SKY ONE HOLDINGS LIMITED
(Incorporated in the Republic of Singapore)
(Company Registration No.: 198602949M)

PROPOSED ACQUISITION BY SKY ONE HOLDINGS LIMITED OF THE ENTIRE ISSUED AND PAID-UP SHARE CAPITAL OF ENERGY PRIMA PTE. LTD.

- **COMPLETION OF THE PROPOSED ACQUISITION**
- **COMPLETION OF THE PLACEMENT**
- **CHANGE OF NAME OF THE COMPANY**
- **CHANGE OF AUDITORS OF THE COMPANY**
- **RECONSTITUTION OF THE BOARD AND BOARD COMMITTEES**

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1. INTRODUCTION

The Board of Directors (the "**Board**") of Sky One Holdings Limited (the "**Company**" and together with its subsidiaries, the "**Group**") refers to the announcements dated 9 May 2012, 28 September 2012, 10 October 2012, 25 September 2013, 1 July 2014, 30 September 2014, 1 October 2014, 27 October 2014, 31 October 2014, 7 November 2014 and 11 November 2014 (the "**Announcements**"), the Notice of Extraordinary General Meeting dated 30 September 2014 (the "**Notice of EGM**") as well as the shareholders' circular dated 30 September 2014 (the "**Circular**") despatched by the Company to the Shareholders in respect of, *inter alia,* the proposed acquisition by the Company of the entire issued and paid-up share capital of Energy Prima Pte. Ltd. (the "**Proposed Acquisition**") and the offer information statement lodged with the Singapore Exchange Securities Trading Limited ("**SGX-ST**"), acting as agent on behalf of the Monetary Authority of Singapore, on 11 November 2014 (the "**OIS**"). Unless otherwise defined herein or the context requires otherwise, the capitalised terms used in this announcement shall have the same meaning ascribed to them in the Announcements, the Notice of EGM, the Circular, and the OIS.

2. COMPLETION OF THE PROPOSED ACQUISITION AND PLACEMENT

2.1 Pursuant to the approval of Shareholders obtained at the extraordinary general meeting of the Company held on 27 October 2014 in relation to, *inter alia*, the Proposed Acquisition and Placement, the Board is pleased to announce the completion of the Proposed Acquisition and the Placement on 12 November 2014.

2.2 On completion:-

(a) the Company has issued and allotted 83,000,000 New Placement Shares at the issue price of S$0.20 per New Placement Share on the terms and conditions as set out in the Underwriting and Placement Agreement;

(b) the Relevant Vendors have placed out 400,000 Vendor Placement Shares in equal proportions at the issue price of S$0.20 per Vendor Placement Share on the terms and conditions as set out in the Underwriting and Placement Agreement;

(c) the Company has acquired the entire issued and paid-up share capital of Energy Prima Pte. Ltd.;

(d) the Company has issued and allotted 1,325,000,000 Consideration Shares at an issue price of S$0.20 per Consideration Share to the Vendors in satisfaction of the Acquisition Consideration;

(e) the Company has issued and allotted 105,000,000 Arranger Shares to the Arranger, Ho Wen Yan, at an issue price of S$0.20 per Arranger Share as full payment for the consultancy services provided under the Consultancy Agreement; and

(f) the total number of issued and paid-up shares in the share capital of the Company has increased from 319,999,998 Shares to 1,832,999,998 Shares.

3. CHANGE OF NAME OF THE COMPANY

Pursuant to the completion of the Proposed Acquisition, the Board wishes to announce that the Company's name has been changed from "Sky One Holdings Limited" to "Resources Prima Group Limited" with effect from 12 November 2014 following the receipt of confirmation of the same from the Accounting and Corporate Regulatory Authority today.

The Company's trading counter name on the Catalist Board of the SGX-ST will be changed from "Sky One" to "Resources Prima" with effect from 9.00 a.m. on 14 November 2014.

4. CHANGE OF AUDITORS OF THE COMPANY

Pursuant to the completion of the Proposed Acquisition, the Company has changed its auditors to Baker Tilly TFW LLP with effect from 12 November 2014.

5. RECONSTITUTION OF THE BOARD AND BOARD COMMITTEES

5.1 Appointment of Directors

Pursuant to the completion of the Proposed Acquisition, Mr Agus Sugiono, Mr Gabriel Giovani Sugiono, Mr Low Yew Shen, Mr Giang Sovann, Mr Russell Joseph Kelly, Mr Mihir Taparia and Mr Rozano Satar have been appointed as Directors of the Company with effect from 12 November 2014.

The Board considers Mr Giang Sovann, Mr Russell Joseph Kelly, Mr Mihir Taparia and Mr Rozano Satar (the "**Independent Directors**") to be independent for the purpose of Rule 704(7) of the Catalist Rules. The Independent Directors are not related to any of the directors of the Company and its substantial shareholders. As at the date of this announcement, the Independent Directors do not hold any shares, directly or indirectly, in the Company.

The details of the appointment of the abovementioned directors as required under Rule 704(6) of the Catalist Rules are set out in separate announcements of the Company dated 13 November 2014.

5.2 Cessation of Directors

Pursuant to the completion of the Proposed Acquisition, Mr Lim Chee San, Mr Dicky Suen Yiu Chung, Mr Lau Hon Kit, Mr Kung Seah Lim and Mr Wong Shun Cheong have resigned as directors of the Company with effect from 12 November 2014.

The Board would like to extend its gratitude and appreciation to the abovementioned directors for their valuable contributions to the Company during their tenure of services.

The details of the cessation of the abovementioned directors as required under Rule 704(6) of the Catalist Rules are set out in separate announcements of the Company dated 13 November 2014.

5.3 Reconstitution of the Board and Board Committees

Following the aforesaid changes, the composition of the Board and Board committees of the Company shall be as follows:-

Board of Directors

Mr Agus Sugiono (Executive Chairman and Chief Executive Officer)
Mr Gabriel Giovani Sugiono (Executive Director – Investor and Stakeholders Relation)
Mr Low Yew Shen (Non-Executive Director)
Mr Giang Sovann (Lead Independent Director)
Mr Russell Joseph Kelly (Independent Director)
Mr Mihir Taparia (Independent Director)
Mr Rozano Satar (Independent Director)

Audit and Risk Management Committee

Mr Giang Sovann (Chairman)
Mr Russell Joseph Kelly
Mr Mihir Taparia
Mr Rozano Satar

Nominating Committee

Mr Russell Joseph Kelly (Chairman)
Mr Giang Sovann
Mr Mihir Taparia
Mr Rozano Satar

Remuneration Committee

Mr Mihir Taparia (Chairman)
Mr Russell Joseph Kelly
Mr Giang Sovann
Mr Rozano Satar

By Order of the Board
SKY ONE HOLDINGS LIMITED

Agus Sugiono
Executive Chairman and Chief Executive Officer

13 November 2014

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*This announcement 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 announcement.*

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

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