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## **APT SATELLITE HOLDINGS LIMITED**

*(Incorporated in Bermuda with limited liability)*

(Stock code: 1045)

### **NOTICE OF THE SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that a special general meeting of APT Satellite Holdings Limited (the “**Company**”) will be held at its principal place of business at 22 Dai Kwai Street, Tai Po Industrial Estate, Tai Po, New Territories, Hong Kong on Monday, 12 December 2011, at 11 a.m. or at any adjournment thereof for the purpose of considering and, if thought fit, passing the following resolution, with or without amendments, as ordinary resolution of the Company:

#### **ORDINARY RESOLUTION**

“**THAT** the Agreement and the proposed Caps in relation thereto, each as defined and described in the circular of the Company dated 24 November 2011 (the “**Circular**”), a copy of the Circular marked “**A**” together with a copy of the Agreement marked “**B**” being tabled before the meeting and initialled by the chairman of the meeting for identification purpose, and all transactions contemplated thereunder and in connection therewith and any other ancillary documents be and are hereby approved, confirmed and ratified and 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 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.”

By Order of the Board  
**APT Satellite Holdings Limited**  
**Dr. Brian Lo**  
*Company Secretary*

Hong Kong, 24 November 2011

*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. The ordinary resolution to be considered at the special general meeting of the Company will be determined by poll. On voting by poll, each member shall have one vote for each share held in the Company.
2. A member of the Company who is entitled to attend and vote at the special general meeting of the Company is entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy. A proxy need not be a member of the Company.
3. A form of proxy for use at the special general meeting of the Company has been sent to the shareholder and such form is also published on the websites of Hong Kong Exchanges and Clearing Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.apstar.com](http://www.apstar.com)) respectively.
4. 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 thereof 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, not less than forty-eight (48) hours before the time appointed for holding the special general meeting of the Company or any adjourned meeting thereof (as the case may be) and in default thereof the form of proxy shall not be treated as valid.
5. Completion and return of the form of proxy shall not preclude a member of the Company from attending and voting in person at the special general meeting of the Company and in such event, the instrument appointing a proxy shall be deemed to be revoked.

List of all directors of the Company as of the date of this notice:

*Executive Directors:*

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

*Non-executive Directors:*

Lei Fanpei (*Chairman*), Lim Toon, Yin Yen-liang, Wu Zhen Mu, Yong Foo Chong, Zhuo Chao and Tseng Ta-mon (*Alternate Director to Yin Yen-liang*)

*Independent Non-executive Directors:*

Lui King Man, Lam Sek Kong and Cui Ligu