
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt about this circular or as to the action to be taken, you should consult your stockbroker, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in APT Satellite Holdings Limited (the “Company”), you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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**APT SATELLITE HOLDINGS LIMITED**

(Incorporated in Bermuda with limited liability)

(Stock code: 1045)

**PROPOSALS FOR GENERAL MANDATES
TO REPURCHASE SHARES AND TO ISSUE NEW SHARES
AND
PROPOSED RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening an Annual General Meeting of APT Satellite Holdings Limited to be held at its principal place of business, 22 Dai Kwai Street, Tai Po Industrial Estate, Tai Po, New Territories, Hong Kong on Friday, 25 May 2012 at 11 a.m. is set out on pages 11 to 13 of this circular. In the event that you are not able to attend the Annual General Meeting, please complete and sign the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company’s branch share registrar in Hong Kong, Tricor Tengis Limited, at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong, not less than 48 hours before the time appointed for the holding of the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the Annual General Meeting or any adjourned meeting if they so wish.

19 April 2012

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“Annual General Meeting”	the annual general meeting of the Company to be held at its principal place of business, 22 Dai Kwai Street, Tai Po Industrial Estate, Tai Po, New Territories, Hong Kong on Friday, 25 May 2012 at 11 a.m. or any adjournment thereof
“Board”	the board of Directors
“Share Repurchase Rules”	provisions contained in the Listing Rules to regulate the repurchase of shares by companies with primary listings on the Stock Exchange of their own securities on the Stock Exchange
“Repurchase Mandate”	as defined in the Letter from the Chairman
“Bye-laws”	Bye-laws of the Company currently in force
“Company”	APT Satellite Holdings Limited, a company incorporated in Bermuda with limited liability, the shares of which are listed on the main board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	12 April 2012, being the latest practicable date prior to the printing of this circular for ascertaining certain information referred to in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended from time to time
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong, as amended from time to time
“Share(s)”	ordinary share(s) of HK\$0.10 each in the capital of the Company or if there has been a subsequent subdivision, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary equity share capital of the Company
“Shareholder(s)”	the holder(s) of Share(s)

DEFINITIONS

“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Repurchases issued by the Securities and Futures Commission in Hong Kong, as amended from time to time
“%”	per cent

LETTER FROM THE CHAIRMAN



(Incorporated in Bermuda with limited liability)
(Stock code: 1045)

Executive Directors:

Cheng Guangren (*President*)
Qi Liang (*Vice President*)

Non-executive Directors:

Lei Fanpei (*Chairman*)
Lim Toon
Yin Yen-liang
Yong Foo Chong
Zhuo Chao
Fu Zhiheng
Tseng Ta-mon (*Alternate director to Yin Yen-liang*)

Independent Non-executive Directors:

Lui King Man
Lam Sek Kong
Cui Ligu

Registered office:

Clarendon House
2 Church Street
Hamilton, HM 11
Bermuda

Head office and principal

place of business:
22 Dai Kwai Street
Tai Po Industrial Estate
Tai Po, New Territories
Hong Kong

19 April 2012

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR GENERAL MANDATES
TO REPURCHASE SHARES AND TO ISSUE NEW SHARES
AND
PROPOSED RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information regarding the resolutions to be proposed at the Annual General Meeting relating to (i) the grant of general mandates to repurchase Shares and to issue new Shares; and (ii) the proposed re-election of the retiring Directors.

LETTER FROM THE CHAIRMAN

PROPOSED GENERAL MANDATE TO REPURCHASE SHARES

An ordinary resolution will be proposed at the Annual General Meeting to grant the Directors of the Company a general mandate to exercise the powers to repurchase the Company's Shares up to 10% of the issued and fully paid-up share capital of the Company as at the date of passing of such resolution (i.e. 62,180,700 Shares on the basis that no further Shares will be issued or repurchased from the Latest Practicable Date up to the date of the Annual General Meeting). An explanatory statement as required under the Share Repurchase Rules to provide the requisite information of the general mandate to repurchase Shares is set out in Appendix I hereto.

PROPOSED GENERAL MANDATE TO ISSUE NEW SHARES

Two ordinary resolutions will also be proposed at the Annual General Meeting respectively granting to the Board a general mandate to allot, issue and deal with the Company's Shares not exceeding 20% of the issued share capital of the Company as at the date of passing of the resolution (i.e. 124,361,400 Shares on the basis that no further Shares will be issued or repurchased from the Latest Practicable Date up to the date of the Annual General Meeting) and adding to such general mandate so granted to the Board any Shares representing the aggregate nominal amount of the Shares repurchased by the Company after the granting of the general mandate to repurchase up to 10% of the issued share capital of the Company as at the date of passing of the resolutions.

PROPOSED RE-ELECTION OF RETIRING DIRECTORS

In accordance with the Company's Bye-laws, Directors who were appointed during the year, as well as one-third of the Directors for the time being shall retire at the Annual General Meeting, and, being eligible, will offer themselves for re-election at the Annual General Meeting. Details of the retiring Directors proposed to be re-elected as required under the Listing Rules and the Company's Bye-laws are set out in Appendix II to this circular.

ANNUAL GENERAL MEETING

The notice of the Annual General Meeting is set out on pages 11 to 13 of this circular.

A form of proxy for use at the Annual General Meeting is enclosed with this circular. Such form is also published on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (www.apstar.com) respectively. If you intend to appoint a proxy to attend the Annual General Meeting, you are requested to complete and sign the form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the Annual General Meeting or adjourned meeting if you so wish.

VOTING BY POLL

Notwithstanding any provisions contained in the Bye-laws of the Company, in accordance with Rule 13.39(4) of the Listing Rules, the chairman of the Annual General Meeting will direct that each of the proposed resolutions set out in the notice be voted by poll. The chairman would explain the detailed procedures for conducting a poll at the commencement of the Annual General Meeting.

LETTER FROM THE CHAIRMAN

On a poll, every Shareholder present in person (or, in the case of a Shareholder being a corporation by its duly authorised representative) or by proxy shall have one vote for every fully paid Share held. A Shareholder present in person (or, in the case of a Shareholder being a corporation by its duly authorised representative) or by proxy who is entitled to more than one vote need not use all his votes or cast all his votes in the same way.

After the conclusion of the Annual General Meeting, the poll results will be published on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and of the Company (www.apstar.com) respectively.

RECOMMENDATIONS

The Board consider that the proposed granting of general mandates for the Directors to repurchase of Shares and to issue new Shares and proposed re-election of retiring Directors are all in the interests of the Company and its Shareholders as a whole. Accordingly, the Board recommend all Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

Your attention is also drawn to the additional information set out in Appendix I (Explanatory Statement on Share Repurchase) and Appendix II (Details of retiring Directors proposed to be re-elected at the Annual General Meeting) to this circular.

Yours faithfully,
For and on behalf of the Board
Lei Fanpei
Chairman

APPENDIX I EXPLANATORY STATEMENT – SHARE REPURCHASE

This Appendix is an explanatory statement, as required by the Listing Rules, to provide requisite information for your consideration of the proposed mandate on repurchase of Shares.

1. REASONS FOR SHARE REPURCHASE

Although the Directors have no present intention of repurchasing any Shares, they believe that the flexibility afforded by the proposed mandate for repurchase of Shares would be in the best interest of the Company and its Shareholders. Such repurchase may, depending on market conditions and funding arrangement at the time, lead to an enhancement of value of the Company and its assets and/or its earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company. At any time in the future when Shares are trading at a discount to their underlying value, the given mandate to repurchase Shares will be beneficial to those Shareholders who retain their investment in the Company since their interest over the assets of the Company in terms of share percentage would increase in proportion to the number of Shares repurchased by the Company.

2. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 621,807,000 Shares of HK\$0.10 each.

Subject to the passing of Ordinary Resolution Number 4 at the Annual General Meeting, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 62,180,700 Shares on the basis that no further Shares will be issued or repurchased from the Latest Practicable Date up to the date of the Annual General Meeting.

3. FUNDING OF REPURCHASE

The Directors propose that in repurchasing Shares under the Repurchase Mandate, the Company may only apply funds legally available for such purpose in accordance with the memorandum of association and the Bye-laws of the Company and the laws of Bermuda.

There might be material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the Company's audited financial statements contained in its annual report for the year ended 31 December 2011) in the event that the Repurchase Mandate is to be carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse impact on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

APPENDIX I EXPLANATORY STATEMENT – SHARE REPURCHASE

4. MARKET PRICES OF SHARES

The highest and lowest prices for Shares of the Company traded on the Stock Exchange during each of the previous twelve months were as follows:

	Shares	
	Highest	Lowest
	<i>HK\$</i>	<i>HK\$</i>
2011		
April	1.98	1.84
May	2.01	1.82
June	1.90	1.56
July	1.82	1.60
August	1.86	1.47
September	1.56	0.95
October	1.42	1.20
November	1.49	1.23
December	1.45	1.16
2012		
January	1.39	1.23
February	2.32	1.28
March	2.64	1.90
From 1 April to the Latest Practicable Date	2.33	2.10

5. DISCLOSURE OF INTERESTS

The Directors have undertaken to the Stock Exchange that they will exercise the Repurchase Mandate in accordance with the Listing Rules, the laws of Bermuda and the memorandum of association and the Bye-laws of the Company.

If as a result of Share repurchase by the Company, a substantial Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purpose of the Takeovers Code. Accordingly, a Shareholder, or group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholders' interest, could obtain or consolidate control of the Company or become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, APT Satellite International Company Limited, the immediate holding company of the Company is beneficially interested in 321,300,000 Shares, which represents approximately 51.67% of the issued share capital of the Company.

In the event that the Directors should exercise in full the Repurchase Mandate to be granted pursuant to the ordinary resolution to be proposed at the forthcoming Annual General Meeting, the shareholding of APT Satellite International Company Limited would be increased to approximately 57.41% of the issued share capital of the Company. The Directors consider that such repurchase would not give rise to an obligation for APT Satellite International Company Limited to make a mandatory offer under Rule 26 of the Takeovers Code. The Directors have no intention to exercise the Repurchase Mandate to such extent that the public float in the Company would reduce below 25% of the issued share capital of the Company.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their associates (as defined in the Listing Rules) presently intend to sell any Shares to the Company under the Repurchase Mandate in the event that the Repurchase Mandate is approved by the Shareholders.

The Company has not been notified by any connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any Shares, or that they have undertaken not to sell any Shares held by them to the Company in the event that the Repurchase Mandate is approved by its Shareholders.

6. SHARE PURCHASES MADE BY THE COMPANY

No purchase of the Company's Shares has been made by the Company nor any of its subsidiaries (whether on the Stock Exchange or otherwise) during the six months preceding the Latest Practicable Date.

APPENDIX II DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

Stated below are the details of the Directors who will retire and be eligible for re-election at the Annual General Meeting according to the Bye-laws of the Company and the Listing Rules:

Mr LEI Fanpei, aged 49, has been appointed as a Non-Executive Director and the Chairman of the Company with effect from 7 June 2011. Mr Lei graduated from the Northwestern Polytechnical University in 1987 majoring in Solid Rocket Engine, a doctorate degree holder in Engineering, a Research Fellow, and the Winner of “Government Special Allowance” granted by the State Council of China. Currently, Mr Lei is the Deputy General manager of China Aerospace Science & Technology Corporation (“CASC”), the Chairman of Aerospace New Business Networks Co. Ltd., an Executive Director of China Astronautic Publishing House, and the Chairman of Beijing Shenzhou Aerospace Software Technology Company Limited. Mr Lei has been working in the field of China aerospace for a long time. He had been working as the Manager, Deputy Director, and then the Director of the 11th Institute of the 6th Research Academy of CASC, and the Deputy Head, then the Head of the 6th Research Academy. Mr Lei has also been appointed as the Chairman of Sino Satellite Company Limited, and the Chairman of Shenzhen Academy of Aerospace Technology. Mr Lei has extensive experience in company management. Mr Lei has also been appointed as Director of APT Satellite Company Limited and APT Satellite Investment Company Limited, subsidiaries of the Company. He has also been appointed as Chairman of the Board of Director of APT Satellite International Company Limited, the substantial shareholder of the Company.

Save as disclosed above, Mr Lei does not hold any other position with the Company and other members of the Company, nor has any directorship in other listed public companies in the last three years. He has no relationship with any directors, senior management, substantial shareholder or controlling shareholder of the Company and does not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (“SFO”) as at the Latest Practicable Date. There is no information which is discloseable nor is/was he involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(h) to 13.51(2)(v) of the rules governing the listing of securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”), and there is no other matters which need to be brought to the attention of shareholders of the Company.

Mr Lei has not entered into any service contract with the Company, nor is appointed for specific term. He has no intention to receive any director’s emolument from the Company, nor from any of the subsidiaries of the Group. Pursuant to the Bye-Law 86(2) of the Bye-Laws of the Company, Mr Lei shall hold office until the next following general meeting of the Company and shall then be eligible for re-election at that meeting. In addition, Mr Lei will not retire from the office of Director by rotation, whilst holding the office of Chairman pursuant to the Bye-Laws of the Company.

Mr LIM Toon, aged 69, has been a Director of APT Satellite Company Limited since February 1993 and was appointed as the Non-Executive Director of the Company in October 1996. Mr Lim graduated from the University of Canterbury and University of Singapore. He had worked for Singapore Telecommunications Limited (“SingTel”) since 1970. In SingTel, he served in various appointments of engineering, radio services, traffic operations, personnel & training and information systems departments. He had been the Chief Operating Officer of SingTel since April 1999 until he retired in February 2006 and served as SingTel’s Advisor. (SingTel is the holding company of one of the shareholder of APT Satellite International Company Limited). Mr Lim is also the Director of APT Satellite Company Limited and APT Satellite Investment Company Limited, subsidiaries of the Company. Mr Lim is also the Director of APT Satellite International Company Limited, the substantial shareholder of the Company.

APPENDIX II DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

Save as disclosed above, Mr Lim does not hold any other position with the Company and other members of the Company, nor have any directorship in other listed public companies in the last three years. He has no relationship with any directors, senior management, substantial shareholder or controlling shareholder of the Company and does not have any interest in shares of the Company within the meaning of Part XV of the SFO as at the Latest Practicable Date. There is no information which is discloseable nor is/was he involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no other matters which need to be brought to the attention of shareholders of the Company.

The Company does not have service contract with Mr Lim. The only emolument of Mr Lim in 2011 was director's fee amounted HK\$50,000. Mr Lim's only emolument in 2012 is director's fee which has been determined by the Board as HK\$50,000. The emolument of Mr Lim was made and is to be reviewed annually according to the recommendation to the Board of Directors provided by the Company's Remuneration Committee in accordance with its Terms of Reference after taking into account of certain determining factors, including the Company's operation objective and development plan; the managerial organization structure; the financial budget of the Company; the performance and expectation of the relevant person; and the supply and demand situation of the human resources market.

Mr Lim is also subject to retirement by rotation and be eligible for re-election at the annual general meeting in accordance with the Bye-laws of the Company.

Dr YIN Yen-liang, aged 61, was appointed as the Non-Executive Director of the Company in January 2003. Dr Yin graduated with an MBA Degree from National Taiwan University in 1983 and received the PhD Degree in Business Administration from National Chengchi University in 1987. He has been President of the Ruentex Group, the holding company of one of the shareholders of APT Satellite International Company Limited, since 1994 and concurrently holding the position of Executive Director of SinoPac Holdings Co., Ltd. Dr Yin is also the Director of APT Satellite Company Limited and APT Satellite Investment Company Limited, subsidiaries of the Company. Dr Yin is also the Director of APT Satellite International Company Limited, the substantial shareholder of the Company.

Save as disclosed above, Dr Yin does not hold any other position with the Company and other members of the Company, nor have any directorship in other listed public companies in the last three years. He has no relationship with any directors, senior management, substantial shareholder or controlling shareholder of the Company and does not have any interest in shares of the Company within the meaning of Part XV of the SFO as at the Latest Practicable Date. There is no information which is discloseable nor is/was he involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no other matters which need to be brought to the attention of shareholders of the Company.

APPENDIX II DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

The Company does not have service contract with Dr Yin. The only emolument of Dr Yin in 2011 was director's fee amounted HK\$50,000. Dr Yin's only emolument in 2012 is director's fee which has been determined by the Board as HK\$50,000. The emolument of Dr Yin was made and is to be reviewed annually according to the recommendation to the Board of Directors provided by the Company's Remuneration Committee in accordance with its Terms of Reference after taking into account of certain determining factors, including the Company's operation objective and development plan; the managerial organization structure; the financial budget of the Company; the performance and expectation of the relevant person; and the supply and demand situation of the human resources market.

Dr Yin is also subject to retirement by rotation and be eligible for re-election at the annual general meeting in accordance with the Bye-laws of the Company.

Dr LUI King Man, aged 57, was appointed as an Independent Non-Executive Director of the Company since August 2004. Dr Lui is the Chairman of the Audit Committee and the Remuneration Committee of the Company. He is also the member of the Nomination Committee of the Company. Dr Lui has been a practising Certified Public Accountant in Hong Kong since 1989, and established his accounting firm K.M. Lui & Co in the same year. Before commencing his own practice, Dr Lui had worked with an international accounting firm and a listed commercial bank. Dr Lui received the accountancy education in United Kingdom in 1980 and attained professional accountant qualification in 1985. He is a Fellow of The Chartered Association of Certified Accountants and Associate member of The Hong Kong Institute of Certified Public Accountants. Dr Lui obtained an MBA Degree from Heriot-Watt University in 1997 and received a Doctoral Degree in Business Administration from The University of Hull in 2004. Dr Lui has over 27 years experience in accounting, finance, business acquisition and auditing fields. He has been a consultant of a number of commercial and non-commercial organizations.

Save as disclosed above, Dr Lui does not hold any other position with the Company and other members of the Company, nor have any directorship in any public listed companies in the last three years. Other than the relationship arising from his being an independent non-executive director of the Company and other appointment as disclosed above, he has no relationships with any directors, senior management and substantial shareholder or controlling shareholders of the Company and does not have any interest in shares of the Company within the meaning of Part XV of the SFO as at the Latest Practicable Date. There is no information which is discloseable nor is/was he involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no other matters which need to be brought to the attention of shareholders of the Company.

The Company does not have service contract with Dr Lui. His only emolument is annual director's fee of HK\$200,000. The emolument of Dr Lui will be reviewed and determined annually according to the recommendation to the Board of Directors provided by the Company's Remuneration Committee in accordance with its Terms of Reference after taking into account of certain determining factors, including the Company's operation objective and development plan; the managerial organization structure; the financial budget of the Company; the performance and expectation of the relevant person; and the supply and demand situation of the human resources market.

Dr Lui is also subject to retirement by rotation and be eligible for re-election at the annual general meeting in accordance with the Bye-laws of the Company.

APPENDIX II DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

Mr FU Zhiheng, aged 43, was appointed as a Non-Executive Director of the Company with effect from 20 March 2012. Mr Fu graduated from the Northwestern Polytechnic University, Xian, China, with a Bachelor of Engineering degree in 1991. He then obtained his Master of Business Administration degree from China University of Mining Technology (Beijing) in 2004. Mr Fu is currently the Vice President of China Great Wall Industry Corporation (“CGWIC”) in charge of launch services business. CGWIC indirectly holds approximately 14.29% shares of APT Satellite International Company Limited and 21,600,000 shares of the Company. He has been working with CGWIC since 1993, taking various positions in marketing and program management for international space programs. Before he joined CGWIC, he had worked for China Academy of Launch Vehicle Technology for two years. Apart from his current appointment in CGWIC, Mr Fu is also a board member of Asia Pacific Satellite Communications Council, headquartered in Seoul, Korea, since January 2011. Mr Fu is currently the Director of APT Satellite Company Limited and APT Satellite Investment Company Limited, subsidiaries of the Company. He is also the Director of APT Satellite International Company Limited, the substantial shareholder of the Company.

Save as disclosed above, Mr Fu does not hold any other position with the Company and other members of the Company’s Group, nor has any directorship in other listed public companies in the last three years. He has no relationship with any directors, senior management, substantial shareholder or controlling shareholder of the Company and does not have any interest in the shares of the Company within the meaning of Part XV of the SFO as at the Latest Practicable Date. There is no information which is discloseable nor is/was he involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no other matters which need to be brought to the attention of shareholders of the Company.

The Company does not have service contract with Mr. Fu. His only emolument is annual director’s fee of HK\$50,000. The emolument of Mr. Fu will be reviewed and determined annually according to the recommendation to the Board of Directors provided by the Company’s Remuneration Committee in accordance with its Terms of Reference after taking into account of certain determining factors, including the Company’s operation objective and development plan; the managerial organization structure; the financial budget of the Company; the performance and expectation of the relevant person; and the supply and demand situation of the human resources market.

Mr Fu is also subject to retirement by rotation and be eligible for re-election at the annual general meeting in accordance with the Bye-laws of the Company.

NOTICE OF ANNUAL GENERAL MEETING



APT SATELLITE HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock code: 1045)

NOTICE IS HEREBY GIVEN that an annual general meeting of APT Satellite Holdings Limited (the “Company”) will be held at its principal place of business, 22 Dai Kwai Street, Tai Po Industrial Estate, Tai Po, New Territories, Hong Kong on Friday, 25 May 2012 at 11 a.m. for the following purposes:

ORDINARY BUSINESS

1. To receive and consider the audited consolidated financial statements and the reports of the Directors and the auditors of the Company for the year ended 31 December 2011.
2. To re-elect Directors and to authorise the Board of Directors to fix the Directors’ remuneration.
3. To re-appoint the auditors of the Company and to authorise the Board of Directors to fix their remuneration.

SPECIAL BUSINESS

4. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT

- (a) subject to paragraph (b) of this Resolution, the exercise by the Directors during the Relevant Period (as defined in paragraph (c) of this Resolution) of all the powers of the Company to purchase shares of HK\$0.10 each in the capital of the Company be and is hereby generally and unconditionally approved;
- (b) the total nominal amount of the shares to be purchased pursuant to the approval in paragraph (a) above shall not exceed 10% of the total nominal amount of the share capital of the Company in issue as at the date of passing this Resolution and the said approval shall be limited accordingly; and
- (c) for the purpose of this Resolution, “Relevant Period” means the period from the passing of this Resolution until whichever is the earlier of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the revocation or variation of the authority given under this Resolution by ordinary resolution of the shareholders in general meeting; or
 - (iii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or any applicable laws to be held.”

NOTICE OF ANNUAL GENERAL MEETING

5. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT

- (a) subject to paragraph (b) of this Resolution, the exercise by the Directors of the Company during the Relevant Period (as defined in paragraph (c) of this resolution) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements or options which may require the exercise of such powers either during or after the Relevant Period, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of the share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) of this Resolution, otherwise than pursuant to:
 - (i) a Right Issue (as defined in paragraph (d) of this resolution); or
 - (ii) any exercise of subscription or conversion rights under any warrants of the Company, or any securities which are convertible into shares of the Company, or any share option scheme or similar arrangement for the time being adopted by the Company for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries and/or any eligible grantee pursuant to the scheme of shares or rights to acquire shares in the Company; or
 - (iii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the bye-laws of the Company,shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this Resolution and the said approval shall be limited accordingly;
- (c) for the purpose of this Resolution, “Relevant Period” means the period from the date of the passing of this resolution until whichever is the earlier of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders of the Company in general meeting; or
 - (iii) the expiration of the period within which the next annual general meeting is required by the bye-laws of the Company or any other applicable laws to be held; and

NOTICE OF ANNUAL GENERAL MEETING

- (d) for the purpose of this Resolution, “Right Issue” means an offer of shares open for a period fixed by the Directors to shareholders on the register of members of the Company on a fixed record date in proportion to their then holding of shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange).”
6. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** the general mandate granted to the Directors of the Company to exercise the powers of the Company to issue, allot and deal with additional shares pursuant to Resolution No. 5 above be and is hereby extended by the addition to the total nominal amount of share capital and any shares which may be issued, allotted or agreed conditionally or unconditionally to be allotted by the Directors of the Company pursuant to such general mandate an amount representing the total nominal amount of shares in the capital of the Company which has been purchased by the Company since the granting of such general mandate pursuant to Resolution No. 4 above, provided that such amount shall not exceed 10% of the total nominal amount of the share capital of the Company in issue as at the date of passing this Resolution.”

By Order of the Board
Dr. Lo Kin Hang, Brian
Company Secretary

Hong Kong, 19 April 2012

Notes:

- (a) The Register of Members of the Company will be closed from Tuesday, 22 May 2012, to Friday, 25 May 2012, both days inclusive, during which period no transfers of shares can be registered.
- (b) A member entitled to attend and vote at the Annual General Meeting is entitled to appoint one or, if he is the holder of two or more shares, more proxies to attend and vote in his/her stead. A proxy need not be a member of the Company. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
- (c) In order to be valid, the form of proxy must be deposited at the Company’s branch share registrar in Hong Kong, Tricor Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong, together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of attorney or other authority, not less than 48 hours before the time appointed for holding of the meeting or adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude the shareholders of the Company from attending and voting in person at the Annual General Meeting or adjourned meeting if they so wish.
- (d) The form of proxy for use in connection with the Annual General Meeting is enclosed and such form is also published on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (www.apstar.com) respectively.
- (e) All the resolutions at the Annual General Meeting will be taken by poll pursuant to the Listing Rules and the results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company respectively.