



## XINGHE HOLDINGS BERHAD

(Formerly known as 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 XingHe Holdings Berhad (formerly known as Key West Global Telecommunications Berhad) ("**XingHe**" or the "**Company**") will be held at Balai Tunku Abdul Rahman, The Royal Commonwealth Society, No. 4 Jalan Birah, Damansara Heights, 50490 Kuala Lumpur, Malaysia on Thursday, 26 February 2015 at 9.30 a.m. for the purpose of considering and, if thought fit, passing the following resolution with or without any modification/s:-

#### ORDINARY RESOLUTION

**PROPOSED BONUS ISSUE OF 1,174,250,000 WARRANTS IN XINGHE ("WARRANTS"), ON THE BASIS OF ONE (1) WARRANT FOR EVERY TWO (2) EXISTING ORDINARY SHARES OF RM0.10 EACH IN XINGHE ("SHARES") HELD BY ENTITLED SHAREHOLDERS ON AN ENTITLEMENT DATE TO BE DETERMINED LATER ("ENTITLEMENT DATE") ("PROPOSED BONUS ISSUE OF WARRANTS")**

**"THAT** subject to the approval of all relevant authorities or parties having been obtained, the Directors of the Company be and is hereby authorised to issue and allot 1,174,250,000 free Warrants in registered form and constituted by a deed poll to be executed by the Company constituting the Warrants ("**Deed Poll**"), and to issue the Warrants by way of a bonus issue to the shareholders of the Company whose names appear on the Record of Depositors of the Company as at the close of business at 5.00 p.m. on the basis of one (1) free Warrant for every two (2) existing XingHe Shares held in the share capital of the Company on the Entitlement Date;

**THAT** the exercise price of the Warrants be fixed at RM0.10 per Warrant subject to any adjustments in accordance with the terms and conditions of the Deed Poll and that the Directors of the Company be and is hereby authorised to allot and issue new XingHe Shares arising from the exercise of the subscription rights under the Warrants or any of them and such new XingHe Shares shall, upon payment of the full exercise price, allotment and issue, rank *pari passu* in all aspects with the existing Shares, save and except that the new Shares will not be entitled to any dividends, rights, allotments and/or other forms of distribution where the Entitlement Date precedes the relevant date of allotment and issuance of the new Shares;

**THAT** no fractional entitlements to the Warrants shall be issued, but fractional entitlements, if any, will be disregarded and/or shall be dealt with in such manner as the Directors of the Company shall in its absolute discretion deem fit and expedient in order to minimise the incidence of odd lots and in the best interests of the Company;

**THAT** approval be and is hereby given to the Directors of the Company to issue and allot additional Warrants as a consequence of any adjustments in accordance with the terms and conditions of the Deed Poll and to issue and allot further new XingHe Shares as may be required or permitted to be issued pursuant to such adjustments and upon any exercise by the holders of such additional Warrants;

**THAT** the Directors of the Company be and are hereby authorised to enter into and execute the Deed Poll with full power to assent to any condition/s, modification/s, variation/s and/or amendment/s (if any) as may be imposed or permitted by the relevant authorities or as may be deemed necessary by the Directors of the Company and that subject to all provisions and adjustments contained in the Deed Poll, to assent to any modification/s and/or amendment/s to the exercise price, exercise period and number of Warrants as may be required or permitted to be revised as a consequence of the adjustments under the provisions of the Deed Poll, and to take all steps as the Directors or any of them may deem fit or expedient in order to implement, finalise and give full effect to the Deed Poll;

**AND THAT** the Directors of the Company be and are hereby authorised to sign and execute all documents, do all things and acts as may be required to give effect to the Proposed Bonus Issue of Warrants with full power to assent to any condition/s, variation/s, modification/s and/or amendment/s 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 the Directors may deem necessary or expedient to implement, finalise and give full effect to the Proposed Bonus Issue of Warrants."

#### **By Order of the Board**

**DATUK TAN LEH KIAH**

**LIM CHIEN JOO**

Company Secretaries

Kuala Lumpur

11 February 2015

#### Notes:-

- (i) A depositor shall not be regarded as a member entitled to attend this Extraordinary General Meeting and to speak and vote thereat unless his/her name appears on the Record of Depositors as at 18 February 2015 (which is not less than three clear market days before the date of this Extraordinary General Meeting) issued by Bursa Malaysia Depository Sdn. Bhd. ("**Bursa Depository**") in accordance with the rules of Bursa Depository.
- (ii) A member entitled to attend and vote at this Extraordinary General Meeting who is the holder of two (2) or more shares is entitled to appoint more than one (1) proxy to attend and vote in his/her stead. A proxy may but does not need to be a member of the Company and the provisions of Sections 149(1)(a) and (b) of the Companies Act 1965 need not be complied with.

Where a member appoints two (2) or more proxies, the appointments shall be invalid unless he/she specifies the proportion of his/her holdings to be represented by each proxy. Provided that having appointed a proxy to attend in his/her stead, if such member personally attends this Extraordinary General Meeting, his/her proxy shall be precluded from this Extraordinary General Meeting.

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.

- (iii) 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 in that behalf.
- (iv) Where a member 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.
- (v) 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 this Extraordinary General Meeting or any adjournment thereof.