This is the Appendix I referred to the Special Resolution of the Notice of the Fifteenth Annual General Meeting of AirAsia Berhad

APPENDIX I

DETAILS OF THE PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF



AIRASIA BERHAD

(Company No. 284669-W)

- Proposed Amendments to the Articles of Association

The Company proposes to implement the following amendments to the Articles of the Company as highlighted in bold below under the column "Proposed Amendments". The Proposed Amendments to the Articles of Association of the Company will bring the Articles of Association of the Company in line with the amendments to the Listing Requirement of Bursa Malaysia Securities Berhad and any prevailing laws, rules, regulations, orders, guidelines or requirements of the relevant authorities and to further enhance administrative efficiency of the Company.

(a) To delete, amend or add to the following existing definitions in Article 2 as follows and all references throughout the whole Articles of the Company shall therefore be amended accordingly.

	Existing Articles		Proposed Amendments
Words	Existing Definitions	Words	Existing Definitions
Act	The Companies Act 1965	Act	The Companies Act 1965, and every statutory modification or re-enactment thereof for the time being in force
Approved Market Place	A stock exchange which is specified to be an approved market place in the Securities Industry (Central Depositories) (Exemption) (No. 2) Order 1998	Deleted	Deleted
Central Depository	Malaysian Central Depository Sdn. Bhd. (Co. No. 165570-W) and its successors-in-title	Depository	Bursa Malaysia Depository Sdn. Bhd. (Company No. 165570-W) and its successors-in-title
Central Depositories Act	The Securities Industry (Central Depositories) Act 1991	Central Depositories Act	The Securities Industry (Central Depositories) Act 1991 and every statutory modification or reenactment thereof for the time being in force
Depositor	A holder of a Securities Account	Depositor	A holder of a Securities Account established by the Depository
Deposited Security	A security in the Company standing to the credit of a Securities Account subject to the provisions of the Central Depositories Act, the Rules and the Regulations	Deposited Security	Shall have the meaning given in Section 2 of the Central Depositories Act
Market Day Member	means a day on which Bursa Malaysia is open for trading in securities	Market Day Member	A day on which the stock market of Bursa Malaysia is open for trading in Securities
Rules	The Rules of the Central Depository and any appendices thereto	Rules	The Rules of the Depository shall have the meaning given in Section 2 of the Central Depositories Act including any amendment thereto that may be made from time to time
Securities	No previous definition	Securities	Shall have the meaning given in Section 2 of the Capital Markets and Services Act 2007

(Cont'd)

(b) The following Articles be amended as follows:-

Articles	Existing Provision	Proposed Provision
16	Restrictions on issue	Restrictions on issue
	Article 15 shall be subject to the following provisions:	Article 15 shall be subject to the following provisions:
	(1) the Company shall not offer, issue, allot, grant options over shares, grant any right or right to subscribe for shares or any right or rights to convert any security into shares or otherwise deal with or dispose of shares which will or may have the effect of transferring a controlling interest in or management control of the Company without the prior approval of the Members in general meeting;	(1) the Company shall not offer, issue, allot, grant options over shares, grant any right or right to subscribe for shares or any right or rights to convert any security into shares or otherwise deal with or dispose of shares which will or may have the effect of transferring a controlling interest in or management control of the Company without the prior approval of the Members in general meeting;
	(2) no Director shall participate in an issue of shares to employees or otherwise unless the Members in general meeting have approved the specific allotment to such Director;	(2) no Director shall participate in a share scheme to employees unless the Members in general meeting have approved the specific allotment to such Director;
	(3) no shares shall be issued at a discount except in accordance with Section 59 of the Act;	(3) no shares shall be issued at a discount except in accordance with Section 59 of the Act; and
	 (4) the total nominal value of issued preference shares shall not exceed the total nominal value of the issued ordinary shares at any time; and (5) the rights attaching to shares of a class other than ordinary shares shall be expressed in the resolution creating them. 	(4) Deleted(5) the rights attaching to shares of a class other than ordinary shares shall be expressed in the resolution creating them.
26	Reservation of right to issue further preference capital	Reservation of right to issue further preference capital
	Preference shareholders shall have:	Preference shareholders shall have:
	(1) the same rights as ordinary shareholders as regards:	(1) the same rights as ordinary shareholders as regards:
	(a) receiving notices, reports and audited accounts; and	(a) receiving notices, reports and audited accounts; and
	(b) attending general meetings of the Company;	(b) attending general meetings of the Company;

Articles	Existing Provision	Proposed Provision
26 (Cont'd)	Rights of preference shares	Rights of preference shares
(Cont a)	(2) the right to vote any meeting convened for the purposes of reducing the capital, or to wind up the Company and during the winding up of the Company, or disposing the whole of the Company's property, business and undertaking or directly affecting the rights attached to the shares and privileges, or when the dividend or part of the dividend on the preference shares is in arrears for more than six (6) months; and	(2) the right to vote any meeting convened for the purposes of reducing the capital, or to wind up the Company and during the winding up of the Company, or disposing the whole of the Company's property, business and undertaking or directly affecting the rights attached to the shares and privileges, or when the dividend or part of the dividend on the preference shares is in arrears for more than 6 months.
	(3) the right to a return of capital in preference to holders of ordinary shares when the Company is wound up.	(3) Deleted
28	Share certificates	Despatch notices of allotment
	Every share certificate shall be sealed in accordance with these Articles and Section 100 of the Act and bear the signature reproduced by mechanical/electronic and by any other means in accordance with these Articles and shall specify the shares to which it relates and the amount paid thereon. The share certificate shall also comply with the requirements of these Articles, the Listing Requirements and (where applicable) the Central Depositories Act, the Rules and the Regulations. Subject to the provisions of the Central Depositories Act and the Rules, if any share certificate shall be defaced, worn out, destroyed, lost or stolen, it may be replaced on such evidence being produced and a letter(s) of indemnity being given by the relevant persons or on its behalf and on delivery of the old certificate and in any case on payment of such sum not exceeding RM3.00 only per certificate or such other sum as may from time to time be permitted by Bursa Malaysia or as the Directors may determine including the amount of the proper duty with which each certificate is chargeable under any law for the time being in force relating to stamps. In case of destruction, loss or theft of a share certificate, a shareholder or person entitled to which such renewed certificates is given shall also bear the loss and pay the Company all expenses incidental to the investigation by the Company of the evidence of such destruction or loss.	Subject to the Act, the Central Depositories Act, the Rules and the Regulations, the Company shall allot/issue Securities, despatch notices of allotment to successful allottees and make an application for the quotation of such Securities in accordance with the period prescribed or allowed by Bursa Malaysia.

Articles	Existing Provision	Proposed Provision
29	Despatch notices of allotment	Certificates
	Subject to the provisions of the Act, the Central Depositories Act, the Rules and the Regulations, the Company upon allotment of shares shall despatch notices of allotment to all allottees within the period prescribed by Bursa Malaysia and deliver to the Central Depository the appropriate certificates in such denominators as may be specified by the Central Depository registered in the name of the Central Depository or its nominee company.	The Company shall deliver to the Depository the appropriate certificates in such denomination as may be specified by the Depository registered in the name of the Depository or its nominee company. Every certificate shall be issued under the seal and bear the signatures or the autographic signatures reproduced by facsimile or other mechanical means by any two Directors or one Director and the Secretary or such other person as may be authorised by the Directors, and shall specify the number and class of Securities to which it relates, and the amount paid up thereon.
45	Closure of register	Closure of register
	The Register shall be closed for such periods as the Directors may from time to time determine but such Register shall not be closed for more than thirty (30) days in any year. The Company shall before it closes such Register:	The Register shall be closed for such periods as the Directors may from time to time determine but such Register shall not be closed for more than thirty (30) days in any year. The Company shall before it closes such Register:
	(1) give notice of such intended closure (in the case of the Register) in accordance with Section 160 of the Act;	(1) give notice of such intended closure (in the case of the Register) in accordance with Section 160 of the Act;
	 (2) give notice of such intended closure to Bursa Malaysia at least twelve (12) Market Days before the intended date of such closure including in such notice, such date, the reason for such closure and the address of the share registry at which documents will be accepted for registration; (3) publish in a daily newspaper circulating in Malaysia, a notice of such intended 	(2) give notice of such intended closure to Bursa Malaysia at least ten (10) Market Days before the intended date of such closure or such number of Market Days which Bursa Malaysia may stipulate from time to time including in such notice, such date, the reason for such closure and the address of the share registry at which documents will be accepted for registration;
	closure including the information to be included in the notice referred to in Article 45(2); At least three (3) clear Market Days prior notice shall be given to the Central	(3) publish in at least one (1) nationally circulated Bahasa Malaysia or English daily newspaper, a notice of such intended closure including the information to be included in the notice referred to in Article 45(2).
	Depository to enable the Central Depository to prepare the appropriate Record of Depositors.	The Company shall give notice in accordance with the Rules and the Regulations to enable the Depository to prepare the appropriate Record of Depositors.

Articles	Existing Provision	Proposed Provision
51	Transmission of securities from Foreign Register Transmission of securities from Foreign Register (1) Where: (a) the securities of the Company are listed on an Approved Market Place; and (b) the Company is exempted from compliance with Sections 14 of the Central Depositories Act or Section 29 of the Securities Industry (Central Depositories) (Amendment) (No. 2) Act 1998, as the case may be, under the Rules in respect of such securities, The Company shall, upon request of a securities holder, permit a transmission of securities held by such securities holder from the register of holders maintained by the registrar of the Company in the jurisdiction of the Approved Market Place (Foreign Register'), to the register of holders maintained by the Share Register (Malaysian Register') subject to the following conditions: (i) there shall be no change in the ownership of such securities; and (ii) the transmission shall be executed by causing such securities to be credited directly into the Securities Account of such securities holder. (2) For the avoidance of doubt, the Company having fulfilled the requirements of paragraphs (a) and (b) of Article 51(1) shall not allow any transmission of securities from the Malaysian Register into the Foreign Register.	Transmission of Securities (1) Where: (a) the Securities of the Company are listed on another stock exchange; and (b) the Company is exempted from compliance with Section 14 of the Central Depositories Act or Section 29 of the Securities Industry (Central Depositories) (Amendment) (No. 2) Act 1998, as the case may be, under the Rules in respect of such Securities; the Company shall, upon request of a Securities holder, permit a transmission of Securities held by such Securities holder from the register of holders maintained by the registrar of the Company in the jurisdiction of the other stock exchange, to the register of holders maintained by the Share Registrar in Malaysia and vice versa provided that there shall be no change in the ownership of such Securities. (i) Deleted (ii) Deleted

Articles	Existing Provision	Proposed Provision
74	Record of Depositors	Record of Depositors
	In accordance with the Rules and the Regulations, the Company shall request the Central Depository in writing to issue a Record of Depositors to whom notices of general meetings shall be given by the Company. The Company shall request the Central Depository in writing in accordance with the Rules and the Regulations to issue a Record of Depositors, as at a date not less than three (3) clear Market Days before the general meeting ("General Meeting Record of Depositors"). Subject to the Regulations and notwithstanding any provisions in the Act, the General Meeting Record of Depositors shall be the final record of all Depositors who shall be deemed to be the registered holders of the shares of the Company eligible to be present and vote at such meetings.	In accordance with the Rules and the Regulations, the Company shall request the Depository in writing to issue a Record of Depositors to whom notices of general meetings shall be given by the Company. The Company shall also request the Depository in writing in accordance with the Rules and the Regulations to issue a Record of Depositors, as at the latest date which is reasonably practicable which shall in any event be not less than three (3) clear Market Days before the general meeting ("General Meeting Record of Depositors"). Subject to the Regulations and notwithstanding any provisions in the Act, the General Meeting Record of Depositors shall be the final record of all Depositors who shall be deemed to be the registered holders of the shares of the Company eligible to be present and vote at such meetings.
75	Specifications on notice	Specifications on notice
	The notices convening meetings shall specify the place, day and hour of the meeting, and shall be given to all Members, at least fourteen (14) days before the meeting or at least twenty-one (21) days before the meeting where any special resolution is to be proposed or where it is an annual general meeting. Any notice of a meeting called to consider special business shall be accompanied by a statement regarding the effect of any proposed resolution in respect of such special business. At least fourteen (14) days or twenty-one (21) days notice in the case where special resolution is proposed or where it is the annual general meeting, of every such meeting shall be given by advertisement in the daily press and in writing to each stock exchange upon which the Company is listed.	The notices convening meetings shall specify the place, day and hour of the meeting, and shall be given to all Members, at least fourteen (14) days before the meeting or at least twenty one (21) days before the meeting where any special resolution is to be proposed or where it is an annual general meeting. Any notice of a meeting called to consider special business shall be accompanied by a statement regarding the effect of any proposed resolution in respect of such special business. At least fourteen (14) days notice or twenty-one (21) days notice in the case where any special resolution is proposed or where it is the annual general meeting, of every such meeting shall be given by advertisement in at least one (1) nationally circulated Bahasa Malaysia or English daily newspaper and in writing to each stock exchange upon which the Company is listed.

Articles	Existing Provision	Proposed Provision
76	Manner of notice	Manner of notice
	Subject to these Articles and to any restrictions imposed on any shares, every notice calling a general meeting shall be given by advertisement in one (1) daily newspaper in the national or English language and in writing to Bursa Malaysia, all the Members, all persons entitled to a share (who have produced such evidence as may from time to time be required by the Central Depository in accordance with the Rules or as the Central Depository may determine) in consequence of the death, bankruptcy or mental disorder of a Member or by operation of law and to the Directors and auditors of the Company. A notice by advertisement under this Article shall be deemed given on the day on which the advertisement appears in the daily newspaper through which such advertisement is made.	Subject to these Articles and to any restrictions imposed on any shares, every notice calling a general meeting shall be given by advertisement in at least one (1) nationally circulated Bahasa Malaysia or English daily newspaper and in writing to Bursa Malaysia, all the Members, to all persons entitled to a share (who have produced such evidence as may from time to time be required by the Depository in accordance with the Rules or as the Depository may determine) in consequence of the death, bankruptcy or mental disorder of a Member or by operation of law and to the Directors and auditors of the Company. A notice by advertisement under this Article shall be deemed given on the day on which the advertisement appears in the daily newspaper through which such advertisement is made.
94	Vote	Vote
	Subject to any rights or restrictions attached to any shares, on a show of hands, every Member who: (1) being an individual, is present in person or by proxy or attorney; or	Subject to any special rights or restrictions for the time being attached to any class or classes of shares, at meetings of Members or classes of Members, on a show of hands, every Member or a holder of preference shares who:
	(2) being a corporation, is present by a duly authorised representative or by proxy or attorney, shall have one (1) vote and on a poll every Member shall have one (1) vote for every share of which he is the holder. On a poll votes may be given either personally or by proxy or by attorney or by a duly authorised representative of a corporate Member. A proxy shall be entitled to vote on a show of hands on any question at any general meeting.	 (1) being an individual, is present in person or by proxy or attorney; or (2) being a corporation, is present by a duly authorised representative or by proxy or attorney, shall have one (1) vote and on a poll every Member shall have one (1) vote for every share of which he is the holder. On a poll votes may be given either personally or by proxy or by attorney or by a duly authorised representative of a corporate Member. A proxy shall be entitled to vote on a show of hands on any question at any general meeting.

Articles	Existing Provision	Proposed Provision
101	Deposit or delivery of proxy etc.	Deposit or delivery of proxy etc.
	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:	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:
	(1) 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	(1) 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
	(2) in the case of a poll taken more than twenty-four (24) hours after it is demanded be deposited after the poll has been demanded and at least twenty-four (24) hours before the time appointed for the taking of the poll; or	(2) in the case of a poll taken more than twenty-four (24) hours after it is demanded, be deposited after the poll has been demanded and at least twenty-four (24) hours before the time appointed for the taking of the poll; or
	(3) where the poll is not taken forthwith but is taken not more than twenty-four (24) hours after it was demanded, be delivered at the meeting at which the poll was demanded to the Secretary or to any Director or to the Chairman of the meeting.	(3) where the poll is not taken forthwith but is taken not more than twenty-four (24) hours after it was demanded, be delivered at the meeting at which the poll was demanded to the Secretary or to any Director or to the Chairman.
	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.	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.
105	Natural persons	Deleted
	All the Directors shall be natural persons.	

Articles	Existing Provision	Proposed Provision
134	Vacation of office	Vacation of office
	The office of a Director shall be vacated if he:	The office of a Director shall be vacated during his term of office if he:
	(1) becomes bankrupt or enters into any arrangement or composition with his creditors generally;	(1) becomes bankrupt or enters into any arrangement or composition with his creditors generally;
	(2) ceases to be a Director by virtue of any provision of the Act or becomes prohibited by law from being a Director;	(2) ceases to be a Director by virtue of any provision of the Act;
	(3) becomes of unsound mind or lunatic in Malaysia or elsewhere or an order is made by any court or other competent authority claiming jurisdiction in that behalf on the ground (however formulated) of mental disorder for his detention or for the appointment of a committee or other person (by whatever named called) to exercise powers with respect to his property and/or affairs;	(3) becomes of unsound mind or lunatic in Malaysia or elsewhere or an order is made by any court or other competent authority claiming jurisdiction in that behalf on the ground (however formulated) of mental disorder for his detention or for the appointment of a committee or other person (by whatever named called) to exercise powers with respect to his property and/or affairs;
	(4) is removed from office by ordinary resolution of the Company;	(4) is removed from office by ordinary resolution of the Company;
	(5) is convicted of any offence (whether in Malaysia or elsewhere) involving fraud or dishonesty or of an offence (whether in Malaysia or elsewhere) punishable on conviction with imprisonment for three (3) months or more;	 (5) becomes prohibited from being a Director pursuant to any order made under the Act or the Listing Requirements; (6) resigns his office by notice in writing to
	(6) resigns his office by notice in writing to the Company; or (7) is absent from more than fifty percent	the Company; or (7) is absent from more than fifty percent (50%) of the total board of Directors' meetings held during a financial year
	(50%) of the total board of Directors' meetings held during a financial year (or proportionately if the Director were only appointed some time in the financial year).	(or proportionately if the Director were only appointed some time in the financial year) unless an exemption/waiver is sought and obtained from Bursa Malaysia.

Articles	Existing Provision	Proposed Provision
151	Directors' resolution in writing	Directors' resolution in writing
	A resolution in writing signed by a majority of the Directors entitled to receive notice of a meeting of Directors or of a committee of Directors shall be as valid and effectual as if it had been passed at a meeting of Directors or a committee of Directors (as the case may be) duly convened and held and may consist of several documents in the like form each signed by one (1) or more Directors; but a resolution signed by an alternate Director need not also be signed by his appointor and, if it is signed by a Director who has appointed an alternate Director it need not be signed by the alternate Director in that capacity.	A resolution in writing signed by a majority of the Directors entitled to receive notice of a meeting of Directors or of a committee of Directors shall be as valid and effectual as if it had been passed at a meeting of Directors or a committee of Directors (as the case may be) duly convened and held and may consist of several documents in the like form each signed by one (1) or more Directors; but a resolution signed by an alternate Director need not also be signed by his appointor and, if it is signed by a Director who has appointed an alternate Director it need not be signed by the alternate Director in that capacity. A signed Directors' Circular Resolution transmitted by facsimile (fax) or any other electronic means shall be deemed to be an original.
178	Copy of reports to Members	Copy of reports to Members
	A copy of the reports by the Directors and auditors of the Company, the profit and loss accounts, balance sheets and group accounts (if any) (including all documents required by law to be annexed or attached to all or any of them) shall be sent (not later than six (6) months after the close of the financial year and at least twenty-one (21) days before the general meeting at which they are to be laid) to all Members, holders of debentures and all other persons entitled to receive notices of general meetings under the Act or these Articles. The interval between the close of a financial year of the Company and the issue of the annual audited accounts, the directors' and auditors' reports shall not exceed four (4) months. The required number of copies of each of these documents shall at the same time be sent to Bursa Malaysia.	A copy of the reports by the Directors and auditors of the Company, the profit and loss accounts, balance sheets and group accounts (if any) (including all documents required by law to be annexed or attached to all or any of them) in printed form or in CD-ROM or in such other form of electronic media or any combination thereof shall be sent (not later than six (6) months after the close of the financial year and at least twenty-one (21) days before the general meeting at which they are to be laid) to all Members, holders of debentures and all other persons entitled to receive notices of general meetings under the Act or these Articles. The interval between the close of a financial year of the Company and the issue of the annual audited accounts, the directors' and auditors' reports shall not exceed four (4) months. The required number of copies of each of these documents shall be sent to Bursa Malaysia in one delivery. In event that Annual Report is sent in CD-ROM form or such form of electronic media and a Member requires a printed form of such documents, the Company shall send such documents to the Member within four (4) Market Days from the date of receipt of the Members' request or such period as may be prescribed by Bursa Malaysia.

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Articles	Existing Provision	Proposed Provision
187	Advertisement	Advertisement
	Any notice required to be given by the Company to Members and not expressly provided for by these Articles shall be sufficiently given if given by advertisement. Any notice required to be or which may be given by advertisement shall be advertised once in one (1) daily newspaper (in either the national or English language).	Any notice required to be given by the Company to Members and not expressly provided for by these Articles shall be sufficiently given if given by advertisement. Any notice required to be or which may be given by advertisement shall be advertised once in at least one (1) nationally circulated Bahasa Malaysia or English daily newspaper.
199	Articles of Subsidiaries	Deleted
	The Articles of Association of each of the Subsidiaries of the Company shall contain the provisions or requirements as set out in Paragraphs 7.29 and 7.31 of the Listing Requirements and such other further additional provisions or requirements as may from time to time be prescribed by Bursa Malaysia.	

⁽c) AND that the Articles of Association of the Company be renumbered accordingly upon incorporating all the above mentioned amendments.

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