



AIRASIA X BERHAD
(Registration No. 200601014410 (734161-K))
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting (“EGM”) of AirAsia X Berhad (“AAX” or the “Company”) will be held as a fully virtual meeting via live streaming and online remote voting from the Broadcast Venue at Level 6, RedQ, Jalan Pekeliling 5, Lapangan Terbang Antarabangsa Kuala Lumpur (klia2), 64000 KLIA, Selangor Darul Ehsan, Malaysia on Tuesday, 1 June 2021 at 3.00 p.m. or at any adjournment thereof, for the purpose of considering and, if thought fit, passing the following resolutions with or without modifications:-

SPECIAL RESOLUTION

PROPOSED REDUCTION OF 99.9% OF THE ISSUED SHARE CAPITAL OF AAX PURSUANT TO SECTION 116 OF THE COMPANIES ACT, 2016 (“ACT”) (“PROPOSED SHARE CAPITAL REDUCTION”)

“THAT subject to the passing of the Ordinary Resolution 1 and the approvals, waivers and/or consents of all relevant authorities and/or parties (*where applicable*) for the Proposed Share Capital Reduction and the scheme of arrangement with the creditors of AAX under Section 366 of the Act (“**Proposed Debt Restructuring**”), including but not limited to the confirmation of the Proposed Share Capital Reduction by the High Court of Malaya pursuant to Section 116 of the Act, the Board of Directors of the Company (“**Board**”) be and is hereby given the authority and approval to reduce 99.9% of the issued share capital of the Company by cancelling paid-up share capital which is lost or unrepresented by available assets of RM1,532.51 million pursuant to Section 116(1)(b) of the Act. The credit arising from the Proposed Share Capital Reduction will be used to offset the accumulated losses of the Company and any balance will be credited to the retained earnings of the Company, which may be used in such manner as the Board deems fit, as permitted by the relevant and applicable laws, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“**Bursa Securities**”) (“**Listing Requirements**”) as well as the Constitution of the Company;

AND THAT the Board be and is hereby authorised to approve, sign and execute all documents, do all things and acts as the Board may consider necessary or expedient to implement, finalise and give full effect to the Proposed Share Capital Reduction in the best interest of the Company with full power to assent to any conditions, variations, modifications and/or amendments in any manner as may be required by any relevant authorities, the relevant and applicable laws or deemed necessary or desirable by the Board.”

ORDINARY RESOLUTION 1

PROPOSED CONSOLIDATION OF EVERY 10 EXISTING ORDINARY SHARES IN AAX (“AAX SHARES”) INTO 1 AAX SHARE (“PROPOSED SHARE CONSOLIDATION”)

“THAT subject to the passing of the Special Resolution and the approvals, waivers and/or consents of all relevant authorities and/or parties (*where applicable*) for the Proposed Share Consolidation and the Proposed Debt Restructuring, including but not limited to the approval of Bursa Securities for the Proposed Share Consolidation, approval be and is hereby given to the Company to give effect to the consolidation of every 10 existing AAX Shares held by the shareholders of the Company, whose names appear in the Record of Depositors of the Company at the close of business on an entitlement date to be determined and announced later by the Board, into 1 AAX Share (“**Consolidated Share**”);

THAT fractional entitlements arising from the Proposed Share Consolidation in respect of the Consolidated Shares, if any, shall be disregarded and/or dealt with by the Board in such manner and on such terms and conditions as the Board in its absolute discretion may deem fit or expedient and in the best interests of the Company;

THAT the Consolidated Shares shall rank *pari passu* in all respects with each other;

AND THAT the Board be and is hereby authorised to approve, sign and execute all documents, do all things and acts as the Board may consider necessary or expedient to implement, finalise and give full effect to the Proposed Share Consolidation in the best interest of the Company with full power to assent to any conditions, variations, modifications and/or amendments in any manner as may be required by any relevant authorities, the relevant and applicable laws or deemed necessary or desirable by the Board.”

ORDINARY RESOLUTION 2

PROPOSED RENOUNCEABLE RIGHTS ISSUE OF NEW AAX SHARES (“RIGHTS SHARES”) TO RAISE GROSS PROCEEDS OF UP TO RM300.0 MILLION (“PROPOSED RIGHTS ISSUE”)

“THAT subject to the passing of the Special Resolution, Ordinary Resolution 1, Ordinary Resolution 3 and Ordinary Resolution 4, as well as the approvals, waivers and/or consents of all relevant authorities and/or parties (*where applicable*) for the Proposed Rights Issue and the Proposed Debt Restructuring, including but not limited to the approval of Bursa Securities for the listing and quotation of the Rights Shares on the Main Market of Bursa Securities, the Board be and is hereby authorised to undertake the Proposed Rights Issue to provisionally issue and allot by way of a renounceable rights issue of such number of Rights Shares, based on an entitlement basis and at an issue price to be determined and announced later by the Board, to the shareholders whose names appear in the Record of Depositors of the Company at the close of business on an entitlement date to be determined and announced later by the Board (“**Entitled Shareholders**”) to raise gross proceeds of up to RM300.0 million, and on such terms and conditions and in such manner as the Board may determine;

THAT the Board be and is hereby authorised to determine and vary, if deemed fit, necessary and/or expedient, the entitlement basis and issue price of the Rights Shares to be issued in connection with the Proposed Rights Issue;

THAT any Rights Shares which are not taken up or validly taken up or which are not allotted for any reason whatsoever to the Entitled Shareholders and/or their renouncee(s) shall be made available for excess shares applications in such manner and to such persons as the Board shall determine at its absolute discretion;

THAT fractional entitlements arising from the Proposed Rights Issue in respect of the Rights Shares, if any, shall be disregarded and/or dealt with by the Board in such manner and on such terms and conditions as the Board in its absolute discretion may deem fit or expedient and in the best interests of the Company;

THAT the Rights Shares shall, upon issuance, allotment and full payment of the issue price of the Rights Shares, rank *pari passu* in all respects with the then existing issued AAX Shares;

THAT the Rights Shares shall be listed on the Main Market of Bursa Securities;

THAT the proceeds from the Proposed Rights Issue shall be used for the purposes as set out in Section 5 of the circular to shareholders of the Company dated 10 May 2021 (“**Circular**”) and the Board be and is hereby authorised with full powers to vary the manner and/or purpose of use of such proceeds in such manner as the Board may deem fit, necessary and/or expedient or in the best interests of the Company, subject to the approval of the relevant authorities (*where required*);

THAT the Board be and is hereby authorised to approve, sign and execute all documents, do all things and acts as the Board may consider necessary or expedient to implement, finalise and give full effect to the Proposed Rights Issue in the best interest of the Company with full power to assent to any conditions, variations, modifications and/or amendments in any manner as may be required by any relevant authorities, the relevant and applicable laws or deemed necessary or desirable by the Board;

AND THAT this Ordinary Resolution 2 constitutes a specific approval for the issuance and allotment of securities in the Company contemplated herein which is made pursuant to an offer, agreement or option and shall continue in full force and effect until all Rights Shares to be issued pursuant to or in connection with the Proposed Rights Issue have been duly issued and allotted in accordance with the terms of the Proposed Rights Issue.”

ORDINARY RESOLUTION 3

PROPOSED ISSUANCE AND ALLOTMENT OF NEW AAX SHARES TO RAISE GROSS PROCEEDS OF UP TO RM200.0 MILLION BY WAY OF SUBSCRIPTION BY PLACEEES (AS DEFINED HEREIN) (“PROPOSED SHARE SUBSCRIPTION”)

“THAT subject to the passing of the Special Resolution, Ordinary Resolution 1, Ordinary Resolution 2 and Ordinary Resolution 4, as well as the approvals, waivers and/or consents of all relevant authorities and/or parties (*where applicable*) for the Proposed Share Subscription and the Proposed Debt Restructuring, including but not limited to the approval of Bursa Securities for the listing and quotation of new AAX Shares to be issued pursuant to the Proposed Share Subscription on the Main Market of Bursa Securities, approval be and is hereby given to the Company to undertake the Proposed Share Subscription;

THAT the Board be and is hereby authorised to issue and allot new AAX Shares to the SPV⁽¹⁾ and/or other investors (“**Placееes**”) to raise gross proceeds of up to RM200.0 million (“**Subscription Shares**”) at the same issue price as the Rights Shares;

Note:-

(1) *The SPV means the special purpose vehicle company, in which Dato’ Lim Kian Onn (a director of AAX) is a shareholder, which will enter into a conditional share subscription agreement with AAX for the subscription of the (i) Subscription Shares of up to RM50.0 million and (ii) Additional Subscription Shares (“SPV Share Subscription Agreement”). For the avoidance of doubt, the other shareholders of the SPV may include Dato’ Lim Kian Onn’s nominees and/or other investors who wish to participate in the Proposed Share Subscription through the SPV.*

THAT the Subscription Shares shall, upon issuance, allotment and full payment of the issue price of the Subscription Shares, rank *pari passu* in all respects with the then existing issued AAX Shares;

THAT the Subscription Shares shall be listed on the Main Market of Bursa Securities;

THAT the proceeds from the issuance of Subscription Shares shall be used for the purposes as set out in Section 5 of the Circular and the Board be and is hereby authorised with full powers to vary the manner and/or purpose of use of such proceeds in such manner as the Board may deem fit, necessary and/or expedient in the best interests of the Company, subject to the approval of the relevant authorities (*where required*);

THAT the Board be and is hereby authorised to approve, sign and execute all documents and/or agreements, do all things and acts as the Board may consider necessary or expedient to implement, finalise and give full effect to the Proposed Share Subscription in the best interest of the Company with full power to assent to any conditions, variations, modifications and/or amendments in any manner as may be required by any relevant authorities, the relevant and applicable laws or deemed necessary or desirable by the Board;

AND THAT this Ordinary Resolution 3 constitutes a specific approval for the issuance and allotment of securities in the Company contemplated herein which is made pursuant to an offer, agreement or option and shall continue in full force and effect until all Subscription Shares to be issued pursuant to or in connection with the Proposed Share Subscription have been duly issued and allotted in accordance with the terms of the Proposed Share Subscription.”

ORDINARY RESOLUTION 4

PROPOSED ISSUANCE AND ALLOTMENT OF NEW AAX SHARES TO THE SPV PURSUANT TO THE PROPOSED SHARE SUBSCRIPTION AND ANY EXERCISE OF THE SUBSCRIPTION OPTION (AS DEFINED HEREIN) TO BE GRANTED TO THE SPV (“PROPOSED ISSUANCE AND ALLOTMENT OF SHARES TO SPV”)

“THAT subject to the passing of the Special Resolution, Ordinary Resolution 1, Ordinary Resolution 2 and Ordinary Resolution 3, as

well as the approvals, waivers and/or consents of all relevant authorities and/or parties (*where applicable*) for the Proposed Issuance and Allotment of Shares to SPV and the Proposed Debt Restructuring, including but not limited to the approval of Bursa Securities for the listing and quotation of new AAX Shares to be issued pursuant to the Proposed Share Subscription and any exercise of the Subscription Option on the Main Market of Bursa Securities, approval be and is hereby given to the Company to undertake the Proposed Issuance and Allotment of Shares to SPV;

THAT in accordance with the terms and conditions in the SPV Share Subscription Agreement to be entered into between the Company and the SPV, the Board be and is hereby authorised to issue and allot to the SPV:-

- the Subscription Shares at the same issue price as the Rights Shares (*forming part or all of the total RM200.0 million of Subscription Shares which may be issued pursuant to the Proposed Share Subscription*); and
- such number of new AAX Shares representing up to 15% of the enlarged total number of AAX Shares (*excluding treasury shares, if any*) at any point of time (“**Additional Subscription Shares**”) to be issued and allotted to the SPV pursuant to any exercise by the SPV of the option to be granted by the Company to subscribe for such Additional Subscription Shares (“**Subscription Option**”). The Subscription Option is exercisable by the SPV over a period of 36 months commencing from the completion of the Proposed Rights Issue (“**Subscription Option Period**”) and the right of the SPV to exercise the Subscription Option is not conditional upon any level of subscription of the Subscription Shares by any Placееe.

The issue price of the Additional Subscription Shares shall be based on the higher of the (a) issue price of the Rights Shares or (b) 25% of the 5-day volume weighted average market price of AAX Shares up to and including the date immediately preceding any exercise of the Subscription Option, subject to adjustment if any alteration is made to the share capital at any time during the Subscription Option Period such as by way of rights issue, bonus issue, consolidation of shares, subdivision of shares, reduction of capital or capital distribution;

THAT the Subscription Shares and Additional Subscription Shares shall, upon issuance, allotment and full payment of the issue price of the Subscription Shares and Additional Subscription Shares respectively, rank *pari passu* in all respects with the then existing issued AAX Shares;

THAT the Subscription Shares and Additional Subscription Shares shall be listed on the Main Market of Bursa Securities;

THAT the proceeds from the issuance of Subscription Shares and Additional Subscription Shares shall be used for the purposes as set out in Section 5 of the Circular and the Board be and is hereby authorised with full powers to vary the manner and/or purpose of use of such proceeds in such manner as the Board may deem fit, necessary and/or expedient in the best interests of the Company, subject to the approval of the relevant authorities (*where required*);

THAT the Board be and is hereby authorised to approve, sign and execute all documents and/or agreements, do all things and acts as the Board may consider necessary or expedient to implement, finalise and give full effect to the Proposed Issuance and Allotment of Shares to SPV in the best interest of the Company with full power to assent to any conditions, variations, modifications and/or amendments in any manner as may be required by any relevant authorities, the relevant and applicable laws or deemed necessary or desirable by the Board;

AND THAT this Ordinary Resolution 4 constitutes a specific approval for the specific allotment of securities in the Company to the SPV in accordance with Listing Requirements or any prevailing guidelines issued by Bursa Securities or any other relevant authority, as amended from time to time.”

By Order of the Board

AIRASIA X BERHAD

REBECCA KONG SAY TSUI (MAICSA 7039304)

(SSM PC No. 202008001003)

THAM WAI YING (MAICSA 7016123)

(SSM PC No. 202008001181)

Company Secretaries

Kuala Lumpur

10 May 2021

Virtual EGM

- 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 of the Company 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. (“**TIH**”) via its **TIH Online website** at <https://tihih.online>. This is also in line with the revised Guidance and Frequently Asked Questions on the Conduct of General Meetings for Listed Issuers issued by the Securities Commission Malaysia on 5 March 2021 (including any amendments that may be made from time to time) (“**Guidance Note**”). Please follow the procedures as set out in the Administrative Guide which is available at the Company’s website at www.airasix.com/agem_egm.html.
- The Broadcast Venue is strictly for the purpose of complying with Section 327(2) of the Act and Guidance Note which require the Chairman of the meeting to be present at the main venue of the meeting.
- Members and/or proxy(ies) and/or corporate representative(s) and/or attorney(s) **WILL NOT BE ALLOWED** to be physically present at the Broadcast Venue on the day of the EGM, instead are to attend, speak (including posing questions to the Board via real time submission of typed texts) and vote (collectively, “participate”) remotely at the EGM via the RPV provided by TIH.

Notes:-

- 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.
- A member must be registered in the Record of Depositors at 5.00 p.m. on 21 May 2021 (“**General Meeting Record of Depositors**”) in order to attend and vote at the EGM. 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.
- 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 Act) to attend and vote in his stead. There shall be no restriction as to the qualification of the proxy(ies).
- 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.
- 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.
- 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.
- The appointment of a proxy may be made in a hard copy form or by electronic means in the following manner and must be received by the Company not less than forty-eight (48) hours before the time appointed for holding the EGM or adjourned general meeting at which the person named in the appointment proposes to vote:
 - In hard copy form**
In the case of an appointment made in hard copy form, the Form of Proxy must be 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, Wilayah Persekutuan, Malaysia.
 - By electronic means**
The Form of Proxy can be electronically lodged via **TIH Online** website at <https://tihih.online>. Kindly refer to the Administrative Guide on the procedures for electronic lodgement of form of proxy via TIH Online.
- Please ensure ALL the particulars as required in the Form of Proxy are completed, signed and dated accordingly. Last date and time for lodging the Form of Proxy is **Sunday, 30 May 2021 at 3.00 p.m.**
- Any authority pursuant to which such an appointment is made by a power of attorney must be 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, Wilayah Persekutuan, Malaysia not less than forty-eight (48) hours before the time appointed for holding the EGM or adjourned general meeting at which the person named in the appointment proposes to vote. A copy of the power of attorney may be accepted provided that it is certified notarially 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 an authorised representative, please deposit the **ORIGINAL / DULY CERTIFIED** certificate of appointment of authorised representative 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, Wilayah Persekutuan, Malaysia. The certificate of appointment of authorised representative should be executed in the following manner:
 - If the corporate member has a common seal, the certificate of appointment of authorised representative should be executed under seal in accordance with the constitution of the corporate member.
 - If the corporate member does not have a common seal, the certificate of appointment of authorised representative should be affixed with the rubber stamp of the corporate member (if any) and executed by:
 - at least two (2) authorised officers, of whom one shall be a director; or
 - any director and/or authorised officers in accordance with the laws of the country under which the corporate member is incorporated.
- Pursuant to Paragraph 8.29A(1) of the Listing Requirements, all resolutions set out in this Notice will be put to vote by way of poll.
- By submitting an instrument appointing a proxy(ies) and/or representative(s) and/or attorney(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, representatives and attorneys 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) and/or attorney(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) and/or attorney(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) and/or attorney(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.