

ASIA SATELLITE TELECOMMUNICATIONS HOLDINGS LTD

Form SC TO-C

April 24, 2007

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

**SCHEDULE TO**

**Tender Offer Statement Under Section 14(d)(1) or 13(e)(1)**

**of the Securities Exchange Act of 1934**

**ASIA SATELLITE TELECOMMUNICATIONS HOLDINGS  
LIMITED**

**(Name of Subject Company (Issuer))**

**Able Star Associates Limited**

**CITIC Group**

**GE Capital Equity Investments, Inc.**

**AsiaCo Acquisition Ltd.**

**Bowenvale Limited**

**CITIC Group**

**General Electric Capital Corporation**

**(Names of Filing Persons (Offeror))**

**Ordinary Shares, par value HK\$ 0.10 per share**

**American Depositary Shares**

**(Title of Class of Securities)**

**Ordinary Shares (763991-02-3)**

**American Depositary Shares (04516X106)**

**(CUSIP Number of Class of Securities)**

**Kenneth Ko (Ko Fai Wong)**

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**Asia Satellite Telecommunications Holding Limited**

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to receive notices and communications on behalf of filing person)

**CALCULATION OF FILING FEE**

**Transaction Valuation**

Not Applicable

**Amount of Filing Fee**

Not Applicable

“ Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \_\_\_\_\_

Form or Registration No.: \_\_\_\_\_

Filing Party: \_\_\_\_\_

Date Filed: \_\_\_\_\_

☒ Check the box if the filing relates solely to a preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

☒ third-party tender offer subject to rule 14d-1.

“ issuer tender offer subject to Rule 13e-4.

☒ going-private transaction subject to Rule 13e-3.

☒ amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer: “

**Item 12. Exhibits**

| <b>Exhibit No.</b> | <b>Description</b>                                                                                                                                                                                                                                                                                                                  |
|--------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 99.1               | Joint announcement released by AsiaCo Acquisition Ltd. and Asia Satellite Telecommunications Holdings Limited (the Company ) on April 23, 2007, regarding the invocation of the authorization conditions, the cancellation of the Scheme of Arrangement, indefinite adjournment of the Meetings and possible MGO offers to be made. |