



# ASIA SATELLITE TELECOMMUNICATIONS HOLDINGS LIMITED

亞洲衛星控股有限公司  
(Incorporated in Bermuda with limited liability)  
(Stock Code: 1135)

IN THE SUPREME COURT OF BERMUDA, CIVIL JURISDICTION  
2007: No. 57  
IN THE MATTER OF  
ASIA SATELLITE TELECOMMUNICATIONS HOLDINGS LIMITED  
and  
IN THE MATTER OF SECTION 99 OF THE COMPANIES ACT 1981

## NOTICE OF COURT MEETING

**NOTICE IS HEREBY GIVEN** that, by an Order dated 15 March 2007 (the "Order") made in the above matter, the Court has directed Asia Satellite Telecommunications Holdings Limited (the "Company") to convene a meeting (the "Court Meeting") of the Scheme Shareholders (as defined in the Scheme mentioned below), for the purpose of considering and, if thought fit, approving (with or without modification(s)) a scheme of arrangement (the "Scheme") proposed to be made between the Company and the Scheme Shareholders and that such Court Meeting will be held at 17/F The Lee Gardens, 33 Hysan Avenue, Causeway Bay, Hong Kong on Tuesday, 24 April 2007 at 10.00 a.m. (Hong Kong time) at which place and time all the Scheme Shareholders are requested to attend.

A copy of the Scheme and a copy of the explanatory statement required to be furnished pursuant to section 100 of the Companies Act of Bermuda are incorporated in the printed document despatched to the Scheme Shareholders (the "Document"). A copy of the Document can also be obtained by Scheme Shareholders from the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Rooms 1806-1807, 18th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong SAR during normal working hours on any day (other than a Saturday, Sunday or public holiday in Hong Kong or Bermuda (as the case may be)) prior to 31 October 2007.

The Scheme Shareholders may vote in person at the Court Meeting or they may appoint another person, whether a member of the Company or not, as their proxy to attend and vote in their stead. A pink form of proxy for use at the Court Meeting is enclosed with the Document.

In the case of joint holders of a share, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s), and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the relevant joint shareholding.

It is requested that forms appointing proxies be lodged with Computershare Hong Kong Investor Services Limited, the branch share registrar and transfer office of the Company in Hong Kong, at Rooms 1806-1807, 18th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong SAR, not later than 48 hours before the time appointed for the Court Meeting, but if the forms are not so lodged they may be handed to the chairman of the Court Meeting at the Court Meeting. Completion and return of the Form of Proxy shall not preclude a Scheme Shareholder from attending and voting in person at the Court Meeting and, in such event, the form of proxy shall be deemed to have been revoked.

By the Order, the Court has appointed Mr. Peter E. Jackson, a director of the Company, or failing him, Mr. William Wade, also a director of the Company, or failing him, any other person who is a director of the Company as at the date of the Order to act as the chairman of the Court Meeting and the Court has also directed the chairman of the Court Meeting to report the result thereof to the Court.

The Scheme will be subject to the subsequent approval of the Court as set out in the explanatory statement contained in the Document.

Dated this 19 day of March 2007

**Conyers Dill & Pearman**  
Clarendon House  
2 Church Street  
Hamilton HM11  
Bermuda

*Attorneys for the Company*

## NOTICE OF SPECIAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that a Special General Meeting of Asia Satellite Telecommunications Holdings Limited (the "Company") will be held at 17/F The Lee Gardens, 33 Hysan Avenue, Causeway Bay, Hong Kong on Tuesday, 24 April 2007 at 10:30 a.m. (or so soon thereafter as the meeting of the Scheme Shareholders (as defined in the Scheme set out in the printed document despatched to the Scheme Shareholders (the "Document"), convened pursuant to the direction of the Supreme Court of Bermuda for the same place and day shall have been concluded or concluded after any adjournment of such meeting) for the purpose of considering and, if thought fit, passing the following resolution which will be proposed as a Special Resolution, with or without modification:

### SPECIAL RESOLUTION

**"THAT**

- (a) the scheme of arrangement dated 19 March 2007 (the "Scheme") 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 signed by the chairman of this meeting, subject to any modifications, additions or conditions as may be approved or imposed by the Supreme Court of Bermuda, be and is hereby approved;
- (b) for the purpose of giving effect to the Scheme, on the Effective Date (as defined in the Scheme):
  - (i) the authorised and issued share capital of the Company be reduced by cancelling and extinguishing the Scheme Shares;
  - (ii) subject to and forthwith upon the said reduction of share capital taking effect, the issued share capital of the Company shall be increased to its former amount by the creation of such number of New AsiaSat Shares (as defined in the Scheme) as is equal to the number of Scheme Shares cancelled pursuant to sub-paragraph (i) above;
  - (iii) the Company shall apply the credit arising in its books of account as a result of the reduction of capital referred to in such sub-paragraph (i) above in paying up in full at par the New AsiaSat Shares which shall be allotted and issued credited to the Offeror (as defined in the Scheme) as fully paid; and
- (c) the directors of the Company be and are hereby authorised to do all acts and things necessary or desirable in connection with the implementation of the Scheme, including (without limitation) the giving, on behalf of the Company, of consent to any modification of, or addition to, the Scheme, which the Supreme Court of Bermuda may see fit to impose."

Dated: 19 March 2007

*Registered office:*  
Canon's Court  
22 Victoria Street  
Hamilton HM12  
Bermuda

*Principal place of business in Hong Kong:*  
17th Floor, The Lee Gardens  
33 Hysan Avenue  
Causeway Bay  
Hong Kong

By Order of the Board  
**Asia Satellite Telecommunications Holdings Limited**  
**Sue Yeung**  
*Company Secretary*

*Notes:*

- (i) A member entitled to attend and vote at the Special General Meeting is entitled to appoint one or more proxies to attend and, on a poll, to vote instead of him. A proxy need not be a member of the Company.
- (ii) A white form of proxy for use at the Special General Meeting is enclosed with the Document.
- (iii) To be valid, the white form of proxy for the Special General Meeting, together with the power of attorney or other authority (if any) under which it is signed or a notorially certified copy thereof, must be deposited with Computershare Hong Kong Investor Services Limited, the branch share registrar and transfer office of the Company in Hong Kong, at Rooms 1806-1807, 18th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the Special General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude a member from attending the Special General Meeting and voting in person if he so wishes. In the event that a member attends the Special General Meeting after having lodged the Form of Proxy, his form of proxy will be deemed to have been revoked.
- (iv) In the case of joint holders of a share, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s) and, for this purpose, seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the relevant joint holding.
- (v) The register of members will be closed from 4:30 p.m. on Friday, 20 April 2007 to Tuesday, 24 April 2007 (inclusive) during which period no transfer of shares will be registered. In order to be entitled to attend and vote at the Special General Meeting, all transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Friday, 20 April 2007.