SKY ONE HOLDINGS LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration No.: 198602949M)

NOTICE OF EXTRAORDINARY GENERAL MEETING

*Capitalised terms used in this Notice shall bear the meanings ascribed to them in the circular to shareholders of the Company dated 30 September 2014 ("**Circular**") unless otherwise defined herein or where the context otherwise requires.*

NOTICE IS HEREBY GIVEN that a Extraordinary General Meeting of Sky One Holdings Limited (the "**Company**") will be held at M Hotel Singapore, Level 2, Anson IV Room, 81 Anson Road, Singapore 079908 on Monday, 27 October 2014 at 3.00 p.m., for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions:-

ORDINARY RESOLUTION 1: THE PROPOSED ACQUISITION OF THE ENTIRE ISSUED AND PAID-UP SHARE CAPITAL OF THE TARGET COMPANY FOR THE ACQUISITION CONSIDERATION

THAT subject to and contingent upon the passing of ordinary resolutions 2 to 8 and completion of the issue and allotment of up to 83,000,000 new Shares (the "**New Placement Shares**") to raise a gross amount of not less than S$16.60 million, the Proposed Acquisition of the entire issued and paid-up share capital of Energy Prima Pte. Ltd. by the Company from the Vendors at the Acquisition Consideration on the terms and subject to the conditions of the Acquisition SPA entered into between the Company and the Vendors, as the same may be amended from time to time, be and is hereby approved, and that the Directors be and are hereby authorised to complete and do all acts and things (including executing all such documents as may be required in connection with the above) and exercise such discretion as the Directors may in their absolute discretion deem fit, advisable or necessary to give full effect to this resolution.

ORDINARY RESOLUTION 2: THE PROPOSED ISSUE AND ALLOTMENT OF 1,325,000,000 CONSIDERATION SHARES TO THE VENDORS IN SATISFACTION OF THE ACQUISITION CONSIDERATION FOR THE PROPOSED ACQUISITION

THAT subject to and contingent upon the passing of ordinary resolution 1, authority be and is hereby given, pursuant to Section 161 of the Companies Act, to the Directors to issue and allot 1,325,000,000 new Shares (the "**Consideration Shares**") at an issue price of S$0.20 per Consideration Share, credited as fully paid-up, in full satisfaction of the Acquisition Consideration due to the Vendors under the Proposed Acquisition, and that the Directors be and are hereby authorised to complete and do all acts and things (including executing all such documents and affixing of the Common Seal of the Company as may be required in connection with the above) and exercise such discretion as the Directors may in their absolute discretion deem fit, advisable or necessary to give full effect to this resolution.

ORDINARY RESOLUTION 3: THE PROPOSED ISSUE AND ALLOTMENT OF 105,000,000 ARRANGER SHARES TO THE ARRANGER

THAT subject to and contingent upon the passing of ordinary resolution 1, authority be and is hereby given, pursuant to Section 161 of the Companies Act, to the Directors to issue and allot 105,000,000 new Shares (the "**Arranger Shares**"), to Ho Wen Yan (the "**Arranger**") at an issue price of S$0.20 per Arranger Share, credited as fully paid-up, in full satisfaction of the consideration due to the Arranger as full payment for the consultancy services provided under the Consultancy Agreement on the Acquisition Completion Date, and that the Directors be and are hereby authorised to complete and do all acts and things (including executing all such documents and affixing of the Common Seal of the Company as may be required in connection with the above) and exercise such discretion as the Directors may in their absolute discretion deem fit, advisable or necessary to give full effect to this resolution.

ORDINARY RESOLUTION 4: THE PROPOSED WHITEWASH RESOLUTION FOR THE WAIVER BY INDEPENDENT SHAREHOLDERS OF THEIR RIGHTS TO RECEIVE A MANDATORY GENERAL OFFER FROM THE VENDORS AND THEIR RESPECTIVE CONCERT PARTIES

That the Independent Shareholders hereby resolve, on a poll, unconditionally and irrevocably to waive their rights to receive a mandatory general offer in accordance with Rule 14 of the Singapore Code on Take-overs and Mergers from the Vendors and parties acting in concert with the Vendors, for all the shares in the capital of the Company in issue not already owned, controlled or agreed to be acquired by the Vendors and parties acting in concert with the Vendors, as a result of the issue and allotment of the Consideration Shares to the Vendors pursuant to the Proposed Acquisition.

ORDINARY RESOLUTION 5: THE PROPOSED ISSUE AND ALLOTMENT OF UP TO 83,000,000 NEW PLACEMENT SHARES PURSUANT TO THE PROPOSED PLACEMENT

THAT subject to and contingent upon the passing of ordinary resolution 1, approval be and is hereby given, pursuant to Section 161 of the Companies Act, to the Directors to (a) issue and allot up to 83,000,000 New Placement Shares at a minimum placement price of S$0.20 per New Placement Share as stipulated under the Catalist Rules (subject to the prevailing market conditions at the time of placement) in such manner and on such terms and conditions as the Directors may in their absolute discretion deem fit the terms and conditions under which the New Placement Shares are to be offered, issued and allotted including, without limitation (1) the number of New Placement Shares to be issued, provided that no more than 83,000,000 New Placement Shares may be issued, and (2) the timing of and whether to issue the New Placement Shares; and (b) authority be and is hereby given for the Directors to take such steps, enter into all such transactions, arrangements and agreements and execute all such documents as may be necessary or expedient for the purposes of giving effect to this resolution.

ORDINARY RESOLUTION 6: THE PROPOSED DISPOSAL OF THE ENTIRE ISSUED AND PAID-UP SHARE CAPITAL OF SKY ONE NETWORK (HOLDING) LTD (EXCLUDING ANY SHARES IN PT ENERGY INDONESIA RESOURCES HELD BY SKY ONE NETWORK (HOLDING) LTD) AS AN INTERESTED PERSON TRANSACTION

THAT subject to and contingent upon the passing of ordinary resolution 1, the proposed disposal of the entire issued and paid-up share capital of Sky One Network (Holding) Ltd by the Company (excluding any shares in PT Energy Indonesia Resources held by Sky One Network (Holding) Ltd) to Dicky Suen Yiu Chung for the Revised Consideration (as determined as per the terms and conditions of the Disposal SPA and as referred to in the Circular), on the terms and subject to the conditions of the Disposal SPA, as the same may be amended from time to time, be and is hereby approved, and that the Directors be and are hereby authorised to complete and do all acts and things (including executing all such documents as may be required in connection with the above) and exercise such discretion as the Directors may in their absolute discretion deem fit, advisable or necessary to give full effect to this resolution.

ORDINARY RESOLUTION 7: APPOINTMENT OF AGUS SUGIONO AS A DIRECTOR OF THE COMPANY

THAT subject to and contingent upon the passing of ordinary resolution 1 and the completion of the Proposed Acquisition, Agus Sugiono be and is hereby appointed as a Director of the Company with effect from the Acquisition Completion Date.

ORDINARY RESOLUTION 8: APPOINTMENT OF GABRIEL GIOVANI SUGIONO AS A DIRECTOR OF THE COMPANY

THAT subject to and contingent upon the passing of ordinary resolution 1 and the completion of the Proposed Acquisition, Gabriel Giovani Sugiono be and is hereby appointed as a Director of the Company with effect from the Acquisition Completion Date.

ORDINARY RESOLUTION 9: APPOINTMENT OF LOW YEW SHEN AS A DIRECTOR OF THE COMPANY

THAT subject to and contingent upon the passing of ordinary resolution 1 and the completion of the Proposed Acquisition, Low Yew Shen be and is hereby appointed as a Director of the Company with effect from the Acquisition Completion Date.

ORDINARY RESOLUTION 10: APPOINTMENT OF GIANG SOVANN AS A DIRECTOR OF THE COMPANY

THAT subject to and contingent upon the passing of ordinary resolution 1 and the completion of the Proposed Acquisition, Giang Sovann be and is hereby appointed as a Director of the Company with effect from the Acquisition Completion Date.

ORDINARY RESOLUTION 11: APPOINTMENT OF RUSSELL JOSEPH KELLY AS A DIRECTOR OF THE COMPANY

THAT subject to and contingent upon the passing of ordinary resolution 1 and the completion of the Proposed Acquisition, Russell Joseph Kelly be and is hereby appointed as a Director of the Company with effect from the Acquisition Completion Date.

ORDINARY RESOLUTION 12: APPOINTMENT OF MIHIR TAPARIA AS A DIRECTOR OF THE COMPANY

THAT subject to and contingent upon the passing of ordinary resolution 1 and the completion of the Proposed Acquisition, Mihir Taparia be and is hereby appointed as a Director of the Company with effect from the Acquisition Completion Date.

ORDINARY RESOLUTION 13: APPOINTMENT OF ROZANO SATAR AS A DIRECTOR OF THE COMPANY

THAT subject to and contingent upon the passing of ordinary resolution 1 and the completion of the Proposed Acquisition, Rozano Satar be and is hereby appointed as a Director of the Company with effect from the Acquisition Completion Date.

ORDINARY RESOLUTION 14: THE PROPOSED CHANGE OF AUDITORS

THAT subject to and contingent upon the passing of ordinary resolution 1 and the completion of the Proposed Acquisition, Baker Tilly TFW LLP, be and is hereby appointed as auditors of the Company in place of the resigning auditors, Mazars LLP, with effect from the Acquisition Completion Date and for the financial year ending 31 March 2015 and will hold office until the conclusion of the next annual general meeting of the Company, at a remuneration to be determined by the Directors and further that the resignation of Mazars LLP as auditors of the Company with effect from the Acquisition Completion Date be and is hereby noted and accepted.

SPECIAL RESOLUTION A: THE PROPOSED CHANGE OF NAME OF THE COMPANY FROM "SKY ONE HOLDINGS LIMITED" TO "RESOURCES PRIMA GROUP LIMITED"

That subject to and contingent upon the passing of ordinary resolution 1 and the completion of the Proposed Acquisition and subject to the approval of the Accounting and Corporate Regulatory Authority, the name of the Company be changed from "Sky One Holdings Limited" to "Resources Prima Group Limited" and that the name "Sky One Holdings Limited" be replaced by "Resources Prima Group Limited" wherever the earlier name appears in the Memorandum and Articles of Association of the Company; and the Directors be and are hereby authorised to do all such acts and things (including without limitation entering into all such transactions, arrangements and agreements and executing all such documents) as they may consider necessary or expedient for the purposes of giving effect to this resolution.

BY ORDER OF THE BOARD
SKY ONE HOLDINGS LIMITED

Dicky Suen Yiu Chung
Chief Executive Officer
Singapore
30 September 2014

Notes:-

1. A member entitled to attend and vote at the Extraordinary General Meeting is entitled to appoint not more than two (2) proxies to attend and vote in his stead. A proxy need not be a member of the Company.
2. A member of the Company which is a corporation is entitled to appoint its authorised representative or proxy to vote on its behalf.
3. The instrument appointing a proxy or proxies must be deposited at the Company's registered office at 333 North Bridge Road #08-00 KH KEA Building Singapore 188721, not less than 48 hours before the time appointed for holding the Extraordinary General Meeting.
4. Where a member appoints more than one (1) proxy, the appointments shall be invalid unless he specifies the proportion of his/her shareholding (expressed as a percentage of the whole) to be represented by each proxy.
5. The instrument appointing a proxy or proxies must be under the hand of the appointer or his/her attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its common seal or under the hand of its attorney or a duly authorised officer.

This notice has been prepared by the Company and its contents have been reviewed by the Company's sponsor, Canaccord Genuity Singapore Pte. Ltd. ("Sponsor"), for compliance with the relevant rules of the SGX-ST. The Sponsor has not independently verified the contents of this notice.

This notice has not been examined or approved by the SGX-ST and the SGX-ST assumes no responsibility for the correctness of any of the statements made, opinions expressed or reports contained in this notice.

The contact person for the Sponsor is Mr. Alex Tan, Chief Executive Officer, Canaccord Genuity Singapore Pte. Ltd. at 77 Robinson Road, #21-02, Singapore 068896, telephone (65) 6854 6160.