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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** about this circular or as to the action to be taken, you should consult your stockbroker, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in APT Satellite Holdings Limited (the “Company”), you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss however arising from or in reliance upon the whole or any part of the contents of this circular.

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**APT SATELLITE HOLDINGS LIMITED**

*(Incorporated in Bermuda with limited liability)*

(Stock code: 1045)

**PROPOSALS FOR GENERAL MANDATES  
TO REPURCHASE SHARES AND TO ISSUE NEW SHARES  
AND  
PROPOSED RE-ELECTION OF RETIRING DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening an Annual General Meeting of APT Satellite Holdings Limited to be held at its principal place of business, 22 Dai Kwai Street, Tai Po Industrial Estate, Tai Po, New Territories, Hong Kong on Thursday, 23 May 2013 at 11:00 a.m. is set out on pages 11 to 14 of this circular. In the event that you are not able to attend the Annual General Meeting, please complete and sign the accompanying form of proxy in accordance with the instructions printed thereon and return it to 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 holding of the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the Annual General Meeting or any adjourned meeting if they so wish.

19 April 2013

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## DEFINITIONS

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*In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:*

“Annual General Meeting”	the annual general meeting of the Company to be held at its principal place of business, 22 Dai Kwai Street, Tai Po Industrial Estate, Tai Po, New Territories, Hong Kong on Thursday, 23 May 2013 at 11:00 a.m. or any adjournment thereof
“Board”	the board of Directors
“Share Repurchase Rules”	provisions contained in the Listing Rules to regulate the repurchase of shares by companies with primary listings on the Stock Exchange of their own securities on the Stock Exchange
“Repurchase Mandate”	as defined in the Letter from the Chairman
“Bye-laws”	Bye-laws of the Company currently in force
“Company”	APT Satellite Holdings Limited, a company incorporated in Bermuda with limited liability, the shares of which are listed on the main board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	15 April 2013, being the latest practicable date prior to the printing of this circular for ascertaining certain information referred to in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended from time to time
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong, as amended from time to time
“Share(s)”	ordinary share(s) of HK\$0.10 each in the capital of the Company or if there has been a subsequent subdivision, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary equity share capital of the Company
“Shareholder(s)”	the holder(s) of Share(s)

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## DEFINITIONS

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“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Repurchases issued by the Securities and Futures Commission in Hong Kong, as amended from time to time
“%”	per cent

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## LETTER FROM THE CHAIRMAN

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# APT SATELLITE HOLDINGS LIMITED

*(Incorporated in Bermuda with limited liability)*

(Stock code: 1045)

*Executive Directors:*

Cheng Guangren (*President*)

Qi Liang (*Vice President*)

*Non-executive Directors:*

Lei Fanpei (*Chairman*)

Lim Toon

Yin Yen-liang

Yong Foo Chong

Zhuo Chao

Fu Zhiheng

Tseng Ta-mon (*Alternate director to Yin Yen-liang*)

*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

*Independent Non-executive Directors:*

Lui King Man

Lam Sek Kong

Cui Ligu

Meng Xingguo

19 April 2013

*To the Shareholders*

Dear Sir or Madam,

**PROPOSALS FOR GENERAL MANDATES  
TO REPURCHASE SHARES AND TO ISSUE NEW SHARES  
AND  
PROPOSED RE-ELECTION OF RETIRING DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to provide you with information regarding the resolutions to be proposed at the Annual General Meeting relating to (i) the grant of general mandates to repurchase Shares and to issue new Shares; and (ii) the proposed re-election of the retiring Directors.

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## LETTER FROM THE CHAIRMAN

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### **PROPOSED GENERAL MANDATE TO REPURCHASE SHARES**

An ordinary resolution will be proposed at the Annual General Meeting to grant the Directors of the Company a general mandate to exercise the powers to repurchase the Company's Shares up to 10% of the issued and fully paid-up share capital of the Company as at the date of passing of such resolution (i.e. 62,180,700 Shares on the basis that no further Shares will be issued or repurchased from the Latest Practicable Date up to the date of the Annual General Meeting). An explanatory statement as required under the Share Repurchase Rules to provide the requisite information of the general mandate to repurchase Shares is set out in Appendix I hereto.

### **PROPOSED GENERAL MANDATE TO ISSUE NEW SHARES**

Two ordinary resolutions will also be proposed at the Annual General Meeting respectively granting to the Board a general mandate to allot, issue and deal with the Company's Shares not exceeding 20% of the issued share capital of the Company as at the date of passing of the resolution (i.e. 124,361,400 Shares on the basis that no further Shares will be issued or repurchased from the Latest Practicable Date up to the date of the Annual General Meeting) and adding to such general mandate so granted to the Board any Shares representing the aggregate nominal amount of the Shares repurchased by the Company after the granting of the general mandate to repurchase up to 10% of the issued share capital of the Company as at the date of passing of the resolutions.

### **PROPOSED RE-ELECTION OF RETIRING DIRECTORS**

In accordance with the Company's Bye-laws, Mr Yong Foo Chong, Mr Zhuo Chao and Dr Lam Sek Kong shall retire by rotation at the Annual General Meeting. In addition, Mr Meng Xingguo who has been appointed by the Board during the year shall hold office until the Annual General Meeting. All of the above retiring Directors, being eligible, will offer themselves for re-election at the Annual General Meeting.

### **ANNUAL GENERAL MEETING**

The notice of the Annual General Meeting is set out on pages 11 to 14 of this circular.

A form of proxy for use at the Annual General Meeting is enclosed with this circular. 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. If you intend to appoint a proxy to attend the Annual General Meeting, you are requested to complete and sign the form of proxy in accordance with the instructions printed thereon and return it to 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 holding the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the Annual General Meeting or adjourned meeting if you so wish.

### **VOTING BY POLL**

Notwithstanding any provisions contained in the Bye-laws of the Company, in accordance with Rule 13.39(4) of the Listing Rules, the chairman of the Annual General Meeting will direct that each of the proposed resolutions set out in the notice be voted by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted

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## LETTER FROM THE CHAIRMAN

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on by a show of hands. The chairman would explain the detailed procedures for conducting a poll at the commencement of the Annual General Meeting.

On a poll, every Shareholder present in person (or, in the case of a Shareholder being a corporation by its duly authorised representative) or by proxy shall have one vote for every fully paid Share held. A Shareholder present in person (or, in the case of a Shareholder being a corporation by its duly authorised representative) or by proxy who is entitled to more than one vote need not use all his votes or cast all his votes in the same way.

After the conclusion of the Annual General Meeting, the poll results will be published on the websites of Hong Kong Exchanges and Clearing Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and of the Company ([www.apstar.com](http://www.apstar.com)) respectively.

### RECOMMENDATIONS

The Board consider that the proposed granting of general mandates for the Directors to repurchase of Shares and to issue new Shares and proposed re-election of retiring Directors are all in the interests of the Company and its Shareholders as a whole. Accordingly, the Board recommend all Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

Your attention is also drawn to the additional information set out in Appendix I (Explanatory Statement on Share Repurchase) and Appendix II (Details of retiring Directors proposed to be re-elected at the Annual General Meeting) to this circular.

Yours faithfully,  
For and on behalf of the Board  
**Lei Fanpei**  
*Chairman*

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## **APPENDIX I                      EXPLANATORY STATEMENT – SHARE REPURCHASE**

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This Appendix is an explanatory statement, as required by the Listing Rules, to provide requisite information for your consideration of the proposed mandate on repurchase of Shares.

### **1. REASONS FOR SHARE REPURCHASE**

Although the Directors have no present intention of repurchasing any Shares, they believe that the flexibility afforded by the proposed mandate for repurchase of Shares would be in the best interest of the Company and its Shareholders. Such repurchase may, depending on market conditions and funding arrangement at the time, lead to an enhancement of value of the Company and its assets and/or its earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company. At any time in the future when Shares are trading at a discount to their underlying value, the given mandate to repurchase Shares will be beneficial to those Shareholders who retain their investment in the Company since their interest over the assets of the Company in terms of share percentage would increase in proportion to the number of Shares repurchased by the Company.

### **2. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 621,807,000 Shares of HK\$0.10 each.

Subject to the passing of Ordinary Resolution Number 5 at the Annual General Meeting, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 62,180,700 Shares on the basis that no further Shares will be issued or repurchased from the Latest Practicable Date up to the date of the Annual General Meeting.

### **3. FUNDING OF REPURCHASE**

The Directors propose that in repurchasing Shares under the Repurchase Mandate, the Company may only apply funds legally available for such purpose in accordance with the memorandum of association and the Bye-laws of the Company and the laws of Bermuda.

There might be material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the Company's audited financial statements contained in its annual report for the year ended 31 December 2012) in the event that the Repurchase Mandate is to be carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse impact on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.



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**APPENDIX I                      EXPLANATORY STATEMENT – SHARE REPURCHASE**

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**4. MARKET PRICES OF SHARES**

The highest and lowest prices for Shares of the Company traded on the Stock Exchange during each of the previous twelve months were as follows:

	<b>Shares</b>	
	<b>Highest</b>	<b>Lowest</b>
	<i>HK\$</i>	<i>HK\$</i>
<b>2012</b>		
April	2.50	2.10
May	2.37	2.02
June	2.19	1.90
July	2.16	1.82
August	2.15	1.86
September	2.32	1.93
October	2.36	2.10
November	2.24	1.74
December	2.10	1.90
<b>2013</b>		
January	2.50	1.93
February	5.07	2.82
March	5.48	4.40
From 1 April to the Latest Practicable Date	5.48	4.78

**5. DISCLOSURE OF INTERESTS**

The Directors have undertaken to the Stock Exchange that they will exercise the Repurchase Mandate in accordance with the Listing Rules, the laws of Bermuda and the memorandum of association and the Bye-laws of the Company.

If as a result of Share repurchase by the Company, a substantial Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purpose of the Takeovers Code. Accordingly, a Shareholder, or group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholders' interest, could obtain or consolidate control of the Company or become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, APT Satellite International Company Limited ("APT International"), the immediate holding company of the Company is beneficially interested in 321,300,000 Shares, which represents approximately 51.67% of the issued share capital of the Company.

In the event that the Directors should exercise in full the Repurchase Mandate to be granted pursuant to the ordinary resolution to be proposed at the forthcoming Annual General Meeting, the shareholding of APT International would be increased to approximately 57.41% of the issued share capital of the Company. The Directors consider that such repurchase would not give rise to an obligation for APT International to make a mandatory offer under Rule 26 of the Takeovers Code. The Directors have no intention to exercise the Repurchase Mandate to such extent that the public float in the Company would reduce below 25% of the issued share capital of the Company.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their associates (as defined in the Listing Rules) presently intend to sell any Shares to the Company under the Repurchase Mandate in the event that the Repurchase Mandate is approved by the Shareholders.

The Company has not been notified by any connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any Shares, or that they have undertaken not to sell any Shares held by them to the Company in the event that the Repurchase Mandate is approved by its Shareholders.

#### **6. SHARE PURCHASES MADE BY THE COMPANY**

No purchase of the Company's Shares has been made by the Company nor any of its subsidiaries (whether on the Stock Exchange or otherwise) during the six months preceding the Latest Practicable Date.

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## APPENDIX II      DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

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Stated below are the details of the Directors who will retire and be eligible for re-election at the Annual General Meeting according to the Bye-laws of the Company and the Listing Rules:

**Mr YONG Foo Chong**, aged 46, has been appointed as the Non-executive Director of the Company since March 2007. Mr Yong graduated from the National University of Singapore. Mr Yong had worked for Singapore Telecommunications Limited (“SingTel”), the holding company of one of the shareholders of APT Satellite International Company Limited (“APT International”) which is the substantial shareholder of the Company, since 1998, serving in various appointments. Currently, Mr Yong is the Vice President of SingTel Business Sales Division overseeing the ICT and Pay TV businesses for Small and Medium Enterprises in Singapore. Prior to this appointment, Mr Yong was the Vice President & Head of Satellite for SingTel overseeing the fixed and mobile satellite business and infrastructure. He continues to serve as the Director of Singasat Private Limited, a wholly owned subsidiary of SingTel, which is one of the shareholders of APT International. Apart from holding the current appointment with SingTel, Mr Yong is also the Director of APT Satellite Company Limited and APT Satellite Investment Company Limited, which are subsidiaries of the Company. Mr Yong is also the Director of APT International, the substantial shareholder of the Company.

Save as disclosed above, Mr Yong does not hold any other position with the Company and other members of the Company, nor have any directorship in other listed public companies in the last three years. He has no relationship with any Directors, senior management, substantial Shareholder or controlling Shareholder of the Company and does not have any interest in shares of the Company within the meaning of Part XV of the SFO as at the Latest Practicable Date. There is no information which is discloseable nor is/was he involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no other matters which need to be brought to the attention of Shareholders of the Company.

The Company does not have service contract with Mr Yong. The only emolument of Mr Yong in 2012 was director’s fee amounted HK\$50,000.00. Mr Yong’s only emolument in 2013 has not been determined by the Board. The emolument of Mr Yong was made and is to be reviewed annually according to the recommendation to the Board of Directors provided by the Company’s Remuneration Committee in accordance with its Terms of Reference after taking into account of certain determining factors, including the Company’s operation objective and development plan; the managerial organization structure; the financial budget of the Company; the performance and expectation of the relevant person; and the supply and demand situation of the human resources market.

Mr Yong is subject to retirement by rotation and be eligible for re-election at the annual general meeting in accordance with the Bye-laws of the Company.

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## APPENDIX II      DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

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Mr ZHUO Chao, aged 50, has been appointed as the Non-executive Director of the Company since December 2010. Mr Zhuo, graduated from the Science & Technology University for National Defense in 1983 specializing in Radiation Physics, and obtained a Master of Business Administration degree from the Beijing Institute of Technology in 2002, a Research Fellow. Mr Zhuo is currently the Director and General Manager of China Satellite Communications Company Limited (“China Satcom”). China Satcom is one of the shareholders of APT Satellite International Company Limited (“APT International”), the substantial shareholder of the Company. Mr Zhuo is concurrently the General Manager of China Telecommunications Broadcast Satellite Corporation; the Chairman & General Manager of China Direct Broadcast Satellite Company Limited; the Chairman of China Orient Telecomm Satellite Company Limited; and the Director of China DBStar Company Limited. From 1983 to 2006, Mr Zhuo had been working in the 14th Institute of the China Academy of Launch Vehicle Technology (“CALT”) of China Aerospace Science and Technology Corporation (“CASC”) as the Deputy Director, then the Director of the 14th Institute; the Director of the Science and Technology Commission. From 2006 to 2009, he had been the Assistant to the Director, then the Deputy Director of CALT. From 2009 to 2010, Mr Zhuo had been the Head of the Aerospace Technology Application Division of CASC. Since July 2010, he has been appointed as the Director & General Manager of China Satcom. Mr Zhou has extensive experience in corporate management. Mr Zhuo has also been appointed as the Director of APT Satellite Company Limited and APT Satellite Investment Company Limited, which are subsidiaries of the Company. Mr Zhuo has also been appointed as the Director of APT International, the substantial shareholder of the Company.

Save as disclosed above, Mr Zhuo does not hold any other position with the Company and other members of the Company, nor have any directorship in other listed public companies in the last three years. He has no relationship with any Directors, senior management, substantial Shareholder or controlling Shareholder of the Company and does not have any interest in shares of the Company within the meaning of Part XV of the SFO as at the Latest Practicable Date. There is no information which is discloseable nor is/was he involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no other matters which need to be brought to the attention of Shareholders of the Company.

The Company does not have service contract with Mr Zhuo. The only emolument of Mr Zhuo in 2012 was director’s fee amounted HK\$50,000.00. Mr Zhuo’s only emolument in 2013 is director’s fee which has not been determined by the Board. The emolument of Mr Zhuo was made and is to be reviewed annually according to the recommendation to the Board of Directors provided by the Company’s Remuneration Committee in accordance with its Terms of Reference after taking into account of certain determining factors, including the Company’s operation objective and development plan; the managerial organization structure; the financial budget of the Company; the performance and expectation of the relevant person; and the supply and demand situation of the human resources market.

Mr Zhuo is also subject to retirement by rotation and be eligible for re-election at the annual general meeting in accordance with the Bye-laws of the Company.

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**APPENDIX II            DETAILS OF THE RETIRING DIRECTORS PROPOSED TO  
BE RE-ELECTED AT THE ANNUAL GENERAL MEETING**

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**Dr LAM Sek Kong**, aged 53, has been appointed as the Independent Non-executive Director of the Company since July 2007. Dr Lam is a Member of the Nomination Committee of the Company and since 1 January 2010 has been the Chairman of the Nomination Committee. Dr Lam is also a Member of each of the Audit Committee and the Remuneration Committee of the Company. Dr Lam graduated from the University of Hong Kong in 1984. He is a partner of Messrs. S.K. Lam, Alfred Chan & Co. He has been practicing law in Hong Kong since 1987. Dr Lam is a member of the Hong Kong Society of Notary Public, a member of the China Appointed Attesting Officers Association in Hong Kong and a member of the Chartered Institute of Arbitrators (UK). Dr Lam is also admitted as advocate and solicitor of the High Court of Singapore, barrister and solicitor of the Supreme Court of Australian Capital Territory, legal practitioner of the Supreme Court of New South Wales and barrister in federal court of Australia. Dr Lam holds a bachelor degree and a master degree in laws from the University of Hong Kong, a master degree in laws from the University of Peking and a Ph.D. degree in laws from the Tsinghua University.

Save as disclosed above, Dr Lam does not hold any other position with the Company and other members of the Company, nor have any directorship in other listed public companies in the last three years. He has no relationship with any Directors, senior management, substantial Shareholder or controlling Shareholder of the Company and does not have any interest in shares of the Company within the meaning of Part XV of the SFO as at the Latest Practicable Date. There is no information which is discloseable nor is/was he involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no other matters which need to be brought to the attention of Shareholders of the Company.

The Company does not have service contract with Dr Lam. The only emolument of Dr Lam in 2012 was director's fee amounted HK\$200,000.00. Dr Lam's only emolument in 2013 is director's fee which has not been determined by the Board. The emolument of Dr Lam was made and is to be reviewed annually according to the recommendation to the Board of Directors provided by the Company's Remuneration Committee in accordance with its Terms of Reference after taking into account of certain determining factors, including the Company's operation objective and development plan; the managerial organization structure; the financial budget of the Company; the performance and expectation of the relevant person; and the supply and demand situation of the human resources market.

Dr Lam is also subject to retirement by rotation and be eligible for re-election at the annual general meeting in accordance with the Bye-laws of the Company.

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## APPENDIX II      DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

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**Dr Meng Xingguo**, aged 56, has been appointed as Independent Non-executive Director of the Company since July 2012. Dr Meng is a Member of each of the Audit Committee, Nomination Committee and Remuneration Committee of the Company. Dr Meng graduated from the Renmin University of China with a Bachelor degree in Economics in 1982. He then obtained his Master of Finance degree from the Graduate Institute of The People's Bank of China in 1985. He also graduated from the School of Business of Temple University in 1994, with doctorate degree in Business Management. Dr Meng had worked consecutively in the Reinsurance department of head-quarter of The People's Insurance Company (Group) of China Limited, branch and head-quarter of The People's Bank of China, the executive vice president of Allianz Dazhong Life Insurance Co., Ltd. (currently know as the "Allianz China Life Insurance Company Limited") and senior vice president of Sun Life Everbright Life Insurance Company Limited since 1985. After joining Central Huijin Investment Limited in 2006, Dr Meng had served as the director of the insurance division in the department of non-banking financial institutions, and was appointed as a director of China Reinsurance Group Co., Ltd. Dr Meng is also a director of New China Asset Management Co. Ltd., a member of the academic council of Beijing Financial Education Company Limited, and a council member of the China Research Centre for Insurance and Risk Management, Tsinghua University. Dr Meng is also a non-executive director of New China Life Insurance Company Limited, a company listed on The Stock Exchange of Hong Kong (Stock Code: 01336) and the Shanghai Securities Exchange (Stock Code: 601336).

Dr Meng's wife held 292,000 shares of the Company. By virtue of his spouse's interests, Dr Meng was deemed to be interested in the same parcel of shares held by his wife pursuant to Part XV of the SFO. He has no relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders of the Company within the meaning of Part XV of the SFO as at the Latest Practicable Date. Save as disclosed above, there is no information which is discloseable nor is/was he involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no other matters which need to be brought to the attention of the Shareholders of the Company.

The Company does not have a service contract with Dr Meng. The only emolument of Dr Meng in 2012 was director's fee amounted HK\$98,630.14. Dr Meng is only emolument in 2013 has not been determined by the Board. The emolument of Dr Meng was made and is to be reviewed annually according to the recommendation to the Board of Directors provided by the Company's Remuneration Committee in accordance with its Terms of Reference after taking into account of certain determining factors, including the Company's operation objective and development plan; the managerial organization structure; the financial budget of the Company; the performance and expectation of the relevant person; and the supply and demand situation of the human resources market.

Dr Meng is also subject to retirement by rotation and be eligible for re-election at the annual general meeting in accordance with the Bye-laws of the Company.

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## NOTICE OF ANNUAL GENERAL MEETING

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# APT SATELLITE HOLDINGS LIMITED

*(Incorporated in Bermuda with limited liability)*

(Stock code: 1045)

**NOTICE IS HEREBY GIVEN** that an annual 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 Thursday, 23 May 2013 at 11:00 a.m. for the following purposes:

### **ORDINARY BUSINESS**

1. To receive and consider the audited consolidated financial statements and the reports of the Directors and the auditors of the Company for the year ended 31 December 2012.
2. To declare a final dividend of HK4.00 cents per share for the year ended 31 December 2012.
3. To re-elect Directors and to authorise the Board of Directors to fix the Directors’ remuneration.
4. To re-appoint the auditors of the Company and to authorise the Board of Directors to fix their remuneration.

### **SPECIAL BUSINESS**

5. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

**“THAT**

- (a) subject to paragraph (b) of this Resolution, the exercise by the Directors during the Relevant Period (as defined in paragraph (c) of this Resolution) of all the powers of the Company to purchase shares of HK\$0.10 each in the capital of the Company be and is hereby generally and unconditionally approved;
- (b) the total nominal amount of the shares to be purchased pursuant to the approval in paragraph (a) above shall not exceed 10% of the total nominal amount of the share capital of the Company in issue as at the date of passing this Resolution and the said approval shall be limited accordingly; and
- (c) for the purpose of this Resolution, “Relevant Period” means the period from the passing of this Resolution until whichever is the earlier of:
  - (i) the conclusion of the next annual general meeting of the Company;
  - (ii) the revocation or variation of the authority given under this Resolution by ordinary resolution of the shareholders in general meeting; or

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## NOTICE OF ANNUAL GENERAL MEETING

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- (iii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or any applicable laws to be held.”
6. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

**“THAT**

- (a) subject to paragraph (b) of this Resolution, the exercise by the Directors of the Company during the Relevant Period (as defined in paragraph (c) of this resolution) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements or options which may require the exercise of such powers either during or after the Relevant Period, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of the share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) of this Resolution, otherwise than pursuant to:
  - (i) a Right Issue (as defined in paragraph (d) of this resolution); or
  - (ii) any exercise of subscription or conversion rights under any warrants of the Company, or any securities which are convertible into shares of the Company, or any share option scheme or similar arrangement for the time being adopted by the Company for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries and/or any eligible grantee pursuant to the scheme of shares or rights to acquire shares in the Company; or
  - (iii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the bye-laws of the Company,

shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this Resolution and the said approval shall be limited accordingly;

- (c) for the purpose of this Resolution, “Relevant Period” means the period from the date of the passing of this resolution until whichever is the earlier of:
  - (i) the conclusion of the next annual general meeting of the Company;
  - (ii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders of the Company in general meeting; or



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## NOTICE OF ANNUAL GENERAL MEETING

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- (iii) the expiration of the period within which the next annual general meeting is required by the bye-laws of the Company or any other applicable laws to be held; and
  - (d) for the purpose of this Resolution, “Right Issue” means an offer of shares open for a period fixed by the Directors to shareholders on the register of members of the Company on a fixed record date in proportion to their then holding of shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange).”
7. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** the general mandate granted to the Directors of the Company to exercise the powers of the Company to issue, allot and deal with additional shares pursuant to Resolution No. 6 above be and is hereby extended by the addition to the total nominal amount of share capital and any shares which may be issued, allotted or agreed conditionally or unconditionally to be allotted by the Directors of the Company pursuant to such general mandate an amount representing the total nominal amount of shares in the capital of the Company which has been purchased by the Company since the granting of such general mandate pursuant to Resolution No. 5 above, provided that such amount shall not exceed 10% of the total nominal amount of the share capital of the Company in issue as at the date of passing this Resolution.”

By Order of the Board  
**Dr Lo Kin Hang, Brian**  
*Company Secretary*

Hong Kong, 19 April 2013

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## NOTICE OF ANNUAL GENERAL MEETING

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*Notes:*

- (a) All the resolutions at the Annual General Meeting will be taken by poll (except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Listing Rules and the results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company respectively.
- (b) A member entitled to attend and vote at the Annual General Meeting is entitled to appoint one or, if he is the holder of two or more shares, more proxies to attend and vote in his/her stead. A proxy need not be a member of the Company. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
- (c) In order to be valid, the form of proxy 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, 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 of the meeting or adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude the shareholders of the Company from attending and voting in person at the Annual General Meeting or adjourned meeting if they so wish.
- (d) The form of proxy for use in connection with the Annual General Meeting is enclosed 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.
- (e) For determining the entitlement to attend and vote at the above meeting, the Register of Members of the Company will be closed from Tuesday, 21 May 2013 to Thursday, 23 May 2013, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the Annual General Meeting, all transfer documents accompanied by the relevant share certificates must be lodged 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 for registration not later than 4:30 p.m. on Monday, 20 May 2013.
- (f) For determining the entitlement to the proposed final dividend, the Register of Members of the Company will be closed from Thursday, 13 June 2013 to Friday, 14 June 2013 both dates inclusive, during which period no transfer of shares will be registered. In order to qualify for the proposed final dividend, all transfer documents accompanied by the relevant share certificates must be lodged 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 for registration not later than 4:30 p.m. on Tuesday, 11 June 2013.