



KEY WEST GLOBAL TELECOMMUNICATIONS BERHAD
(Company No. 643114-X)
(Incorporated in Malaysia under the Companies Act, 1965)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an extraordinary general meeting of Key West Global Telecommunications Berhad ("Keywest" or "Company") will be held at Balai TAR, Royal Commonwealth Society, No. 4, Jalan Birah, Damansara Heights, 50490 Kuala Lumpur on Wednesday, 26 March 2014 at 9.00 a.m. for the purpose of considering and, if thought fit, passing the following resolutions with or without any modification:

ORDINARY RESOLUTION 1

PROPOSED INCREASE IN THE AUTHORISED SHARE CAPITAL OF KEYWEST FROM RM50,000,000 COMPRISING 500,000,000 ORDINARY SHARES OF RM0.10 EACH IN KEYWEST ("KEYWEST SHARES" OR "SHARES") TO RM500,000,000 COMPRISING 5,000,000,000 SHARES ("PROPOSED INCREASE IN THE AUTHORISED SHARE CAPITAL")

THAT subject to the passing of Ordinary Resolutions 2, 3, 4 and 5 and Special Resolutions 1 and 2, approval be and is hereby given to the Company to increase its authorised share capital from RM50,000,000 comprising 500,000,000 Keywest Shares to RM500,000,000 comprising 5,000,000,000 Keywest Shares;

AND THAT the directors of the Company be and are hereby authorised to do all acts, deeds and things and execute all necessary documents as they may consider necessary or expedient in the best interests of the Company with full powers to assent to any conditions, modifications, variations and/or amendments as may be required by the relevant authorities, and to take all steps and actions as the board of directors may deem fit or expedient in order to carry out, finalise and give full effect to the Proposed Increase in the Authorised Share Capital.

ORDINARY RESOLUTION 2

PROPOSED ACQUISITION OF THE ENTIRE ISSUED AND FULLY PAID-UP SHARE CAPITAL OF SUPREME GLOBAL GROUP LIMITED FOR A TOTAL PURCHASE CONSIDERATION OF RM210,000,000 ("PROPOSED ACQUISITION")

THAT subject to the passing of Ordinary Resolutions 1, 3, 4 and 5 and Special Resolutions 1 and 2 and the approvals from the relevant regulatory authorities being obtained, where necessary, including compliance with such conditions as may be imposed by Bursa Malaysia Securities Berhad, approval be and is hereby given to the Company to acquire the entire issued and fully paid-up share capital of Supreme Global Group Limited for a total purchase consideration of RM210,000,000 to be satisfied by the issuance of 1,900,000,000 new Keywest Shares at an issue price of approximately RM0.1105 each, subject to the terms and conditions set out in the conditional share sale agreement dated 23 May 2013 ("SSA"), as varied by the supplemental SSA dated 8 January 2014 ("Supplemental SSA") entered into between the Company and Testa Holdings Limited ("Testa"), Fox Empire Group Ltd, Hong Kong Hongsheng Investment Company Limited and Superb First Limited;

AND THAT the SSA and Supplemental SSA be and are hereby approved, affirmed and ratified;

AND THAT the directors of the Company be and are hereby authorised to do all acts, deeds and things and execute all necessary documents as they may consider necessary or expedient 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 in the best interests of the Company and to take all steps or do all acts as they may deem necessary or expedient in order to implement, finalise and give full effect to the Proposed Acquisition.

ORDINARY RESOLUTION 3

PROPOSED EXEMPTION SOUGHT BY TESTA, MS. LI HUI JUN AND THEIR PERSONS ACTING IN CONCERT UNDER PARAGRAPH 16.1 OF PRACTICE NOTE 9 OF THE MALAYSIAN CODE ON TAKE-OVERS AND MERGERS 2010 ("PROPOSED EXEMPTION")

THAT subject to the passing of Ordinary Resolutions 1, 2, 4 and 5 and Special Resolutions 1 and 2 and the approvals from the relevant regulatory authorities being obtained, where necessary, including compliance with such conditions as may be imposed by the Securities Commission Malaysia, approval be and is hereby given to exempt Testa, Ms. Li Hui Jun, and the persons acting in concert with them, namely Perfect Timing Holdings Limited and Mr. Ma GuoLiang, under Paragraph 16.1 of the Practice Note 9 of the Malaysian Code on Take-Overs and Mergers 2010 from the obligation to undertake a mandatory offer for all the remaining Keywest Shares not already owned by them upon completion of the Proposed Acquisition;

AND THAT the directors of the Company be and are hereby authorised to do all acts, deeds and things and execute all necessary documents as they may consider necessary or expedient 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 any relevant authorities and to deal with all matters relating thereto and to take all such steps and do all acts and things in any manner as they may deem necessary or expedient to implement, finalise and give full effect to the Proposed Exemption.

ORDINARY RESOLUTION 4

PROPOSED OFFER FOR SALE OF UP TO 200,000,000 SHARES TO SELECTED INVESTORS BY TESTA ("PROPOSED OFFER FOR SALE")

THAT subject to the passing of Ordinary Resolutions 1, 2, 3 and 5 and Special Resolutions 1 and 2 and the approvals of all relevant authorities to be obtained for the Proposed Offer for Sale, approval be and is hereby given to Testa to undertake an offer for sale of up to 200,000,000 Keywest Shares to be held by Testa pursuant to the Proposed Acquisition to selected investors at an issue price to be determined later;

AND THAT the directors of the Company be and are hereby authorised to do all acts, deeds and things and execute all necessary documents as they may consider necessary or expedient 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 in the best interests of the Company and to take all steps or do all acts as they may deem necessary or expedient in order to implement, finalise and give full effect to the Proposed Offer for Sale.

ORDINARY RESOLUTION 5

PROPOSED PRIVATE PLACEMENT OF 300,000,000 NEW SHARES TO SELECTED INVESTORS UPON COMPLETION OF THE PROPOSED ACQUISITION ("PROPOSED PRIVATE PLACEMENT")

THAT subject to the passing of Ordinary Resolutions 1, 2, 3 and 4 and Special Resolutions 1 and 2 and the approvals of all relevant authorities being obtained for the Proposed Private Placement, approval be and is hereby given to the Company to issue 300,000,000 new Keywest Shares to selected investors upon completion of the Proposed Acquisition, upon such terms and conditions, for such purpose and utilisation of proceeds as disclosed in the circular to the shareholders of Keywest dated 4 March 2014 ("Circular") and to such persons and at such time as the directors of the Company may deem fit;

AND THAT the directors of the Company be and are hereby authorised to do all acts, deeds and things and execute all necessary documents as they may consider necessary or expedient 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 in the best interests of the Company and to take all steps or do all acts as they may deem necessary or expedient in order to implement, finalise and give full effect to the Proposed Private Placement.

SPECIAL RESOLUTION 1

PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION OF KEYWEST ("PROPOSED AMENDMENT")

THAT subject to the passing of Ordinary Resolutions 1, 2, 3, 4 and 5 and Special Resolution 2, approval be and is hereby given to the Company to effect the Proposed Amendment as set out in Section 3, Part A of the Circular;

AND THAT the directors of the Company be and are hereby authorised to do all acts, deeds and things and execute all necessary documents as they may consider necessary or expedient in the best interests of the Company with full power to assent to any modifications, variations and/or amendments as may be required by the relevant authorities and to do all acts and things and take steps as may be considered necessary to give full effect to the Proposed Amendment.

SPECIAL RESOLUTION 2

PROPOSED CHANGE OF NAME FROM KEY WEST GLOBAL TELECOMMUNICATIONS BERHAD TO XINGHE HOLDINGS BERHAD ("PROPOSED CHANGE OF NAME")

THAT subject to the passing of Ordinary Resolutions 1, 2, 3, 4 and 5 and Special Resolution 1 and the approvals from the relevant regulatory authorities being obtained, approval be and is hereby given that the name of the Company to be changed from Key West Global Telecommunications Berhad to XingHe Holdings Berhad with effect from the date of issuance of the certificate of incorporation on change of name to be issued by the Companies Commission of Malaysia;

AND THAT the directors of the Company be and are hereby authorised to do all acts, deeds and things and execute all necessary documents as they may consider necessary or expedient 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 in the best interests of the Company and to take all steps or do all acts as they may deem necessary or expedient in order to implement, finalise and give full effect to the Proposed Change of Name.

By order of the Board

DATUK TAN LEH KIAH
LIM CHIEN JOO
Company Secretaries
Kuala Lumpur
4 March 2014

Notes:-

- (a) Only members whose names appear in the Record of Depositors on 20 March 2014 ("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 Suite 13.03, 13th Floor, Menara Tan & Tan, 207, Jalan Tun Razak, 50400 Kuala Lumpur not less than 48 hours before the time for holding the Meeting or any adjournment thereof.