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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, 22 Dai Kwai Street, Tai Po Industrial Estate, Tai Po, New Territories, Hong Kong on Tuesday, 25 September 2012 at 11:00 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 launch services contract (the “**Launch Services Contract**”) entered into on 17 August 2012 between APT Satellite Company Limited (“**APT (HK)**”), a wholly-owned subsidiary of the Company and China Great Wall Industry Corporation in respect of the provision of launch and associated services for a satellite to be designated and supplied by APT (HK) on Long March 3B enhanced version (LM-3B/E) launch vehicle at Xichang Satellite Launch Centre at Xichang in Sichuan Province, the PRC and other launch-related optional services, as defined and described in the circular of the Company dated 7 September 2012 (the “**Circular**”), a copy of the Circular marked “**A**” together with a copy of the Launch Services Contract marked “**B**” being tabled before the meeting and initialed by the chairman of the meeting for identification purpose, and the transactions contemplated thereunder and in connection therewith be and are hereby approved, confirmed and ratified and the directors of the Company be and are hereby authorised to do all such 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 for the purposes of and in connection with the implementation and/or give full effect to any matters relating to the Launch Services Contract and the transactions contemplated thereunder.”

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

Hong Kong, 7 September 2012

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 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 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 is enclosed herewith 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.
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 or any adjourned meeting thereof (as the case maybe) and in default thereof the form of proxy shall not be treated as valid.
5. Completion and return of an instrument appointing a proxy shall not preclude a member of the Company from attending and voting in person at the special general meeting and in such event, the instrument appointing a proxy shall be deemed to be revoked.
6. As at the date of this notice, the board of the Company comprises thirteen directors with Mr. Cheng Guangren (President) and Mr. Qi Liang (Vice President) as executive Directors; Mr. Lei Fanpei (Chairman), Mr. Lim Toon, Dr. Yin Yen-liang, Mr. Yong Foo Chong, Mr. Zhuo Chao, Mr. Fu Zhiheng and Mr. Tseng Ta-mon (Alternate Director to Dr. Yin Yen-liang) as non-executive Directors and Dr. Lui King Man, Dr. Lam Sek Kong, Mr. Cui Liguang and Dr. Meng Xingguo as independent non-executive Directors.