

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Fourteenth Annual General Meeting of AirAsia X Berhad (Company No. 200601014410) (734161-K) (“the Company”) will be held as a fully virtual meeting via live streaming and online remote voting from the Broadcast Venue at RedQ, Jalan Pekeliling 5, Lapangan Terbang Antarabangsa Kuala Lumpur (klia2), 64000 KLIA, Selangor Darul Ehsan, Malaysia, on Tuesday, 15 September 2020 at 10.00 a.m. for the following purposes:-

AS ORDINARY BUSINESS

1. To receive the Audited Financial Statements together with the Reports of the Directors and Auditors thereon for the financial year ended 31 December 2019.
Please refer to Note A.
2. To approve the Non-Executive Directors’ Remuneration as described in Note B for the period from 16 September 2020 until the next Annual General Meeting of the Company to be held in the year 2021.
Please refer to Note B. **(Ordinary Resolution 1)**
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:-
(Ordinary Resolution 2)
(Ordinary Resolution 3)
 - i) Tan Sri Asmat bin Kamaludin; and
 - ii) Dato’ Yusli bin Mohamed Yusoff.
4. To re-appoint Messrs Ernst & Young PLT as Auditors of the Company and to authorise the Directors to determine their remuneration. **(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 Constitution of the Company, Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“**Bursa Securities**”), Additional Temporary Relief Measures to Listed Issuers announced by Bursa Securities on 16 April 2020 and the approval of the relevant authorities, where required, the Directors of the Company be and are hereby empowered to issue and allot shares in the Company from time to time and upon such terms and conditions and for such purposes and to such persons whomsoever as the Directors may, in their absolute discretion, deem fit provided that the aggregate number of shares issued pursuant to this resolution does not exceed 20% of the total number of issued shares (excluding treasury shares) of the Company for the time being **AND THAT** the Directors be and are also empowered to obtain approval for the listing of and quotation for the additional shares so issued on the Main Market of Bursa Securities **AND THAT** such authority shall continue to be in force until 31 December 2021, unless revoked or varied by an ordinary resolution of the Company at a general meeting.”

Please refer to Note C.

(Ordinary Resolution 5)

NOTICE OF ANNUAL GENERAL MEETING

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 the existing shareholders' mandate and new shareholders' mandate for the Company to enter into recurrent related party transactions of a revenue or trading nature with the related parties ("**Recurrent Related Party Transactions**") as set out in Section 2.3 of the Circular to Shareholders dated 30 July 2020 ("**Circular**"), subject further to the following:-

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

- ii) the shareholders' mandate is subject to annual renewal and this shareholders' mandate shall only continue to be in full force until:
 - (a) the conclusion of the next Annual General Meeting ("**AGM**") of the Company following the AGM at which this shareholders' mandate is approved, at which time it will lapse, unless by an ordinary resolution passed at that AGM, such authority is renewed;
 - (b) the expiration of the period within which the next AGM after the date is required to be held pursuant to Section 340(2) of the Companies Act 2016 ("**Act**") (but must 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 (1) of them be and are hereby authorised to complete and do all such acts and things and take all such steps and to execute all such transactions, deeds, agreements, arrangements and/or undertakings as the Directors in their discretion deem fit, necessary, expedient and/or appropriate in the best interest of the Company in order to implement, finalise and give full effect to the Recurrent Related Party Transactions with full powers to assent to any modifications, variations and/or amendments thereto.

AND THAT as the estimates given for the Recurrent Related Party Transactions specified in Section 2.3 of the Circular being provisional in nature, the Directors of the Company and/or any one (1) of them be and are hereby authorised to agree to the actual amount or amounts thereof provided always that such amount or amounts comply with the procedures set out in Section 2.6 of the Circular."

Please refer to Note D.

**(Ordinary
Resolution 6)**

NOTICE OF ANNUAL GENERAL MEETING

7 RETENTION OF SENIOR INDEPENDENT NON-EXECUTIVE CHAIRMAN

“**THAT** Tan Sri Rafidah Aziz, the Director who has served the Board as a Senior Independent Non-Executive Chairman of the Company for a cumulative term of more than nine (9) years, be and is hereby retained as a Senior Independent Non-Executive Chairman of the Company.”

Please refer to Note E.

**(Ordinary
Resolution 7)**

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

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

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

Please refer to Note F.

**(Special
Resolution)**

OTHER ORDINARY BUSINESS

9. To transact any other business of which due notice shall have been given in accordance with the Companies Act 2016 and the Constitution of the Company.

By Order of the Board

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

THAM WAI YING (MAICSA 7016123)
(SSM PC No.: 202008001181)

Company Secretaries
Kuala Lumpur
30th day of July, 2020

NOTICE OF ANNUAL GENERAL MEETING

VIRTUAL AGM

1. As part of the measures taken by the Company to curb the spread of COVID-19 and taking into consideration the paramount safety and well-being of the members of the Company, the Fourteenth Annual General Meeting of the Company (“14th AGM”) will be held as a fully virtual meeting via live streaming and online remote voting using the Remote Participation and Voting Facilities (“RPV”) provided by Tricor Investor & Issuing House Services Sdn. Bhd. (“TIIH”) **via its TIIH Online website at <https://tiih.online>**. This is also in line with the revised Guidance Note on the Conduct of General Meetings for Listed Issuers issued by the Securities Commission Malaysia on 15 July 2020 (including any amendments that may be made from time to time) (“Guidance Note”). Please follow the procedures as set out in the **Administrative Details** which is available at the Company’s website at **www.airasiac.com/agm_egm.html**.
2. The Broadcast Venue is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 and Guidance Note which require the Chairperson of the meeting to be present at the main venue of the meeting.
3. Members and/or proxy(ies) and/or corporate representative(s) and/or attorneys **WILL NOT BE ALLOWED** to be physically present at the Broadcast Venue on the day of the 14th AGM, instead are to attend, speak (including posing questions to the Board of Directors via real time submission of typed texts) and vote (collectively, “participate”) remotely at the 14th AGM via the RPV provided by TIIH.

NOTES ON APPOINTMENT OF PROXY

1. Pursuant to the Securities Industry (Central Depositories) (Foreign Ownership) Regulations 1996 and Rule 41(a) of the Company’s Constitution, only those Foreigners (as defined in the Constitution) who hold shares up to the current prescribed foreign ownership limit of 45.0% of the total number of issued shares of the Company, on a first-in-time basis based on the Record of Depositors to be used for the forthcoming Annual General Meeting (“AGM” or “the Meeting”), shall be entitled to vote. A proxy appointed by a Foreigner not entitled to vote, will similarly not be entitled to vote. Consequently, all such disenfranchised voting rights shall be automatically vested in the Chairman of the AGM.
2. A member must be registered in the Record of Depositors at 5.00 p.m. on **7 September 2020** (“General Meeting Record of Depositors”) in order to attend and vote at the Meeting. A depositor shall not be regarded as a member entitled to attend the Meeting and to speak and vote thereat unless his name appears in the General Meeting Record of Depositors. Any changes in the entries on the Record of Depositors after the abovementioned date and time shall be disregarded in determining the rights of any person to attend and vote at the Meeting.
3. A member entitled to attend and vote is entitled to appoint not more than two (2) proxies (or in the case of a corporation, to appoint a representative(s) in accordance with Section 333 of the Companies Act, 2016) to attend and vote in his stead. There shall be no restriction as to the qualification of the proxy(ies).
4. The 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 Unit 30-01, Level 30, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Wilayah Persekutuan, Malaysia or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia not less than forty-eight (48) hours before the time set for holding the Meeting or adjourned general meeting at which the person named in the appointment proposes to vote. **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.

NOTICE OF ANNUAL GENERAL MEETING

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. Audited Financial Statements together with the Reports of the Directors and Auditors thereon for the financial year ended 31 December 2019

This Agenda item is meant for discussion only in accordance with Sections 248(2) and 340(1) of the Companies Act 2016 ("the Act"). The audited financial statements do not require the formal approval of shareholders and hence, the matter will not be put forward for voting.

B. To approve the Non-Executive Directors' Remuneration for the period from 16 September 2020 until the next Annual General Meeting ("AGM") of the Company to be held in the year 2021 (Ordinary Resolution 1)

The Nomination and Remuneration Committee ("NRC") had recommended and the Board of Directors ("the Board") affirmed that the Non-Executive Directors' Remuneration for the period from 16 September 2020 until the next AGM of the Company to be held in the year 2021 shall remain unchanged as per the financial year ended 31 December 2019, as shown below:

| Non-Executive Directors' Fees (per annum) | Non-Executive Chairman (RM) | Per Non-Executive Director/Per other Committee Member (RM) |
|--|-----------------------------------|---|
| Board of Directors | 165,000 | 65,000 |
| Audit Committee | 40,000 | 30,000 |
| NRC | 30,000 | 20,000 |
| Safety Review Board | 30,000 | 20,000 |
| Risk Management Committee | 30,000 | 20,000 |

| Non-Executive Directors' Benefits (per attendance by each Director or committee member) | Board of Directors | Board Committees |
|--|--------------------|------------------|
| Meeting allowance | 1,000 | 1,000 |

Other Non-Executive Directors' Benefits

Insurance premiums on medical coverage, and other claimable expenses incurred in the course of carrying out their duties.

Up to a total amount of RM100,000 for all Non-Executive Directors.

The shareholders' approval being sought under **Ordinary Resolution 1** is for the payment of the remuneration to Non-Executive Directors for the period from 16 September 2020 up to the next AGM of the Company in accordance with the remuneration structure as set out above and to authorise the Directors to disburse the fees on a monthly basis.

NOTICE OF ANNUAL GENERAL MEETING

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

The Company had at its Thirteenth AGM held on 26 June 2019 (“13th AGM”), obtained a general mandate pursuant to Sections 75 and 76 of the Act from its shareholders, to empower the Directors to allot and issue shares in the Company from time to time and upon such terms and conditions and for such purposes and to such persons whomsoever as the Directors may, in their absolute discretion, deem fit provided that the aggregate number of shares issued does not exceed 10% of the total number of issued shares (excluding treasury shares) of the Company at any point of time (“10% General Mandate”). The 10% General Mandate would expire at the conclusion of the forthcoming AGM.

As at the date of this Notice, the Company has not issued any new shares under the 10% General Mandate obtained in its 13th AGM.

Ordinary Resolution 5 has been proposed for the purpose of renewing the general mandate for issuance of shares by the Company pursuant to Sections 75 and 76 of the Act as well as the Additional Temporary Relief Measures to Listed Issuers announced by Bursa Malaysia Securities Berhad (“Bursa Securities”) via its letter dated 16 April 2020, amongst others, an increase in general mandate limit for new issues of securities to not more than 20% of the total number of issued shares of the Company for the time being (“20% General Mandate”). Pursuant to the 20% General Mandate, Bursa Securities has also mandated that the 20% General Mandate may be utilised by a listed issuer to issue new securities until 31 December 2021 (“Extended Utilisation Period”). The Board would like to procure the shareholders’ approval for the 20% General Mandate, inclusive of the Extended Utilisation Period, pursuant to Section 76(1) of the Act, at the forthcoming AGM of the Company.

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

The 20% General Mandate, if granted, will provide the flexibility to the Company for any future fund raising activities, including but not limited to further placing of shares for the purposes of funding future investment project(s), repayment of bank borrowing(s), working capital and/or acquisition(s) and thereby reducing administrative time and costs associated with the convening of additional shareholders meeting(s).

The Board of Directors’ Statement

The Board of Directors of the Company (“the Board”), after due consideration, is of the view that, in light of the unprecedented challenges faced by the Company and the airline industry arising from the COVID-19 outbreak worldwide, the 20% General Mandate is one (1) of the most appropriate avenues of fund raising for the Company at this juncture. The 20% General Mandate will provide the Company further flexibility to raise funds expeditiously, compared to bank borrowing(s) which would incur interest cost(s). Any funds raised from this 20% General Mandate is expected to be used for general working capital purposes, repayment of existing borrowings and to defray any applicable expenses for the placement under the 20% General Mandate.

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

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 Securities. Please refer to the Circular to Shareholders dated 30 July 2020 for further information.

E. Retention of Senior Independent Non-Executive Chairman (Ordinary Resolution 7)

This item is tabled pursuant to Practice 4.2 of the Malaysian Code on Corporate Governance.

The NRC and the Board had assessed the independence of Tan Sri Rafidah Aziz, who has served as an Independent Non-Executive Chairman of the Company since 3 March 2011 and subsequently re-designated as a Senior Independent Non-Executive Chairman of the Company upon listing of the Company on 10 July 2013 for a cumulative term of more than nine (9) years, and with her consent, had recommended for her to continuing serving as a Senior Independence Non-Executive Chairman of the Company.

The Board holds the view that a Director's independence cannot be determined arbitrarily with reference to a set period of time. The Company benefits from the long service of Tan Sri Rafidah Aziz who possesses an incumbent knowledge of the Company and the Group's activities and corporate history and has provided invaluable contributions to the Board in her roles as a Senior Independent Non-Executive Chairman. In fact, she has been bringing her independent and objective judgment to the deliberations and the decision-making process of the Board. In addition, she has exercised due care during her tenure as an Independent Director, as well as the Chairman of the NRC and the Risk Management Committee of the Board, and the Safety Review Board of the Company. Even as a Senior Independent Non-Executive Chairman, she has carried out her duties proficiently in the interest of the Company and the shareholders.

F. Proposed Alteration or Amendments to the Constitution of AirAsia X Berhad ("the Company") (Special Resolution)

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

The shareholders' approval is being sought under a **Special Resolution** for the Company to incorporate the Proposed Amendments into its existing Constitution, in accordance with Section 36(1) of the Act. The Proposed Amendments as per Appendix A, which is circulated together with the Notice of the 14th AGM dated 30 July 2020, shall take effect once the proposed Special Resolution has been passed by a majority of not less than seventy-five per centum (75%) of the members who are entitled to vote and do vote in person or by proxy at the 14th AGM.

APPENDIX A

PROPOSED ALTERATION OR AMENDMENTS TO THE CONSTITUTION OF AIRASIA X BERHAD
COMPANY NO. 200601014410 (734161-K)
(INCORPORATED IN MALAYSIA)

This is the Appendix A referred to in Agenda Item 8 of the Notice of Fourteenth Annual General Meeting (“AGM”) of AirAsia X Berhad dated 30 July 2020

Date and time of the AGM : Tuesday, 15 September 2020 at 10.00 a.m.
Broadcast Venue of the AGM : Will be held as a fully virtual meeting via live streaming and online remote voting from the Broadcast Venue at RedQ, Jalan Pekeliling 5, Lapangan Terbang Antarabangsa Kuala Lumpur (klia2), 64000 KLIA, Selangor Darul Ehsan, Malaysia

The existing Constitution of the Company is amended in the following manner (for which differences are strikethrough and highlighted in bold below under the columns “Existing Rule” and “Proposed New Rule” respectively):

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

APPENDIX A

PROPOSED ALTERATION OR AMENDMENTS TO THE CONSTITUTION OF AIRASIA X BERHAD
COMPANY NO. 200601014410 (734161-K)
(INCORPORATED IN MALAYSIA)

| Rule No. | Existing Rule | | Rule No. | Proposed New Rule | |
|----------|--|-----------------------------------|----------|--|-----------------------------------|
| 94. | <p>An instrument appointing a proxy shall be in writing, executed by or on behalf of the appointor and shall be in the following form (or in a form as near to it as circumstances allow or in any other form which is usual or which the Directors may approve):</p> <p>AIRASIA X BERHAD</p> <p>I/We of being a Member of the above Company hereby appoint * the Chairman of the meeting or of or failing him, of as my/our proxy(ies) to vote in my/our name and on my/our behalf at the annual/extraordinary general meeting of the Company to be held on [date], and at any adjournment of such meeting.</p> <p>Dated:</p> <p>[Signature]</p> | Proxy instrument | 94. | <p>An instrument appointing a proxy shall be in writing and executed by or on behalf of the appointing Member and shall be in the following form or in such other permitted form (including the electronic proxy appointment and voting manner) as the Board of Directors may determine from time to time:</p> <p>AIRASIA X BERHAD</p> <p>I/We of being a Member of the above Company hereby appoint * the Chairman of the meeting or of or failing him, of as my/our proxy(ies) to vote in my/our name and on my/our behalf at the annual/extraordinary general meeting of the Company to be held on [date], and at any adjournment of such meeting.</p> <p>Dated:</p> <p>[Signature]</p> | Proxy instrument |
| 96. | <p>An instrument appointing a proxy or (in the case of a power of attorney appointing an attorney to or to (inter alia) attend and vote at meetings or polls) such power of attorney or a notarially certified copy of such power of attorney and (if required by any Director) any authority under which such proxy or power of attorney is executed or a copy of such authority certified notarially or in some other way approved by the Directors shall be deposited at the Office at least forty-eight (48) hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument or power of attorney proposes to vote; or</p> | Deposit or delivery of proxy etc. | 96. | <p>(a) Subject to the Act and the Listing Requirements, the Directors or any agent of the Company so authorised by the Directors, may accept the appointment of proxy received via electronic means on such terms and subject to such conditions as they consider fit. For the purpose of this Rule, the Directors may require such reasonable evidence that they consider necessary to determine and verify:</p> <p>(i) the identity of the Member and the proxy; and</p> <p>(ii) where the proxy is appointed by a person acting on behalf of the Member, the authority of that person to make the appointment.</p> | Deposit or delivery of proxy etc. |

APPENDIX A

PROPOSED ALTERATION OR AMENDMENTS TO THE CONSTITUTION OF AIRASIA X BERHAD
COMPANY NO. 200601014410 (734161-K)
(INCORPORATED IN MALAYSIA)

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

APPENDIX A

PROPOSED ALTERATION OR AMENDMENTS TO THE CONSTITUTION OF AIRASIA X BERHAD
COMPANY NO. 200601014410 (734161-K)
(INCORPORATED IN MALAYSIA)

| Rule No. | Existing Rule | | Rule No. | Proposed New Rule | |
|----------|--|-------------------------------------|----------|---|-------------------------------------|
| | | | | <p>(d) Such a power of attorney (or a notarially certified copy of such power of attorney) once deposited or delivered in a manner so permitted in relation to a meeting, adjourned meeting or poll shall be deemed deposited or delivered in a manner so permitted in relation to all future meetings, adjourned meetings and polls for which such power of attorney is by its terms valid. An instrument of proxy or power of attorney shall be invalid unless such instrument or power of attorney (or a notarially certified copy of such power of attorney) is deposited or delivered in a manner so permitted. A Member is not precluded from attending the meeting in person after lodging the instrument of appointing the proxy, however, such attendance shall automatically revoke the authority granted to that Member's proxy.</p> | |
| 184. | <p>(a) A notice or document shall be deemed given:</p> <p>(i) (in the case of post or courier) on being posted or despatched;</p> <p>(ii) (in the case of delivery by hand) on delivery.</p> <p>(b) A notice shall also be deemed given:</p> <p>(i) (in the case of telex, facsimile, telegram, electronic mail or other methods of (apart from those referred to above) communicating writing in visible form) on despatch or transmission;</p> | <p>Deemed giving of notice etc.</p> | 184. | <p>(a) A notice or document shall be deemed given:</p> <p>(i) (in the case of post or courier) on being posted or despatched;</p> <p>(ii) (in the case of delivery by hand) on delivery.</p> <p>(b) A notice shall also be deemed given:</p> <p>(i) (in the case of telex, facsimile, telegram, electronic mail or other methods of (apart from those referred to above) communicating writing in visible form) on despatch or transmission;</p> | <p>Deemed giving of notice etc.</p> |

APPENDIX A

PROPOSED ALTERATION OR AMENDMENTS TO THE CONSTITUTION OF AIRASIA X BERHAD
COMPANY NO. 200601014410 (734161-K)
(INCORPORATED IN MALAYSIA)

| Rule No. | Existing Rule | Rule No. | Proposed New Rule |
|----------|---|----------|---|
| | <p>(ii) (in the case of an advertisement referred to in Rule 181) on the day on which the advertisement appears in the relevant national daily newspaper.</p> | | <p>(ii) (in the case of an advertisement referred to in Rule 181) on the day on which the advertisement appears in the relevant national daily newspaper.</p> |
| | <p>(c) A notice or document shall be deemed:</p> <p>(i) posted on a certain date if it is proven that an envelope containing a notice was properly addressed prepaid and put in the post on that date;</p> <p>(ii) despatched by courier on a certain date if on that date it is left at an office of the person, body or company carrying out the courier service or it is collected by an employee or representative of such person, body or company.</p> | | <p>(c) A notice or document shall be deemed:</p> <p>(i) posted on a certain date if it is proven that an envelope containing a notice was properly addressed prepaid and put in the post on that date;</p> <p>(ii) despatched by courier on a certain date if on that date it is left at an office of the person, body or company carrying out the courier service or it is collected by an employee or representative of such person, body or company.</p> |
| | | | <p>(d) In the case of a delivery failure, the Company must immediately send the notice or document to the affected members by other appropriate means as permitted under Rules 178 or 179.</p> |
