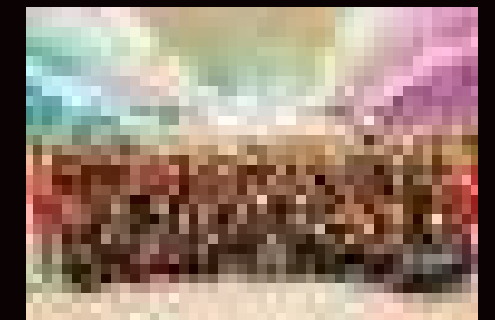
AirAsia strengthens Kota Kinabalu hub with new direct route to Macao

15 AUGUST

AirAsia Indonesia completes IATA Operational Safety Audit (IOSA)

16 AUGUST

AirAsia flies Malaysian contingent to Asian Games 2018

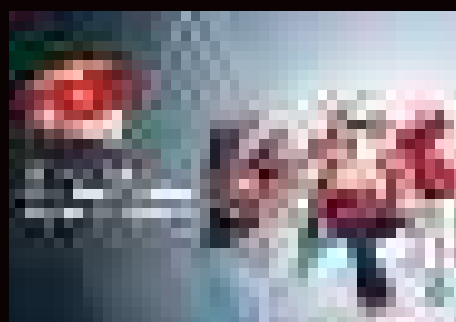


17 AUGUST

AirAsia launches service connecting Kuala Lumpur with holy city of Amritsar

29 AUGUST

AirAsia celebrates 20 million BIG Members



4 SEPTEMBER

AirAsia wins Asia's Leading Low-Cost Airline and Asia's Leading Low-Cost Airline Cabin Crew awards at World Travel Awards Asia and Australasia 2018



6 SEPTEMBER

AirAsia enters Malaysia Book of Records again for facial recognition first

12 SEPTEMBER

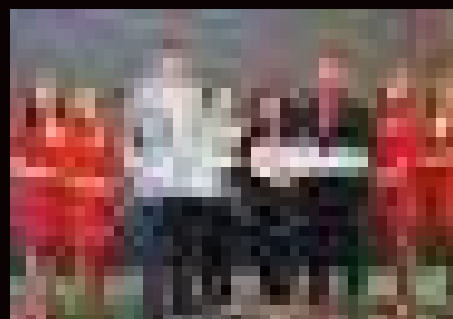
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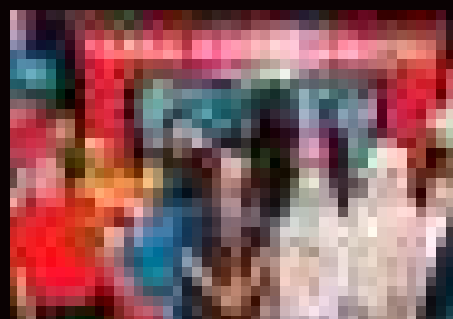
14 SEPTEMBER

AirAsia BIG launches BIG Xchange, the world's first airline points exchange platform



18 SEPTEMBER

Deputy Prime Minister of Malaysia Dato' Seri Dr Wan Azizah Wan Ismail officiates child care centre in RedQ



1 OCTOBER

UFC and AirAsia deliver first-time Octagon® Branding for UFC® 229: Khabib vs McGregor



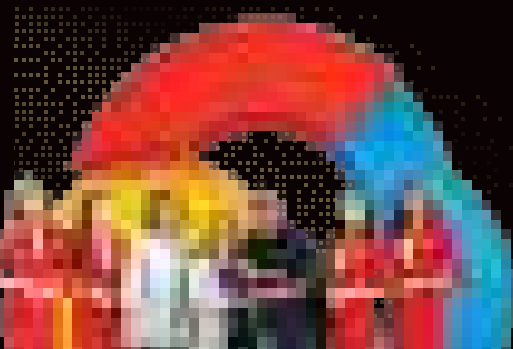
9 OCTOBER

AirAsia further strengthens connectivity in East Malaysia with new Kuching-Tawau route

AirAsia celebrates 10 years of service to Hong Kong by launching Krabi routes

10 OCTOBER

AirAsia collaborates with Google Cloud to become a travel and financial platform company



ANOTHER
EVENTFUL
YEAR
FOR
AIRASIA

▶▶ 2018 HIGHLIGHTS

2018

HIGHLIGHTS

12 JANUARY

AirAsia disrupts financial services with the launch of BigPay

**26 JANUARY**

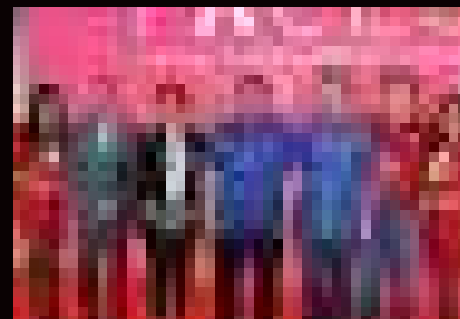
AirAsia sponsors Dota 2 esports Team Mineski

1 FEBRUARY

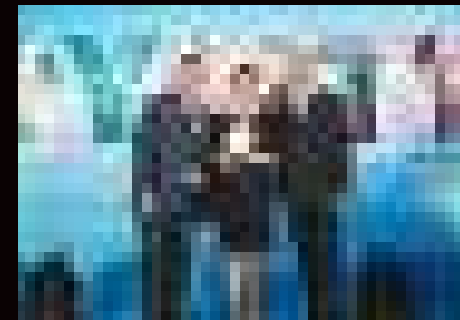
Mayor of Davao City officiates new Kuala Lumpur-Davao route

6 FEBRUARY

AirAsia launches FACES, Malaysia's first airport facial recognition system

**14 FEBRUARY**

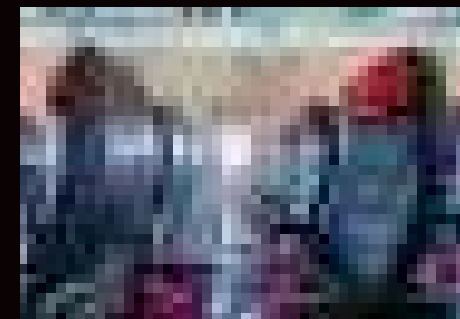
AirAsia wins Best Use of Technology at Loyalty Awards 2018

**28 MARCH**

AirAsia teams up with Plug and Play to find the best startups in the travel industry

**30 MARCH**

AirAsia debuts new Mirus Hawk slimline seats

**28 FEBRUARY**

AirAsia launches route to stylish coastal town Hua Hin in Thailand

7 MARCH

AirAsia revamps customer care for digital era with Salesforce

18 MARCH

AirAsia becomes Official Airline Partner of Australia's leading surfing bodies

23 MARCH

Roberto Carlos is named AirAsia's newest global ambassador

**4 APRIL**

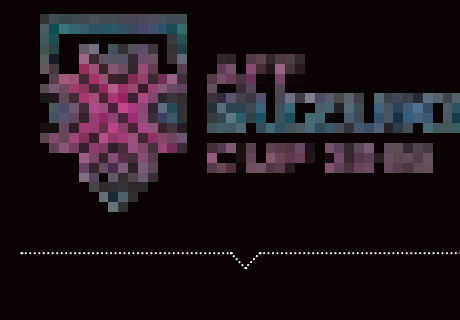
AirAsia launches direct flights from Penang to Hanoi and Phuket

12 APRIL

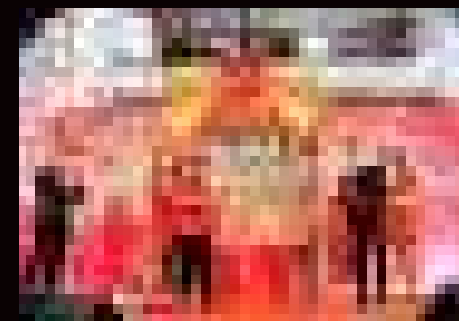
AirAsia X Malaysia IOSA registration renewed for third consecutive time

3 MAY

AirAsia signs up as Official Supporter of the AFF Suzuki Cup 2018

**15 MAY**

AirAsia hits 500 million guests milestone

**25 MAY**

AirAsia launches UFC-branded livery to celebrate UFC partnership

**6 JUNE**

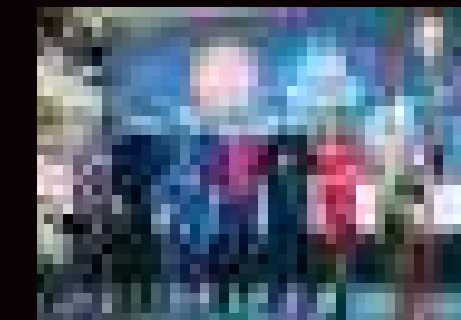
AirAsia powers first ever Pitch@Palace ASEAN 1.0 as Strategic Partner

11 JUNE

AirAsia launches direct flights from Kota Kinabalu to Bangkok

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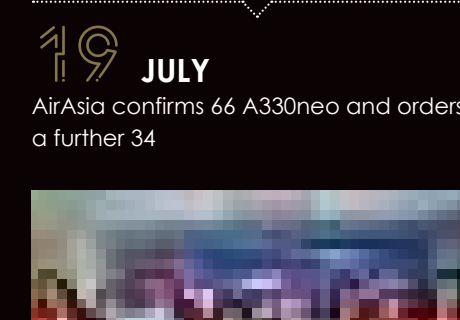
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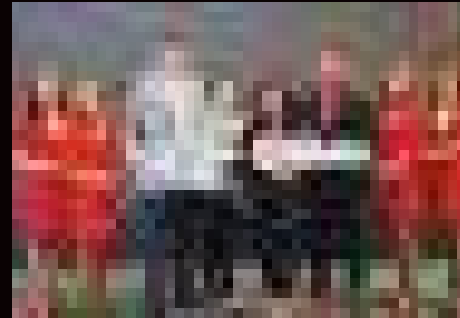
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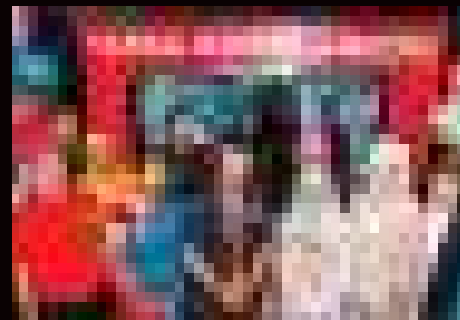
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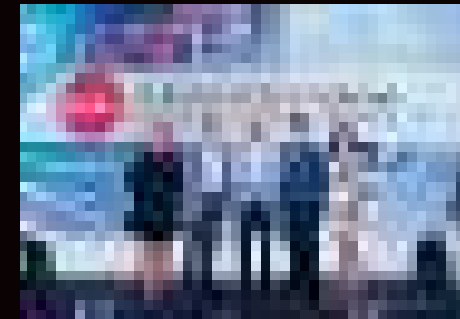
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AirAsia expands its presence in China with Kuala Lumpur-Tianjin route



13 OCTOBER

AirAsia named Operating Model Master for Malaysia at IDC Digital Transformation Awards (IDC DXa) 2018



16 OCTOBER

AirAsia honoured as Best Low-Cost Carrier at Travel Weekly Asia Readers' Choice Awards 2018

19 OCTOBER

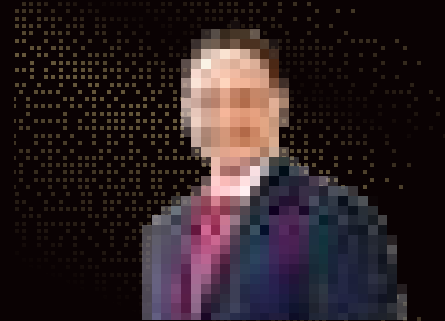
AirAsia further connects Sabah to Southwest China with Kota Kinabalu-Kunming service

27 OCTOBER

AirAsia wins Gold at Putra Brand Awards 2018 for the ninth year in a row

1 NOVEMBER

AirAsia X Berhad appoints Nadda Buranasiri as new Group Chief Executive Officer



AirAsia launches Ipoh-Singapore, its first international route from the Perak state capital

5 NOVEMBER

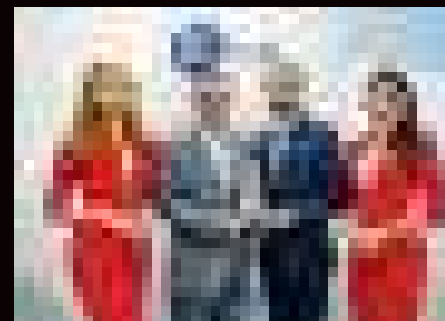
AirAsia Philippines completes IATA Operational Safety Audit (IOSA)

7 NOVEMBER

AirAsia boosts connectivity from Kota Kinabalu with daily flights to Bandar Seri Begawan

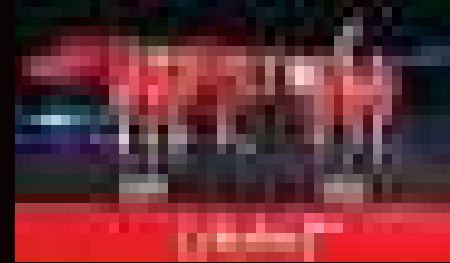
9 NOVEMBER

AirAsia wins Airline IFEC Experience award at Inflight Asia Pacific Awards 2018

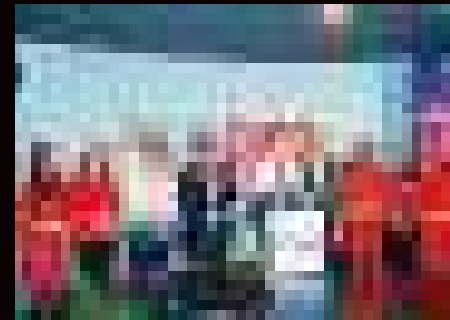


12 NOVEMBER

AirAsia partners with (RED) and 88rising to fight AIDS in Asean

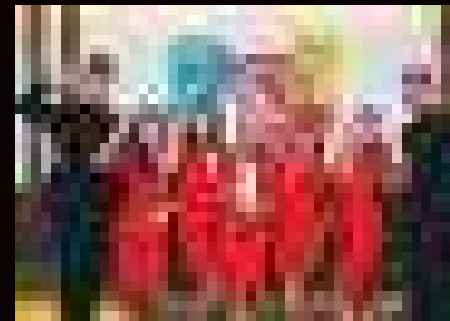


Ground Team Red unveils Malaysia's first digital airport control centre



14 NOVEMBER

AirAsia wins Asean Business Award (ABA) for Priority Integration Sector (Aviation)

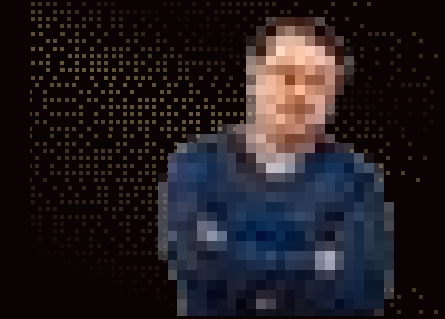


15 NOVEMBER

AirAsia and AirAsia X named Best Low Fare Carriers in Asia Pacific for 2019 by AirlineRatings.com

19 NOVEMBER

AirAsia appoints Spencer Lee as CEO of BIG Loyalty Sdn Bhd



23 NOVEMBER

AirAsia India appoints Sanjay Kumar as Chief Operating Officer

27 NOVEMBER

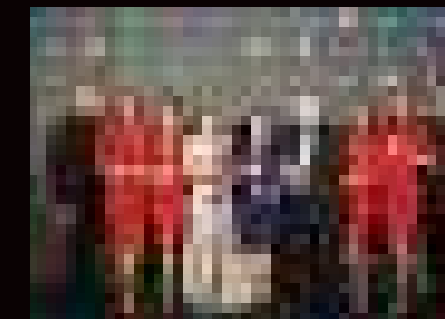
AirAsia BIG Loyalty brings BIG Xchange, the world's first airline points exchange platform, to Thailand

29 NOVEMBER

AirAsia X strengthens Malaysia-Japan ties with exclusive direct flights to Fukuoka

2 DECEMBER

AirAsia named 'World's Leading Low-Cost Airline' at World Travel Awards Grand Final 2018



4 DECEMBER

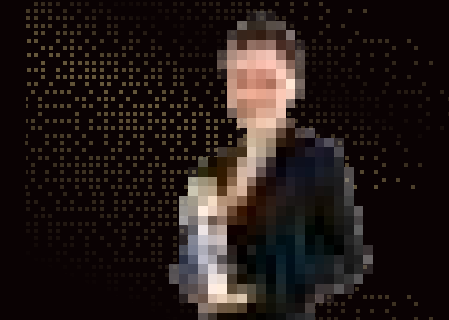
AirAsia BIG Loyalty named Best eCommerce Merchant (Travel/Hospitality) at Asia eCommerce Awards 2018



5 DECEMBER

AirAsia becomes first airline to touch down at Melbourne's second international airport - Avalon

AirAsia wins Best IR Website (Mid Cap) at MIRA Awards 2018



12 DECEMBER

AirAsia wins two top awards for highest growth in profit at The Edge Billion Ringgit Club 2018



17 DECEMBER

AirAsia transfers non-airline digital businesses to digital venture arm RedBeat Ventures Sdn Bhd



18 DECEMBER

AirAsia X Thailand completes IATA Operational Safety Audit (IOSA)

21 DECEMBER

AirAsia India inducts 20th aircraft into its fleet



24 DECEMBER

AirAsia Group Berhad sells Merah Aviation in USD768 million transaction with Castlelake

COMMITMENT TO SERVICE EXCELLENCE & HSE



As part of service excellence commitment, Pertamina Aviation focuses on developing network and delivering high quality products to customers. With more than 60 airfield depots in Indonesia and 30 airports in Asia, Pertamina Aviation has among the most extensive network in the region. The company products and facilities are in compliance with Indonesian and international standards, i.e. British DEFSTAN 91-91 and 91-90 (latest issue), JIG, and periodical audit by IATA (IFQP-IATA Fuel Quality Pool), major airlines, and INACA.

As part of our commitment to Health, Safety, and Environment (HSE), Pertamina Aviation is OSAS and ISO Integration certified. Our RDT (Refueling & Defueling Truck) operators are periodically certified by the Ministry of Transportation of the Republic of Indonesia. Our airfield depots & Into Plane services are consistently awarded the PROPER award by the Ministry of Environment. The award is given to selected few companies, showing high commitment in environmental impact management.

We strive to meet customer satisfaction, because we believe trust is a one-time gift



TRANSFORMING THE WORLD OF AVIATION TOGETHER

Shell Aviation.
Together, We Fuel Growth

» NOTICE OF ANNUAL GENERAL MEETING



ND

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

AS ORDINARY BUSINESS

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

Please refer to Note A.

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

Please refer to Note B.

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

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

ii. Mr. Stuart L. Dean.

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

(Ordinary Resolution 1)

(Ordinary Resolution 2)

(Ordinary Resolution 3)

(Ordinary Resolution 4)

AS SPECIAL BUSINESS

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

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

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

Please refer to Note C.

(Ordinary
Resolution 5)

6. **PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE AND NEW SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE ("PROPOSED MANDATE")**

"**THAT** approval be and is hereby given for the renewal of existing shareholders' mandate and new shareholders' mandate for the Company to enter into recurrent related party transactions of a revenue or trading nature with the related parties ("**Recurrent Related Party Transactions**") as set out in Section 2.3 of the Circular to Shareholders dated 30 April 2019 ("**Circular**"), subject further to the following:

- (i) the Recurrent Related Party Transactions are entered into in the ordinary course of business which are:
 - (a) necessary for the day-to-day operations;
 - (b) on normal commercial terms and transaction price which are not more favourable to the related parties than those generally available to the public;
 - (c) undertaken on arm's length basis; and
 - (d) not to the detriment of the minority shareholders of the Company;
- (ii) the shareholders' mandate is subject to annual renewal and this shareholders' mandate shall only continue to be in full force until:
 - (a) the conclusion of the next Annual General Meeting ("**AGM**") of the Company following the AGM at which this shareholders' mandate is approved, at which time it will lapse, unless by an ordinary resolution passed at that AGM, such authority is renewed;
 - (b) the expiration of the period within which the next AGM after the date is required to be held pursuant to Section 340(2) of the Companies Act, 2016 ("**Act**") (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
 - (c) revoked or varied by ordinary resolution passed by the shareholders of the Company in a general meeting of the Company,

whichever is the earliest.

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

▶▶ NOTICE OF ANNUAL GENERAL MEETING

AND THAT as the estimates given for the Recurrent Related Party Transactions specified in Section 2.3 of the Circular being provisional in nature, the Directors of the Company and/or any one of them be and are hereby authorised to agree to the actual amount or amounts thereof provided always that such amount or amounts comply with the procedures set out in Section 2.6 of the Circular."

Please refer to Note D.

(Ordinary Resolution 6)

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

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

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

("Proposed Share Buy-Back").

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

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

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

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

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

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

Please refer to Note E.

OTHER ORDINARY BUSINESS

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

By Order of the Board

JASMINDAR KAUR A/P SARBAN SINGH

(MAICSA 7002687)

LAU YEN HOON

(MAICSA 7061368)

Company Secretaries

Kuala Lumpur

30th day of April 2019

**(Ordinary
Resolution 7)**

» NOTICE OF ANNUAL GENERAL MEETING

NOTES ON APPOINTMENT OF PROXY

1. Pursuant to the Securities Industry (Central Depositories) (Foreign Ownership) Regulations 1996 and Rule 41(a) of the Company's Constitution, only those Foreigners (as defined in the Constitution) who hold shares up to the current prescribed foreign ownership limit of 45.0% of the total number of issued shares of the Company, on a first-in-time basis based on the Record of Depositors to be used for the forthcoming Annual General Meeting ("AGM"), shall be entitled to vote. A proxy appointed by a Foreigner not entitled to vote, will similarly not be entitled to vote. Consequently, all such disenfranchised voting rights shall be automatically vested in the Chairman of the AGM.
2. A member must be registered in the Record of Depositors at 5.00 p.m. on 20 June 2019 ("General Meeting Record of Depositors") in order to attend and vote at the Meeting. A depositor shall not be regarded as a Member entitled to attend the Meeting and to speak and vote thereat unless his name appears in the General Meeting Record of Depositors. Any changes in the entries on the Record of Depositors after the abovementioned date and time shall be disregarded in determining the rights of any person to attend and vote at the Meeting.
3. A member entitled to attend and vote is entitled to appoint not more than two (2) proxies (or in the case of a corporation, to appoint a representative(s) in accordance with Section 333 of the Companies Act, 2016) to attend and vote in his stead. There shall be no restriction as to the qualification of the proxy(ies).
4. The Proxy Form in the case of an individual shall be signed by the appointor or his attorney, and in the case of a corporation, either under its common seal or under the hand of an officer or attorney duly authorised.
5. Where a member appoints two (2) proxies, the appointment shall be invalid unless he specifies the proportion of his shareholdings to be represented by each proxy.
6. Where a Member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("omnibus account"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
7. The Proxy Form or other instruments of appointment shall not be treated as valid unless deposited at the Registered Office of the Company at Unit 30-01, Level 30, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Wilayah Persekutuan, Malaysia not less than forty-eight (48) hours before the time set for holding the meeting. **Faxed copies of the duly executed form of proxy are not acceptable.**
8. Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in this Notice will be put to vote by way of poll.
9. By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

EXPLANATORY NOTES:

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

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

Non-Executive Directors' Fees (per annum)	Non-Executive Chairman (RM)	Per Non-Executive Director/Per other Committee Member (RM)
Board of Directors	NA	262,500
Audit Committee	75,000	60,000
Nomination and Remuneration Committee	55,000	35,000
Safety Review Board	55,000	35,000
Risk Management Committee	55,000	35,000
Non-Executive Directors' Benefits (per attendance by each director or committee member)	Board Directors (RM)	Board Committees (RM)
Meeting allowance	2,000	2,000
Other Non-Executive Directors' Benefits		
Insurance premiums on medical coverage, and other claimable expenses incurred in the course of carrying out their duties.	Up to a total amount of RM100,000 for all Non-Executive Directors	

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

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

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

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

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



NOTICE OF ANNUAL GENERAL MEETING

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

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

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

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

ENDLESS POSSIBILITIES



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Emmanuelle, Line Maintenance Engineer

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»» CORPORATE INFORMATION

BOARD OF DIRECTORS



Datuk Kamarudin bin Meranun

(Non-Independent Executive Chairman)

**Tan Sri Anthony Francis Fernandes
(widely known as Tan Sri Tony Fernandes)**

(Non-Independent Executive Director and Group Chief Executive Officer)

Dato' Abdel Aziz @ Abdul Aziz bin Abu Bakar

(Non-Independent Non-Executive Director)

Dato' Fam Lee Ee

(Senior Independent Non-Executive Director)

Dato' Mohamed Khadar bin Merican

(Independent Non-Executive Director)

Stuart L Dean

(Independent Non-Executive Director)

Noor Neelofa binti Mohd Noor

(Independent Non-Executive Director)

AUDIT COMMITTEE



Dato' Mohamed Khadar bin Merican

Dato' Abdel Aziz @ Abdul Aziz bin Abu Bakar

Dato' Fam Lee Ee

RISK MANAGEMENT COMMITTEE



Dato' Abdel Aziz @ Abdul Aziz bin Abu Bakar

Dato' Fam Lee Ee

Stuart L Dean

Dato' Mohamed Khadar bin Merican

COMPANY SECRETARIES



Jasmindar Kaur a/p Sarban Singh
(MAICSA 7002687)

Lau Yen Hoon
(MAICSA 7061368)

NOMINATION AND REMUNERATION COMMITTEE



Dato' Fam Lee Ee

Dato' Abdel Aziz @ Abdul Aziz bin Abu Bakar

Stuart L Dean

SAFETY REVIEW BOARD



Stuart L Dean

Dato' Mohamed Khadar bin Merican

Noor Neelofa binti Mohd Noor

AUDITORS

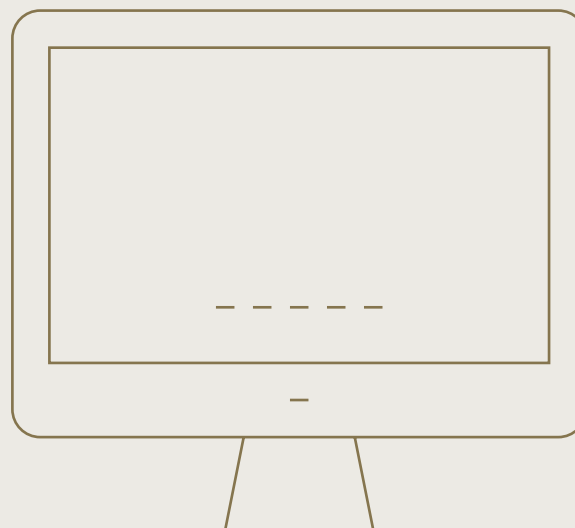


Ernst & Young (AF 0039)

Level 23A, Menara Milenium
Jalan Damanlela
Pusat Bandar Damansara
50490 Kuala Lumpur
Malaysia

T : +603 7495 8000

F : +603 2095 5332

 www.airasia.com

REGISTERED OFFICE



AirAsia Group Berhad
(Company No. 1244493-V)
Unit 30-01, Level 30, Tower A
Vertical Business Suite
Avenue 3, Bangsar South
No. 8, Jalan Kerinchi
59200 Kuala Lumpur
Malaysia

T : +603 2783 9191
F : +603 2783 9111

HEAD OFFICE



RedQ, Jalan Pekeliling 5
Lapangan Terbang Antarabangsa
Kuala Lumpur (klia2)
64000 Sepang
Selangor Darul Ehsan
Malaysia

T : +603 8660 4333
F : +603 8660 7777
E : maa_ir@airasia.com
W : www.airasia.com

SHARE REGISTRAR



Boardroom Share Registrars Sdn Bhd
(formerly known as Symphony Share
Registrars Sdn Bhd)
(Company No. 378993-D)
Level 6, Symphony House
Pusat Dagangan Dana 1
Jalan PJU 1A/46
47301 Petaling Jaya
Selangor Darul Ehsan
Malaysia

T : +603 7849 0777 (Helpdesk)
F : +603 7841 8151 / 8152
E : bsr.helpdesk@boardroomlimited.com

STOCK EXCHANGE LISTING



Main Market of Bursa Malaysia
Securities Berhad
Listing Date : 16 April 2018
Stock Name : AIRASIA
Stock Code : 5099

▶▶ CORPORATE
STRUCTURE

AIRASIA GROUP BERHAD



AirAsia Group Berhad Corporate Structure
(as at 31 March 2019)

*the % represents voting shares/rights



■ Subsidiary
 ■ Associate
 ■ Jointly-Controlled Entity

▶▶ 2018 FINANCIAL & INVESTOR CALENDAR



8 JANUARY

Extraordinary General Meeting (Court Convened Meeting on Internal Reorganisation)

9 JANUARY

DBS Vickers 'The Pulse of Asia' Conference 2018

29 JANUARY

4Q2017 / FY2017 Operating Statistics Release

5 FEBRUARY

Non-Deal Roadshow in Taipei - Hosted by MIDF

27 FEBRUARY

FY2017 Financial Results Announcement & Earnings Call

8-9 MARCH

Daiwa Investment Conference

18 MARCH

Non-Deal Roadshow - Hosted by Macquarie

19-21 MARCH

Credit Suisse Asian Investment Conference 2018

29 MARCH

Non-Deal Roadshow - Hosted by CIMB

3 APRIL

Media Presentation to the press and journalists from Brunei, Malaysia and Singapore

27 APRIL

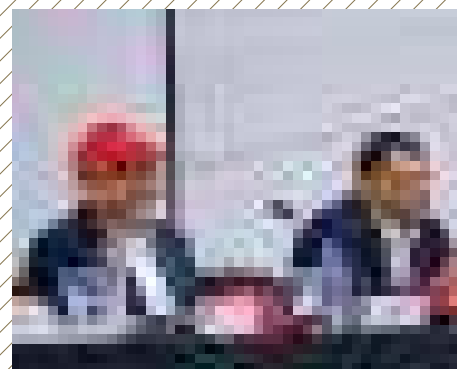
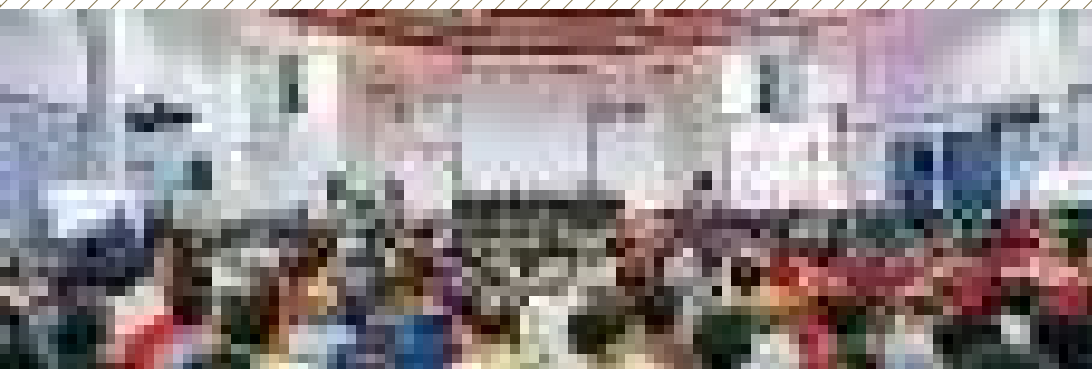
1Q2018 Operating Statistics Release

7 MAY

Non-Deal Roadshow - Hosted by Macquarie

14 MAY

Extraordinary General Meeting

**15 MAY**

dbAccess Asia Conference

24 MAY1Q2018 Financial Results Announcement
& Earnings Call**28-2 MAY/JUNE**Non-Deal Roadshow in Los Angeles,
San Francisco, Seattle, Salt Lake City,
Orlando, Fort Lauderdale, Chicago,
Boston & New York - Hosted by Maybank
Kim Eng**19 JUNE**Launch of IR Talk Show on AAGB's IR
Portal**20 JUNE**AAGB's 1st Annual General Meeting
attended by 1,260 Shareholders**27-6 JUNE/JULY**Non-Deal Roadshow in Stockholm,
Brussels, Paris, London, Edinburgh,
Copenhagen & Helsinki - Hosted by CIMB
and Maybank Kim Eng**26-27 JULY**

Non-Deal Roadshow - Hosted by Nomura

27 JULY

2Q2018 Operating Statistics Release

30 AUGUST2Q2018 Financial Results Announcement
& Earnings Call**6-7 SEPTEMBER**

Non-Deal Roadshow - Hosted by Nomura

13-14 SEPTEMBER

CLSA Investors' Forum 2018

19 SEPTEMBER

Non-Deal Roadshow - Hosted by CIMB

24-28 SEPTEMBERCiti IR Global Academy New York -
Hosted by Citi**1-2 OCTOBER**Non-Deal Roadshow (East Coast US) -
Hosted by Maybank Kim Eng**10-12 OCTOBER**Incline AGM's Presentation & Non-Deal
Roadshow (US West Coast) - Hosted by
Maybank Kim Eng**26 OCTOBER**

3Q2018 Operating Statistics Release

13 NOVEMBERPaperless and Digital Learning Visit to
RedQ by Employees Provident Fund**29 NOVEMBER**3Q2018 Financial Results Announcement
& Earnings Call**3-4 DECEMBER**Non-Deal Roadshow & IR Magazine
South East Asia Annual Forum - Hosted by
Goldman Sachs**5 DECEMBER**

MIRA Annual Awards



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Mitsui Bussan Kaisha (Mitsubishi) is a leading global trading company, offering a wide range of services and products to its customers.



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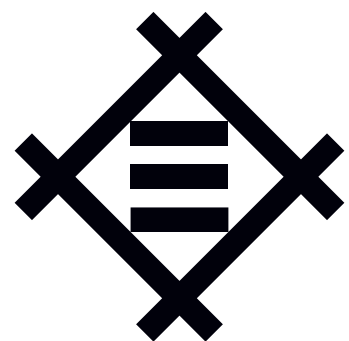
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ASPIR



ATHLETES



Allstars like Kugan Tangiisuran, who rose from despatch to earn his stripes as a high-flying pilot, show that dreams become reality at AirAsia.

AirAsia was built on a dream to make flying accessible to everyone. Seventeen years on, we continue to be a dream factory, opening up new horizons for everyone we engage with, from our guests who dream of visiting new or distant places for less to those who dream of achieving a life-long goal.

We support aspiring athletes through Ben Proud's Talent Pool coaching clinics and PJ Rangers Junior tryouts and help national athletes put Malaysia on the global sporting map.

LEADERSHIP

Directors' Profiles	54
Senior Management Team	64
AOC CEOs	80



▶▶ DIRECTORS' PROFILES

DATUK KAMARUDIN BIN MERANUN

Non-Independent Executive Chairman



Malaysian

Datuk Kamarudin bin Meranun, male, 57, is the co-founder of AirAsia. He was appointed as a Non-Independent Executive Chairman of AirAsia Group Berhad (AAGB) on 30 March 2018.

He is also a Non-Independent Executive Chairman of AirAsia Berhad (AAB), taking the lead in engaging with the Malaysian Government, aviation regulators and airport authorities. Before being designated as Executive Chairman, he was AAB's Deputy Group Chief Executive Officer.

In December 2001, Datuk Kamarudin, together with Tan Sri Tony Fernandes, Dato' Pahamin Ab Rajab and Dato' Abdul Aziz bin Abu Bakar, acquired struggling domestic airline AirAsia and, with the help of Conor McCarthy, relaunched it as a budget travel pioneer in Asia and built it into the world's best low-cost carrier.

Prior to setting up AirAsia, Datuk Kamarudin worked at Arab-Malaysian Merchant Bank from 1988 to 1993 as a Portfolio Manager, managing both institutional and high net-worth individual clients' investment funds. In 1994, he was appointed Executive Director of Innosabah Capital Management Sdn Bhd, a subsidiary of Innosabah Securities Sdn Bhd. He subsequently acquired the shares of the joint venture partner of Innosabah Capital Management Sdn Bhd, which was later renamed Intrinsic Capital Management Sdn Bhd.

He holds a Diploma in Actuarial Science from University Technology MARA (UiTM), and graduated with a BSc with Distinction (Magna Cum Laude) majoring in Finance in 1986 and an MBA in 1987 from Central Michigan University, in the US.

He received the Darjah Panglima Jasa Negara (PJN), which carries the title Datuk, from the Malaysian King in November 2013.

Datuk Kamarudin is also a Non-Independent Non-Executive Director of AirAsia X Berhad and Tune Protect Group Berhad, and a Director of Yayasan Pendidikan Titiwangsa.



TAN SRI TONY FERNANDES

Non-Independent Executive Director
and Group Chief Executive Officer



Malaysian

Tan Sri Tony Fernandes, male, 54, is a co-founder of AirAsia. He was appointed as a Non-Independent Executive Director and Group Chief Executive Officer of AirAsia Group Berhad (AAGB) on 30 March 2018.

Fernandes is one of Asia's most recognisable entrepreneurs, best known for co-founding AirAsia and democratising air travel in the region. In December 2001, Fernandes, together with Datuk Kamarudin Meranun, Dato' Pahamin Ab Rajab and Dato' Abdul Aziz bin Abu Bakar, acquired struggling domestic airline AirAsia and, with the help of Conor McCarthy, relaunched it as a pioneer of budget travel in Asia, subsequently building it into the world's best low-cost carrier.

Fernandes studied in the UK, and qualified as an Associate Member of the Association of Chartered Certified Accountants in 1991, then as a Fellow Member in 1996. An accountant by training, he began his career in Virgin Group before returning to Malaysia as Warner Music Group's Vice President for Southeast Asia. This was just prior to launching AirAsia.

He has received numerous honours and awards over the course of his career. These include the Commander of the

Order of the British Empire, conferred by Her Majesty Queen Elizabeth II in 2011, and the Commander of the Legion d'Honneur, awarded by the French Government for outstanding contributions to the economy of France through the aviation industry.

Fernandes is also a Non-Independent Non-Executive Director of AirAsia X Berhad.



DIRECTORS' PROFILES

DATO' ABDEL AZIZ @ ABDUL AZIZ BIN ABU BAKAR

Non-Independent Non-Executive
Director



Malaysian

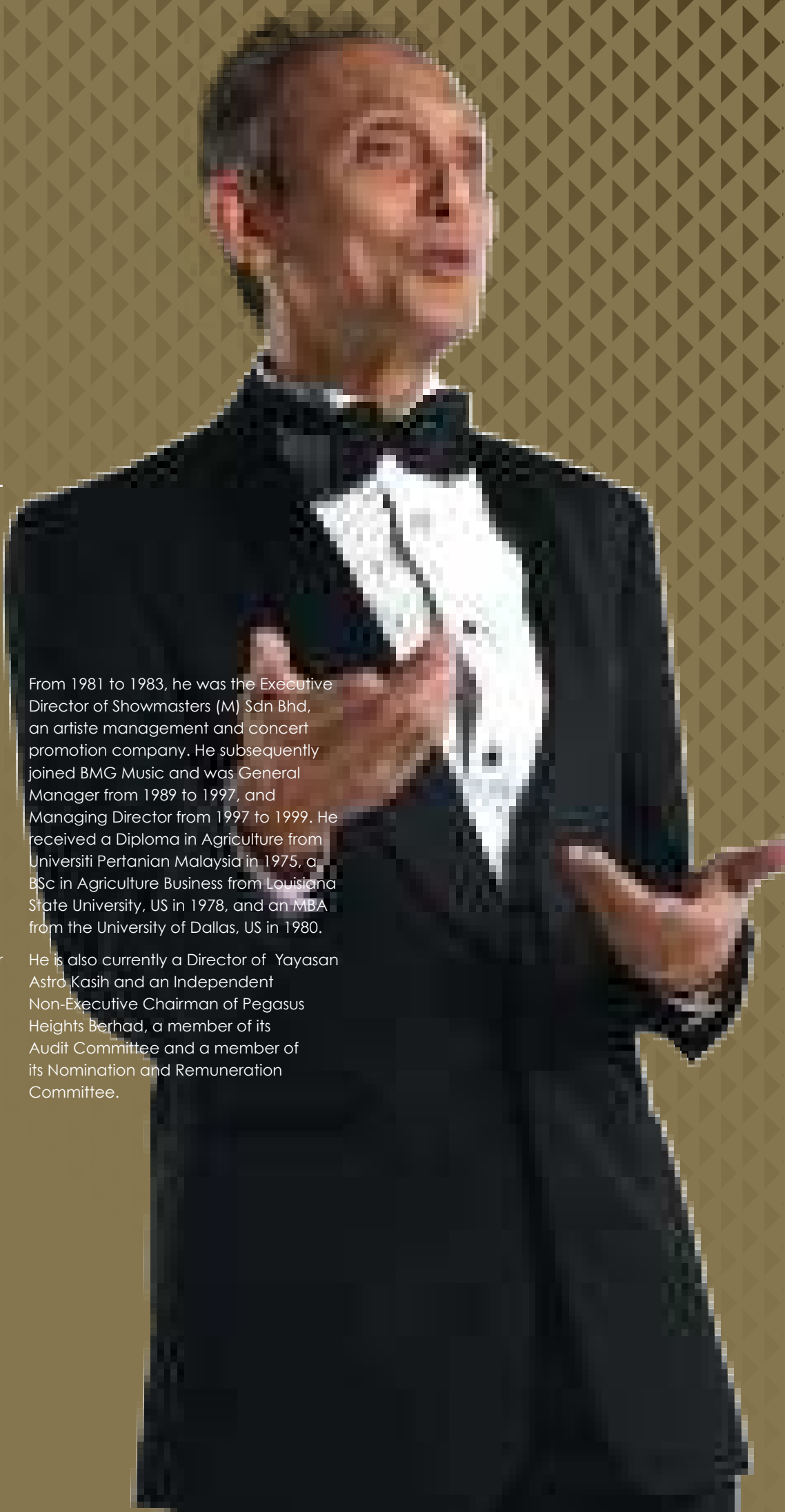
Dato' Abdel Aziz @ Abdul Aziz bin Abu Bakar, male, 65, was appointed a Non-Executive Director of AirAsia Group Berhad (AAGB) on 30 March 2018. He is Chairman of the Risk Management Committee and a member of the Audit and Nomination and Remuneration Committees of the Board of AAGB.

In December 2001, Dato' Aziz together with Datuk Kamarudin, Tan Sri Tony Fernandes and Dato' Pahamin Ab Rajab had acquired a struggling domestic airline AirAsia and, with the help of Conor McCarthy, relaunched it as a pioneer of budget travel in Asia, building AirAsia into the world's best low-cost carrier.

Dato' Aziz is currently the Executive Chairman of VDSL Technology Sdn Bhd. He served as Chairman of Performance and Artists Rights Malaysia Sdn Bhd (PRISM), a collection society for performers of recorded music, and the Academy of Malaysian Music Industry Association (PAIMM) for more than 10 years until end 2012 and January 2011, respectively.

From 1981 to 1983, he was the Executive Director of Showmasters (M) Sdn Bhd, an artiste management and concert promotion company. He subsequently joined BMG Music and was General Manager from 1989 to 1997, and Managing Director from 1997 to 1999. He received a Diploma in Agriculture from Universiti Pertanian Malaysia in 1975, a BSc in Agriculture Business from Louisiana State University, US in 1978, and an MBA from the University of Dallas, US in 1980.

He is also currently a Director of Yayasan Astro Kasih and an Independent Non-Executive Chairman of Pegasus Heights Berhad, a member of its Audit Committee and a member of its Nomination and Remuneration Committee.



DATO' MOHAMED KHADAR BIN MERICAN

Independent Non-Executive Director



Malaysian

Dato' Mohamed Khadar bin MERICAN, male, 62, was appointed an Independent Non-Executive Director of AirAsia Group Berhad (AAGB) on 30 March 2018. He is Chairman of the Audit Committee and a member of the Risk Management Committee of the Board and Safety Review Board of AAGB.

Dato' Mohamed Khadar is a member of the Institute of Chartered Accountants in England and Wales as well as the Malaysian Institute of Accountants.

He has had more than 40 years of experience in financial and general management. He served as an auditor and a consultant in an international accounting firm before joining a financial services group in 1986. Between 1988 and April 2003, Dato' Mohamed Khadar held various senior management positions including those of President and Chief Operating Officer in the then Pemas International Holdings Berhad, a company listed on Bursa Malaysia. In 2013, in his capacity as Chairman of RHB Capital, he was named "Chairman of The Year" by the Minority Shareholders Watchdog Group at its Asean Corporate Governance Index Awards.

Dato' Mohamed Khadar is also a director of Bonia Corporation Berhad, Iris Corporation Berhad, Sona Petroleum Berhad (in members' voluntary liquidation) and Rashid Hussain Berhad (in members' voluntary liquidation) - all public listed companies.

▶▶ DIRECTORS'
PROFILESDATO'
FAM LEE EE

Senior Independent Non-Executive
Director



Malaysian

Dato' Fam Lee Ee, male, 58, was appointed a Senior Independent Non-Executive Director of AirAsia Group Berhad (AAGB) on 30 March 2018. He is a member of the Audit and Risk Management Committees and Chairman of the Nomination and Remuneration Committee of the Board of AAGB.

He received his BA (Hons) from the University of Malaya in 1986 and LLB (Hons) from the University of Liverpool, UK in 1989. Upon obtaining his Certificate of Legal Practice in 1990, he began practising law and is currently a partner at Messrs Gan & Zul.

Dato' Fam used to sit on the Board of Trustees of Yayasan PEJATI from 1996 to 2007. Since 2001, he has served as a legal advisor to the Chinese Guilds and Association and charitable organisations such as Yayasan SSL Haemodialysis Centre in PJ.

Dato' Fam is also a Non-Independent Non-Executive Director of AirAsia X Berhad.



STUART L DEAN

Independent Non-Executive Director



American

Stuart L Dean, male, 66, was appointed an Independent Non-Executive Director of AirAsia Group Berhad (AAGB) on 30 March 2018. He is a member of the Nomination and Remuneration and Risk Management Committees of the Board of AAGB. He is also Chairman of the Safety Review Board and an Independent Non-Executive Director of AirAsia Berhad.

He served more than 35 years in various GE businesses in the US and Asia, starting in an advanced sales and marketing entry programme in GE Appliances in 1979. He was made Marketing Manager for the Dishwasher business in 1983, then appointed as Specialty Appliance Manager responsible for developing a new line of high-end built-in appliances called the GE Architecture Line. From 1988, he assumed a series of increasingly senior positions in sales, marketing, product general management, services marketing and general management.

Dean took on a business development role in Singapore in late 1991 and became President of GE Capital, Southeast Asia, in 1993. Following his assignment in GE Capital, he became President, GE Indonesia in February 1995. In May 2002, he was appointed President and CEO, GE Asean, based in Kuala Lumpur. He retired from GE in April 2015.

In addition to serving on the AAGB Board and the Board of AirAsia Berhad, Dean is also on the Advisory Boards of Duke University Trinity College and Harvard Business School Asia. He also serves as Chairman of Junior Achievement Malaysia and the board of Orbis Asia whose aircraft hospitals train ophthalmologists for eye surgeries in developing countries. More recently, he was appointed an Independent Non-Executive Director of American Asian Medical Group (AAMG) based in Singapore.

Dean graduated magna cum laude and as a member of Phi Beta Kappa from Duke University, US in 1975 with a BA in Economics and Political Science. He obtained an MBA from Harvard University in 1979.



DIRECTORS' PROFILES

NOOR NEELOFA BINTI MOHD NOOR

Independent Non-Executive Director



Malaysian

Noor Neelofa binti Mohd Noor, female, 30, was appointed an Independent Non-Executive Director of AirAsia Group Berhad (AAGB) on 30 March 2018. She is also a member of the Safety Review Board of AAGB.

Neelofa has completed her A Levels. She has been at the helm of NH Prima Sdn Bhd for the last three years as its director. Under her leadership, the brand Naelofar Hijab is sold in more than 23 countries including Brunei, Indonesia, Australia, UAE, UK and Europe.

Neelofa has acted in a number of blockbuster movies and hosted popular TV shows. She has also produced her own reality TV show. She has a strong presence on social media with more than six million followers on Instagram.

She has received many local and international awards including being listed as Forbes Asia 30 Under 30 Class 2017, SME 2017 Celebrity Entrepreneur of The Year, MSMW 2017 Social Media Celebrity of The Year and In Trend Malaysia InTrend Gala Night 2017 Most Charming Celebrity of The Year, The Inspiring Woman Award and The Iconic Role Model Award.

Neelofa has been invited to speak at forums and talks, most notably at the 2017 Forbes Asia Summit in Manila, 2017 UNDP-MiSK in New York and 2017 Forbes Summit in Boston. Recognising her achievements, international brands like Lancome, Swarovski and Titan have signed her on as their ambassador.

Declaration of Directors:

Family relationship

None of the Directors has any family relationship with any other Director and/or major shareholder of AirAsia Group Berhad.

Conflict of Interest

None of the Directors has any conflict of interest with AirAsia Group Berhad.

Conviction for Offences

None of the Directors has been convicted for any public offence during the financial year ended 31 December 2018 or had any penalty imposed by the relevant regulatory bodies within the past 5 years, other than traffic offences, if any.

Attendance of Board Meetings

The attendance of the Directors at Board of Directors' meetings for the financial year ended 31 December 2018 is disclosed in the Corporate Governance Overview Statement.



10



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2. The Airport Limo & KLIA Ekspres (ERL) rides cash rebate of up to RM80 is applicable to Principal cardholders only. To qualify, cardholder must perform a minimum of 3 retail transactions overseas in foreign currency with the WorldMiles card in the past 30 days. Cardholders are entitled to enjoy cash rebate 1 time per calendar month.
3. The above is merely an excerpt of the Terms and Conditions governing the Standard Chartered WorldMiles World Mastercard® Credit Card. Please refer to sc.com/my for full Terms and Conditions.