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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 in Hong Kong, 22 Dai Kwai Street, Tai Po Industrial Estate, Tai Po, New Territories, Hong Kong on Monday, 23 October 2017, at 11:00 a.m. or at any adjournment thereof for the purpose of considering and, if thought fit, passing the following resolutions, with or without amendments, as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. “**THAT:**

- (a) the loan agreement dated 11 September 2017 (the “**Loan Agreement**”) entered into between APT Satellite Company Limited (“**APT**”), APT Mobile Satcom (HK) Limited (the “**Borrower**”), 亞太衛星通信(深圳)有限公司 (APT Satellite (Shenzhen) Limited*) and APT Mobile Satcom Limited (“**APMS**”) in respect of the provision of an unsecured loan in the principal amount of HK\$345,462,920.30 to be provided by APT to the Borrower, as defined and described in the circular of the Company dated 3 October 2017 (the “**Circular**”), a copy of the Loan Agreement marked “**A**” being tabled before the meeting and initialled 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

* For identification purpose only

- (b) 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 for the purposes of and in connection with the implementation and/or give full effect to any matters relating to the Loan Agreement and the transactions contemplated thereunder.”

2. **“THAT:**

- (a) the master service agreement dated 11 September 2017 (the “**Master Agreement**”) entered into between APT and APMS in respect of the provision of certain project management and technical consultancy services by APT to APMS, as defined and described in the Circular, a copy of the Master Agreement (with the form of the Consultancy Agreement (as defined and described in the Circular) included therein) marked “**B**” being tabled before the meeting and initialled by the chairman of the meeting for identification purpose, and the transactions contemplated thereunder and in connection therewith (including the entering into of the Consultancy Agreement by APT or its designated subsidiary) be and are hereby approved, confirmed and ratified; and
- (b) 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 for the purposes of and in connection with the implementation and/or give full effect to any matters relating to the Master Agreement, the Consultancy Agreement and the transactions contemplated thereunder.”

By Order of the Board
APT Satellite Holdings Limited
Tsang Chi Tat
Company Secretary

Hong Kong, 3 October 2017

Registered office:
Clarendon House
2 Church Street
Hamilton, HM 11
Bermuda

Head office and principal place of business in Hong Kong:
22 Dai Kwai Street
Tai Po Industrial Estate
Tai Po
New Territories
Hong Kong

Notes:

1. The ordinary resolutions to be considered at the special general meeting will be determined by poll pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited. On voting by poll, each member shall have one vote for each share held in the Company. The results of the poll will be published on the website of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (www.apstar.com) respectively.
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 Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, not later than 11:00 a.m. on Saturday, 21 October 2017 or not less than 48 hours before the time appointed for holding the special general meeting 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. For the purpose of determining the entitlement to attend and vote at the special general meeting, the register of members of the Company will be closed from Wednesday, 18 October 2017 to Monday, 23 October 2017 (both days inclusive), during which period no transfer of shares will be effected. Members of the Company whose names appear on the register of members of the Company at the close of business on Tuesday, 17 October 2017 will be entitled to attend and vote at the special general meeting. In order to be entitled to attend and vote at the special general meeting, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Tuesday, 17 October 2017.
6. 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.
7. As at the date of this notice, the board of the Company are Mr. Cheng Guangren (President) and Mr. Qi Liang (Vice President) as Executive Directors; Mr. Yuan Jie (Chairman), Mr. Lim Toon, Dr. Yin Yen-liang, Mr. Li Zhongbao, Mr. Fu Zhiheng, Mr. Lim Kian Soon 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 Ligu and Dr. Meng Xingguo as independent Non-executive Directors.
8. If tropical cyclone warning signal number 8 or above, or a black rainstorm warning signal is in effect any time and remains in force 2 hours before the time of the special general meeting on the date of the special general meeting, the special general meeting will be postponed. The Company will publish an announcement on the website of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (www.apstar.com) respectively to notify the shareholders of the Company of the date, time and place of the rescheduled meeting.
9. References to time and dates are to Hong Kong time and dates.