

NOTICE OF PROVISIONAL ALLOTMENT OF RIGHTS SHARES AND WARRANTS

All abbreviations in this Notice of Provisional Allotment of Rights Shares and Warrants ("NPA") shall have the same meaning as those defined in the "Definitions" page of the abridged prospectus dated 15 May 2015 ("Abridged Prospectus") unless stated otherwise. The Provisional Allotments (as defined below) are prescribed securities pursuant to Section 14(5) of the Securities Industry (Central Depositories) Act 1991 ("SICDA") and therefore, all dealings in such Provisional Allotments will be governed by the SICDA, the Securities Industry (Central Depositories) Amendment Act, 1998 and the Rules of Bursa Depository.



AIRASIA X BERHAD

(Company No. 734161-K) (Incorporated in Malaysia under the Companies Act, 1965)

RENOUNCEABLE RIGHTS ISSUE OF UP TO 1,779,071,540 NEW ORDINARY SHARES OF RM0.15 EACH IN AIRASIA X BERHAD ("AAX SHARES") ("RIGHTS SHARES") TOGETHER WITH UP TO 889,535,770 FREE DETACHABLE WARRANTS ("WARRANTS"), ON THE BASIS OF THREE (3) RIGHTS SHARES FOR EVERY FOUR (4) EXISTING AAX SHARES HELD AS AT 5.00 P.M. ON 15 MAY 2015 ("ENTITLEMENT DATE") AND ONE (1) WARRANT FOR EVERY TWO (2) RIGHTS SHARES SUBSCRIBED FOR BY THE ENTITLED SHAREHOLDERS AT AN ISSUE PRICE OF RM0.22 PER RIGHTS SHARE ("RIGHTS ISSUE WITH WARRANTS")

Principal Adviser, Managing Underwriter and Joint Underwriter

Joint Underwriter

Joint Underwriter











To: Entitled Shareholders of AirAsia X Berhad ("AAX" or "Company")

The Board of Directors of AAX ("Board") has provisionally allotted to you, in accordance with the approvals of Bursa Malaysia Securities Berhad ("Bursa Securities") dated 26 February 2015 and 29 April 2015 and the ordinary resolution passed by the shareholders of AAX at the Extraordinary General Meeting convened on 27 March 2015, the number of new Rights Shares and Warrants as indicated below ("Provisional Allotments").

We wish to advise that the Provisional Allotments have been confirmed by Bursa Depository and upon acceptance will be credited into your CDS Account(s) subject to the terms and conditions stated in the Abridged Prospectus.

If you wish to accept the Provisional Allotments, either in full or in part, please complete Parts I(a) and II of the RSF. If you wish to apply for the Excess Rights Shares (as defined below), please complete Part I(b) (in addition to Parts I(a) and II) of the RSF. Please read the accompanying notes and instructions in the RSF for further details on how to complete the RSF. Please do not detach this NPA from the RSF.

The Provisional Allotments is made subject to the provisions in the Abridged Prospectus issued by our Company. Bursa Securities has already prescribed the securities of AAX listed on the Main Market of Bursa Securities to be deposited with Bursa Depository. Accordingly, all dealings in the Provisional Allotments will be by way of book entry through CDS Accounts and will be governed by the SICDA, the Securities Industry (Central Depositories) Amendment Act, 1998 and the Rules of Bursa Depository.

ALL RIGHTS SHARES AND WARRANTS TO BE ISSUED PURSUANT TO THE RIGHTS ISSUE WITH WARRANTS WILL BE ALLOTTED BY WAY OF CREDITING THE RIGHTS SHARES AND WARRANTS INTO THE CDS ACCOUNTS OF THE ENTITLED SHAREHOLDERS AND/OR THEIR RENOUNCEE(S) AND/OR TRANSFEREE(S) (IF APPLICABLE). NO PHYSICAL SHARE AND WARRANT CERTIFICATES WILL BE ISSUED.

Our Board intends to allocate any Rights Shares and Warrants which are not taken up or validly taken up by Entitled Shareholders ("Excess Rights Shares"), if any, in a fair and equitable manner in the following priority:

- firstly, to minimise the incidence of odd lots; secondly, for allocation to the Entitled Shareholders who have applied for the Excess Rights Shares on a pro-rata basis and in board lots, calculated based on their respective shareholdings in AAX as at the Entitlement Date;
- (iii) thirdly, for allocation to the Entitled Shareholders who have applied for the Excess Rights Shares on a pro-rata basis and in board lots, calculated based on the quantum of their respective Excess Rights Shares applied for; and
 (iv) lastly, for allocation to renounces(s) and/or transferee(s) (if applicable) who have applied for the Excess Rights Shares on a pro-rata basis and in board lots, calculated
- based on their respective Excess Rights Shares applied for.

Nevertheless, our Board reserves the right to allot any Excess Rights Shares applied for under Part 1(b) of the RSF in such manner as our Board deems fit and expedient and in the best interest of our Company subject always to such allocation being made in a fair and equitable basis, and that the intentions of our Board as set out above is achieved. Our Board reserves the right not to accept or to accept the Excess Rights Shares application, in full or in part, without assigning any reason thereof.

NAME AND CDS ACCOUNT NUMBER OF ENTITLED SHAREHOLDER	

NUMBER OF AAX SHARES HELD AT 5.00 P.M. ON 15 MAY 2015	NUMBER OF RIGHTS SHARES PROVISIONALLY ALLOTTED TO YOU	NUMBER OF WARRANTS ATTACHED TO RIGHTS SHARES PROVISIONALLY ALLOTTED TO YOU	AMOUNT PAYABLE IN FULL UPON ACCEPTANCE AT RM0.22 PER RIGHTS SHARE (RM)

IMPORTANT DATES AND TIMES:	
Entitlement date	: Friday, 15 May 2015 at 5.00 p.m.
LAST DATE AND TIME FOR:	
Sale of Provisional Allotments	: Friday, 22 May 2015 at 5.00 p.m.
Transfer of Provisional Allotments	: Wednesday, 27 May 2015 at 4.00 p.m.
Acceptance and payment	
Application and payment for Excess Rights Shares	: Monday, 1 June 2015 at 5.00 p.m. *
* or such later date and time as our Board, Principal Adviser and Managing Underwriter may decide and announce at their	absolute discretion not less than two (2) Market Days before the stipulated date and

By order of the Board

JASMINDAR KAUR A/P SARBAN SINGH (MAICSA 7002687) Company Secretary

Symphony Share Registrars Sdn Bhd (378993-D) Lével 6, Symphony House, Pusat Dagangan Dana 1 Jalan PJU 1A/46, 47301 Petaling Jaya Selangor Darul Ehsan, Malaysia Tel: (603) – 7841 8000 Helpdesk: (603) – 7849 0777 Fax: (603) – 7841 8151/8152



RIGHTS SUBSCRIPTION FORM

ALL ABBREVIATIONS USED IN THIS RIGHTS SUBSCRIPTION FORM ("RSF") SHALL HAVE THE SAME MEANING AS THOSE DEFINED IN THE "DEFINITIONS" PAGE OF THE ABRIDGED PROSPECTUS DATED 15 MAY 2015 ("ABRIDGED PROSPECTUS") UNLESS STATED OTHERWISE. THIS RSF IS FOR THE PURPOSE OF ACCEPTING THE PROVISIONAL ALLOTMENTS AND APPLYING FOR THE EXCESS RIGHTS SHARES PURSUANT TO THE RIGHTS ISSUE WITH WARRANTS. ENTITLED SHAREHOLDERS AND/OR RENOUNCEE(S) AND/OR TRANSPEREE(S) (IF APPLICABLE) SHOULD READ AND UNDERSTAND THE NOTES AND INSTRUCTIONS AS SET OUT IN THIS RSF AND THE CONTENTS OF THE ABRIDGED PROSPECTUS BEFORE COMPLETING THIS RSF. THE LAST TIME AND DATE FOR ACCEPTANCE, APPLICATION FOR EXCESS RIGHTS SHARES AND PAYMENT IS 5.00 P.M. ON 1 JUNE 2015, MONDAY OR SUCH LATER TIME AND DATE AS OUR BOARD, PRINCIPAL ADVISER AND MANAGING UNDERWRITER MAY DECIDE AND ANNOUNCE AT THEIR ABSOLUTE DISCRETION NOT LESS THAN TWO (2) MARKET DAYS BEFORE THE STIPULATED TIME AND DATE. THIS RSF IS ONLY APPLICABLE TO PERSONS WHO HAVE PROVISIONAL RIGHTS SHARES AND WARRANTS STANDING TO THE CREDIT OF HIS/HER CDS ACCOUNT.



AIRASIA X BERHAD
(Company No. 734161-K)
(Incorporated in Malaysia under the Companies Act, 1965)

RENOUNCEABLE RIGHTS ISSUE OF UP TO 1,779,071,540 NEW ORDINARY SHARES OF RM0.15 EACH IN AIRASIA X BERHAD ("AAX SHARES") ("RIGHTS SHARES") TOGETHER WITH UP TO 889,535,770 FREE DETACHABLE WARRANTS ("WARRANTS"), ON THE BASIS OF THREE (3) RIGHTS SHARES FOR EVERY FOUR (4) EXISTING AAX SHARES HELD AS AT 5.00 P.M. ON 15 MAY 2015 ("ENTITLEMENT DATE") AND ONE (1) WARRANT FOR EVERY TWO (2) RIGHTS SHARES SUBSCRIPED FOR BY THE ENTIT FOR SHAREHOLDERS AT AN ISSUE PRICE OF RM0.22 PER RIGHTS SHARE ("RIGHTS ISSUE WITH WARRANTS")

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Bursa Depository)					
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COMPANY NO.:					
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CDS A/C NO.:					
Γο: The Board of Dire	ectors of AirAsia X Berhad ("AAX")				
PART I - ACCEPTAN	ICE OF RIGHTS SHARES WITH	WARRANTS			
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	per of Provisional Allotments as sta		•	d to me/us#:	
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(a) ACCEPTANCE				AIRASIA X RIGHTS ISSUE ACCOUNT	
(b) EXCESS				AIRASIA X EXCESS RIGHTS ISSUE ACCOUNT	
Note: If you have si	ubsequently purchased addition	al Provisional Allotments fron	the open market, you should	indicate your acceptance of the total Provisional	
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PART II – DECLARA	•	,	•		
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•	rovided by me/us# is true and corre	ct:			
ii) All information is	identical with the information in the	ne records of Bursa Depository a	and further agree and confirm th	at in the event the said information differs from Bursa	
	ord as mentioned earlier, the exerc				
I am 18 years of	age or over.	, , ,			
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LAST DATE AND TIME FOR:

Monday, 1 June 2015 at 5.00 p.m. * Acceptance and Payment Monday, 1 June 2015 at 5.00 p.m. * Excess application and payment

* or such later date and time as our Board, Principal Adviser and Managing Underwriter may decide and announce at their absolute discretion not less than two (2) Market Days before the stipulated date and time.

[#] Please delete whichever is not applicable.



THIS RSF IS NOT A TRANSFERABLE OR NEGOTIABLE INSTRUMENT. IN ACCORDANCE WITH THE REQUIREMENTS OF THE CAPITAL MARKETS AND SERVICES ACT 2007, THIS RSF MUST NOT BE CIRCULATED UNLESS ACCOMPANIED BY THE ABRIDGED PROSPECTUS DATED 15 MAY 2015 ("ABRIDGED PROSPECTUS").

IF YOU ARE IN ANY DOUBT AS TO THE ACTION YOU SHOULD TAKE, YOU SHOULD CONSULT YOUR STOCKBROKER, BANK MANAGER, SOLICITOR, ACCOUNTANT OR OTHER PROFESSIONAL ADVISER IMMEDIATELY. ALL ENQUIRIES CONCERNING THE RIGHTS ISSUE WITH WARRANTS SHOULD BE ADDRESSED TO THE SHARE REGISTRAR OF AIRASIA X BERHAD ("AAX" OR "COMPANY"), SYMPHONY SHARE REGISTRARS SDN BHD (378993-D) ("SHARE REGISTRAR") AT LEVEL 6, SYMPHONY HOUSE, PUSAT DAGANGAN DANA 1, JALAN PJU 1A/46, 47301 PETÀLING JAYA, SELANGOÑ DARUL EHSAN, MALAYSIA. INVESTORS SHOULD READ AND UNDERSTAND THE CONTENTS OF THE ABRIDGED PROSPECTUS TO WHICH THIS RSF RELATES BEFORE COMPLETING THIS RSF.

This RSF, together with the Abridged Prospectus and Notice of Provisional Allotment ("NPA") for the Rights Issue with Warrants, is not intended to be issued, circulated or distributed in countries or jurisdictions other than Malaysia and no action has been or will be taken to ensure that the Rights Issue with Warrants complies with the laws of any countries or jurisdictions other than the laws of Malaysia. Entitled shareholders and/or their renouncee(s) and/or transferee(s) (if applicable) who are residents in countries or jurisdictions other than Malaysia should therefore immediately consult their legal advisers as to whether the acceptance or renunciation (as the case may be) of their entitlements to the Rights Issue with Warrants would result in the contravention of any laws of such countries or jurisdictions. AAX and CIMB Investment Bank Berhad shall not accept any responsibility or liability in the event that any acceptance or renunciation made by entitled shareholders and/or their renouncee(s) and/or transferee(s) (if applicable) is or shall become illegal, unenforceable, voidable or void in such countries or jurisdictions in which the entitled shareholders and/or renouncee(s) and/or transferee(s) (if applicable) are residents.

A copy of the Abridged Prospectus has been registered with the Securities Commission Malaysia ("SC"). A copy of the same, together with the NPA and this RSF, have also been lodged with the Registrar of Companies of Malaysia, who takes no responsibility for the contents of these documents

Approvals has been obtained from Bursa Malaysia Securities Berhad ("Bursa Securities") via its letters dated 26 February 2015 and 29 April 2015 for the admission of Warrants on the Official List of Bursa Securities and for the listing of and quotation for the Rights Shares, Warrants and the new AAX Shares to be issued upon exercise of Warrants on the Main Market of Bursa Securities and from the shareholders of AAX through the ordinary resolution passed at the Extraordinary General Meeting held on 27 March 2015. The official listing and quotation for the Rights Shares and Warrants will commence after, among others, receipt of confirmation from Bursa Malaysia Depository Sdn Bhd ("Bursa Depository") that all the Central Depository System ("CDS") accounts of entitled shareholders and/or their renouncee(s) and/or transferee(s) (if applicable) have been duly credited and notices of allotment have been despatched to successful applicants.

Neither Bursa Securities nor the SC takes any responsibility for the correctness or accuracy of any statements made or opinions expressed herein. Admission to the Official List and quotation of the said securities on the Bursa Securities are in no way reflective of the merits of the Rights Issue with Warrants

This RSF, together with the Abridged Prospectus and NPA, have been seen and approved by our Board of Directors and they collectively and individually accept full responsibility for the accuracy of the information given and confirm that, after having made all reasonable enquiries and to the best of their knowledge and belief, there are no false or misleading statements or other facts, the omission of which would make any information in these documents false or misleading.

The provisionally allotted Rights Shares and Warrants are prescribed securities pursuant to Section 14(5) of the Securities Industry (Central Depositories) Act, 1991 and therefore, all dealings in such Provisional Allotments will be governed by the SICDA, the Securities Industry (Central Depositories) Amendment Act, 1998 and the Rules of the Bursa Depository.

Unless otherwise stated, the unit of currency used in this RSF is Ringgit Malaysia (or "RM" in abbreviation) and sen. Terms defined in the Abridged Prospectus shall have the same meanings when used in this RSF, unless they are otherwise defined here or other context otherwise requires.

INSTRUCTIONS:

LAST TIME AND DATE FOR ACCEPTANCE AND PAYMENT

This RSF is valid for acceptance and payment until 5.00 p.m. on 1 June 2015 ("Closing Date"), or such later time and date as our Board of Directors ("Board"), Principal Adviser and Managing Underwriter may decide and announce at their absolute discretion not less than two (2) Market Days before the Closing Date.

FULL OR PART ACCEPTANCE OF THE PROVISIONAL ALLOTMENTS

If you wish to accept the Provisional Allotments, either in full or in part, please complete Parts I(a) and II of this RSF and return this RSF, together with the appropriate remittance made in Ringgit Malaysia (RM) for the full and exact amount in the form of banker's draft(s), cashier's order(s), money order(s) or postal order(s) drawn on a bank or post office in Malaysia crossed "A/C PAYEE ONLY" and made payable to "AIRASIA X RIGHTS ISSUE ACCOUNT" and endorsed on the reverse side with your name and CDS Account number in block letters, for the Rights Shares and Warrants accepted, to be received by the Share Registrar at the following address before the Closing Date or such later time and date as our Board, Principal Adviser and Managing Underwriter may decide and announce at their absolute discretion not less than two (2) Market Days before the Closing Date:

OR

by ORDINARY POST Symphony Share Registrars Sdn Bhd (Company No. 378993-D) Peti Surat 9150 Peiabat Pos Kelana Java 46785 Petaling Jaya Selangor Darul Ehsan

by COURIER or DELIVERED BY HAND Symphony Share Registrars Sdn Bhd (Company No. 378993-D) Level 6, Symphony House Pusat Dagangan Dana 1 Jalan PJU 1A/46 47301 Petaling Jaya Selangor Darul Ehsan Helpdesk Tel: (603) 7849 0777

Fax: (603) 7841 8151 / 8152

Cheques or any other mode of payments are not acceptable. If acceptance and payment for the Provisional Allotments provisionally allotted to you is not received by the Share Registrar by the Closing Date (or such later time and date as our Board, Principal Adviser and Managing Underwriter may decide and announce at their absolute discretion not less than two (2) Market Days before the Closing Date), such Provisional Allotment will be deemed to have been declined and will be cancelled. Our Board will then have the right to allot such Rights Shares and Warrants not taken up to applicants applying for Excess Rights Shares in a fair and equitable manner and in the best interest of the Company. The remittance must be made for the exact amount payable for the Rights Shares and Warrants accepted (rounded up to the nearest sen). No acknowledgement will be issued but a notice of allotment will be despatched to you by ordinary post to the address shown in the Record of Depositors within eight (8) Market Days from the Closing Date or such other period as may be prescribed by Bursa Securities.

APPLICATION FOR EXCESS RIGHTS SHARES

If you and/or your renouncee(s)/transferee(s) (if applicable) wish to apply for Excess Rights Shares in addition to those provisionally allotted to you, please complete Part I(b) of this RSF (in addition to Parts I(a) and II) and forwarding it (together with a separate remittance for the full amount payable in respect of the Excess Rights Shares applied for) to the Share Registrar. Payment for the Excess Rights Shares applied for should be made in the same manner described in note (ii) above, with remittance in the form of banker's draft(s), cashier's order(s), money order(s) or postal order(s) drawn on a bank or post office in Malaysia and made payable to "AIRASIA X EXCESS RIGHTS ISSUE ACCOUNT" and crossed "A/C PAYEE ONLY" and endorsed on the reverse side with the name and CDS Account number of the applicant in block letters to be received by the Share Registrar not later than the Closing Date (or such later date and time as our Board, Principal Adviser and Managing Underwriter may decide and announce at their absolute discretion not less than two (2) Market Day's before the Closing Date). No acknowledgement will be issued but a notice of allotment will be despatched to you by ordinary post to the address shown in the Record of Depositors within eight (8) Market Days from the Closing Date in respect of successfull applications

In respect of unsuccessful or partially successful Excess Rights Shares applications, the full amount or the surplus application monies (as the case may be) will be refunded without interest within fifteen (15) Market Days from the last date for application and payment for the Excess Rights Shares by ordinary post to the address shown in the Record of Depositors at the applicant's own risk

Our Board intends to allocate any Excess Rights Shares, if any, in a fair and equitable manner in the following priority:

- firstly, to minimise the incidence of odd lots:
- secondly, for allocation to the Entitled Shareholders who have applied for the Excess Rights Shares on a pro-rata basis and in board lots, calculated based on their respective shareholdings in AAX as at the Entitlement Date;
- thirdly, for allocation to the Entitled Shareholders who have applied for the Excess Rights Shares on a pro-rata basis and in board lots, calculated based on the quantum of their respective Excess Rights Shares applied for; and
- lastly, for allocation to renouncee(s) and/or transferee(s) (if applicable) who have applied for the Excess Rights Shares on a pro-rata basis and in board lots, calculated based on their respective Excess Rights (iv) Shares applied for.

Nevertheless, our Board reserves the right to allot any Excess Rights Shares applied for under Part 1(b) of the RSF in such manner as our Board deems fit and expedient and in the best interest of our Company subject always to such allocation being made in a fair and equitable basis, and that the intentions of our Board as set out above is achieved. Our Board reserves the right not to accept or to accept the Excess Rights Shares application, in full or in part, without assigning any reason thereof.

SALE/TRANSFER OF THE PROVISIONAL ALLOTMENTS

If you wish to sell or transfer all or part of your Provisional Allotments to one (1) or more persons, you may do so immediately through your stockbroker without first having to request the Company for a split of the Provisional Allotments standing to the credit of your CDS Account. To sell or transfer all or part of your entitlement to the Provisional Allotments, you may sell such entitlement in the open market of Bursa Securities or transfer such Provisional Allotments to such person(s) as may be allowed pursuant to the Rules of Bursa Depository.

In selling or transferring all or part of your Provisional Allotments, you need not deliver the RSF or any document to the stockbroker. However, you must ensure that you have sufficient Provisional Allotments standing to the credit of your CDS Account(s) before selling or transferring

The renouncee(s) or transferee(s) may obtain a copy of the Abridged Prospectus and this RSF from their stockbroker, the Registered Office of AAX, the Share Registrar's office or Bursa Malaysia's website at http://www.bursamalaysia.com

If you have sold or transferred only part of the Provisional Allotments, you may still accept the balance of your Provisional Allotments by using the procedures described in Section 10.3 of the Abridged Prospectus.

If you sell or transfer your Provisional Allotments, you will automatically be selling or transferring your entitlements to both your Rights Shares and Warrants. You cannot retain the Warrants provisionally allotted to you while selling or transferring the Rights Shares provisionally allotted to you, nor vice-versa

GENERAL INSTRUCTIONS

- All applicants must sign on the front page of this RSF. All corporate bodies must affix their Common Seals.
- Rights Shares and Warrants subscribed by the shareholders and/or their renouncee(s) and/or transferee(s) (if applicable) will be credited into their respective CDS Accounts as shown in the Bursa Depository's record of depositors
- Any interest or other benefit accruing on or arising from or in connection with any application monies shall be for the benefit of the Company and the Company shall not be under any obligation to account for such interest or other benefit to you and/or your renouncee(s) and/or transferee(s) (if applicable).

 The contract arising from the acceptance of the Provisional Allotments by you shall be governed by and construed in accordance with the laws of Malaysia, and you shall be deemed to have irrevocably and
- unconditionally submitted to the exclusive jurisdiction of the courts of Malaysia in respect of any matter in connection with this RSF and the contract.

 Our Company reserves the right to accept or reject any acceptance and/or application if the instructions hereinabove stated are not strictly adhered to or which are illegible.
- Entitled Shareholders and/or their renouncee(s) and/or transferee(s) (if applicable) should note that the RSF and remittances so lodged with the Share Registrar shall be irrevocable and may not subsequently he withdrawn
- Malaysian Revenue Stamp (NOT POSTAGE STAMP) of Ringgit Malaysia Ten (RM10.00) must be affixed on the RSF. (q)