



SKY ONE HOLDINGS LIMITED

(Company Registration Number 198602949M)

(Incorporated in the Republic of Singapore)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of Sky One Holdings Limited (the "**Company**") will be held at Grand Copthorne Waterfront Hotel Singapore, Swallow Room, Level 3, 392 Havelock Road, Singapore 169663 on 6 May 2009 at 3.00 p.m. for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions:-

(1) Ordinary Resolution 1

The Proposed Acquisition

That, contingent upon the passing of Ordinary Resolution 2, approval be and is hereby given for the acquisition of the Sale Shares from the Vendor for the Purchase Consideration and on the terms and conditions of the Sale and Purchase Agreement, and the Directors be and are hereby authorised, to do any and all such acts and things as they may, in their absolute discretion deem fit, expedient or necessary to give effect to this Resolution.

(2) Ordinary Resolution 2

The Proposed Issue of Consideration Shares

That, contingent upon the passing of Ordinary Resolution 1, approval be and is hereby given for the issue and allotment, credited as fully-paid, to the Vendor of:-

- (i) up to 44,808,091 new Shares at an issue price of S\$0.11 per Share; and
- (ii) up to 45,620,147 new Shares at an issue price of S\$0.15 per Share,

(collectively, the "**Consideration Shares**") in satisfaction of part of the Purchase Consideration, in accordance with the terms of the Sale and Purchase Agreement, such Consideration Shares when issued shall rank *pari passu* in all respects with the then existing Shares, and the Directors be and are hereby authorised, to do any and all such acts and things as they may, in their absolute discretion deem fit, expedient or necessary to give effect to this Resolution.

All capitalised terms used which are not defined herein shall have the same meaning as defined in the Circular to Shareholders dated 15 April 2009.

By Order of the Board

Foo Soon Soo
Company Secretary

Date: 15 April 2009