

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)

Catherine Chang

Room 2118, Hutchison House

Asia Satellite Telecommunications Holding Limited

10 Harcourt Road

17th Floor, The Lee Gardens

Edgar Filing: ASIA SATELLITE TELECOMMUNICATIONS HOLDINGS LTD - Form SC TO-C

Hong Kong

852-2867-0612

33 Hysan Avenue

Causeway Bay, Hong Kong

852-2500-0888

Mark S. Bergman

Lawrence Vranka, Jr.

Joseph T. Verdesca

Paul, Weiss, Rifkind, Wharton

Scott I. Sonnenblick

Weil, Gotshal & Manges LLP

& Garrison LLP

Linklaters

767 Fifth Avenue

Alder Castle, 10 Noble Street

1345 Avenue of the Americas

New York, NY 10153

London, EC2V 7JU

New York, NY 10105

Tel: (212) 310-8000

United Kingdom

Tel: (212) 903-9000

Tel: +44 20 7367 1601

(Name, address and telephone number of persons authorized

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: _____

x 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:

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

issuer tender offer subject to Rule 13e-4.

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

x 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

Exhibit No.	Description
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.