

ASIA SATELLITE TELECOMMUNICATIONS HOLDINGS LTD  
Form SC 13D  
April 09, 2007

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

SCHEDULE 13D  
UNDER THE SECURITIES EXCHANGE ACT OF 1934  
(AMENDMENT NO. \_\_\_\_)

ASIA SATELLITE TELECOMMUNICATIONS HOLDINGS LIMITED

-----  
(Name of Issuer)

COMMON STOCK, PAR VALUE \$0.10 PER SHARE

-----  
(Title of class of securities)

763991-02-3

-----  
(CUSIP Number)

JOHN W. CAMPO, JR.  
MANAGING DIRECTOR & GENERAL COUNSEL  
GE CAPITAL EQUITY HOLDINGS, INC.  
201 MERRITT 7  
NORWALK, CT 06851  
(203) 229-5062

with a copy to:

JOSEPH T. VERDESCA  
WEIL, GOTSHAL & MANGES LLP  
767 FIFTH AVENUE  
NEW YORK, NEW YORK 10153  
(212) 310-8000

-----  
(Name, Address and Telephone Number of Person Authorized to  
Receive Notices and Communications)

MARCH 29, 2007

-----  
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of ss.ss. 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. .

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See ss. 240.13d-7 for other parties to whom copies are to be sent.



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1 NAME OF REPORTING PERSON GE Pacific-2 Holdings, Inc.  
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY) 20-8691766

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)   
 (see instructions) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (see instructions) N/A

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS   
 REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware

|                          |    |                          |             |
|--------------------------|----|--------------------------|-------------|
| NUMBER OF<br>SHARES      | 7  | SOLE VOTING POWER        | 0           |
| BENEFICIALLY<br>OWNED BY | 8  | SHARED VOTING POWER      | 268,905,000 |
| EACH<br>REPORTING        | 9  | SOLE DISPOSITIVE POWER   | 0           |
| PERSON WITH              | 10 | SHARED DISPOSITIVE POWER | 268,905,000 |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON 268,905,000

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)   
 EXCLUDES CERTAIN SHARES (see instructions)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 68.9%

14 TYPE OF REPORTING PERSON (see instructions) CO

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1      NAME OF REPORTING PERSON      GE Pacific-3 Holdings, Inc.  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)      20-8785927

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2      CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP      (a)   
(see instructions)      (b)

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3      SEC USE ONLY

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4      SOURCE OF FUNDS (see instructions)      N/A

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5      CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS        
REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

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6      CITIZENSHIP OR PLACE OF ORGANIZATION      Delaware

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|              |    |                          |             |
|--------------|----|--------------------------|-------------|
| NUMBER OF    | 7  | SOLE VOTING POWER        | 0           |
| SHARES       |    |                          |             |
| BENEFICIALLY | 8  | SHARED VOTING POWER      | 268,905,000 |
| OWNED BY     |    |                          |             |
| EACH         | 9  | SOLE DISPOSITIVE POWER   | 0           |
| REPORTING    |    |                          |             |
| PERSON WITH  | 10 | SHARED DISPOSITIVE POWER | 268,905,000 |

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11      AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON      268,905,000

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12      CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)        
EXCLUDES CERTAIN SHARES (see instructions)

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13      PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)      68.9%

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14      TYPE OF REPORTING PERSON (see      CO  
instructions)

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1      NAME OF REPORTING PERSON      GE International Holdings Inc.  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)      87-0792745

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2      CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP      (a)   
(see instructions)      (b)

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|                       |  |   |
|-----------------------|--|---|
| 3                     | SEC USE ONLY   |   |
| 4                     | SOURCE OF FUNDS (see instructions)   | N/A   |
| 5                     | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)   | <input type="checkbox"/>  |
| 6                     | CITIZENSHIP OR PLACE OF ORGANIZATION   | Delaware  |
| 7                     | SOLE VOTING POWER  | 0   |
| 8                     | SHARED VOTING POWER  | 268,905,000   |
| 9                     | SOLE DISPOSITIVE POWER   | 0   |
| 10                    | SHARED DISPOSITIVE POWER   | 268,905,000   |
| 11                    | AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON                                  | 268,905,000   |
| 12                    | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions) | <input type="checkbox"/>  |
| 13                    | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)                                       | 68.9%   |
| 14                    | TYPE OF REPORTING PERSON (see instructions)  | CO  |
| CUSIP No. 763991-02-3 |  | 13D   |
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| 1                     | NAME OF REPORTING PERSON   | GE CFE Luxembourg S. a r.l.   |
|                       | I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)                                | 20022406249   |
| 2                     | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)                      | (a) <input type="checkbox"/><br>(b) <input checked="" type="checkbox"/> |
| 3                     | SEC USE ONLY   |   |
| 4                     | SOURCE OF FUNDS (see instructions)   | 00  |
| 5                     | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS  | <input type="checkbox"/>  |

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REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

|  |  |                          |
|--|--|--------------------------|
| 6  | CITIZENSHIP OR PLACE OF ORGANIZATION   | Luxembourg               |
| NUMBER OF SHARES                                 | 7 SOLE VOTING POWER  | 0                        |
| BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 8 SHARED VOTING POWER  | 268,905,000              |
|  | 9 SOLE DISPOSITIVE POWER   | 0                        |
|  | 10 SHARED DISPOSITIVE POWER  | 268,905,000              |
| 11   | AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON                                  | 268,905,000              |
| 12   | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions) | <input type="checkbox"/> |
| 13   | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)                                       | 68.9%                    |
| 14   | TYPE OF REPORTING PERSON (see instructions)  | CO                       |

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|                  |  |   |
|------------------|--|---|
| 1                | NAME OF REPORTING PERSON   | GE CFE Luxembourg Holdings L.L.C.                                       |
|                  | I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)                              | 20-5665561  |
| 2                | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)                    | (a) <input type="checkbox"/><br>(b) <input checked="" type="checkbox"/> |
| 3                | SEC USE ONLY   |   |
| 4                | SOURCE OF FUNDS (see instructions)   | N/A   |
| 5                | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) | <input type="checkbox"/>  |
| 6                | CITIZENSHIP OR PLACE OF ORGANIZATION   | Delaware  |
| NUMBER OF SHARES | 7 SOLE VOTING POWER  | 0   |

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|                       |    |                          |             |
|-----------------------|----|--------------------------|-------------|
| BENEFICIALLY OWNED BY | 8  | SHARED VOTING POWER      | 268,905,000 |
| -----                 |    |                          |             |
| EACH REPORTING        | 9  | SOLE DISPOSITIVE POWER   | 0           |
| -----                 |    |                          |             |
| PERSON WITH           | 10 | SHARED DISPOSITIVE POWER | 268,905,000 |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON 268,905,000

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 68.9%

14 TYPE OF REPORTING PERSON (see instructions) CO

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1 NAME OF REPORTING PERSON GE Capital CFE, Inc.  
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY) 06-1471032

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions) (a)   
 (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (see instructions) N/A

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware

|                       |    |                          |             |
|-----------------------|----|--------------------------|-------------|
| NUMBER OF SHARES      | 7  | SOLE VOTING POWER        | 0           |
| -----                 |    |                          |             |
| BENEFICIALLY OWNED BY | 8  | SHARED VOTING POWER      | 268,905,000 |
| -----                 |    |                          |             |
| EACH REPORTING        | 9  | SOLE DISPOSITIVE POWER   | 0           |
| -----                 |    |                          |             |
| PERSON WITH           | 10 | SHARED DISPOSITIVE POWER | 268,905,000 |

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11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON 268,905,000

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12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions)

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13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 68.9%

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14 TYPE OF REPORTING PERSON (see instructions) CO

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1 NAME OF REPORTING PERSON GE Capital Equity Holdings, Inc.  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY) 06-1448607

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2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)   
(see instructions) (b)

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3 SEC USE ONLY

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4 SOURCE OF FUNDS (see instructions) 00

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5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

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6 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware

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|                       |    |                          |             |
|-----------------------|----|--------------------------|-------------|
| NUMBER OF SHARES      | 7  | SOLE VOTING POWER        | 0           |
| BENEFICIALLY OWNED BY | 8  | SHARED VOTING POWER      | 268,905,000 |
| EACH REPORTING        | 9  | SOLE DISPOSITIVE POWER   | 0           |
| PERSON WITH           | 10 | SHARED DISPOSITIVE POWER | 268,905,000 |

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11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON 268,905,000

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12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions)

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13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 68.9%

14 TYPE OF REPORTING PERSON (see instructions) CO

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1 NAME OF REPORTING PERSON General Electric Capital Corporation  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY) 13-1500700

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)   
(see instructions) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (see instructions) OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware

NUMBER OF 7 SOLE VOTING POWER 0  
SHARES

BENEFICIALLY 8 SHARED VOTING POWER 268,905,000  
OWNED BY

EACH 9 SOLE DISPOSITIVE POWER 0  
REPORTING

PERSON WITH 10 SHARED DISPOSITIVE POWER 268,905,000

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON 268,905,000

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 68.9%

14 TYPE OF REPORTING PERSON (see instructions) CO

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 1 NAME OF REPORTING PERSON General Electric Capital Services, Inc.  
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY) 06-1109503  
 -----  
 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)   
 (see instructions) (b)   
 -----  
 3 SEC USE ONLY  
 -----  
 4 SOURCE OF FUNDS (see instructions) N/A  
 -----  
 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS   
 REQUIRED PURSUANT TO ITEM 2(d) OR 2(e):  
 -----  
 6 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware  
 -----  
 NUMBER OF 7 SOLE VOTING POWER Disclaimed (See 11 below)  
 SHARES  
 -----  
 BENEFICIALLY 8 SHARED VOTING POWER Disclaimed (See 11 below)  
 OWNED BY  
 -----  
 EACH 9 SOLE DISPOSITIVE POWER Disclaimed (See 11 below)  
 REPORTING  
 -----  
 PERSON WITH 10 SHARED DISPOSITIVE POWER Disclaimed (See 11 below)  
 -----  
 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON  
 Beneficial ownership of all shares is disclaimed by General Electric  
 Capital Services, Inc.  
 -----  
 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)   
 EXCLUDES CERTAIN SHARES (see instructions)  
 -----  
 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) Not Applicable  
 (See 11 above)  
 -----  
 14 TYPE OF REPORTING PERSON (see CO  
 instructions)  
 -----

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|                          |   |  |   |
|--------------------------|---|--|---|
| 1                        | NAME OF REPORTING PERSON  | General Electric Company   |   |
|                          | I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)                                   | 14-0689340   |   |
| 2                        | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP<br>(see instructions)                      | (a) <input type="checkbox"/>   | (b) <input checked="" type="checkbox"/> |
| 3                        | SEC USE ONLY  |  |   |
| 4                        | SOURCE OF FUNDS (see instructions)  | N/A  |   |
| 5                        | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS<br>REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) : |  | <input type="checkbox"/>                |
| 6                        | CITIZENSHIP OR PLACE OF ORGANIZATION  | New York   |   |
| NUMBER OF<br>SHARES      | 7 SOLE VOTING POWER   | Disclaimed (See 11 below)  |   |
| BENEFICIALLY<br>OWNED BY | 8 SHARED VOTING POWER   | Disclaimed (See 11 below)  |   |
| EACH<br>REPORTING        | 9 SOLE DISPOSITIVE POWER  | Disclaimed (See 11 below)  |   |
| PERSON WITH              | 10 SHARED DISPOSITIVE POWER   | Disclaimed (See 11 below)  |   |
| 11                       | AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON                                     | Beneficial ownership of all shares is disclaimed by General Electric Company |   |
| 12                       | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)<br>EXCLUDES CERTAIN SHARES (see instructions) |  | <input type="checkbox"/>                |
| 13                       | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)<br>(See 11 above)                        | Not Applicable   |   |
| 14                       | TYPE OF REPORTING PERSON (see<br>instructions)  | CO   |   |

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Item 1. Security and Issuer.

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The title and class of equity security to which this statement on Schedule 13D relates is the common stock, par value HK\$0.10 per share (the "Common Stock"), of Asia Satellite Telecommunications Holdings Limited, a Bermuda corporation (the "Issuer"). The address of the Issuer's principal executive offices is 17th Floor, The Lee Gardens, 33 Hysan Avenue, Causeway Bay, Hong Kong K3 00000.

### Item 2. Identity and Background.

(a)-(c), (f) This statement is filed jointly by the entities listed below (collectively, the "Reporting Persons"):

- (i) General Electric Capital Corporation, a Delaware corporation ("GECC");
- (ii) GE Pacific-1 Holdings, Inc., a Delaware corporation ("Pacific 1");
- (iii) GE Pacific-2 Holdings, Inc., a Delaware corporation ("Pacific 2");
- (iv) GE Pacific-3 Holdings, Inc., a Delaware corporation ("Pacific 3" and, collectively with Pacific 1 and Pacific 2, the "GE Entities");
- (v) GE International Holdings Inc., a Delaware corporation ("GE International");
- (vi) GE CFE Luxembourg S.a r.l., a Luxembourg company ("GECFE");
- (vii) GE CFE Luxembourg L.L.C, a Delaware corporation ("GECFE LLC");
- (viii) GE Capital CFE, Inc., a Delaware corporation ("GECFE Inc.");
- (ix) GE Capital Equity Holdings, Inc., a Delaware corporation ("GECH");
- (x) General Electric Capital Services, Inc., a Delaware corporation ("GECS"); and
- (xi) General Electric Company, a New York corporation ("GE").

GECS is a wholly owned subsidiary of GE, and GECC is a wholly owned subsidiary of GECS. GECH and GECFE Inc. are wholly owned subsidiaries of GECC. GECFE LLC is a wholly owned subsidiary of GECFE Inc., and GECFE is a wholly owned subsidiary of GECFE Inc. GE International is a subsidiary of GECFE and GECH. The GE Entities are wholly owned subsidiaries of GE International.

GECC, together with its affiliates, operates primarily in the financial services industry and maintains its principal business address and principal executive offices at 901 Main Avenue Norwalk, CT 06851. GECS is a holding company which owns all of the common stock of GECC and other subsidiaries and maintains its principal business address and principal executive offices at 901 Main Avenue, Norwalk, CT 06851. GE is a diversified technology, media and financial services company focused on solving some of the world's toughest problems. GE serves customers in more than 100 countries and employs more than 300,000 people worldwide. GE is listed on the New York Stock Exchange and Boston Stock Exchange. The principal business address and principal office address of GE is 3135 Easton Turnpike, Fairfield, Connecticut 06828-0001.

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The principal business activities of GECH are the making, managing and disposing of investments in private and public companies. GECH maintains its principal executive offices at 201 Merritt 7, Norwalk, CT 06851.

The GE Entities are newly formed corporations whose sole holdings are the Bowenvale Shares and other Transferred Assets (as defined in Item 3 below). GE International, GECFE, GECFE LLC and GECFE Inc. are investment holding companies. The GE Entities, GE International, GECFE LLC and GECFE Inc. maintain their principal executive offices at 201 Merritt 7, Norwalk, CT 06851. GECFE maintains its principal executive offices at 12 Rue Leon Thys, L-2636 Luxembourg.

The name, citizenship, business address and present principal occupation or employment of each director and executive officer of the Reporting Persons is listed on Schedule A attached hereto.

(d) None of the Reporting Persons or, to their knowledge, any person named on Schedule A attached hereto has been, during the last five years, convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

(e) None of the Reporting Persons or, to their knowledge, any person named on Schedule A attached hereto has been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Item 3. Source and Amount of Funds or Other Consideration.  
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On February 13, 2007, SES, a societe anonyme organized and existing under the laws of the Grand Duchy of Luxembourg, entered into a Share Redemption Agreement (the "SRA") with GECFE, GECH and GECC. The SRA provides for a transaction (the "Exchange Transaction") in which SES will contribute certain assets (the "Transferred Assets") and cash to a newly formed subsidiary, SES International Holdings, Inc. ("SIH"), and, upon the terms and subject to the conditions set forth in the SRA, SES will redeem the GE parties' holding of 103,149,900 shares in SES (the "SES Shares") for consideration in kind consisting of all the outstanding shares of SIH. On March 29, 2007, the parties to the SRA entered into a Letter Agreement (the "SRA Amendment") pursuant to which the SRA was amended. This item is qualified in its entirety by reference to the SRA and the SRA Amendment, which are filed as Exhibits 99.2 and 99.3 hereto, respectively, and are incorporated herein by reference.

On March 29, 2007, the parties to the SRA completed the Exchange Transaction, including the indirect transfer to the GE Entities of SES's indirect ownership of 133,107,975 Y Ordinary Shares (the "Bowenvale Shares") of Bowenvale Limited, a British Virgin Islands company ("Bowenvale"). The Bowenvale Shares represent 50% of the total outstanding voting shares of Bowenvale and 49.5% of the total equity interest in Bowenvale. The sole asset of Bowenvale is

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268,905,000 shares of the Common Stock. Upon the completion of the Exchange Transaction, SIH changed its name to GE International Holdings Inc.

Item 4. Purpose of Transaction.  
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The responses of the Reporting Persons under Items 3 and 6 hereof are incorporated herein by reference.

The Reporting Persons acquired their shares of the Common Stock upon the completion of the Exchange Transaction on March 29, 2007, as a result of which, among other things, the GE Entities acquired SES's 49.5% economic interest and 50% voting interest in Bowenvale, which in turn currently owns 268,905,000 shares of the Common Stock or approximately 68.9% of the issued and outstanding Common Stock. CITIC Group, an enterprise established and existing under the laws of the People's Republic of China ("CITIC Group"), through its wholly owned subsidiary Able Star Associates Limited ("Able Star"), owns the remaining 50% voting interest in Bowenvale and 50.5% equity interest in Bowenvale.

The Issuer and Asiaco Acquisition Ltd. (the "Offeror"), a company jointly owned by Able Star and GE Capital Equity Investments, Inc. ("GE Equity"), announced the proposed privatization of the Issuer through a scheme of arrangement under Section 99 of the Companies Act 1981 of Bermuda, as amended (the "Scheme"), to cancel all of the shares not already held by Bowenvale in exchange for HK\$18.30 per share, resulting in a reduction of the issued share capital of the Issuer, and to issue new shares to the Offeror (the "Share Proposal"). Concurrently with the implementation of the Share Proposal, the Offeror has proposed to acquire outstanding options to purchase the Issuer's shares (the "Option Proposal" and, together with the Share Proposal, the "Proposals"). The description of the proposed privatization, the Proposals, the conditions thereto and related matters is set out in the Scheme Document, which is filed as Exhibit 99.4 hereto and is incorporated herein by reference.

If the Scheme becomes effective, as soon as practicable thereafter, CITIC Group and GECC intend to cause the Issuer to apply to the Stock Exchange of Hong Kong Limited (the "SEHK") for the withdrawal of the listing of the Issuer's shares on the SEHK and to apply for the de-listing of the American Depositary Shares ("ADSs") from the New York Stock Exchange ("NYSE"). In addition, provided the relevant conditions are satisfied, CITIC Group and GECC intend to file a Form 15 with the Securities and Exchange Commission to request that the Issuer's reporting obligations under the Act, as amended, be terminated or suspended. CITIC Group and GECC also intend to seek to cause the Issuer to terminate the Amended and Restated Deposit Agreement, dated as of 28 September 2001, among the Issuer, the Bank of New York and holders of ADSs.

It is the intention of CITIC Group and GECC to maintain the existing businesses of the Issuer upon successful privatization of the Issuer. CITIC Group and GECC do not intend to introduce any major changes to the existing operating and management structure of the Issuer, or to discontinue the employment of any employees of the Issuer. CITIC Group and GECC also expect that

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there will be no material change to the existing business (such as business focus and operating model) of the Issuer as a result of the completion of the Proposals.

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CITIC Group and GECC intend to retain the Issuer's existing senior management team to manage the Issuer after completion of the Scheme, except that the SES appointees to the Issuer's Board of Directors, namely Mr. Roman Bausch, Ms. Cynthia Dickins and Mr. Mark Rigolle have resigned as directors upon completion of the Exchange Transaction, and the Reporting Persons have appointed four directors to the Issuer's Board of Directors. The four directors appointed by the Reporting Persons are Mr. Ronald J. Herman, Jr., Ms. Nancy Ku and Mr. Mark Chen, each of whom is a GECH appointed director of the Offeror, and Mr. John Connelly. These changes to the Issuer's Board of Directors are not dependent on whether or not the Proposals are completed. CITIC Group and GECC have agreed that, with effect from the completion of the Exchange Transaction, the chairman of the Issuer is Mr. Mi Zeng Xin and the deputy chairman is Mr. Ronald J. Herman, Jr., both of whom will hold office until December 2008. No determination has yet been made as to whether, and if so, how, the composition of the Issuer's Board of Directors may be changed upon completion of the Proposals.

CITIC Group, Able Star, Bowenvale, GE and the GE Entities executed a Shareholders' Agreement, dated March 29, 2007, in respect of Bowenvale (the "Bowenvale Shareholders' Agreement"), which contains a provision prohibiting CITIC Group or the GE Entities from transferring any Bowenvale shares for a period of three years. After the successful privatization of the Issuer, CITIG Group and the GE Entities may consider entering into a simpler shareholders' agreement in respect of Bowenvale to reflect the Issuer's status as a private company, as opposed to a publicly listed company, and CITIC Group and GECC contemplate that they will assess whether to revise the Issuer's By-Laws to reflect its change from a public to a private company. This item is qualified in its entirety by reference to the Bowenvale Shareholders' Agreement, which is filed as Exhibit 99.5 hereto and is incorporated herein by reference.

### Item 5. Interest in Securities of the Issuer.

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(a) The responses of the Reporting Persons to Rows (11) through (13) of the cover pages of this Schedule 13D are incorporated herein by reference. The GE Entities hold a 49.5% equity interest and 50% voting interest in Bowenvale, which currently owns 268,905,000 shares of the Common Stock, representing approximately 68.9% of the issued and outstanding Common Stock.

The Reporting Persons hereby disclaim beneficial ownership of 135,797,025 of the Common Stock that are held by Bowenvale, as being attributable to Able Star's beneficial ownership interest in Bowenvale.

(b) The responses of the Reporting Persons to (i) Rows (7) through

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(10) of the cover pages of this statement on Schedule 13D and (ii) Item 5(a) hereof are incorporated herein by reference.

(c) Other than the acquisition of a 49.5% equity interest and 50% voting interest in Bowenvale, which currently owns 268,905,000 shares of Common Stock, upon the closing of the Exchange Transaction, no Reporting Person has effected any other transaction in the Common Stock during the past 60 days. To the Reporting Persons' knowledge, none of their respective directors or officers has effected any transactions in the Common Stock during the past 60 days.

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(d) Not applicable.

(e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect  
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to Securities of the Issuer.  
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The responses of the Reporting Persons under Items 3 and 4 hereof are incorporated herein by reference.

On February 13, 2007, GECC, CITIC Group, Able Star, SES, SES Global Holding AG and Bowenvale entered into a consent letter (the "Consent Letter") pursuant to which, among other things, (i) CITIC Group consented to the transfer of the Bowenvale Shares by SES to a newly incorporated company, subject to the completion of the Exchange Transaction and (ii) CITIC Group and GECC agreed, subject to the terms and conditions set forth in the Consent Letter, to a potential joint privatization of the Issuer to be implemented by way of a general offer or a scheme of arrangement, to be announced at or around the same time as the Exchange Transaction was announced. A copy of the Consent Letter is attached hereto as Exhibit 99.6.

On February 13, 2007, CITIC Group, Able Star, GECC and GE Equity entered into a Co-operation Agreement (the "Co-operation Agreement") pursuant to which the parties agreed, among other things, on (i) how the conduct of the proposed privatization of the Issuer would be regulated, including but not limited to using reasonable endeavors to take all steps necessary or desirable in connection with the implementation of and obtaining all necessary clearances for the privatization and agreeing to discuss significant matters in respect of the privatization in good faith, (ii) using reasonable endeavors to amalgamate the Common Stock held by the Offeror and Bowenvale after the successful privatization in a manner to be discussed in good faith, (iii) the sharing of expenses in respect of the privatization, and (iv) the basis upon which the parties will enter into a new shareholders' agreement in respect of Bowenvale. A copy of the Co-operation Agreement is attached hereto as Exhibit 99.7.

On February 13, 2007, CITIC Group, GE Equity, the Offeror, Able Star



and GE entered into a Shareholders' Agreement (the "Offeror Shareholders' Agreement") regulating the parties' respective rights and obligations (whether direct or indirect) in respect of the Offeror and, upon completion of the Scheme, the Common Stock acquired by the Offeror as a result of the Privatization. The key provisions of the Offeror Shareholders' Agreement reflect those of the Bowenvale Shareholders' Agreement, and will become effective only upon the Offeror acquiring all of the issued and outstanding Common Stock not already owned by Bowenvale ("Completion") and include, among other things, (i) an agreement to transfer the Offeror's interest in the Issuer to Bowenvale as soon as reasonably practicable after Completion, (ii) the reorganization of the capital structure of the Offeror, (iii) provisions governing the composition of the Board of Directors of the Offeror, (iv) provisions governing the representation of the Offeror's directors on the Board of Directors of the Issuer, (v) rules governing the operation of meetings of the Offeror's board of directors and shareholders, (vi) the exercise of voting rights in the Offeror, and (vii) restrictions on disposals of shares in the Offeror for a period of three years subject to certain exceptions. A copy of the Offeror Shareholders' Agreement is attached hereto as Exhibit 99.8.

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Pursuant to the Bowenvale Shareholders' Agreement, the GE Entities and Able Star are entitled to instruct Bowenvale in the voting of the shares of the Common Stock held by Bowenvale. If the instructions of Able Star and the GE Entities are the same, Bowenvale will vote all of its shares of the Common Stock according to their common instruction. If their instructions are different, the Bowenvale Shareholders' Agreement provides for deadlock resolution mechanisms which, if unsuccessful, would allow either CITIC Group or GE to terminate the Bowenvale Shareholders' Agreement. Following a termination of the Bowenvale Shareholders' Agreement, the parties must cause the transfer or distribution of each shareholder's attributable share of the Common Stock held by Bowenvale. Until such transfer or distribution, Bowenvale must vote according to each shareholder's instructions the Common Stock held by Bowenvale attributable to such shareholder. Notwithstanding such arrangements, certain material corporate events may not occur unless each of the GE Entities and Able Star consents, and each of them agrees to vote, or cause Bowenvale to vote, its shares of the Common Stock accordingly.

Pursuant to the Bowenvale Shareholders' Agreement, the rights of each of the GE Entities and Able Star to dispose of their Bowenvale shares, and to require Bowenvale to dispose of their attributable shares of the Common Stock, are subject to certain consent rights held by the other party. After the third anniversary of the date of the completion of the Exchange Transaction, each of the GE Entities and Able Star will be entitled to dispose of all or any part of their holding of Bowenvale shares subject to the prior written consent of the other party to the Bowenvale Shareholders' Agreement, which consent shall not be unreasonably withheld.

Each of the GE Entities and Able Star have, under the Bowenvale Shareholders' Agreement, the right to receive and the power to direct the receipt of dividends received by Bowenvale in respect of, or the proceeds from

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the sale by Bowenvale of, the Common Stock held by Bowenvale that are attributable to the GE Entities and Able Star, as the case may be. Bowenvale may not dispose of any of its shares of the Common Stocks or enter into any agreement in respect of the votes attached to the Common Stock, except that after the completion of the Exchange Transaction, each of the GE Entities or Able Star may direct Bowenvale to dispose of all or a part of the Common Stock attributable to them, subject to the prior written consent of the other party, which consent shall not be unreasonably withheld.

The Bowenvale Shareholders' Agreement provides that the Board of Directors of Bowenvale will consist of six to eight directors, with an equal number appointed by Able Star and the GE Entities. The quorum for meetings of the Board of Directors of Bowenvale will be two directors, one appointed by the GE Entities and one appointed by Able Star. Decisions of the Board of Directors of Bowenvale will be by unanimous vote of those directors present. The right to nominate a chairman and a deputy chairman of the Board of Directors of Bowenvale will rotate on a bi-annual basis between the GE Entities and Able Star, with each nominee to hold office for two years. Neither the chairman nor deputy chairman will have an additional vote at meetings of the Board of Directors of Bowenvale.

The Board of Directors of the Issuer will consist of eight directors, and for so long as Issuer remains listed on the SEHK, two executive directors, being the Chief Executive Officer and the Deputy Chief Executive Officer, and three independent non-executive directors. The GE Entities and Able Star shall each be entitled to appoint four directors to the Board of Directors of the Issuer. It is the intention of the GE Entities and Able Star that the same individuals should be chairman and deputy chairman of the Boards of both

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Bowenvale and the Issuer, subject to this being acceptable to the Board of Directors of the Issuer.

Upon the successful privatization of the Issuer, Able Star and the GE Entities may consider entering into a simpler shareholders' agreement in respect of Bowenvale to reflect the Issuer's status as a private company, as opposed to a publicly listed company. In addition, under the Bowenvale Shareholders' Agreement, as soon as is reasonably practicable after the completion of the proposed privatization of the Issuer, the Offeror will be merged with Bowenvale and the Offeror's interest in the Issuer will be transferred to Bowenvale.

This item is qualified in its entirety by reference to the agreements which are filed as Exhibits and incorporated herein by reference.

## Item 7. Materials to be Filed as Exhibits.

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1. Joint Filing Agreement among the Reporting Persons.
2. Share Redemption Agreement, by and among SES, GE CFE Luxembourg S. a

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r.l., GE Capital Equity Holdings Inc. and General Electric Capital Corporation, dated February 13, 2007.

- 3. Letter Agreement, dated March 29, 2007, between SES, GE CFE Luxembourg S. a r.l., GE Capital Equity Holdings Inc. and General Electric Capital Corporation.
- 4. Scheme Document, dated March 19, 2007.
- 5. Shareholders' Agreement, by and among, Able Star Associates Limited, GE Pacific-1 Holdings, Inc., GE Pacific-2 Holdings, Inc., GE Pacific-3 Holdings, Inc., Bowenvale Limited, CITIC Group and General Electric Company, dated March 29, 2007.
- 6. Letter Agreement, by and among SES, General Electric Capital Corporation, SES Global Holding AG, CITIC Group, Able Star Associates Limited and Bowenvale Limited, dated February 13, 2007.
- 7. Co-operation Agreement, by and among CITIC Group, Able Star Associates Limited, General Electric Capital Corporation and GE Capital Equity Investments, Inc, dated February 13, 2007.
- 8. Shareholders' Agreement, by and among, GE Capital Equity Investments, Inc., Able Star Associates Limited, CITIC Group, General Electric Company and AsiaCo Acquisition Ltd., dated 13 February 2007.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: April 5, 2007

GE PACIFIC-1 HOLDINGS, INC..

By: /s/ John W. Campo, Jr.  
-----

Name: John W. Campo, Jr.  
Title: Managing Director, General  
Counsel and Secretary

GE PACIFIC-2 HOLDINGS, INC.

By: /s/ John W. Campo, Jr.  
-----

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Name: John W. Campo, Jr.  
Title: Managing Director, General  
Counsel and Secretary

GE PACIFIC-3 HOLDINGS, INC.

By: /s/ John W. Campo, Jr.  
-----

Name: John W. Campo, Jr.  
Title: Managing Director, General  
Counsel and Secretary

GE INTERNATIONAL HOLDINGS INC.

By: /s/ John W. Campo, Jr.  
-----

Name: John W. Campo, Jr.  
Title: Managing Director, General  
Counsel and Secretary

GE CFE LUXEMBOURG, S. A R.L.

By: /s/ John W. Campo, Jr.  
-----

Name: John W. Campo, Jr.  
Title: Attorney-in-fact

-----  
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GE CFE LUXEMBOURG HOLDINGS L.L.C.

By: /s/ John W. Campo, Jr.  
-----

Name: John W. Campo, Jr.  
Title: Vice President and Secretary

GE CAPITAL CFE, INC.

By: /s/ John W. Campo, Jr.  
-----

Name: John W. Campo, Jr.  
Title: Attorney-in-fact

GE CAPITAL EQUITY HOLDINGS, INC.

By: /s/ John W. Campo, Jr.  
-----

Name: John W. Campo, Jr.  
Title: Managing Director, General  
Counsel and Secretary

GENERAL ELECTRIC CAPITAL CORPORATION

By: /s/ Ronald J. Herman, Jr.  
-----

Name: Ronald J. Herman, Jr.  
Title: Vice President

GENERAL ELECTRIC CAPITAL SERVICES, INC.

By: /s/ Ronald J. Herman, Jr.  
-----

Name: Ronald J. Herman, Jr.  
Title: Attorney-in-fact

GENERAL ELECTRIC COMPANY

By: /s/ Ronald J. Herman, Jr.  
-----

Name: Ronald J. Herman, Jr.  
Title: Attorney-in-fact

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Exhibit No.  
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- 99.1 Joint Filing Agreement among the Reporting Persons.
- 99.2 Share Redemption Agreement, by and among SES, GE CFE Luxembourg S. a r.l., GE Capital Equity Holdings Inc. and General Electric Capital Corporation, dated February 13, 2007.
- 99.3 Letter Agreement, dated March 29, 2007, between SES, GE CFE Luxembourg S. a r.l., GE Capital Equity Holdings Inc. and General Electric Capital Corporation.

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- 99.4 Scheme Document, dated March 19, 2007.
- 99.5 Shareholders' Agreement, by and among, Able Star Associates Limited, GE Pacific-1 Holdings, Inc., GE Pacific-2 Holdings, Inc., GE Pacific-3 Holdings, Inc., Bowenvale Limited, CITIC Group and General Electric Company, dated March 29, 2007.
- 99.6 Letter Agreement, by and among SES, General Electric Capital Corporation, SES Global Holding AG, CITIC Group, Able Star Associates Limited and Bowenvale Limited dated February 13, 2007.
- 99.7 Co-operation Agreement, by and among CITIC Group, Able Star Associates Limited, General Electric Capital Corporation and GE Capital Equity Investments, Inc, dated February 13, 2007.
- 99.8 Shareholders' Agreement, by and among, GE Capital Equity Investments Inc., Able Star Associates Limited, CITIC Group, General Electric Company and AsiaCo Acquisition Ltd., dated 13 February 2007.

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SCHEDULE A

The name, citizenship, business address, and present principal occupation or employment of each of the directors and executive officers of the Reporting Persons are set forth below.

GE PACIFIC-1 HOLDINGS, INC. DIRECTORS

| NAME                     | PRESENT<br>PRINCIPAL<br>OCCUPATION   | PRESENT<br>BUSINESS ADDRESS        | CITIZENSHIP |
|--------------------------|--|------------------------------------|-------------|
| ----                     | -----  | -----                              | -----       |
| Ronald J. Herman,<br>Jr. | President & Chief<br>Executive Officer<br>of GE Commercial<br>Finance - Equity | 201 Merritt 7<br>Norwalk, CT 06851 | U.S.A.      |

EXECUTIVE OFFICERS OF GE PACIFIC-1 HOLDINGS, INC.

| NAME                     | PRESENT<br>PRINCIPAL<br>OCCUPATION | PRESENT<br>BUSINESS ADDRESS        | CITIZENSHIP |
|--------------------------|------------------------------------|------------------------------------|-------------|
| ----                     | -----                              | -----                              | -----       |
| Ronald J.<br>Herman, Jr. | President                          | 201 Merritt 7<br>Norwalk, CT 06851 | U.S.A.      |
| Regina Borden            | Senior Vice President              | 201 Merritt 7<br>Norwalk, CT 06851 | U.S.A.      |

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|                       |  |   |            |
|-----------------------|--|---|------------|
| John W.<br>Campo, Jr. | Managing Director,<br>General Counsel &<br>Secretary         | 201 Merritt 7<br>Norwalk, CT 06851                      | U.S.A.     |
| Mark Chen             | Managing Director  | 33rd Floor, One Exchange<br>Square, Central, Hong Kong  | U.S.A.     |
| Frank Ertl            | Managing Director,<br>Chief Financial<br>Officer & Treasurer | 201 Merritt 7<br>Norwalk, CT 06851                      | U.S.A.     |
| Paul<br>Heinerscheid  | Managing Director  | Building B, Chateau<br>de Betzdorf<br>L-6815 Luxembourg | Luxembourg |

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GE PACIFIC-2 HOLDINGS, INC. DIRECTORS

| NAME                     | PRESENT<br>PRINCIPAL<br>OCCUPATION   | PRESENT<br>BUSINESS ADDRESS        | CITIZENSHIP |
|--------------------------|--|------------------------------------|-------------|
| ----                     | -----  | -----                              | -----       |
| Ronald J. Herman,<br>Jr. | President & Chief<br>Executive Officer<br>of GE Commercial<br>Finance - Equity | 201 Merritt 7<br>Norwalk, CT 06851 | U.S.A.      |

EXECUTIVE OFFICERS OF GE PACIFIC-2 HOLDINGS, INC.

| NAME                  | PRESENT<br>PRINCIPAL<br>OCCUPATION                   | PRESENT<br>BUSINESS ADDRESS                               | CITIZENSHIP |
|-----------------------|--|---|-------------|
| ----                  | -----  | -----   | -----       |
| Ronald J. Herman, Jr. | President  | 201 Merritt 7<br>Norwalk, CT 06851                        | U.S.A.      |
| Regina Borden         | Senior Vice President<br>Norwalk, CT 06851           | 201 Merritt 7   | U.S.A.      |
| John W. Campo, Jr.    | Managing Director,<br>General Counsel &<br>Secretary | 201 Merritt 7<br>Norwalk, CT 06851                        | U.S.A.      |
| Mark Chen             | Managing Director                                    | 33rd Floor, One Exchange<br>Square, Central,<br>Hong Kong | U.S.A.      |
| Frank Ertl            | Managing Director,<br>Chief Financial                | 201 Merritt 7<br>Norwalk, CT 06851                        | U.S.A.      |

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Officer & Treasurer

|                      |                   |   |            |
|----------------------|-------------------|---|------------|
| Paul<br>Heinerscheid | Managing Director | Building B, Chateau<br>de Betzdorf<br>L-6815 Luxembourg | Luxembourg |
|----------------------|-------------------|---|------------|

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GE PACIFIC-3 HOLDINGS, INC. DIRECTORS

| NAME<br>-----            | PRESENT<br>PRINCIPAL<br>OCCUPATION<br>-----                                    | PRESENT<br>BUSINESS ADDRESS<br>----- | CITIZENSHIP<br>----- |
|--------------------------|--|--------------------------------------|----------------------|
| Ronald J. Herman,<br>Jr. | President & Chief<br>Executive Officer<br>of GE Commercial<br>Finance - Equity | 201 Merritt 7<br>Norwalk, CT 06851   | U.S.A.               |

EXECUTIVE OFFICERS OF GE PACIFIC-3 HOLDINGS, INC.

| NAME<br>-----            | PRESENT<br>PRINCIPAL<br>OCCUPATION<br>-----                  | PRESENT<br>BUSINESS ADDRESS<br>-----                      | CITIZENSHIP<br>----- |
|--------------------------|--|---|----------------------|
| Ronald J.<br>Herman, Jr. | President  | 201 Merritt 7<br>Norwalk, CT 06851                        | U.S.A.               |
| Regina Borden            | Senior Vice<br>President                                     | 201 Merritt 7<br>Norwalk, CT 06851                        | U.S.A.               |
| John W.<br>Campo, Jr.    | Managing Director,<br>General Counsel &<br>Secretary         | 201 Merritt 7<br>Norwalk, CT 06851                        | U.S.A.               |
| Mark Chen                | Managing Director  | 33rd Floor, One Exchange<br>Square, Central,<br>Hong Kong | U.S.A.               |
| Frank Ertl               | Managing Director,<br>Chief Financial<br>Officer & Treasurer | 201 Merritt 7<br>Norwalk, CT 06851                        | U.S.A.               |
| Paul<br>Heinerscheid     | Managing Director  | Building B, Chateau<br>de Betzdorf<br>L-6815 Luxembourg   | Luxembourg           |



GE INTERNATIONAL HOLDINGS INC. DIRECTORS

| NAME<br>-----            | PRESENT<br>PRINCIPAL<br>OCCUPATION<br>-----                                    | PRESENT<br>BUSINESS ADDRESS<br>----- | CITIZENSHIP<br>----- |
|--------------------------|--|--------------------------------------|----------------------|
| Ronald J. Herman,<br>Jr. | President & Chief<br>Executive Officer<br>of GE Commercial<br>Finance - Equity | 201 Merritt 7<br>Norwalk, CT 06851   | U.S.A.               |

EXECUTIVE OFFICERS OF GE INTERNATIONAL HOLDINGS INC.

| NAME<br>-----         | PRESENT<br>PRINCIPAL<br>OCCUPATION<br>-----                  | PRESENT<br>BUSINESS ADDRESS<br>-----                      | CITIZENSHIP<br>----- |
|-----------------------|--|---|----------------------|
| Ronald J. Herman, Jr. | President  | 201 Merritt 7<br>Norwalk, CT 06851                        | U.S.A.               |
| Regina Borden         | Senior Vice President  | 201 Merritt 7<br>Norwalk, CT 06851                        | U.S.A.               |
| John W.<br>Campo, Jr. | Managing Director,<br>General Counsel &<br>Secretary         | 201 Merritt 7<br>Norwalk, CT 06851                        | U.S.A.               |
| Mark Chen             | Managing Director  | 33rd Floor, One Exchange<br>Square, Central,<br>Hong Kong | U.S.A.               |
| Frank Ertl            | Managing Director,<br>Chief Financial<br>Officer & Treasurer | 201 Merritt<br>Norwalk, CT 06851                          | U.S.A.               |
| Paul Heinerscheid     | Managing Director  | Building B, Chateau<br>de Betzdorf<br>L-6815 Luxembourg   | Luxembourg           |

GE CFE LUXEMBOURG S. A R.L. MANAGERS





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|                    |                       |                                    |        |
|--------------------|-----------------------|------------------------------------|--------|
|                    |                       | Norwalk, CT 06851                  |        |
| Tom Quindlen       | Senior Vice President | 201 Merritt 7<br>Norwalk, CT 06851 | U.S.A. |
| Matt Susser        | Senior Vice President | 201 Merritt 7<br>Norwalk, CT 06851 | U.S.A. |
| Stuart Aronson     | Senior Vice President | 201 Merritt 7<br>Norwalk, CT 06851 | U.S.A. |
| Paul Santacaterina | Senior Vice President | 201 Merritt 7<br>Norwalk, CT 06851 | U.S.A. |
| Robert J. Kennedy  | Senior Vice President | 201 Merritt 7<br>Norwalk, CT 06851 | U.S.A. |
| Scott Roberts      | Senior Vice President | 201 Merritt 7<br>Norwalk, CT 06851 | U.S.A. |
| Joseph Hanlon      | Senior Vice President | 201 Merritt 7<br>Norwalk, CT 06851 | U.S.A. |

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GE CAPITAL EQUITY HOLDINGS, INC. DIRECTOR(S)

| NAME                     | PRESENT<br>PRINCIPAL<br>OCCUPATION   | PRESENT<br>BUSINESS ADDRESS        | CITIZENSHIP |
|--------------------------|--|------------------------------------|-------------|
| ----                     | -----  | -----                              | -----       |
| Ronald J. Herman,<br>Jr. | President & Chief<br>Executive Officer<br>of GE Commercial<br>Finance - Equity | 201 Merritt 7<br>norwalk, CT 06851 | U.S.A.      |

EXECUTIVE OFFICERS OF GE CAPITAL EQUITY HOLDINGS, INC.

| NAME                  | TITLE             | PRESENT<br>BUSINESS ADDRESS        | CITIZENSHIP |
|-----------------------|-------------------|------------------------------------|-------------|
| ----                  | -----             | -----                              | -----       |
| Ronald J. Herman, Jr. | President         | 201 Merritt 7<br>Norwalk, CT 06851 | U.S.A.      |
| Andrea Assarat        | Managing Director | 201 Merritt 7<br>Norwalk, CT 06851 | U.S.A.      |
| Sherwood Dodge        | Managing Director | 201 Merritt 7                      | U.S.A.      |



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|                    |  |   |        |
|--------------------|--|---|--------|
| Jeffrey R. Immelt  | Chairman and Chief Executive Officer, General Electric Company | General Electric Company<br>3135 Easton Turnpike<br>Fairfield, CT 06828 | U.S.A. |
| Michael A. Neal    | President and Chief Executive Officer - GE Commercial Finance  | GE Commercial Finance<br>901 Main Avenue<br>Norwalk, CT 06851           | U.S.A. |
| David R. Nissen    | President and Chief Executive Officer - GE Money               | GE Money<br>777 Long Ridge Road<br>Stamford, CT 06902                   | U.S.A. |
| Ronald R. Pressman | President and Chief Executive Officer - GE Asset Management    | GE Asset Management<br>3003 Summer Street<br>Stamford, CT 06904         | U.S.A. |

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| NAME             | PRESENT PRINCIPAL OCCUPATION  | PRESENT BUSINESS ADDRESS  | CITIZENSHIP |
|------------------|---|---|-------------|
| ----             | -----   | -----   | -----       |
| Deborah M. Reif  | President and Chief Executive Officer, Equipment Services - GE Commercial Finance     | GE Commercial Finance<br>120 Long Ridge Road<br>Stamford, CT 06927      | U.S.A.      |
| John G. Rice     | President and Chief Executive Officer - GE Infrastructure                             | GE Infrastructure<br>4200 Wildwood Parkway<br>Atlanta, GA 30339         | U.S.A.      |
| John M. Samuels  | Vice President and Senior Tax Counsel - General Electric Company                      | General Electric Company<br>3135 Easton Turnpike<br>Fairfield, CT 06828 | U.S.A.      |
| Keith S. Sherin  | Senior Vice President, Finance and Chief Financial Officer - General Electric Company | General Electric Company<br>3135 Easton Turnpike<br>Fairfield, CT 06828 | U.S.A.      |
| Lloyd G. Trotter | President and Chief Executive Officer - GE Industrial                                 | General Electric Company<br>3135 Easton Turnpike<br>Fairfield, CT 06828 | U.S.A.      |
| Robert C. Wright | Vice Chairman - General Electric Company  | General Electric Company<br>30 Rockefeller Plaza<br>New York, NY 10112  | U.S.A.      |









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|                 |                                    |  |        |
|-----------------|------------------------------------|--|--------|
|                 | Officer Company                    | 3135 Easton Turnpike<br>Fairfield, CT 06828                        |        |
| Keith S. Sherin | Chief Financial<br>Officer Company | General Electric<br>3135 Easton Turnpike<br>Fairfield, CT 06828    | U.S.A. |
| Michael A. Neal | Chairman &<br>President            | GE Commercial Finance<br>901 Main Avenue<br>Norwalk, CT 06851      | U.S.A. |
| David R. Nissen | President                          | GE Money<br>777 Long Ridge Road<br>Stamford, CT 06902              | U.S.A. |
| Deborah M. Reif | Executive Vice<br>President        | GE Commercial Finance<br>120 Long Ridge Road<br>Stamford, CT 06927 | U.S.A. |

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|----------------------|--|--|--------|
| Jeffrey S. Bornstein | Senior Vice<br>President, Finance  | GE Commercial Finance<br>901 Main Avenue<br>Norwalk, CT 06851                        | U.S.A. |
| Dennis Murray        | Senior Vice<br>President, Finance  | GE Industrial -<br>Equipment Services<br>9201 State Line<br>Kansas City, MO 64114    | U.S.A. |
| Maive F. Scully      | Senior Vice<br>President, Finance  | GE Money<br>777 Main Avenue<br>Stamford, CT 06902                                    | U.S.A. |
| Kathryn A. Cassidy   | Senior Vice<br>President,<br>Corporate Treasury<br>and Global Funding<br>Operation | General Electric<br>Capital Corporation<br>201 High Ridge Road<br>Stamford, CT 06927 | U.S.A. |
| James A. Colica      | Senior Vice<br>President, Global<br>Risk Management                                | General Electric<br>Capital Corporation<br>260 Long Ridge Road<br>Stamford, CT 06927 | U.S.A. |
| Richard D'Avino      | Senior Vice<br>President, Taxes  | General Electric<br>Capital Corporation<br>120 Long Ridge Road<br>Stamford, CT 06927 | U.S.A. |
| Philip D. Ameen      | Senior Vice<br>President and<br>Controller   | General Electric<br>Company<br>3135 Easton Turnpike<br>Fairfield, CT 06828           | U.S.A. |
| Craig T. Beazer      | Vice President,<br>General Counsel   | General Electric<br>Company  | U.S.A. |

and Secretary

3135 Easton Turnpike  
Fairfield, CT 06828

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GENERAL ELECTRIC COMPANY DIRECTORS

| NAME                | PRESENT<br>PRINCIPAL<br>OCCUPATION   | PRESENT<br>BUSINESS ADDRESS  | CITIZENSHIP |
|---------------------|--|--|-------------|
| -----               | -----  | -----  | -----       |
| James I. Cash, Jr.  | Former Professor<br>of Business<br>Administration<br>-Graduate School of<br>Business<br>Administration,<br>Harvard University0 | c/o Greylock Partners;<br>880 Winters Street -<br>Suite 300;<br>Waltham, MA 02451-1465   | U.S.A.      |
| Sir William Castell | Chairman of the<br>Wellcome Trust  | Chairman<br>The Wellcome Trust<br>215 Euston Road<br>London<br>NW1 2BE<br>UK   | U.K.        |
| Ann M. Fudge        | Former Chairman<br>of the Board and<br>Chief Executive<br>Officer, Young &<br>Rubicam Brands                                   | Young & Rubicam Brands<br>285 Madison Avenue<br>New York, NY 10017   | U.S.A.      |
| Claudio X. Gonzalez | Chairman of the<br>Board and Chief<br>Executive Officer,<br>Kimberly-Clark de<br>Mexico, S.A. de C.V.                          | Kimberly-Clark de<br>Mexico S.A. de C.V.<br>Jose Luis Lagrange 103<br>Tercero Piso<br>Colonia Los Morales<br>Mexico, D.F. 11510,<br>Mexico | Mexico      |
| Susan Hockfield     | President<br>Massachusetts<br>Institute of<br>Technology   | Massachusetts<br>Institute of<br>Technology<br>77 Massachusetts Avenue<br>Building 3-208<br>Cambridge, MA 02139                            | U.S.A.      |
| Jeffrey R. Immelt   | Chairman of the<br>Board and Chief<br>Executive<br>Officer, General<br>Electric Company  | General Electric<br>Company<br>3135 Easton Turnpike<br>Fairfield, CT 06828   | U.S.A.      |
| Andrea Jung         | Chairman of the<br>Board and Chief   | Avon Products, Inc.<br>1345 Avenue of  | Canada      |

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|--------------------------|--|--|--------|
|                          | Executive Officer,<br>Avon Products, Inc.  | the Americas<br>New York, NY 10105   |        |
| Alan (G.) Lafley         | Chairman of the<br>Board, President<br>and Chief Executive<br>Officer, The<br>Procter & Gamble<br>Company                    | The Procter & Gamble<br>Company<br>1 Procter & Gamble Plaza<br>Cincinnati, OH 45202-3315   | U.S.A. |
| -----                    |  |  |        |
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| -----                    |  |  |        |
| Robert W. Lane           | Chairman of the<br>Board and Chief<br>Executive Place<br>Officer,<br>Deere & Company   | Deere & Company<br>One John Deere<br>Moline, IL 61265  | U.S.A. |
| Ralph S. Larsen          | Former Chairman<br>of the Board and<br>Chief Executive<br>Officer, Johnson<br>& Johnson                                      | Johnson & Johnson<br>100 Albany Street<br>Suite 200<br>New Brunswick, NJ<br>08901  | U.S.A. |
| Rochelle B. Lazarus      | Chairman of the<br>Board and Chief<br>Executive Officer,<br>Ogilvy & Mather<br>Worldwide                                     | Ogilvy & Mather<br>Worldwide<br>309 West 49th Street<br>New York, NY<br>10019-7316   | U.S.A. |
| Sam Nunn                 | Retired Partner,<br>King & Spalding  | Sam Nunn School<br>of International<br>Affairs<br>Georgia Institute<br>of Technology<br>781 Marietta Street, NW<br>Atlanta, Georgia<br>30318 | U.S.A. |
| Roger S. Penske          | Chairman of the<br>Board and President,<br>Penske Corporation  | Penske Corporation<br>2555 Telegraph Road<br>Bloomfield Hills, MI<br>48302-0954  | U.S.A. |
| Robert J. Swieringa      | Anne and Elmer<br>Lindseth Dean and<br>Professor of<br>Accounting, S.C.<br>Johnson Graduate<br>School, Cornell<br>University | S.C. Johnson<br>Graduate School<br>Cornell University<br>207 Sage Hall<br>Ithaca, NY 14853-6201  | U.S.A. |
| Douglas A. Warner<br>III | Former Chairman<br>of the Board,<br>J.P. Morgan Chase<br>& Co., The Chase<br>Manhattan Bank and<br>Morgan Guaranty Trust     | J.P. Morgan Chase & Co.,<br>The Chase Manhattan Bank<br>and Morgan Trust Co.<br>of New York<br>270 Park Avenue<br>New York, NY 10154         | U.S.A. |

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|------------------|---|---|--------|
| Robert C. Wright | Vice Chairman of the Board and Executive Officer, General Electric Company; Chairman and Chief Executive Officer, NBC Universal, Inc. | NBC Universal, Inc.<br>30 Rockefeller Plaza<br>New York, NY 10112 | U.S.A. |
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EXECUTIVE OFFICERS OF GENERAL ELECTRIC COMPANY

| NAME<br>-----             | TITLE<br>-----   | PRESENT<br>BUSINESS ADDRESS<br>-----  | CITIZENSHIP<br>----- |
|---------------------------|--|---|----------------------|
| Jeffrey R. Immelt         | Chairman of the Board and Chief Executive Officer      | General Electric Company<br>3135 Easton Turnpike<br>Fairfield, CT 06828                                       | U.S.A.               |
| Philip D. Ameen           | Vice President and Comptroller                         | General Electric Company<br>3135 Easton Turnpike<br>Fairfield, CT 06828                                       | U.S.A.               |
| Kathryn A. Cassidy        | Vice President and GE Treasurer                        | General Electric Company<br>201 High Ridge Road<br>Stamford, CT 06905-3417                                    | U.S.A.               |
| Pamela Daley              | Senior Vice President - Corporate Business Development | General Electric Company<br>3135 Easton Turnpike<br>Fairfield, CT 06828                                       | U.S.A.               |
| Brackett B. Denniston III | Senior Vice President and General Counsel              | General Electric Company<br>3135 Easton Turnpike<br>Fairfield, CT 06828                                       | U.S.A.               |
| Joseph M. Hogan           | Senior Vice President - GE Healthcare                  | General Electric Company<br>Pollards Wood<br>Nightingales Lane<br>Chalfont St. Giles<br>HP8 4SP Great Britain | U.S.A.               |
| John F. Lynch             | Senior Vice President- Human Resources                 | General Electric Company<br>3135 Easton Turnpike  | U.K.                 |

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|                 |   |  |        |
|-----------------|---|--|--------|
| Michael A. Neal | Vice Chairman of General Electric Company; President and Chief Executive Officer, GE Capital Services | General Electric Company<br>260 Long Ridge Road<br>Stamford, CT 06927      | U.S.A. |
| David R. Nissen | Senior Vice President - GE Consumer Finance   | General Electric Company<br>201 High Ridge Road<br>Stamford, CT 06905-3417 | U.S.A. |
| John G. Rice    | Vice Chairman of General Electric Company; President and Chief Executive Officer, GE Infrastructure   | General Electric Company<br>4200 Wildwood Parkway<br>Atlanta, GA 30339     | U.S.A. |
| Keith S. Sherin | Senior Vice President - Finance and Chief Financial Officer   | General Electric Company<br>3135 Easton Turnpike<br>Fairfield, CT 06828    | U.S.A. |

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|------------------|---|---|--------|
| Lloyd G. Trotter | Vice Chairman of General Electric Company; President and Chief Executive Officer, GE Industrial                                       | General Electric Company<br>3135 Easton Turnpike<br>Fairfield, CT 06828 | U.S.A. |
| Robert C. Wright | Vice Chairman of the Board and Executive Officer, General Electric Company; Chairman and Chief Executive Officer, NBC Universal, Inc. | NBC Universal, Inc.<br>30 Rockefeller Plaza<br>New York, NY 10112       | U.S.A. |
| Jeff A. Zucker   | President and CEO NBC Universal, Inc.   | NBC Universal, Inc.<br>30 Rockefeller Plaza<br>New York, NY 10112       | U.S.A. |