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APT SATELLITE HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 1045)

NOTICE OF SPECIAL GENERAL MEETING

Notice is hereby given that a special general meeting (the “SGM”) 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 Thursday, 17 December 2009 at 11 a.m. to consider and, if thought fit, pass with or without modifications, the following resolutions which will each be proposed as an ordinary resolution as indicated below:

ORDINARY RESOLUTIONS

1. **“THAT:**

- (a) the Launch Services Contract entered into on 8 November 2009 between APT Satellite Company Limited, a wholly-owned subsidiary of the Company and China Great Wall Industry Corporation in respect of APSTAR 7 Satellite (a copy of the Launch Services Contract has been produced to the meeting and marked “A” and signed by the chairman of the meeting for identification purposes) and the transactions contemplated thereunder, details of which are set out in the circular headed “Major and Connected Transaction” of the Company dated 27 November 2009 (a copy of which has been produced to the meeting and marked “B” and signed by the chairman of the meeting for identification purposes), be and are hereby approved, confirmed and ratified; and
- (b) the directors of the Company or any one of the directors of the Company be and are hereby authorised to do all such further acts and things and sign, seal, execute, perfect and deliver all such documents and take all such actions which in their absolute discretion consider necessary, desirable or expedient to implement and/or give full effect to the Launch Services Contract and the transactions contemplated thereunder.”

2. “THAT

- (a) the Transponder Service Master Agreement entered into on 10 November 2009 between the Company and 中國衛星通信集團公司 (China Satellite Communications Corporation) (a copy of the Transponder Service Master Agreement has been produced to the meeting and marked “C” and signed by the chairman of the meeting for identification purposes) and the transactions contemplated thereunder, details of which are set out in the circular headed “Continuing Connected Transactions” of the Company dated 27 November 2009 (the “Circular”) (a copy of which has been produced to the meeting and marked “D” and signed by the chairman of the meeting for identification purposes), be and are hereby approved, confirmed and ratified;
- (b) the proposed Caps (as defined in the Circular) referred to in the section headed “Proposed Caps” in the “Letter from the Board” contained in the Circular be and are hereby approved; and
- (c) the directors of the Company or any one of the directors of the Company be and are hereby authorised to do all such further acts and things and sign, seal, execute, perfect and deliver all such documents and take all such actions which in their absolute discretion consider necessary, desirable or expedient to implement and/or give full effect to the Transponder Service Master Agreement referred to in (a) above and the transactions contemplated thereunder and the proposed Caps referred to in (b) above.”

By order of the board of
APT Satellite Holdings Limited
Dr. Brian Lo
Company Secretary

Hong Kong, 27 November 2009

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

Notes:

1. A member entitled to attend and vote at the above meeting is entitled to appoint one or, if he/she is the holder of two or more shares, more than one proxy to attend and vote on his/her behalf. A proxy need not be a member of the Company.
2. In order to be valid, the form of proxy must be deposited with the Company's branch share registrars 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 the meeting or adjourned meeting (as the case may be).
3. The circulars as referred to in ordinary resolutions numbered 1 and 2 and the form of proxy for use in connection with the above meeting have been sent to the shareholders and such circulars and proxy form are also published on the website of The Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (www.apstar.com).

The directors of the Company as at the date of this notice are as follows:

Executive Directors:

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

Non-Executive Directors:

Rui Xiaowu (Chairman), Lim Toon, Yin Yen-liang, Wu Zhen Mu, Yong Foo Chong, Wu Jinfeng and Tseng Ta-mon (Alternate Director to Yin Yen-liang)

Independent Non-Executive Directors:

Huan Guocang, Lui King Man, Lam Sek Kong and Cui Liguó