



**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 (“**AXX**” or the “**Company**”) will be held as a virtual meeting via live streaming and online remote voting using the Remotes Participation and Voting Facilities (“**RPV**”) provided by Tricor Investor & Issuing House Services Sdn Bhd (“**TIH**”) via its **TIH Online website** at <https://tih.online> from the Broadcast Venue at RedQ, Jalan Pekeliling 5, Lapangan Terbang Antarabangsa Kuala Lumpur, 64000 KLIA, Selangor Darul Ehsan, Malaysia on Wednesday, 16 October 2024 at 10.00 a.m. or at any adjournment thereof, for the purpose of considering and, if thought fit, passing the following resolutions with or without modifications:-

### ORDINARY RESOLUTION 1

**PROPOSED ISSUANCE OF UP TO 223,536,401 FREE WARRANTS IN AAX (“WARRANTS”) ON THE BASIS OF 1 WARRANT FOR EVERY 2 ORDINARY SHARES IN AAX (“SHARES”) HELD BY THE SHAREHOLDERS OF AAX ON AN ENTITLEMENT DATE TO BE DETERMINED AND ANNOUNCED LATER (“WARRANTS ENTITLEMENT DATE”) (“PROPOSED ISSUANCE OF FREE WARRANTS”)**

“**THAT** subject to the passing of the Ordinary Resolution 3 and Ordinary Resolution 4 as well as the approvals, waivers and/or consents of all relevant authorities and/or parties being obtained (if required), the Board of Directors of the Company (“**Board**”) be and is hereby authorised to allot and issue up to 223,536,401 free Warrants in registered form and constituted by a deed poll to be executed by the Company constituting the Warrants (“**Deed Poll**”) by way of an issuance of free Warrants to all entitled shareholders of the Company whose names are registered in the Record of Depositors of the Company as at the close of business on the Warrants Entitlement Date on the basis of 1 free Warrant for every 2 Shares held on the Warrants Entitlement Date;

**THAT** the Board be and is hereby authorised to determine the exercise price of the Warrants at a later date based on the 5-day volume-weighted average market price of the Shares up to and including the last trading day prior to the price-fixing date of the Warrants;

**THAT** the Board be and is hereby authorised to allot and issue such appropriate number of additional Warrants as may be required or permitted to be allotted and issued as consequences of any adjustments under the provisions in the Deed Poll (“**Additional Warrants**”) and to adjust from time to time the exercise price of the Warrants as a consequence of the adjustments under the provisions in the Deed Poll and/or to effect such modifications, variations and/or amendments as may be imposed, required or permitted by Bursa Malaysia Securities Berhad (“**Bursa Securities**”) and any other relevant authorities or parties (where required);

**THAT** the Board be and is hereby authorised to allot and issue new Shares pursuant to the exercise of the Warrants by the holders of the Warrants in accordance with the Deed Poll, including such appropriate number of new Shares pursuant to the exercise of the Additional Warrants;

**THAT** the new Shares to be issued pursuant to the exercise of the Warrants and Additional Warrants shall, upon allotment, issuance and payment of the exercise price of the Warrants and Additional Warrants, rank equally in all respects with the then existing issued Shares, save and except that the holders of such new Shares shall not be entitled to any dividends, rights, allotments and/or other distributions which may be declared, made or paid to the shareholders of the Company, the entitlement date of which is prior to the date of allotment and issuance of the new Shares pursuant to the exercise of the Warrants and Additional Warrants;

**THAT** the Board be and is hereby authorised to disregard and/or deal with any fractional entitlements for the Warrants that may arise from the Proposed Issuance of Free Warrants, if any, in such manner as the Board shall in its absolute discretion deems fit and expedient in the best interests of the Company;

**THAT** the proceeds from the exercise of the Warrants shall be used in the manner and for the purposes as set out in Section 2.6, Part A of the circular to the shareholders of the Company dated 24 September 2024 (“**Circular**”) and the Board be and is hereby authorised with full power 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 Warrants, Additional Warrants and the new Shares to be issued pursuant to the exercise of the Warrants and Additional Warrants shall be listed on the Main Market of Bursa Securities;

**THAT** the Board be and is hereby authorised to enter into and execute the Deed Poll with full power to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or permitted by the relevant authorities or deemed necessary by the Board, and subject to all provisions and adjustments contained in the Deed Poll, to assent to any modifications and/or amendments to the exercise price and/or number of Warrants as may be required or permitted to be revised as consequences of any adjustments under the provisions of the Deed Poll with full power to implement and give effect to the terms and conditions of the Deed Poll, and to take all steps as the Board deems fit or expedient in order to implement, finalise and give full effect to the Deed Poll;

**THAT** the Board be and is hereby authorised to approve, sign and execute all documents and/or agreements and to do all things and acts as the Board may consider necessary or expedient to implement, finalise and give full effect to the Proposed Issuance of Free Warrants in the best interests of the Company with full power to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or permitted by the relevant authorities or as the Board may deem fit or necessary or expedient to implement, finalise and give full effect to the Proposed Issuance of Free Warrants;

**AND THAT** this Ordinary Resolution 1 constitutes a specific approval for the allotment and issuance of securities in the Company contemplated herein and shall continue in full force and effect until all Warrants and Additional Warrants to be issued pursuant to or in connection with the Proposed Issuance of Free Warrants and the new Shares to be issued pursuant to the exercise of the Warrants and Additional Warrants have been duly allotted and issued in accordance with the terms of the Proposed Issuance of Free Warrants.”

### ORDINARY RESOLUTION 2

**PROPOSED PRIVATE PLACEMENT OF NEW SHARES TO INDEPENDENT THIRD PARTY INVESTORS TO BE IDENTIFIED LATER AT AN ISSUE PRICE TO BE DETERMINED LATER TO RAISE GROSS PROCEEDS OF RM1,000.00 MILLION (“PROPOSED PRIVATE PLACEMENT”)**

“**THAT** subject to the approvals, waivers and/or consents of all relevant authorities and/or parties being obtained (if required), the Board be and is hereby authorised to allot and issue up to 1,000,000 Shares by way of private placement (“**Placement Shares**”) to independent third party investors to be identified later in 1 or multiple tranches at an issue price for each tranche to be determined at later date(s) by the Board (“**Price-Fixing Date(s)**”) to raise gross proceeds of up to RM1,000.00 million upon such terms and conditions as set out in the Circular;

**THAT** the Board be and is hereby authorised to determine the issue price for each tranche of the Placement Shares at the Price-Fixing Date(s) based on a discount of not more than 15% to the 5-day volume-weighted average market price of the Shares up to and including the last trading day prior to the Price-Fixing Date(s) and in any event, the minimum issue price of the Placement Shares shall be RM1.00 per Placement Share;

**THAT** the Placement Shares shall, upon allotment, issuance and full payment of the issue price, rank equally in all respects with the then existing issued Shares, save and except that the holders of such Placement 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 the Company, the entitlement date of which is prior to the date of allotment and issuance of the Placement Shares;

**THAT** the proceeds from the Proposed Private Placement shall be used in the manner and for the purposes as set out in Section 3.7, Part A of the Circular and the Board be and is hereby authorised with full power 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 Placement Shares shall be listed on the Main Market of Bursa Securities;

**THAT** pursuant to Section 85(1) of the Companies Act, 2016 (“**Act**”) read together with Clause 16 of the Constitution of the Company, it could possibly be construed that all new shares or other convertible securities in the Company shall, before issue, be offered to such persons for the time being holding shares in proportion as nearly as the circumstances admit, to the number of existing shares or securities to which they are entitled and accordingly, should this resolution for the allotment and issuance of the Placement Shares be passed by shareholders of the Company, this resolution shall have the effect of the shareholders agreeing to waive the statutory pre-emptive rights in respect of the Placement Shares to be allotted and issued by the Company to independent third party investors to be identified later pursuant to the Proposed Private Placement, provided however that if following the passing of this resolution, this paragraph is or is found to be in any way void, invalid or unenforceable, then this paragraph shall be ineffective to the extent of such voidness, invalidity or unenforceability and the remaining provisions of this resolution shall remain in full force and effect;

**THAT** the Board be and is hereby authorised to approve, sign and execute all documents and/or agreements and to do all things and acts as the Board may consider necessary or expedient to implement, finalise and give full effect to the Proposed Private Placement in the best interests of the Company with full power to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or permitted by the relevant authorities or as the Board may deem fit or necessary or expedient to implement, finalise and give full effect to the Proposed Private Placement;

**AND THAT** this Ordinary Resolution 2 constitutes a specific approval for the allotment and issuance of securities in the Company contemplated herein and shall continue in full force and effect until all Placement Shares to be issued pursuant to or in connection with the Proposed Private Placement have been duly allotted and issued in accordance with the terms of the Proposed Private Placement.”

### ORDINARY RESOLUTION 3

**PROPOSED ACQUISITION BY THE COMPANY OF 100% EQUITY INTEREST IN AIRASIA AVIATION GROUP LIMITED HELD BY CAPITAL A BERHAD FOR A PURCHASE CONSIDERATION OF RM3,000.00 MILLION TO BE SATISFIED ENTIRELY VIA THE ALLOTMENT AND ISSUANCE OF 2,307,692,307 NEW SHARES AT AN ISSUE PRICE OF RM1.30 EACH (“PROPOSED AAAGL ACQUISITION”)**

“**THAT** subject to the passing of the Ordinary Resolution 2, the approvals, waivers and/or consents of all relevant authorities and/or parties being obtained (if required) and the conditions precedent in the conditional share sale and purchase agreement dated 25 April 2024 entered into between Capital A Berhad and AirAsia Group Berhad (formerly known as AirAsia Aviation Group Sdn Bhd) (“**AAG**”), the supplemental agreement dated 26 July 2024 entered into between Capital A Berhad, AAG and the Company and the second supplemental agreement dated 4 September 2024 entered into between Capital A Berhad and the Company for the Proposed AAAGL Acquisition (collectively, the “**AAAGL SSPA**”) being satisfied, fulfilled and/or waived, approval be and is hereby given to the Company to acquire 100% equity interest in AirAsia Aviation Group Limited for a purchase consideration of RM3,000.00 million to be satisfied entirely via the allotment and issuance of 2,307,692,307 new Shares (“**Consideration Shares**”) at an issue price of RM1.30 each, in accordance with the terms and conditions of the AAAGL SSPA;

**THAT** the Board be and is hereby authorised to allot and issue 2,307,692,307 Consideration Shares at an issue price of RM1.30 each to Capital A Berhad and/or its shareholders to satisfy the purchase consideration for the Proposed AAAGL Acquisition in accordance with the terms and conditions of the AAAGL SSPA;

**THAT** the Board be and is hereby authorised to allot and issue 2,307,692,307 Consideration Shares at an issue price of RM1.30 each to Capital A Berhad and/or its shareholders to satisfy the purchase consideration for the Proposed AAAGL Acquisition in accordance with the terms and conditions of the AAAGL SSPA;

**THAT** the Board be and is hereby authorised to approve, sign and execute all documents and/or agreements and to do all things and acts as the Board may consider necessary or expedient to implement, finalise and give full effect to the Proposed AAAGL Acquisition in the best interests of the Company with full power to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or permitted by the relevant authorities or as the Board may deem fit or necessary or expedient to implement, finalise and give full effect to the Proposed AAAGL Acquisition;

**AND THAT** this Ordinary Resolution 3 constitutes a specific approval for the allotment and issuance of securities in the Company contemplated herein and shall continue in full force and effect until all Consideration Shares to be issued pursuant to or in connection with the Proposed AAAGL Acquisition have been duly allotted and issued in accordance with the terms and conditions of the Proposed AAAGL Acquisition.”

### ORDINARY RESOLUTION 4

**PROPOSED ACQUISITION BY THE COMPANY OF 100% EQUITY INTEREST IN AIRASIA BERHAD HELD BY CAPITAL A BERHAD FOR A PURCHASE CONSIDERATION OF RM3,800.00 MILLION TO BE SATISFIED ENTIRELY VIA THE ASSUMPTION BY AAX OF AN AMOUNT OF RM3,800.00 MILLION OWING BY CAPITAL A BERHAD TO AIRASIA BERHAD (“PROPOSED AAB ACQUISITION”)**

“**THAT** subject to the passing of the Ordinary Resolution 2, the approvals, waivers and/or consents of all relevant authorities and/or parties being obtained (if required) and the conditions precedent in the conditional share sale and purchase agreement dated 25 April 2024 entered into between Capital A Berhad and AAG, the supplemental agreement dated 26 July 2024 entered into between Capital A Berhad, AAG and the Company and the second supplemental agreement dated 4 September 2024 entered into between Capital A Berhad and the Company for the Proposed AAB Acquisition (collectively, the “**AAB SSPA**”) being satisfied, fulfilled and/or waived, approval be and is hereby given to the Company to acquire 100% equity interest in AirAsia Berhad for a purchase consideration of RM3,800.00 million to be satisfied entirely via the assumption by the Company of an amount of RM3,800.00 million owing by Capital A Berhad to AirAsia Berhad, in accordance with the terms and conditions of the AAB SSPA;

**AND THAT** the Board be and is hereby authorised to approve, sign and execute all documents and/or agreements and to do all things and acts as the Board may consider necessary or expedient to implement, finalise and give full effect to the Proposed AAB Acquisition in the best interests of the Company with full power to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or permitted by the relevant authorities or as the Board may deem fit or necessary or expedient to implement, finalise and give full effect to the Proposed AAB Acquisition.”

### ORDINARY RESOLUTION 5

**PROPOSED GRANTING TO GARYNMA INVESTMENTS PTE LTD (“GARYNMA” OR THE “SUBSCRIBER”) THE RIGHTS TO SUBSCRIBE FOR SUCH NUMBER OF NEW SHARES (“SUBSCRIPTION OPTIONS”) REPRESENTING, IN AGGREGATE, 12% OF THE TOTAL ISSUED SHARES IN AAX IMMEDIATELY AFTER THE COMPLETION OF THE PROPOSED AAAGL ACQUISITION AND PROPOSED AAB ACQUISITION (EXCLUDING TREASURY SHARES, IF ANY) VIA 3 SUBSCRIPTION OPTIONS OF 4% EACH (“PROPOSED GRANTING OF SUBSCRIPTION OPTIONS”)**

“**THAT** subject to the approvals, waivers and/or consents of all relevant authorities and/or parties being obtained (if required) and the conditions precedent in the conditional subscription option agreement dated 26 July 2024 entered into between Garynma and the Company for the Proposed Granting of Subscription Options (“**Subscription Option Agreement**”) being satisfied, fulfilled and/or waived, approval be and is hereby given to the Company to undertake the Proposed Granting of Subscription Options in accordance with the terms and conditions of the Subscription Option Agreement;

**THAT** the Board be and is hereby authorised to allot and issue 3 Subscription Options of 4% each to Garynma immediately after the completion of the Proposed AAAGL Acquisition and Proposed AAB Acquisition in accordance with the terms and conditions of the Subscription Option Agreement;

**THAT** each Subscription Option granted may be individually accepted in full or in part by the Subscriber at any point of time during a period of 24 months from the date of granting of the Subscription Option. Upon acceptance of a Subscription Option by the Subscriber, the Subscription Option may be exercised by the Subscriber at any point of time during a period of 48 months from the date of granting of the Subscription Option (“**Subscription Option Period**”) to subscribe, in full or in part, for new Shares. Any Subscription Options not accepted or not exercised by the Subscriber within the stipulated period shall lapse and cease to be valid for any purpose;

**THAT** the Board be and is hereby authorised to allot and issue new Shares pursuant to the exercise of the Subscription Option(s) by the Subscriber (“**Subscription Shares**”) in accordance with the terms and conditions of the Subscription Option Agreement;

**THAT** the issue price of the Subscription Shares comprised in each Subscription Option shall be the closing market price of the Shares as at the last trading day prior to acceptance by the Subscriber of the grant of the relevant Subscription Option;

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

**THAT** the proceeds from the issuance of the Subscription Shares shall be used in the manner and for the purposes as set out in Section 7.6, Part A of the Circular and the Board be and is hereby authorised with full power 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 Subscription Shares shall be listed on the Main Market of Bursa Securities;

**THAT** the Board be and is hereby authorised to assent to any modifications and/or amendments to the issue price and/or number of Subscription Shares comprised in each Subscription Option as may be required or permitted to be revised as consequences of any adjustments under the provisions of the Subscription Option Agreement;

**THAT** pursuant to Section 85(1) of the Act read together with Clause 16 of the Constitution of the Company, it could possibly be construed that all new shares or other convertible securities in the Company shall, before issue, be offered to such persons for the time being holding shares in proportion as nearly as the circumstances admit, to the amount of the existing shares or securities to which they are entitled and accordingly, should this resolution for the allotment and issuance of the Subscription Shares be passed by shareholders of the Company, this resolution shall have the effect

of the shareholders agreeing to waive the statutory pre-emptive rights in respect of the Subscription Shares to be allotted and issued by the Company to the Subscriber pursuant to the Proposed Granting of Subscription Options, provided however that if following the passing of this resolution, this paragraph is or is found to be in any way void, invalid or unenforceable, then this paragraph shall be ineffective to the extent of such voidness, invalidity or unenforceability and the remaining provisions of this resolution shall remain in full force and effect;

**THAT** the Board be and is hereby authorised to approve, sign and execute all documents and/or agreements and to do all things and acts as the Board may consider necessary or expedient to implement, finalise and give full effect to the Proposed Granting of Subscription Options in the best interests of the Company with full power to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or permitted by the relevant authorities or as the Board may deem fit or necessary or expedient to implement, finalise and give full effect to the Proposed Granting of Subscription Options;

**AND THAT** this Ordinary Resolution 5 constitutes a specific approval for the allotment and issuance of securities in the Company contemplated herein and shall continue in full force and effect until all Subscription Shares to be issued pursuant to or in connection with the Proposed Granting of Subscription Options have been duly allotted and issued in accordance with the terms of the Proposed Granting of Subscription Options.”

### SPECIAL RESOLUTION

**PROPOSED REDUCTION OF THE ISSUED SHARE CAPITAL OF AAX TO RM100.00 MILLION PURSUANT TO SECTION 116 OF THE ACT (“PROPOSED SHARE CAPITAL REDUCTION”)**

“**THAT** subject to the approvals, waivers and/or consents of all relevant authorities and/or parties being obtained (if required), the Board be and is hereby authorised to reduce the issued share capital of the Company to RM100.00 million pursuant to Section 116 of the Act. The credit arising from the Proposed Share Capital Reduction will be used to eliminate the accumulated losses of AAX’s group of companies and any balance credit after elimination of the accumulated losses will be credited to a reserve account which serves as additional credit buffer to set off any future losses, if allowed or for such other purposes as may be allowed under the relevant applicable laws, the Main Market Listing Requirements of Bursa Securities as well as the Constitution of the Company but excluding the diminution of liability in respect of unpaid share capital or payment to any shareholders of the Company of any paid-up share capital;

**AND THAT** the Board be and is hereby authorised to approve, sign and execute all documents and/or agreements and to 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 interests of the Company with full power to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or permitted by the relevant authorities or as the Board may deem fit or necessary or expedient to implement, finalise and give full effect to the Proposed Share Capital Reduction.”

By Order of the Board

**AIRASIA X BERHAD**

**THIN PUI LENG (LS0009933)**

(SSM PC No. 202208000271)

Company Secretary

Selangor Darul Ehsan

24 September 2024

### Virtual EGM

- The EGM of the Company will be held as a virtual meeting via live streaming and online remote voting using the RPV provided by TIH via its **TIH Online website** at <https://tih.online>. This is in line with the revised Guidance Note and Frequently Asked Questions on the Conduct of General Meetings for Listed Issuers issued by the Securities Commission Malaysia on 7 April 2022 (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 are available at the Company’s website at [www.airasia.com/aggm\\_egm.html](http://www.airasia.com/aggm_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 Company’s 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 8 October 2024 (“**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).
- 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 RedQ, Jalan Pekeliling 5, Lapangan Terbang Antarabangsa Kuala Lumpur, 64000 KLIA, Selangor Darul Ehsan, Malaysia.
  - By electronic means**  
The Form of Proxy can be electronically lodged via **TIH Online website** at <https://tih.online>. Kindly refer to the Administrative Details 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 **Monday, 14 October 2024 at 10.00 a.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 RedQ, Jalan Pekeliling 5, Lapangan Terbang Antarabangsa Kuala Lumpur, 64000 KLIA, Selangor Darul Ehsan, 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 notorially 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 RedQ, Jalan Pekeliling 5, Lapangan Terbang Antarabangsa Kuala Lumpur, 64000 KLIA, Selangor Darul Ehsan, 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 Main Market Listing Requirements of Bursa Securities, all resolutions set out in this Notice of EGM will be put to vote by way of poll.

### Personal Data Privacy:

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 and undertakes that the member shall indemnify the Company and/or to keep the Company fully indemnified and save the Company harmless against all and/or any actions, demands, claims, losses, costs, proceedings and damages (including all legal fees and costs) which the Company may suffer or incur in any manner howsoever arising from or as a result of the member’s breach of the aforementioned warranty.

### Explanatory Note:

Pursuant to Section 85(1) of the Act read together with Clause 16 of the Constitution of the Company, it could possibly be construed that all new shares or other convertible securities in the Company shall, before issue, be offered to such persons who are entitled to receive notices from the Company of general meetings as at the date of the offer in proportion as nearly as the circumstances admit, to the amount of the existing shares or securities to which they are entitled (“**Pre-emptive Rights**”).

By voting in favour of the proposed Ordinary Resolutions 2, 3 and 5, you will also approve the disapplication of the Pre-emptive Rights under Section 85(1) of the Act read together with Clause 16 of the Constitution of the Company and such approval is tantamount to the member agreeing to waive your Pre-emptive Rights in respect of new Shares to be allotted and issued by the Company pursuant to the Proposed Private Placement, Proposed AAAGL Acquisition and Proposed Granting of Subscription Options respectively.

The details of the Proposed Private Placement, Proposed AAAGL Acquisition and Proposed Granting of Subscription Options are set out in the Circular, which is available on the websites of the Company and Bursa Malaysia Berhad.