



# SKY ONE HOLDINGS LIMITED

(Company Registration No: 198602949M)

(Incorporated in the Republic of Singapore)

## NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting (the "EGM") of the Company will be held at 105 Cecil Street, The Octagon #11-02, Singapore 069534 on 7 May 2010 at 3 p.m. for the purpose of considering and, if thought fit, passing the following resolutions:

### ORDINARY RESOLUTION 1: THE PROPOSED SKY ONE HOLDINGS LIMITED PERFORMANCE SHARE PLAN

THAT:

- (a) the performance share plan to be known as the "Sky One Holdings Limited Performance Share Plan" ("Plan") particulars of which are set out in the circular dated 22 April 2010 ("Circular"), under which awards ("Awards") of ordinary shares in the issued capital of the Company will be granted, free of charge, to selected employees of the Group, be and is hereby approved;
- (b) the Board of Directors of the Company be and is hereby authorised:
  - (i) to establish and administer the Plan;
  - (ii) to modify and/or amend the Plan from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the Plan and to do all such acts and to enter into such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the Plan;
  - (iii) to grant Awards in accordance with the provisions of the Plan and pursuant to Section 161 of the Companies Act, to allot and issue and/or transfer from time to time such number of fully paid-up Shares in the capital of the Company as may be required to be issued and/or transferred pursuant to the vesting of Awards, provided that the aggregate number of Shares available pursuant to Awards granted under Plan on any date, subject to the passing of this ordinary Resolution 1, when added to the number of new Shares issued and/or issuable and/or existing Shares transferred and/or transferrable in respect of all Awards granted under the Plan, the Scheme and any other share scheme which the Company may implement from time to time, will not exceed fifteen per cent. (15%) of the total issued Shares in the capital of the Company (excluding treasury shares) on the day preceding the Award Date;
  - (iv) subject to the same being allowed by law, to apply any share purchased or acquired under any share purchase mandate and to deliver such existing Shares (including any shares held in treasury) towards the satisfaction of Awards granted under the Plan; and
  - (v) to complete and do all such acts and things (including executing such documents as may be required) as they may consider necessary, expedient, incidental or in the interests of the Company to give effect to the transactions contemplated and authorised by this Resolution.

### ORDINARY RESOLUTION 2: THE PROPOSED PARTICIPATION OF MR. DICKY SUEN YIU CHUNG IN THE PROPOSED SKY ONE HOLDINGS LIMITED PERFORMANCE SHARE PLAN

THAT, subject to and contingent upon the passing of Ordinary Resolution 1, the Controlling Shareholder, Mr. Dicky Suen Yiu Chung, be authorised to participate in the proposed Sky One Holdings Limited Performance Share Plan.

### ORDINARY RESOLUTION 3: THE PROPOSED PARTICIPATION OF MR. LAU HON KIT IN THE PROPOSED SKY ONE HOLDINGS LIMITED PERFORMANCE SHARE PLAN

THAT, subject to and contingent upon the passing of Ordinary Resolution 1, the Controlling Shareholder, Mr. Lau Hon Kit, be authorised to participate in the proposed Sky One Holdings Limited Performance Share Plan.

### ORDINARY RESOLUTION 4: THE PROPOSED ADOPTION OF THE SKY ONE HOLDINGS LIMITED EMPLOYEE SHARE OPTION SCHEME

THAT:

- (a) the adoption of the share incentive scheme to be known as the "SKY ONE HOLDINGS LIMITED EMPLOYEE SHARE OPTION SCHEME" (the "Scheme"), details of which are set out in the Circular, be and is hereby approved;
- (b) the Board of Directors of the Company be and is hereby authorised:
  - (i) to establish and administer the Scheme;
  - (ii) to modify and/or amend the Scheme from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the Scheme and to do all such acts and to enter into such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the Scheme; and
  - (iii) to offer and grant Options (as defined in the rules of the Scheme set out in Appendix III of the Circular) in accordance with the provisions of the Scheme pursuant to section 161 of the Companies Act, Cap. 50, to allot and issue and/or transfer from time to time such number of fully paid-up Shares in the capital of the Company as may be required to be issued and/or transferred pursuant to the exercise of the Options under the Scheme, provided that the aggregate number of Shares available under the Scheme when added to the number of new Shares issued and/or issuable and/or existing Shares transferred and/or transferrable in respect of all Options granted under the Scheme, the Plan and any other share scheme which the Company may implement from time to time, will not exceed fifteen per cent. (15%) of the total issued Shares in the capital of the Company (excluding treasury shares).

### ORDINARY RESOLUTION 5: THE PROPOSED PARTICIPATION OF MR. DICKY SUEN YIU CHUNG IN THE PROPOSED SKY ONE HOLDINGS LIMITED EMPLOYEE SHARE OPTION SCHEME

THAT, subject to and contingent upon the passing of Ordinary Resolution 4, the Controlling Shareholder, Mr. Dicky Suen Yiu Chung, be authorised to participate in the proposed Scheme.

### ORDINARY RESOLUTION 6: THE PROPOSED PARTICIPATION OF MR. LAU HON KIT IN THE PROPOSED SKY ONE HOLDINGS LIMITED EMPLOYEE SHARE OPTION SCHEME

THAT, subject to and contingent upon the passing of Ordinary Resolution 4, the Controlling Shareholder, Mr. Lau Hon Kit, be authorised to participate in the proposed Scheme.

### ORDINARY RESOLUTION 7: THE PROPOSED DISCOUNTED EXERCISE PRICE IN THE PROPOSED SKY ONE HOLDINGS LIMITED EMPLOYEE SHARE OPTION SCHEME

THAT, the discounted exercise price of the options as defined under the "SKY ONE HOLDINGS LIMITED EMPLOYEE SHARE OPTION SCHEME" (the "Scheme"), details of which are set out in the circular, be and is hereby approved.

Provided that the above discount shall not exceed 20% of a price equal to the average of the last dealt price(s) for a Share, as determined by reference to the official list or any other publication by the SGX-ST, for the last five (5) Market Days immediately preceding the Offering Date of that Option.

By Order of the Board

Foo Soon Soo (Ms)

Company Secretary

22 April 2010

*This notice has been prepared by the Company and its contents have been reviewed by the Company's sponsor ("Sponsor"), Asian Corporate Advisors Pte. Ltd., for compliance with the relevant rules of the Singapore Exchange Securities Trading Limited ("Exchange"). The Company's Sponsor has not independently verified the contents of this notice including the correctness of any of the figures used, statements or opinions made.*

*This notice has not been examined or approved by the Exchange and the Exchange assumes no responsibility for the contents of this notice including the correctness of any of the statements or opinions made or reports contained in this notice.*

*The contact person for the Sponsor is Mr. Liau H. K.*

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