



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

**FORM OF PROXY FOR USE AT THE ANNUAL GENERAL MEETING  
TO BE HELD ON 24 MAY 2011**

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 Annual General Meeting of the  
Company and at any adjournment thereof on the resolutions set out in the Notice convening the Meeting as indicated  
hereunder<sup>4</sup>.

	<b>Resolutions</b>	<b>For<sup>4</sup></b>	<b>Against<sup>4</sup></b>
1.	To receive the audited consolidated financial statements and the reports of the Directors and the auditors of the Company for the year ended 31 December 2010.		
2.	(i) To re-elect the following directors of the Company		
	(a) Mr. Zhuo Chao	(a)	(a)
	(b) Mr. Cui Liguo	(b)	(b)
	(c) Mr. Qi Liang	(c)	(c)
	(d) Mr. Wu Zhen Mu	(d)	(d)
	(ii) To authorise the Board of Directors to fix the Directors’ remuneration.		
3.	To re-appoint Messrs. KPMG as the auditors of the Company and to authorise the Board of Directors to fix their remuneration.		
4.	To pass the ordinary resolution number 4 as set out in the Notice convening the 2011 Annual General Meeting to grant a repurchase mandate to the Directors to purchase issued shares of the Company.		
5.	To pass the ordinary resolution number 5 as set out in the Notice convening the 2011 Annual General Meeting to grant a general mandate to the Directors to allot, issue and deal with the additional shares of the Company.		
6.	To pass the ordinary resolution number 6 as set out in the Notice convening the 2011 Annual General Meeting to extend the general mandate on the issue of additional shares.		
7.	To pass the ordinary resolution number 7 as set out in the Notice convening the 2011 Annual General Meeting to approve the bonus issue of shares of the Company.		
8.	To pass the ordinary resolution number 8 as set out in the Notice convening the 2011 Annual General Meeting for the increase of the authorised share capital of the Company.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2011. Signature(s)<sup>5</sup> \_\_\_\_\_

**Notes:**

- Full name(s) and the address(es) to be inserted in **BLOCK CAPITALS**.
- 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 any proxy other than the Chairman is preferred, strike out “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 INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR OR AGAINST THE RESOLUTIONS, 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 resolutions or to abstain from voting. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those referred to in the Notice convening the Meeting.
- 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.
- 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 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong, not less than 48 hours before the time appointed for the Meeting or adjourned meeting (as the case may be).
- In the 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 Meeting personally or by proxy, only the person whose name stands first in the Register of Members is entitled to vote in respect thereof.
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the Annual General Meeting if you so wish.