



AIRASIA GROUP BERHAD
[Registration No. 201701030323 (1244493-V)]
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (“**EGM**”) of AirAsia Group Berhad (“**AAGB**” or the “**Company**”) will be held as a fully virtual meeting entirely through live streaming from the online meeting platform using the Remote Participation and Voting (“**RPV**”) facilities provided by Tricor Investor & Issuing House Services Sdn. Bhd. via the TIIH Online website at <https://tiih.online> at 2.00 p.m. on Monday, 21 June 2021 or at any adjournment thereof, for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions:

ORDINARY RESOLUTION 1

PROPOSED ESTABLISHMENT OF A LONG TERM INCENTIVE SCHEME OF UP TO 10% OF THE TOTAL NUMBER OF ISSUED SHARES OF THE COMPANY (EXCLUDING TREASURY SHARES, IF ANY) AT ANY POINT IN TIME FOR ELIGIBLE EMPLOYEES AND DIRECTORS OF AAGB AND ITS SUBSIDIARIES (EXCLUDING DORMANT SUBSIDIARIES) (“ELIGIBLE EMPLOYEES”) (“PROPOSED LTIS”)

"THAT subject to the approvals of all relevant regulatory authorities and/or parties, if required, approval and authority be and is hereby given to the Board to:

- i. establish, implement and administer the Proposed LTIS in accordance with the provisions of the by-laws governing the Proposed LTIS ("**By-Laws**"), a draft of which is set out in **Appendix A(II)** of the Circular, and to give full effect to the Proposed LTIS to assent to any condition, variation, modification and/or amendment as may be required by the relevant authorities;
- ii. allot and issue and/or transfer such number of AAGB Shares from time to time to the Eligible Persons upon the award of AAGB Shares in writing to the Eligible Employees ("**SGS Award(s)**") and/or exercise of the share options awarded in writing to the Eligible Persons ("**ESOS Option(s)**") to subscribe for new AAGB Shares at a pre-determined specified exercise price ("**Exercise Price**"), subject to the terms and conditions of the By-Laws ("**ESOS Award(s)**"), provided that the total number of such AAGB Shares to be issued under the Proposed LTIS shall not in aggregate exceed 10% of the total number of issued Shares (excluding treasury shares, if any) of the Company at any point of time during the duration of the Proposed LTIS (collectively, the SGS Award(s) and ESOS Award(s) are referred to as "**LTIS Award(s)**");
- iii. modify and/or amend the Proposed LTIS and/or add, amend, modify and/or delete all or any part of the terms and conditions as set out in the By-Laws, from time to time provided that such addition, amendment, modification and/or deletion are effected in accordance with the provisions of the By-Laws, and to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the Proposed LTIS;
- iv. extend the duration of the Proposed LTIS for a period of up to another 4 years immediately from the expiry of the first 6 years, provided always that such extension of the Proposed LTIS made in accordance with the provisions of the By-Laws shall not in aggregate exceed a duration of 10 years from the date the Proposed LTIS takes effect; and
- v. do all things necessary and make the necessary applications to Bursa Malaysia Securities Berhad ("**Bursa Securities**") for the listing of and quotation for new AAGB Shares that may, hereafter from time to time, be allotted and issued under the Proposed LTIS;

THAT the Board be and is hereby authorised to give effect to the Proposed LTIS with full power to assent to any conditions, modifications, variations and/or amendments in any manner as may be required by the relevant authorities and to deal with all matters relating thereto and to take all such steps and do all acts, deeds and things as they may consider necessary and/or expedient to implement, finalise and give full effect to the Proposed LTIS;

THAT the new AAGB Shares shall, upon allotment and issuance, rank pari passu in all respects with the existing AAGB Shares in issue, save and except that the new AAGB Shares will not be entitled to any entitlements, including dividends or other distributions that may be declared, made or paid for which the relevant entitlement date is prior to the date of allotment and issuance of the new AAGB Shares;

AND THAT the draft By-Laws of the Proposed LTIS as set out in **Appendix A(II)** of the Circular and which is in compliance with the Main Market Listing Requirements of Bursa Securities ("**Listing Requirements**"), be and is hereby approved and adopted."

ORDINARY RESOLUTION 2

PROPOSED ACQUISITION BY AIRASIA GROUP BERHAD OF THE REMAINING 1,665,000 ORDINARY SHARES IN BIGLIFE SDN BHD ("BIGLIFE"), REPRESENTING 20.00% OF THE EQUITY INTEREST IN BIGLIFE, FROM AIMIA HOLDINGS UK II LIMITED ("AIMIA" OR "SELLER") FOR A PURCHASE CONSIDERATION OF RM103,037,500 TO BE SATISFIED WHOLLY VIA THE ISSUANCE OF 85,864,583 NEW ORDINARY SHARES OF AIRASIA GROUP BERHAD ("AAGB SHARES") AT AN ISSUE PRICE OF RM1.20 PER SHARE ("PROPOSED ACQUISITION")

"**THAT** subject to the conditions precedent as stipulated in the conditional share sale and purchase agreement ("**SSPA**") dated 14 April 2021 entered into between the Company and AIMIA for the Proposed Acquisition, approval be and is hereby given for the Company to acquire from the Seller, 1,665,000 ordinary shares of BIGLIFE, representing the remaining 20.00% equity interest in BIGLIFE, for a purchase consideration of RM103,037,500 to be satisfied wholly via the issuance of 85,864,583 new AAGB Shares at an issue price of RM1.20 per AAGB Share ("**Consideration Shares**");

THAT the Board of Directors of the Company ("**Board**") be and is hereby authorised to allot and issue 85,864,583 new AAGB Shares at an issue price of RM1.20 per AAGB Share credited as fully paid-up upon such terms and conditions as set out in the SSPA for the Proposed Acquisition;

THAT the Consideration Shares shall, upon allotment and issue, rank equally in all respects with each other and with the then existing AAGB Shares, save and except that the holder of the Consideration Shares shall not be entitled to any dividends, rights, allotments and/or any other distributions which may be declared, made or paid to the shareholders of AAGB, the entitlement date of which is prior to the date of allotment of the Consideration Shares;

AND THAT the Board be and is hereby empowered and authorised to take all such steps and do all acts, deeds and things to enter into any arrangements, transactions, agreements and/or undertakings and to execute, sign and deliver on behalf of the Company, all such documents as they may deem necessary, expedient and/or appropriate to implement and give full effect to and to complete the Proposed Acquisition with full powers to assent to any conditions, modifications, variations and/or amendments as the Board may in its absolute discretion deem fit, necessary, expedient, appropriate and/or as may be imposed or permitted by any relevant authorities in connection with the Proposed Acquisition."

BY ORDER OF THE BOARD

HARMINDER SINGH A/L JAILA SINGH
(P.C. REG. NO. 201908001591) (LS0009855)

REBECCA KONG SAY TSUI
(P.C. REG. NO. 202008001003) (MAICSA 7039304)

Company Secretaries
Selangor Darul Ehsan, Malaysia
4 June 2021

FULLY VIRTUAL EGM

1. As part of the measures taken by the Company to curb the spread of COVID-19 and taking into consideration the paramount safety and well-being of the members of the Company, the EGM will be conducted as a fully virtual meeting via live streaming and online RPV provided by Tricor Investor & Issuing House Services Sdn. Bhd. **via its TIH Online website at <https://tiah.online>**. This is also in line with the revised Guidance Note on the Conduct of General Meetings for Listed Issuers issued by the Securities Commission Malaysia on 1 June 2021 (including any amendments that may be made from time to time) ("**Guidance Note**"). Please follow the procedures as set out in the Administrative Note which is available at the Company's website at www.airasia.com/aagbir.
2. In accordance with the Guidance Note, an online meeting platform located in Malaysia can be recognised as the main meeting venue or place ("**Meeting Venue**") to conduct a fully virtual general meeting, and as such fulfils the requirements under Section 327 of the Companies Act, 2016 which requires the Chairperson of the meeting to be present at the Meeting Venue.
3. Members and/or proxy(ies) and/or corporate representative(s) and/or attorneys **WILL NOT BE ALLOWED** to be physically present at the Meeting Venue on the day of the EGM, instead are to attend, speak (including posing questions to the Board of Directors via real time submission of typed texts) and vote (collectively, "**participate**") remotely at the EGM via the RPV provided by Tricor Investor & Issuing House Services Sdn. Bhd.

NOTES ON APPOINTMENT OF PROXY

1. Pursuant to the Securities Industry (Central Depositories) (Foreign Ownership) Regulations 1996 and Rule 41(a) of the Company's Constitution, only those Foreigners (as defined in the Constitution) who hold shares up to the current prescribed foreign ownership limit of 45.0% of the total number of issued shares of the Company, on a first-in-time basis based on the Record of Depositors to be used for the forthcoming EGM 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 EGM.
2. A member must be registered in the Record of Depositors at 5.00 p.m. on 11 June 2021 ("**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 EGM 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 EGM.
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 Form of Proxy 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 RedQ, Jalan Pekeliling 5, Lapangan Terbang Antarabangsa Kuala Lumpur (klia2), 64000 KLIA Selangor, Malaysia or by electronic lodgement via the **TIH Online website** at <https://tiah.online> not less than forty-eight (48) hours before the time set for holding the Meeting, i.e. not later than 2.00 p.m. on Saturday, 19 June 2021. **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 EGM 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 EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (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 fully and wholly indemnify the Company on full indemnity basis (whether demanded or not) in respect of any penalty, liability, claim, demand, loss and damage as a result of the member's breach of warranty.

FORM OF PROXY



AIRASIA GROUP BERHAD
[Registration No. 201701030323 (1244493-V)]
(Incorporated in Malaysia)

*I/We _____
[FULL NAME AS PER NRIC/CERTIFICATE OF INCORPORATION IN BLOCK LETTERS]

*NRIC No./Passport No./Co. No.: _____
[COMPULSORY]

of _____
[FULL ADDRESS]

telephone no. _____, email address _____ being a *member/members of the Company,
[COMPULSORY]

hereby appoint _____
[FULL NAME IN BLOCK LETTERS]

*NRIC No./Passport No.: _____ of _____
[COMPULSORY]

_____ telephone no. _____,
[FULL ADDRESS] [COMPULSORY]

email address _____ and, _____
[FULL NAME IN BLOCK LETTERS]

*NRIC No./Passport No.: _____ of _____
[COMPULSORY] [FULL ADDRESS]

_____ telephone no. _____, email address _____
[COMPULSORY]

*or failing him/her, the Chairman of the Meeting as my/our proxy(ies) to attend and vote in my/our name and on my/our behalf at the Extraordinary General Meeting (“**EGM**” or “**Meeting**”) of the Company which will be held as a fully virtual meeting entirely through live streaming from the online meeting platform using the Remote Participation and Voting facilities (“**RPV**”) provided by Tricor Investor & Issuing House Services Sdn. Bhd. via the TIIH Online website at <https://tiih.online> at 2.00 p.m. on Monday, 21 June 2021 or at any adjournment thereof, in the manner as indicated below:

No.	Ordinary Resolution	For	Against
1	Proposed LTIS		
2	Proposed Acquisition		

(Please indicate with an “x” or “√” in the space provided above on how you wish your vote to be cast on the resolutions specified. If no specific direction as to the voting is given, the proxy will vote or abstain at his/her discretion.)

No. of shares held:			
CDS Account No.:			
The proportion of my/our holding to be represented by my/our proxies are as follows:		No. of Shares	Percentage
	First Proxy		
	Second Proxy		
Date:			

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

FULLY VIRTUAL EGM

1. As part of the measures taken by the Company to curb the spread of COVID-19 and taking into consideration the paramount safety and well-being of the members of the Company, the EGM will be conducted as a fully virtual meeting via live streaming and online RPV provided by Tricor Investor & Issuing House Services Sdn. Bhd. **via its TIIH Online website at <https://tjih.online>**. This is also in line with the revised Guidance Note on the Conduct of General Meetings for Listed Issuers issued by the Securities Commission Malaysia on 1 June 2021 (including any amendments that may be made from time to time) ("**Guidance Note**"). Please follow the procedures as set out in the Administrative Note which is available at the Company's website at www.airasia.com/aagbir
2. In accordance with the Guidance Note, an online meeting platform located in Malaysia can be recognised as the main meeting venue or place ("**Meeting Venue**") to conduct a fully virtual general meeting, and as such fulfils the requirements under Section 327 of the Companies Act, 2016 which requires the Chairperson of the meeting to be present at the Meeting Venue.
3. Members and/or proxy(ies) and/or corporate representative(s) and/or attorneys **WILL NOT BE ALLOWED** to be physically present at the Meeting Venue on the day of the EGM, instead are to attend, speak (including posing questions to the Board of Directors via real time submission of typed texts) and vote (collectively, "**participate**") remotely at the EGM via the RPV provided by Tricor Investor & Issuing House Services Sdn. Bhd.

NOTES ON APPOINTMENT OF PROXY

1. Pursuant to the Securities Industry (Central Depositories) (Foreign Ownership) Regulations 1996 and Rule 41(a) of the Company's Constitution, only those Foreigners (as defined in the Constitution) who hold shares up to the current prescribed foreign ownership limit of 45.0% of the total number of issued shares of the Company, on a first-in-time basis based on the Record of Depositors to be used for the forthcoming EGM 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 EGM.
2. A member must be registered in the Record of Depositors at 5.00 p.m. on 11 June 2021 ("**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 Form of Proxy 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 Form of Proxy or other instruments of appointment shall not be treated as valid unless deposited at the Registered Office of the Company at RedQ, Jalan Pekeliling 5 Lapangan Terbang Antarabangsa Kuala Lumpur (klia2) 64000 KLIA Selangor, Malaysia or by electronic lodgement via the TIIH Online website at <https://tjih.online> not less than forty-eight (48) hours before the time set for holding the Meeting, i.e. not later than 2.00 p.m. on Saturday, 19 June 2021. **Faxed copies of the duly executed Form of Proxy are not acceptable.**
8. Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in this Notice will be put to vote by way of poll.

Personal data privacy notice:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM 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 EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (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 fully and wholly indemnify the Company on full indemnity basis (whether demanded or not) in respect of any penalty, liability, claim, demand, loss and damage as a result of the member's breach of warranty.

Fold this flap for sealing

Then fold here

AFFIX
STAMP

The Company Secretaries
AirAsia Group Berhad
[Registration No. 201701030323 (1244493-V)]

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

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AIRASIA GROUP BERHAD
[Registration No. 201701030323 (1244493-V)]
(Incorporated in Malaysia)

ADMINISTRATIVE NOTE FOR THE EXTRAORDINARY GENERAL MEETING OF AIRASIA GROUP BERHAD (“AAGB” OR “COMPANY”) (“EGM”)

Day, Date : Monday, 21 June 2021
Time : 2.00 p.m.
Online Meeting Platform : <https://tiih.online>

MODE OF MEETING

In view of the COVID-19 outbreak and as part of the safety measures, the EGM will be held as a **fully virtual meeting entirely through live streaming from the online meeting platform using the Remote Participation and Voting facilities provided by Tricor Investor & Issuing House Services Sdn. Bhd. (“Tricor”) via the TIIH Online website at <https://tiih.online>**. This is in line with the revised Guidance Note and FAQs on the Conduct of General Meetings for Listed Issuers issued by the Securities Commission Malaysia on 1 June 2021 (including any amendment that may be made from time to time) (“**Guidance Note and FAQ**”).

According to the Guidance Note and FAQ, an online meeting platform can be recognised as the meeting venue or place under Section 327(2) of the Companies Act, 2016 if the online platform is located in Malaysia.

In view of the recent evolving COVID-19 cases in Malaysia, the Company may be required to change the meeting arrangements of the EGM at short notice. As such, members are advised to regularly check the Company’s website or announcements for the latest updates on the status of the EGM. The Company will continue to observe the guidelines issued by the Ministry of Health and will take all relevant precautionary measures as advised.

REMOTE PARTICIPATION AND VOTING FACILITIES (“RPV”)

Members and/or proxy(ies) and/or corporate representative(s) and/or attorney(s) **WILL NOT BE ALLOWED** to be physically present at the Meeting Venue on the day of the EGM, instead are to attend, speak [including posing questions to the Board of Directors (“Board”) via real time submission of typed texts] and vote (collectively, “participate”) remotely at the EGM via the RPV provided by Tricor via its **TIIH Online** website at <https://tiih.online>.

Members who appoint proxies to participate at the AGM via RPV must ensure that the duly executed Form of Proxy is deposited in a hard copy form at the registered office of the Company at RedQ, Jalan Pekeliling 5, Lapangan Terbang Antarabangsa Kuala Lumpur (klia2), 64000 KLIA Selangor, Malaysia (“Registered Office”) **or by electronic lodgement via TIIH Online website at <https://tiih.online>** not later than 2.00 p.m. on Saturday, 19 June 2021. **Faxed copies of the duly executed Form of Proxy are not acceptable.**

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

Kindly refer to Procedures for RPV as set out below for the requirements and procedures.

As the EGM will be conducted as a fully virtual meeting, members who are unable to participate in this EGM via RPV may appoint the Chairman of the meeting as his/her proxy and indicate the voting instructions in the Form of Proxy.

PROCEDURES FOR REMOTE PARTICIPATION AND VOTING VIA RPV

Member(s) or proxy(ies) or corporate representative(s) or attorney(s) who wish to participate remotely at the EGM using the RPV are advised to follow the requirements and procedures as indicated below:

Procedure		Action
BEFORE THE EGM DAY		
(a)	Register as a user with TIIH Online	<ul style="list-style-type: none"> Using your computer, access the website at https://tiih.online and register as a user under “e-Services”. Select the “Sign Up” button and followed by “Create Account by Individual Holder”. Kindly refer to the tutorial guide posted on the homepage for assistance. Registration as a user will be approved within one (1) working day and you will be notified of the status of registration via email. If you are already a user with TIIH Online, you are not required to register again. You will receive an e-mail to notify you that the remote participation is available for registration at TIIH Online.
(b)	Submit your request to attend EGM remotely	<ul style="list-style-type: none"> Registration is open from 10.00 a.m. on Friday, 4 June 2021 until the day of EGM on Monday, 21 June 2021. Member(s) or proxy(ies) or corporate representative(s) or attorney(s) are required to pre-register their attendance for the EGM to ascertain their eligibility to participate at the EGM using the RPV. Login with your user ID (i.e. e-mail address) and password and select the corporate event: “(REGISTRATION) AAGB EGM 2021”. Read and agree to the Terms & Conditions and confirm the Declaration. Select “Register for Remote Participation and Voting”. Review your registration and proceed to register. The system will send an e-mail notification that your registration for remote participation is received and will be verified. After verification of your registration against the General Meeting Record of Depositors dated 11 June 2021, the system will send you an e-mail after 19 June 2021 to approve or reject your registration for remote participation. <p><i>(Note: Please allow sufficient time for the approval as a new user of TIIH Online as well as the registration for RPV in order for you to login to TIIH Online and to participate at the EGM remotely).</i></p>
ON THE DAY OF THE EGM		
(c)	Login to TIIH Online	<ul style="list-style-type: none"> Login with your user ID and password for remote participation at the EGM at any time from 1.00 p.m. i.e one (1) hour before the commencement of the EGM at 2.00 p.m. on Monday, 21 June 2021.
(d)	Participate through Live Streaming	<ul style="list-style-type: none"> Select the corporate event: “(LIVE STREAM MEETING) AAGB EGM 2021” to engage in the proceedings of the EGM remotely. If you have any question for the Chairman/Board, you may use the query box to transmit your question. The Chairman/Board will endeavour to respond to questions submitted by remote participants during the EGM. If there is time constraint, the responses will be e-mailed to you at the earliest possible, after the EGM.
(e)	Online Remote Voting	<ul style="list-style-type: none"> Voting session commences from 2.00 p.m. on Monday, 21 June 2021 until a time when the Chairman announces the end of the session. Select the corporate event: “(REMOTE VOTING) AAGB EGM 2021” or if you are on the live stream meeting page, you can select the “GO TO REMOTE VOTING PAGE” button below the Query Box. Read and agree to the Terms & Conditions and confirm the Declaration. Select the CDS account that represents your shareholdings. Indicate your votes for the resolutions that are tabled for voting. Confirm and submit your votes.
(f)	End of remote participation	<ul style="list-style-type: none"> Upon the announcement by the Chairman on the closure of the EGM, the live streaming will end.

Note to users of the RPV:

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

GENERAL MEETING RECORD OF DEPOSITORS (“ROD”)

Only a depositor whose name appears in the ROD at 5.00 p.m. on Friday, 11 June 2021 shall be entitled to attend, speak and vote remotely or appoint proxies to attend and/or vote remotely on his/her behalf at the EGM.

APPOINTMENT OF PROXY OR ATTORNEY OR CORPORATE REPRESENTATIVE

Members who appoint proxy(ies) to participate via RPV at the EGM must ensure that the duly executed Form of Proxy are deposited in a hard copy form or by electronic means to Tricor no later than **2.00 p.m. on Saturday, 19 June 2021**.

The appointment of a proxy may be made in a hard copy form or by electronic means in the following manner:

(i) In hard copy form

In the case of an appointment made in hard copy form, the Form of Proxy must be completed and lodged at the registered office of the Company at RedQ, Jalan Pekeliling 5, Lapangan Terbang Antarabangsa Kuala Lumpur (klia2), 64000 KLIA, Selangor Darul Ehsan, Malaysia.

(ii) By electronic means

All members have the option to submit the Form of Proxy electronically via TIIH Online at <https://tiih.online> and the steps to submit the Form of Proxy are summarised below:

Procedure		Action
i. Steps for Individual Members		
(a)	Register as a User with TIIH Online	<ul style="list-style-type: none">• Using your computer, please access the website at https://tiih.online. Register as a user under “e-Services”. Select the “Sign Up” button followed by “Create Account by Individual Holder”. Please refer to the tutorial guide posted on the homepage for assistance.• If you are already a user with TIIH Online, you are not required to register again.
(b)	Proceed with submission of Form of Proxy	<ul style="list-style-type: none">• After the release of the Notice of EGM by the Company, login with your user name (i.e. email address) and password.• Select the corporate event: “AAGB EGM 2021 – Submission of Proxy Form”.• Read and agree to the Terms and Conditions and confirm the Declaration.• Insert your CDS account number and indicate the number of shares for your proxy(ies) to vote on your behalf.• Appoint your proxy(ies) and insert the required details of your proxy(ies) or appoint the Chairman of the meeting as your proxy.• Indicate your voting instructions for the resolutions that are tabled for voting – FOR or AGAINST, otherwise your proxy

		<p>will decide your vote(s) or abstain from voting at his/her discretion.</p> <ul style="list-style-type: none"> • Review and confirm the appointment of your proxy(ies). • Print the Form of Proxy for your record.
ii. Steps for Corporation or Institutional Members		
(a)	Register as a User with TIIH Online	<ul style="list-style-type: none"> • Access TIIH Online at https://tiih.online. • Under e-Services, the authorised or nominated representative of the corporation or institutional member selects “Create Account by Representative of Corporate Holder”. • Complete the registration form and upload the required documents. • Registration will be verified, and you will be notified by e-mail within one (1) to two (2) working days. • Proceed to activate your account with the temporary password given in the e-mail and re-set your own password. <p><i>(Note: The representative of a corporation or institutional member must register as a user in accordance with the above steps before he/she can subscribe to this corporate holder electronic proxy submission. Please contact our Share Registrar if you need clarifications on the user registration.)</i></p>
(b)	Proceed with submission of Form of Proxy	<ul style="list-style-type: none"> • Login to TIIH Online at https://tiih.online • Select the corporate exercise name: “AAGB EGM 2021 - Submission of Proxy Form” • Agree to the Terms & Conditions and Declaration. • Proceed to download the file format for “Submission of Proxy Form” in accordance with the guidance note set therein. • Prepare the file for the appointment of proxy(ies) by inserting the required data. • Proceed to upload the duly completed proxy appointment file. • Select “Submit” to complete your submission. • Print the confirmation report of your submission for your record.

Please ensure **ALL** the particulars as required in the Form of Proxy are completed, signed and dated accordingly.

Any authority pursuant to which such an appointment is made by a power of attorney must be completed and lodged at the Registered Office not later than **2.00 p.m. on Saturday, 19 June 2021** to participate via RPV at the EGM. A copy of the power of attorney may be accepted provided that it is certified by notary and/or in accordance with the applicable legal requirements in the relevant jurisdiction in which it is executed.

For a corporate member who has appointed a representative, please deposit the **ORIGINAL/DULY CERTIFIED** certificate of appointment at the Registered Office not later than **2.00 p.m. on Saturday, 19 June 2021** to participate via RPV at the EGM. The certificate of appointment should be executed in the following manner:

- (i) If the corporate member has a common seal, the certificate of appointment should be executed under seal in accordance with the constitution of the corporate member.
- (ii) If the corporate member does not have a common seal, the certificate of appointment should be affixed with the rubber stamp of the corporate member (if any) and executed by:
 - (a) at least two (2) authorised officers, of whom one shall be a director; or
 - (b) any director and/or authorised officers in accordance with the laws of the country under which the corporate member is incorporated.

POLL VOTING

The voting at the EGM will be conducted by poll in accordance with Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

Members or proxy(ies) or corporate representative(s) or attorney(s) can proceed to vote on the resolution at any time from **2.00 p.m. on Monday, 21 June 2021** but before the end of the voting session which will be announced by the Chairman of the meeting. Kindly refer to item (e) of the note above on "Procedures for RPV" for guidance on how to vote remotely from the TIIH Online website at <https://tiah.online>.

Upon completion of the voting session for the EGM, the Scrutineers will verify and announce the poll results followed by the Chairman's declaration whether the resolutions are duly passed.

DOCUMENTS OF THE COMPANY

The following documents of the Company are available at the Company's Investor Relations website at www.airasia.com/aagbir, for your preview:-

1. Circular to Shareholders in relation to the Proposals dated 4 June 2021;
2. Notice of EGM and Form of Proxy; and
3. Administrative Note for the EGM.

Should you require a printed copy of the Circular to Shareholders (item no. 1 above), please request for the same at our Share Registrar's website at <https://tiah.online> by selecting "Request for Annual Report/Circular" under the "Investor Services". Alternatively, you may make your request through telephone/e-mail to our Share Registrar at the numbers/e-mail addresses given below. Nevertheless, we hope that you would consider the environment before you decide to request for a printed copy.

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

Members may submit questions for the Board in advance of the EGM via Tricor's TIIH Online website at <https://tiah.online> by selecting "e-Services" to login, pose questions and submit electronically no later than **Saturday, 19 June 2021 at 2.00 p.m.** The Board will endeavour to answer the questions received at the EGM. If there is time constraint during the EGM, the responses will be e-mailed to you at the earliest possible, after the EGM.

NO RECORDING OR PHOTOGRAPHY

By participating at the EGM, you agree that no part of the EGM proceedings may be recorded, photographed, stored in any retrieval systems, reproduced, transmitted or uploaded in any form, platform or social media or by any means whether it is mechanical, electrical, photocopying, recording or otherwise without the prior written consent of the Company. The Company reserves the rights to take appropriate legal actions against anyone who violates this rule.

ENQUIRY

If you have any enquiries on the above, please contact the following persons during office hours on Mondays to Fridays from 9:00 a.m. to 5:30 p.m. (except on public holidays):

Tricor Investor & Issuing House Services Sdn. Bhd.

General Line : +603-2783 9299
Fax Number : +603-2783 9222
Email : is.enquiry@my.tricorglobal.com

Contact persons

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

Ms. Vivien Khoh : +603-2783 9091
Email : Vivien.Khoh@my.tricorglobal.com

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