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ASIASAT

ASIA SATELLITE TELECOMMUNICATIONS HOLDINGS LIMITED

亞洲衛星控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 1135)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Special General Meeting (the “SGM”) of Asia Satellite Telecommunications Holdings Limited (the “Company”) will be held at 12/F, Harbour Centre, 25 Harbour Road, Wanchai, Hong Kong on Friday, 23 August 2019 at 10:00 a.m. (Hong Kong time) (or as soon as the Court Meeting (as defined in the Scheme (as defined below), convened by direction of the Supreme Court of Bermuda for the same place and day, shall have been concluded or adjourned, whichever is the later) for the purpose of considering and, if thought fit, passing the following resolutions:

SPECIAL RESOLUTION

“THAT:

- (A) subject to the approval of the scheme of arrangement between the Company and the holders of the Scheme Shares (as defined in the Scheme) in the form of the print thereof, which has been produced to this meeting and for the purposes of identification initialled by the chairman of this meeting, or in such other form and on such terms and conditions as may be approved by the Supreme Court of Bermuda (the “Scheme”) by the Scheme Shareholders (as defined in the Scheme) and the Disinterested Scheme Shareholders (as defined in the Scheme) at the Court Meeting, for the purpose of giving effect to the Scheme, on the Effective Date (as defined in the Scheme):
- (i) the reduction of the issued share capital of the Company as a result of the cancellation of the Scheme Shares; and
 - (ii) the application by the Company of the credit arising in its books of account as a result of the reduction of capital referred to in sub-paragraph (i) above to a reserve account in the books of account of the Company;

be and is hereby approved.

- (B) subject to the Scheme taking effect, the directors of the Company be and are hereby authorised to make application to The Stock Exchange of Hong Kong Limited (hereinafter called the “**Stock Exchange**”) for the withdrawal of the listing of the Shares (as defined in the Scheme) on the Stock Exchange; and
- (C) the directors of the Company be and hereby authorised to do all other acts and things as considered by them to be necessary or desirable in connection with the implementation of the Scheme, including (without limitation) the giving of consent to any modifications of, or additions to, the Scheme, which the Supreme Court of Bermuda may see fit to impose and to do all other acts and things as considered by them to be necessary or desirable in connection with the implementation of the Scheme and the Proposal (as defined in the document of which the notice of this resolution forms part).”

ORDINARY RESOLUTION

“**THAT** the roll-over arrangements between the Offeror and the Participating Management Shareholders (as defined in the Scheme) under the roll-over agreement entered into among them on 25 June 2019 is hereby approved.”

By Order of the Board
Sue YEUNG
Company Secretary

Hong Kong, 31 July 2019

Principal Office in Hong Kong:
12/F, Harbour Centre
25 Harbour Road
Wanchai
Hong Kong

Notes:

1. A member entitled to attend and vote at the SGM is entitled to appoint one or more proxies to attend and, on a poll, vote instead of him. A proxy need not be a member of the Company.
2. A form of proxy for the SGM is enclosed and such form is also published on the website of the Stock Exchange (www.hkxnews.hk).
3. To be valid, a form of proxy must be delivered to the Company’s branch share registrar, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, not later than 10:00 a.m. (Hong Kong time) on Wednesday, 21 August 2019. If a proxy form is signed under a power of attorney, the power of attorney or other authority relied on to sign (or a copy which has been certified by a notary or an office copy) must be delivered to the Company’s branch share registrar with the proxy form, except that the power of attorney which has already been registered with the Company need not be so delivered. Proxy forms sent electronically or by any other data transmission process will not be accepted. **Completion and return of a proxy form will not preclude a member from attending in person and voting at the SGM or any adjournment thereof should he so wish, and in such event, the form of proxy shall be deemed to be revoked.**

4. For the purpose of ascertaining members' entitlement to attend and vote at SGM, the registers of members of the Company in Hong Kong and Bermuda will be closed from Monday, 19 August 2019 to Friday, 23 August 2019 (both days inclusive), during which period no transfer of shares in the Company will be effected. In order to be eligible to attend and vote at the SGM, all duly completed share transfer forms, accompanied by the relevant share certificates, must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, no later than 4:30 p.m. (Hong Kong time) on Friday, 16 August 2019.

As at the date of this announcement, the Board comprises 10 directors. The Executive Director is Dr. Roger Shun-hong TONG. The Non-executive Directors are Mr. Gregory Michael ZELUCK (Chairman), Mr. LIU Zhengjun (Deputy Chairman), Mr. LUO Ning, Dr. DING Yucheng, Mr. Herman CHANG Hsiunguo and Mr. FAN Jui-Ying. The Independent Non-executive Directors are Mr. Marcel R. FENEZ, Mr. Steven R. LEONARD and Ms. Philana Wai Yin POON. The Alternate Director is Mr. CHONG Chi Yeung (alternate to Mr. LUO Ning).