



亞太衛星控股有限公司\*

APT SATELLITE HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock code: 1045)

**FORM OF PROXY FOR USE AT THE SPECIAL GENERAL MEETING  
TO BE HELD ON 5 DECEMBER 2014**

I/We<sup>1</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of \_\_\_\_\_ shares<sup>2</sup> of HK\$0.10 each in  
the capital of APT Satellite Holdings Limited (the “Company”) HEREBY APPOINT<sup>3</sup> the Chairman of the meeting or  
\_\_\_\_\_ of \_\_\_\_\_  
as my/our proxy to attend, act and vote for me/us and on my/our behalf at the abovementioned special general  
meeting (the “SGM”) of the Company and at any adjournment thereof on the resolution set out in the notice  
convening the SGM as indicated hereunder<sup>4</sup>.

Ordinary Resolution	For <sup>4</sup>	Against <sup>4</sup>
To approve, confirm and ratify the Agreement and the proposed Caps in relation thereto as defined and described in the circular of the Company dated 17 November 2014 and all transactions contemplated thereunder and in connection therewith and any other ancillary documents and to authorise the directors of the Company to do all such further acts and things and sign, seal, execute, perfect and deliver all such documents on behalf of the Company as they may in their absolute discretion consider necessary, desirable or expedient to implement and/or give full effect to the Agreement and the transactions contemplated thereunder and the proposed Caps in relation thereto <sup>9</sup> .		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2014. Signature(s)<sup>5</sup> \_\_\_\_\_

*Notes:*

1. Full name(s) and the address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of shares in the Company registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s). If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified.
3. If any proxy other than the Chairman of the meeting is preferred, please strike out the words “the Chairman of the meeting” and insert the name and address of the proxy desired in the space provided. A member may appoint one or (if holding two or more shares) more proxies to attend and vote in his stead. A proxy need not be a member of the Company. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS PROXY. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR OR AGAINST THE RESOLUTION, PLEASE PLACE AN “X” IN THE APPROPRIATE BOX.** If you do not indicate how you wish your proxy to vote, your proxy will exercise his discretion whether to vote for or against the resolution or to abstain from voting. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the SGM other than those referred to in the notice convening the SGM.
5. This form of proxy must be signed under the hand of the appointor or his attorney duly authorised in writing or in the case of a corporation, must be either under seal or under the hand of an officer duly authorised on that behalf.
6. In order to be valid, the form of proxy 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, must be deposited with the Company’s branch share registrar in Hong Kong, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong, not less than 48 hours before the time appointed for the SGM or adjourned meeting (as the case may be).
7. In case of joint holders of any share, any one of such persons may vote either personally or by proxy in respect of such share, provided that if more than one of such joint holders are present at the SGM personally or by proxy, only the person whose name stands first in the Register of Members is entitled to vote in respect thereof.
8. Completion and delivery of the form of proxy will not preclude you from attending and voting at the SGM if you so wish.
9. The description of the resolution in this form of proxy is by way of summary only. Please refer to the notice of the SGM dated 17 November 2014 for the full text of the resolution.

\* For identification purpose only