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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, 21 December 2020, 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

- (a) the investment and cooperation agreement (the “**Investment and Cooperation Agreement**”) entered into on 6 November 2020 between APT Satellite Company Limited, a wholly-owned subsidiary of the Company (“**APT (HK)**”), 中國空間技術研究院 (China Academy of Space Technology), China Great Wall Industry (Hong Kong) Corp. Limited (the “**Contractor**”), and 中國運載火箭技術研究院 (China Academy of Launch Vehicle Technology) for the establishment of 亞太星聯衛星有限公司 (APSTAR Alliance Satcom Limited) (tentative name which is subject to registration in the Hong Kong Companies Registry) (the “**Joint Venture**”), which will procure and launch the APSTAR-6E satellite consisting of 25 forward link transponders and 25 return link transponder (the “**APSTAR 6E Satellite**”) and use it to provide satellite telecommunication services in Asia Pacific region, as defined and described in the circular of the Company dated 3 December 2020 (the “**Circular**”), a copy of the Circular marked “**A**” together with a copy of the Investment and Cooperation Agreement 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 director(s) of the Company (the “**Director(s)**”) 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 Investment and Cooperation Agreement and the transactions contemplated thereunder;

* For identification purposes only

- (b) the satellite contract (the “**Satellite Contract**”) entered into on 6 November 2020 between APT (HK) and the Contractor in respect of the manufacturing, delivery and launching of the APSTAR 6E Satellite, a copy of the Satellite Contract marked “**C**” 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 Director(s) 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 Satellite Contract and the transactions contemplated thereunder; and
- (c) the novation agreement (the “**Novation Agreement**”) to be entered into between APT (HK), the Joint Venture and the Contractor upon the establishment of the Joint Venture, under which all obligations and rights of APT (HK) under the Satellite Contract shall be assigned and transferred to the Joint Venture, a copy of the Novation Agreement marked “**D**” 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 and confirmed and the Director(s) 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 Novation Agreement and the transactions contemplated thereunder.”

By Order of the Board
APT Satellite Holdings Limited
Lau Tsui Ling Shirley
Company Secretary

Hong Kong, 3 December 2020

Registered office:

Clarendon House
2 Church Street
Hamilton, HM 11Bermuda

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 resolution to be considered at the special general meeting will be determined by poll pursuant to the Rules Governing the Listing of Securities of 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 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, not later than 11:00 a.m. on Saturday, 19 December 2020 (i.e. 48 hours before the time appointed for holding the special general meeting or any adjourned meeting thereof) 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, 16 December 2020 to Monday, 21 December 2020 (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, 15 December 2020 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 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Tuesday, 15 December 2020.
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. Li Zhongbao (Chairman), Mr. Lim Toon, Dr. Yin Yen-liang, Mr. Fu Zhiheng, Mr. Lim Kian Soon, Mr. He Xing 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.