

NOTICE OF 12TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 12th Annual General Meeting of Skywest Airlines Ltd (the “**Company**”) will be held on Saturday, 27th November 2010 at 11.00am (*Singapore Time*) at the Company’s registered office situated at 510 Thomson Road #12-04 SLF Building, Singapore 298135.

AGENDA

AS ORDINARY BUSINESS

To consider and, if thought fit, to transact the following business and pass the following resolutions:

1. Resolution 1 - Audited Financial Report For the Year Ended 30 June 2010

To receive and adopt the audited financial report of the Company for the financial year ended 30 June 2010, together with the reports of the directors and the auditors thereon.

2. Resolution 2 - Re-Election of a Director

“That Mr Seah Kian Peng who retires in accordance with Article 79(k) of the Company’s Articles of Association and, being eligible, offers himself for re-election, be re-elected as a director.”

3. Resolution 3 - Re-Appointment of Auditor

“That Messrs Ernst & Young LLP, be re-appointed as auditors of the Company until the conclusion of the Company’s next Annual General Meeting and the directors be authorised to fix their remuneration.”

4. Resolution 4 – Declaration of Final Dividend

“That the directors’ recommendation for the declaration of a final dividend of SGD0.011 per issued share in the capital of the Company to be paid out of the profits of the Company for the financial year ended 30 June 2010, be approved and accordingly declared in accordance with a timetable to be subsequently determined by the Board of Directors, setting a payment date not later than 31 December 2010.”

5. Resolution 5 – Authority to Allot Shares and Issue Warrants

“That pursuant to the provisions of section 161 of the Companies Act (Cap. 50), that the Directors of the Company be and are hereby authorised to offer and grant warrants and to allot and issue from time to time such number of ordinary shares comprised in such warrants to the following persons in accordance with the following terms:-

<u>Warrant Holders</u>	<u>Warrants to subscribe for shares</u>
<i>Robert Jeffries Chatfield</i>	<i>2,000,000</i>
<i>Seah Kian Peng</i>	<i>200,000</i>
<i>John Leonard Jost</i>	<i>400,000</i>
<i>Ronald Lewis Aitkenhead</i>	<i>100,000</i>

The terms of the warrants shall be as follows:

- (a) *the exercise price per share will be the average of the closing mid-price of the Company’s shares on the London Alternative Investment Market on the day the resolution is passed by shareholders;*

- (b) *the deeds of warrant grant shall be issued within one calendar month from the date of this resolution and the rights to exercise shall expire 24 months from the date of this resolution after which time, all unexercised warrants shall lapse and be null and void however, the period for exercising may be extended by up to one month should the expiry date fall within a trading black-out period;*
- (c) *Upon exercise and subject to receipt of the exercise price in full, the Company shall issue shares in the Company, which shall rank pari passu with the Company's existing issued shares save as regards any rights attaching by reference to a record date prior to the date of receipt of the warrant holder's notice of exercise;*
- (d) *The Company shall make application for the new shares to be admitted to trading on AIM or for listing on the Australian Securities Exchange as the case may be; and*
- (e) *the warrants shall be subject to such other terms and conditions as set out in the warrant deed to be approved by the Directors. "*

AS SPECIAL BUSINESS

*To consider and if thought fit, to pass the following resolution as **Ordinary Resolution**, with or without modifications:*

6. Resolution 6 - Proposed Share Buy-Back Mandate – Market Purchases

"That from the cash available to the Company, out of the profit generated by group operations:

- (a) *for the purpose of Section 76E of the Companies Act, Chapter 50 of Singapore (the "**Companies Act**"), the exercise by the Directors of the Company of all the powers of the Company to purchase or otherwise acquire ordinary shares ("**Shares**") in the issued share capital of the Company not exceeding in aggregate 10% of the total number of Shares¹ (namely, 19,960,000 Shares) as at the date of passing of this Resolution at such price or prices as may be determined by the Directors from time to time up to but not exceeding GBP£0.20 per Share (excluding brokerage, commission, applicable goods and services tax, stamp duty and other related expenses) by way of market purchase(s) on the Alternative Investment Market of the London Stock Exchange ("**AIM**") or the Australian Securities Exchange ("**ASX**") transacted through one or more duly licensed stockbrokers appointed by the Company for the purpose and otherwise in accordance with all other laws, regulations and rules of AIM or ASX as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally (the "**Share Buy-Back Mandate**");*
- (b) *unless varied or revoked by an ordinary resolution of the shareholders of the Company in general meeting, the authority conferred on the Directors of the Company pursuant to the Share Buy-Back Mandate may be exercised by the directors of the Company at any time and from time to time during the period commencing from the date of passing of this Resolution and expiring on the earlier of:*
 - (i) *the date on which the next annual general meeting of the Company is held or required by law to be held; or*
 - (ii) *the date on which the authority contained in the Share Buy-Back Mandate is varied or revoked by an ordinary resolution of shareholders of the Company*

¹ There are currently 199,600,000 ordinary shares in issue.

in general meeting; and

- (c) *the directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they may consider expedient or necessary to give effect to the transactions contemplated or authorised by this Resolution.”*

7. Any Other Business

To transact any other business that may be properly conducted at the Annual General Meeting.

Dated this 22nd day of October 2010.

BY ORDER OF THE BOARD

Siobhán Cool
Company Secretary

NOTES TO RESOLUTION 5 – AUTHORITY TO ALLOT SHARES AND ISSUE WARRANTS

1. The Company will disregard any votes cast in respect of this Resolution 5 by any of the following persons:
 - a) the proposed Warrant Holders; and
 - b) an associate of a proposed Warrant Holder.
2. However, the Company need not disregard a vote cast in respect of this Resolution 5 if:
 - a) it is cast by a proposed Warrant Holder (or his associate) as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
 - b) it is cast by a proposed Warrant Holder (or his associate) whilst chairing the meeting as proxy for a person who is entitled to vote in accordance with a direction on the proxy form to vote as the proxy decides.
3. In the event any funds are raised from the future exercise of the warrants, the Company intends to use the funds for working capital purposes.
4. The warrants are issued as a cost effective and efficient incentive for the Company to provide to its directors, as opposed to alternative forms of incentives such as increased remuneration. The grant of warrants will encourage the directors to increase any shareholdings (if any) they may already hold in the Company to align their interests with those of other shareholders. It will also incentivise the directors to enhance the Company's prospects and thereby promote an increase in the Company's share price for the benefit of all shareholders.

ATTENTION: CERTIFICATED SHAREHOLDERS

- i) A member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote in his stead. A proxy need not be a member of the Company.
- ii) A corporation which is a shareholder of the Company may authorise in writing a person to attend and vote in its stead.
- iii) **Members who hold Share Certificates**, whether issued by the Company or through its UK register, Computershare Investor Services PLC and wish to avail of their right to appoint a proxy, **should complete the instrument of proxy marked as Annexure A hereto**. The instrument of proxy must be signed by the appointer or his attorney. In the case of a member who is a corporation, the instrument appointing its authorised person shall be either under the Common Seal or signed by its attorney or an officer on behalf of the corporation.
- iv) The instrument of proxy/letter of authority must be deposited at the registered office of the Company at 510 Thomson Road #12-04, SLF Building, Singapore 298135, not less than twenty-four (24) hours before the time of the Meeting, either by mail or facsimile transmission (+65 6252 5158).

ATTENTION: DEPOSITORY INTEREST HOLDERS

- i) **Depository Interest Holders** in the Company, (being those investors whose interests are registered in the UK CREST or Australian CHES systems) wishing to be involved in the business of the General Meeting, **should complete the form of instruction marked as Annexure B hereto**. The form of instruction must be signed by the Depository Interest Holder or his attorney.
- ii) In the case of UK CREST DI holders, the form of instruction must be lodged at the office of the UK custodian, Computershare Company Nominees Limited, The Pavilions, Bridgwater Road, Bristol BS13 8FB by 25th November 2010 by 9.00am (GMT).
- iii) In the case of Australian CHES DI holders, the form of instruction must be lodged at the office of the Company's Local Agent, Skywest Airlines (Australia) Pty Ltd, Level 1 Domestic Terminal, Perth Airport, Redcliffe, WA 6105 by 25th November 2010 by 5.00pm (AWST).

ANNEXURE "A"

**PROXY FORM FOR CERTIFICATED SHAREHOLDERS
12th ANNUAL GENERAL MEETING
27th NOVEMBER 2010 AT 11.00AM (Singapore Time)**

The Company Secretary
Skywest Airlines Ltd
510 Thomson Road
#12-04 SLF Building
SINGAPORE 298135
(Fax: +65 6252 5158)

I/We _____
(Block Letters) being a member of SKYWEST AIRLINES LTD (the "**Company**", incorporated in Singapore) holding _____ shares in the capital of the Company (covered by Share Certificate No. _____) hereby appoint _____ of _____ or failing him/her, the *Chairman of the General Meeting on my/our behalf at the General Meeting of the Company to be held at the registered office of Skywest Airlines Ltd, 510 Thomson Road #12-04, SLF Building, Singapore 298135 on Saturday, 27th day of November 2010 at 11.00am (Singapore Time) and at any adjournment(s) thereof.

If two proxies are being appointed, the proportion of the member's voting rights which this proxy is appointed to represent is set out below.

Instructions on voting:

**It is proposed that Robert Jeffries Chatfield (the Company's Executive Chairman) will chair the Meeting, in which case, Mr Chatfield as the Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.*

If the Chairman of the Meeting is appointed as your proxy, or may be appointed by default and you do not wish to direct your proxy how to vote as your proxy in respect of a resolution, please place a mark in this box

By marking this box, you acknowledge that the Chairman of the Meeting may exercise your proxy even if he has an interest in the outcome of the resolution/s and that votes cast by the Chairman of the Meeting for those resolutions other than as proxy holder will be disregarded because of that interest.

If you do not mark this box, and you have not directed your proxy how to vote, the Chairman will not cast your votes on the resolution and your votes will not be counted in calculating the required majority if a poll is called on the resolution.

If you wish to direct your proxy (whether the Chairman of the Meeting or some other nominated person) how to vote in respect to the proposed resolutions, please indicate the manner in which your proxy is to vote by ticking the appropriate column below, otherwise your proxy may vote as he/she thinks fit.

No.	Resolutions	For	Against	Abstain
	ORDINARY BUSINESS:			
1.	Audited Financial Report For the Year Ended 30 June 2010.			
2.	Re-Election of Mr Seah Kian Peng as a Director.			
3.	Re-Appointment of Messrs Ernst & Young LLP as Auditors of the Company.			

4.	<i>Declaration of a final dividend of SGD0.011 per issued share in the capital of the Company to be paid out of the profits of the Company for the financial year ended 30 June 2010.</i>			
5.	<i>Authority to Allot Shares and Issue Warrants.</i>			
SPECIAL BUSINESS:				
6.	<i>Proposed Share Buy-Back Mandate.</i>			
7.	ANY OTHER BUSINESS			

Signed this _____ day of _____ 2010.

Individual Shareholder's Signature(s)

Where the Shareholder is a Corporation:

THE COMMON SEAL of

)

)

)

was hereunto affixed by authority of the Directors
in the presence of :

)

)

Director

Director/Secretary

NOTES TO THE PROXY FORM:

- i) A shareholder of the Company entitled to attend and vote at the above meeting is entitled to appoint a proxy (who need not be a member) to attend and vote on his/her behalf. The proxy form must be lodged at the registered offices of Skywest Airlines Ltd, 510 Thomson Road, #12-04 SLF Building, Singapore 298135 or sent by facsimile (*Fax no: +65 6252 5158*) to Skywest Airlines Ltd, not less than twenty-four hours before the time of holding the Meeting. A proxy shall be signed by the Appointer or his/her attorney or, if a corporation, under its Common Seal or under the hand of its attorney. A copy of any power of attorney should be lodged with this proxy; and
- ii) A shareholder of the Company entitled to attend and vote is entitled to appoint not more than two proxies. Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the shareholder's voting rights. If the shareholder appoints two proxies and the appointment do not specify this proportion, each proxy may exercise half of the votes.

ANNEXURE "B"

**FORM OF INSTRUCTION FOR DEPOSITORY INTERESTS HOLDERS ("DI")
12TH ANNUAL GENERAL MEETING
27TH NOVEMBER 2010 AT 11.00AM (SINGAPORE TIME)**

I/We.....

Of.....

Holding.....Depository Interests (Australian HIN:))

OR (U.K. Designation No.) hereby direct:

a) the UK Custodian "Computershare Company Nominees Limited" (for UK CREST DI Holders only)
or

b)of or
failing him/her, the Chairman*of the Meeting (for Australian CHESSE DI Holders only)

to vote on my/our behalf at the Annual General Meeting of Skywest Airlines Limited to be held at the offices of Skywest Airlines Ltd (the "**Company**"), 510 Thomson Road #12-04, SLF Building, Singapore on Saturday, 27th November 2010 at 11:00am (*Singapore Time*) and at any adjournment(s) of the meeting.

Instructions on Voting specific to Australian CHESSE DI Holders:

**It is proposed that Robert Jeffries Chatfield (the Company's Executive Chairman) will chair the Meeting, in which case, Mr Chatfield as the Chairman of the Meeting intends to vote undirected proxies of Australian CHESSE Holders in favour of each item of business.*

If the Chairman of the Meeting is appointed as your proxy, or may be appointed by default and you do not wish to direct your proxy how to vote as your proxy in respect of a resolution, please place a mark in this box

By marking this box, you acknowledge that the Chairman of the Meeting may exercise your proxy even if he has an interest in the outcome of the resolution/s and that votes cast by the Chairman of the Meeting for those resolutions other than as proxy holder will be disregarded because of that interest.

If you do not mark this box, and you have not directed your proxy how to vote, the Chairman will not cast your votes on the resolution and your votes will not be counted in calculating the required majority if a poll is called on the resolution..

General Instructions on Voting for CREST and CHESSE DI Holders

If you wish to direct your proxy (whether the UK Custodian, the Chairman of the Meeting or some other nominated person) how to vote in respect to the proposed resolutions, please indicate the manner in which your proxy is to vote by placing an "x" in the appropriate column below, otherwise the proxy of an Australian CHESSE DI Holder may vote as he/she thinks fit however, the UK Custodian will reject this form notwithstanding it is returned duly signed.

No.	Resolutions	For	Against	Abstain
	ORDINARY BUSINESS:			
1.	<i>Audited Financial Report For the Year Ended 30 June 2010.</i>			
2.	<i>Re-Election of Mr Seah Kian Peng as a Director.</i>			
3.	<i>Re-Appointment of Messrs Ernst & Young LLP as Auditors of the Company.</i>			

4.	<i>Declaration of a final dividend of SGD0.011 per issued share in the capital of the Company to be paid out of the profits of the Company for the financial year ended 30 June 2010.</i>			
5.	<i>Authority to Allot Shares and Issue Warrants.</i>			
SPECIAL BUSINESS:				
6.	<i>Proposed Share Buy-Back Mandate.</i>			
7.	ANY OTHER BUSINESS			

Intention to attend

I wish to attend the Meeting. Please provide me with the necessary authorisation

Signature

In the case of joint holders, only one holder need to sign. In the case of a corporation, the Form of Instruction should be signed by a duly authorised official whose capacity should be stated, or by an attorney.

DD / MM / YYYY

FURTHER NOTES TO THE FORM OF INSTRUCTIONS:

- i) The 'Abstain' option is provided to enable you to abstain on any particular resolution. However, it should be noted that an 'Abstain' is not a vote in law and will not be counted in the calculation of the proportion of the votes 'For' or 'Against' a resolution.
- ii) Any alterations made to this form should be initialled.
- iii) The completion and return of this form will not preclude a member from attending the meeting and voting in person.
- iv) To be effective, this form must be lodged at:
 - The office of the custodian, Computershare Company Nominees Limited, The Pavilions, Bridgwater Road, Bristol BS13 8FB by 25th November 2010 at 9.00 am (GMT), if a UK CREST DI Holder;
 - The office of the Company's Local Agent, Skywest Airlines (Australia) Pty Ltd, Level 1 Domestic Terminal, Perth Airport, Redcliffe, WA 6105 by 25th November 2010 by 5.00pm (AWST), if an Australian CHESSE DI Holder.