

KEY WEST GLOBAL TELECOMMUNICATIONS BERHAD

 (Company No. 643114-X)
(Incorporated in Malaysia)

NOTICE OF EIGHTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Eighth Annual General Meeting ("8th AGM") of the Company will be held at Balai TAR, Royal Commonwealth Society, No. 4, Jalan Birah, Damansara Heights, 50490 Kuala Lumpur on Thursday, 20 September 2012 at 8:00 a.m. for the following purposes:-

AGENDA

1. To receive the Audited Financial Statements for the financial year ended 31 January 2012 together with the Reports of the Directors and the Auditors thereon. *Please refer to Explanatory Note (1)*
2. To approve the payment of Directors' Fees for the financial year ended 31 January 2012. *(Resolution 1)*
3. To re-elect the Director, Dato' Dr. Loga Bala Mohan A/L Jaganathan who retires pursuant to Article 105 of the Company's Articles of Association and being eligible, has offered himself for re-election. *(Resolution 2)*
4. To re-elect the Director, Dato' Wong Kam Hoong who retires pursuant to Article 111 of the Company's Articles of Association and being eligible, has offered himself for re-election. *(Resolution 3)*
5. To re-appoint Messrs. SJ Grant Thornton as Auditors of the Company until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration. *(Resolution 4)*

6. As Special Business

To consider and if thought fit, with or without any modification, to pass the following ordinary and special resolutions:-

ORDINARY RESOLUTION
- AUTHORITY TO ISSUE SHARES PURSUANT TO SECTION 132D OF THE COMPANIES ACT 1965

"THAT, subject to Section 132D of the Companies Act 1965 and the approval of the relevant governmental/regulatory authorities, the Directors be and are hereby empowered to issue shares in the Company, at any time to such persons and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit, provided that the aggregate number of shares to be issued does not exceed ten per centum (10%) of the issued and paid up share capital of the Company for the time being AND THAT the Directors are also empowered to obtain the approval for the listing of and quotation for the additional shares to be issued on the Bursa Malaysia Securities Berhad, AND THAT such authority shall commence immediately upon passing of this Resolution and continue to be in force until the conclusion of the next Annual General Meeting of the Company." *(Resolution 5)*

7. SPECIAL RESOLUTION
- PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY

"That the proposed amendments to the Company's Articles of Association as set out in Annexure A be and are hereby approved and that the Directors and Secretary be and are hereby authorised to take all steps as are necessary and expedient in order to implement, finalise and give full effect to the Proposed Amendments of the Company's Articles of Association." *(Resolution 6)*

8. To transact any other business for which due notice has been given in accordance with the Company's Articles of Association.

BY ORDER OF THE BOARD

CHUA SIEW CHUAN (MAICSA 0777689)
Company Secretary

Kuala Lumpur
Date: 7 August 2012

EXPLANATORY NOTE TO SPECIAL BUSINESS:-
1. Item 1 of the Agenda

The Agenda item is meant for discussion only as the provision of Section 169(1) of the Companies Act, 1965 does not require a formal approval of the shareholders for the Audited Financial Statements. Hence, this Agenda item is not put forward for voting.

2. Authority pursuant to Section 132D of the Companies Act 1965

The Company wishes to renew the mandate on the authority to issue shares pursuant to Section 132D of the Companies Act 1965 at the 8th AGM of the Company (hereinafter referred to as the "General Mandate").

The Company had been granted a general mandate by its shareholders at the Seventh AGM of the Company held on 19 August 2011 (hereinafter referred to as the "Previous Mandate").

As at the date of this Notice, the Previous Mandate granted by the shareholders had not been utilised and hence no proceeds were raised therefrom.

The purpose to seek the General Mandate is to enable the Directors of the Company to issue and allot shares at any time to such persons in their absolute discretion without having to convene a general meeting as it would be both time and cost-consuming to organise a general meeting. This authority unless revoked or varied by the Company in general meeting, will expire at the next AGM.

The proceeds raised from the General Mandate will provide flexibility to the Company for purposes of funding any future investment project(s), working capital, acquisitions, expansion and/or diversification proposals.

3. Proposed Amendments to Articles of Association

The proposed adoption of the Special Resolution is to bring the Company's Articles of Association to be aligned with the recent amendments made to the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad.

NOTES:

- (a) Only members whose names appear in the Record of Depositors on 14 September 2012. ("General Meeting of Record of Depositors") shall be eligible to attend the Meeting.
- (b) A member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote in his stead. A proxy may but need not be a Member of the Company and the provisions in paragraphs (a) and (b) of Section 149(1) of the Companies Act 1965 shall not apply to the Company. In the case where a Member is an Authorised Nominee as defined under the Securities Industry (Central Depository) Act 1991, it may appoint at least one (1) proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account. A proxy appointed to attend and vote at the Meeting shall have the same rights as the member to speak at the Meeting. Notwithstanding this, a member entitled to attend and vote at the Meeting is entitled to appoint any person as his proxy to attend and vote instead of the member at the Meeting. There shall be no restriction as to the qualifications of the proxy.
- (c) Where a member appoints two (2) or more proxies, the appointments shall be invalid unless he or she specifies the proportion of his or her holdings to be represented by each proxy.
- (d) The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer or attorney duly authorised.
- (e) 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.
- (f) The instrument appointing a proxy must be deposited at the Company's Registered Office at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur not less than 48 hours before the time for holding the Meeting or any adjournment thereof.