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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 ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting (“AGM”) of Asia Satellite Telecommunications Holdings Limited (the “Company”) will be held at 12th Floor, Harbour Centre, 25 Harbour Road, Wanchai, Hong Kong on 15 June 2018 (Friday) at 10:00 a.m. for the following purposes:

#### ORDINARY RESOLUTIONS

- (1) To receive and approve the audited consolidated financial statements and the reports of the Directors and auditor of the Company for the year ended 31 December 2017.
- (2) To declare a final dividend of HK\$0.20 per share for the year ended 31 December 2017.
- (3) To re-elect Directors and authorise the Board to fix their remuneration.
- (4) To re-appoint PricewaterhouseCoopers as auditor of the Company and authorise the Board to fix their remuneration for the year ended 31 December 2018.

As a special business, to consider and, if thought fit, to pass with or without modifications, the following resolutions as ordinary resolutions of the Company:

(5) “**THAT:**

- (A) subject to paragraph (5)(B) below, the exercise by the Directors during the Relevant Period of all the powers of the Company to allot, issue, grant, distribute and otherwise deal with additional Shares and to make, issue or grant offers, agreements, options, warrants and other securities which will or might require Shares to be allotted, issued, granted, distributed or otherwise dealt with during or after the end of the Relevant Period, be and is hereby generally and unconditionally approved;

\* *for identification purpose only*

(B) the aggregate number of Shares allotted, issued, granted, distributed or otherwise dealt with or agreed conditionally or unconditionally to be allotted, issued, granted, distributed or otherwise dealt with (whether pursuant to an option, conversion or otherwise) by the Directors pursuant to the approval in paragraph (5)(A) above, otherwise than pursuant to:

- (i) a Rights Issue; or
- (ii) the exercise of any options granted under the Company's share option scheme, and/or any issue of Shares upon the granting of award shares in the Company's share award scheme; or
- (iii) any issue of shares upon the exercise of rights of subscription or conversion under the terms of any warrant issued by the Company or any securities which are convertible into Shares;

shall not exceed the aggregate of:

- (a) 10% of the total number of issued shares of the Company as at the date of passing this resolution; and
- (b) (if the Directors are so authorised by a separate resolution of the Shareholders) the aggregate number of Shares of the Company repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10% of the total number of issued shares of the Company as at the date of this resolution);

and the said approval shall be limited accordingly; and

(C) for the purpose of this resolution:

- (i) "Relevant Period" means the period from (and including) the date of passing of this resolution until the earlier of:
  - (a) the conclusion of the next annual general meeting of the Company;
  - (b) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws or by any applicable law to be held; and
  - (c) the revocation or variation of the authority given under this resolution by an ordinary resolution of the Shareholders in general meeting;
- (ii) "Rights Issue" means an offer of Shares open for a period fixed by the Directors to holders of Shares on the register of members (and, if appropriate, to the holders of warrants and other securities which carry a right to subscribe or purchase shares in the Company on the relevant register) on a fixed record date in proportion to their then holdings of such Shares (and, if appropriate, such warrants and other securities) (subject to such exclusions or other arrangements as the Directors may deem necessary or

expedient in relation to fractional entitlements or having regard to any legal or practical restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any jurisdiction or territory applicable to the Company); and

(iii) “Shares” means shares of all classes in the capital of the Company and warrants and other securities which carry a right to subscribe or purchase shares in the Company.”

(6) **“THAT:**

(A) subject to paragraph (6)(B) below, the exercise by the Directors during the Relevant Period of all the powers of the Company to purchase Shares on the Stock Exchange or of any other stock exchange on which the Shares may be listed and recognised for this purpose by the SFC and the Stock Exchange for such purpose, in accordance with all applicable laws in this regard, be and is hereby generally and unconditionally approved;

(B) the aggregate number of Shares which may be purchased or agreed conditionally or unconditionally to be purchased by the Company pursuant to the approval in paragraph (6)(A) above shall not exceed 10% of the total number of issued shares of the Company as at the date of passing this resolution, and the said approval shall be limited accordingly; and

(C) for the purposes of this resolution:

(i) “Relevant Period” means the period from (and including) the passing of this resolution until the earlier of:

(a) the conclusion of the next annual general meeting of the Company;

(b) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws or by any other applicable law to be held; and

(c) the revocation or variation of the authority given under this resolution by an ordinary resolution of the Shareholders in general meeting; and

(ii) “Shares” means shares of all classes in the capital of the Company and warrants and other securities which carry a right to subscribe or purchase shares in the Company.”

- (7) “**THAT**, conditional on the passing of Resolutions (5) and (6) above, the General Mandate granted to the Directors of the Company to allot, issue and otherwise deal with additional Shares and to make or grant offers, agreements, options, warrants, and other securities which might require the exercise of such power pursuant to Resolution (5) be and is hereby extended by the addition thereto of an amount representing the total number of issued shares of the Company repurchased by the company under the authority granted pursuant to Resolution (6), provided that such amount shall not exceed 10% of the total number of issued shares of the Company as at the date of passing the resolution.”

By order of the Board  
**Sue YEUNG**  
*Company Secretary*

Hong Kong, 14 May 2018

### **Explanatory Notes to the Notice of Annual General Meeting:**

#### ***Proxy Information***

1. A member entitled to attend and vote at the meeting convened by the above notice 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. To be valid, a proxy form must be delivered to the Company’s share registrar, Computershare Hong Kong Investor Services Limited, Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, not less than 48 hours before the meeting or adjourned meeting (or 24 hours before a poll is taken, if the poll is not taken on the same day as the meeting or adjourned meeting). 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 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 proxy form will not preclude a member from attending in person and voting at the meeting or any adjournment thereof should he so wish.**

#### ***Dividends and Closure of Register***

3. For the purpose of ascertaining members’ entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Friday, 8 June 2018 to Friday, 15 June 2018 (both days inclusive), during which period no transfer of shares in the Company will be allowed. In order to be eligible to attend and vote at the AGM to be held on Friday, 15 June 2018, all share transfer documents accompanied by the relevant share certificates, have to be lodged with the

Company's share registrar, 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. on Thursday, 7 June 2018.

4. The Board has recommended a final dividend of HK\$0.20 per share (the "Final Dividend") for the year ended 31 December 2017, if such dividends are declared by the shareholders by passing Resolution (2), it is expected to be paid on or about Friday, 6 July 2018 to those shareholders whose names appeared on the Company's register of members on Tuesday, 26 June 2018. For the purpose of determining the entitlement to proposed final dividend, the register of members of the Company will be closed from Monday, 25 June 2018 to Tuesday, 26 June 2018 (both days inclusive), during which period no transfer of shares in the Company will be allowed. All share transfer documents accompanied by the relevant share certificates, have to be lodged with the Company's share registrar, 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. on Friday, 22 June 2018.

### ***Directors***

Particulars of retiring Directors subject to re-election at the AGM are set out below.

#### **5. Mr. Herman CHANG Hsiuguo**

**Herman CHANG Hsiuguo**, aged 59, was appointed as a Non-executive Director of the Company on 28 July 2017. Mr. Chang is a Managing Director of Carlyle Asia Partners. He focuses on the investments in the industrial sector.

Prior to joining Carlyle, Mr. Chang ran a global business unit and the Asia Pacific region for Delphi Automotive ("Delphi"). He held positions in products, operations and general management in the 20 years with General Motors and Delphi, of which 11 years in China/Asia.

Mr. Chang received an engineering Ph.D. degree from Northwestern University. He was a non-executive director of Natural Beauty Bio-Technology Limited, a Hong Kong listed company from August 2015 to December 2015.

Save as disclosed above, Mr. Chang has not held any directorship in the last three years in any public companies the securities of which are listed on any securities market in Hong Kong or overseas and is not related to any director, senior management, substantial shareholders or controlling shareholders of the Company. Apart from being a Non-executive Director, he is also a director in a number of members of the Group. As at the Latest Practicable Date, he is not interested in Shares of the Company within the meaning of Part XV of the SFO.

Mr. Chang has entered into an appointment letter with the Company pursuant to which his appointment as a Non-executive Director of the Company shall be for a term of three years with effect from 28 July 2017, subject to the Bye-laws of the Company. Pursuant to the Bye-laws, Mr. Chang shall hold office until the date of next annual general meeting of the Company at which he

will be eligible to offer himself for re-election at such annual general meeting. A director's fee of HK\$163,491 per annum will be paid to Mr. Chang. His remuneration has been determined by the Board with reference to his duties and responsibilities with the Company and the remuneration policy and guidelines adopted by the Remuneration Committee of the Company.

Save as disclosed above, there is no information to be disclosed pursuant to any of the requirements of the provisions under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and no other matter that needs to be brought to the attention to the Shareholders in respect of Mr. Chang's appointment.

#### 6. **Mr. Peter JACKSON**

**Peter JACKSON**, aged 69, was appointed as a Non-executive Director of the Company on 9 January 2012. Mr. Jackson was the Company's previous Executive Chairman and retired on 31 July 2011. Prior to his retirement from the Company, he had served as an Executive Director and a Chief Executive Officer of the Company since May 1996. Before the listing of the Company, he had already served in that position as the Chief Executive Officer of AsiaSat since July 1993. On 31 July 2010, he retired from his position as the Chief Executive Officer and was then appointed as the Executive Chairman of the Company for a period of 1 year from 1 August 2010 to 31 July 2011. Prior to joining the Company, he was employed by Cable & Wireless plc where he held engineering, marketing and management positions. He has over 41 years' experience in the telecommunications field. Currently, he is also a consultant to CITIC Group, substantial shareholder of the Company and a Non-executive Director of Speedcast International Limited which is listed on the Australian Stock Exchange and an Independent Non-executive Director of WE Solutions Limited, which is a Hong Kong listed company. He is also working with several private equity firms in board or advisory positions.

Save as disclosed above, Mr. Jackson has not held any directorship in the last three years in any public companies the securities of which are listed on any securities market in Hong Kong or overseas and is not related to any director, senior management, substantial shareholders or controlling shareholders of the Company. Apart from being a Non-executive Director, he is also a director in a number of members of the Group. As at the Latest Practicable Date, he has personal interests of 800,264 shares of the Company within the meaning of Part XV of the SFO.

There is no service contract between Mr. Jackson and the Company. His appointment is subject to retirement by rotation and re-election in accordance with the Bye-laws. A director's fee of HK\$143,000 was paid to Mr. Jackson for the year ended 31 December 2017. His remuneration has been determined by the Board with reference to his duties and responsibilities with the Company and the remuneration policy and guidelines adopted by the Remuneration Committee of the Company.

Save as disclosed above, there is no information to be disclosed pursuant to any of the requirements of the provisions under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and no other matter that needs to be brought to the attention to the Shareholders in respect of Mr. Jackson's appointment.

7. **Ms. Philana Wai Yin POON**

**Philana Wai Yin POON**, aged 50, was appointed as an Independent Non-executive Director of the Company on 16 March 2018. Ms. Poon is the Executive Director, Legal & Compliance of The Hong Kong Jockey Club ("HKJC"). She is a member of the Board of Management as well as the Company Secretary of HKJC. Ms. Poon has overall responsibility for HKJC's Legal Services Department, Compliance Department and Corporate Secretariat.

Ms. Poon has over 20 years of post-qualification experience both in-house and in private practice. Prior to joining HKJC in 2015, Ms. Poon held various senior positions within the PCCW-HKT Group between 1998 and 2015 including Group General Counsel & Company Secretary. She has a wealth of experience in the telecommunications, media and information technology industries, as well as in the areas of mergers & acquisitions, corporate finance transactions, corporate governance and advising on the Hong Kong Listing Rules and the Securities & Futures Ordinance.

Ms. Poon is currently an Independent Non-executive Director of Forgame Holdings Limited (the "Forgame"), a company listed on the Hong Kong Stock Exchange, but will retire and not offer herself for re-election at Forgame's upcoming annual general meeting on 25 May 2018. She was an Independent Non-executive Director of AZ Electronic Materials S.A., a company formerly listed on the London Stock Exchange from 2012 to 2014.

Ms. Poon has a Bachelor of Commerce degree from the University of Toronto and a Doctor of Law degree from Cornell University. In 2014, Ms. Poon was named by Asian Legal Business as Hong Kong's In-House Lawyer of the Year and in 2016, she was named by Asian Legal Business as Hong Kong's Woman Lawyer of the Year.

Save as disclosed above, Ms. Poon has not held any directorship in the last three years in any public companies the securities of which are listed on any securities market in Hong Kong or overseas and is not related to any director, senior management, substantial shareholders or controlling shareholders of the Company. Apart from being an Independent Non-executive Director, she does not hold any directorship in any members of the Group. As at the Latest Practicable Date, she is not interested in Shares of the Company within the meaning of Part XV of the SFO.

Ms. Poon has entered into an appointment letter with the Company pursuant to which her appointment as an Independent Non-executive Director of the Company shall be for a term of three years with effect from 16 March 2018, subject to the Bye-laws of the Company. Pursuant to the Bye-laws, Ms. Poon shall hold office until the date of next annual general meeting of the Company at which she will be eligible to offer herself for re-election at such annual general meeting. A

director's fee of HK\$398,507 per annum will be paid to Ms. Poon. Her remuneration has been determined by the Board with reference to her duties and responsibilities with the Company and the remuneration policy and guidelines adopted by the Remuneration Committee of the Company.

Save as disclosed above, there is no information to be disclosed pursuant to any of the requirements of the provisions under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and no other matter that needs to be brought to the attention to the Shareholders in respect of Ms. Poon's appointment.

#### 8. **Dr. Roger Shun-hong TONG**

**Roger Shun-hong TONG**, aged 56, was appointed as the Executive Director and the Chief Executive Officer of the Company on 16 April 2018. Prior to his appointment as the Chief Executive Officer, Dr. Tong was the Vice President, Engineering and Operations and Chief Technical Officer of AsiaSat. Dr. Tong has over 33 years' experience in the satellite and telecommunications industry and has worked in Canada, Mainland China and Hong Kong. He has held various senior management positions at COM DEV International, Allen Telecom Inc and Mark IV Industries Ltd. Prior to joining AsiaSat in March 2008, he worked as technical consultant to Telesat Canada where he was responsible for various satellite programmes. He holds a Bachelor's degree in Computer Engineering graduating summa cum laude and a Master's Degree in Electrical Engineering from the McMaster University in Canada, a MBA degree from the Wilfrid Laurier University in Canada and a Doctor of Business Administration from the University of Newcastle in Australia.

There is service contract between Dr. Tong and the Company regarding his appointment where he receives a basic salary of HK\$417,000 per month and an additional discretionary bonus up to 100% of his annual basic salary and an award of shares under the Company's share award scheme. The contract can be terminated by the either party by giving the other not less than six months' notice in writing subject to the terms of the contract. Pursuant to the Bye-laws, Dr. Tong shall hold office until the date of the next annual general meeting of the Company at which he will be eligible to offer himself for re-election. Thereafter, he will be subject to retirement by rotation and re-election in accordance with the Company's Bye-laws. His remuneration has been determined by the Board with reference to his duties and responsibilities with the Company and the remuneration policy and guidelines adopted by the Remuneration Committee of the Company.

Save as disclosed above, Dr. Tong has not held any directorship in the last three years in any public companies the securities of which are listed on any securities market in Hong Kong or overseas and is not related to any director, senior management, substantial shareholders or controlling shareholders of the Company. Apart from being an Executive Director, he is also a director in a number of members of the Group.

As at the Latest Practicable Date, Dr. Tong is beneficially interested in 140,527 shares of the Company and is deemed to be interested in 59,000 shares of the Company, which are held by his spouse, within the meaning of Part XV of the SFO. Dr. Tong has been awarded 348,382 shares of

the Company under the Company's Share Award Scheme, which will be vested to him at nil consideration in tranches over the next 4 years. Save as disclosed herein, he is not interested in any shares, underlying shares or debentures of the Company or any of its associated corporation within the meaning of Part XV of the SFO.

Save as disclosed above, there is no information to be disclosed pursuant to any of the requirements of the provisions under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and no other matter that needs to be brought to the attention to the Shareholders in respect of Dr. Tong's appointment.

#### 9. **Ms. Maura WONG Hung Hung**

**Maura WONG Hung Hung**, aged 52, was appointed as an Independent Non-executive Director of the Company on 9 May 2013. Ms. Wong has over 20 years' experience in finance and private equity in Asia. She was a founder partner of JP Morgan Partners Asia (formerly Chase Capital Partners Asia), a pan-Asia private equity fund, where she ran the Greater China as well as Telecommunications, Media and Technology Practice. She was one of the pioneers of private equity in Asia as a founding member of Goldman Sachs' Principal Investment Area in Asia. She graduated from Harvard Business School with an MBA and as Baker Scholar. Before that she received a Bachelor of Arts degree in International and Public Affairs from Princeton University where she graduated as Phi Beta Kappa and magna cum laude (high honors).

Save as disclosed above, Ms. Wong has not held any directorship in the last three years in any public companies the securities of which are listed on any securities market in Hong Kong or overseas and is not related to any director, senior management, substantial shareholders or controlling shareholders of the Company. Apart from being an Independent Non-executive Director, she does not hold any directorship in any members of the Group. As at the Latest Practicable Date, she is not interested in Shares of the Company within the meaning of Part XV of the SFO.

There is no service contract between Ms. Wong and the Company. Her appointment is subject to retirement by rotation and re-election in accordance with the Bye-laws. A director's fee of HK\$399,000 was paid to Ms. Wong for the year ended 31 December 2017. Her remuneration has been determined by the Board with reference to her duties and responsibilities with the Company and the remuneration policy and guidelines adopted by the Remuneration Committee of the Company.

Save as disclosed above, there is no information to be disclosed pursuant to any of the requirements of the provisions under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and no other matter that needs to be brought to the attention to the Shareholders in respect of Ms. Wong's appointment.

## 10. Mr. Gregory M. ZELUCK

**Gregory M. ZELUCK**, aged 56, was appointed as a Non-executive Director on 19 May 2015 and was re-designated as Chairman of the Company on 1 January 2018. Mr. Zeluck is a Managing Director and the Co-Head of Asia Buyouts. He joined Carlyle in 1998, initially focusing on investment activities in Taiwan. Carlyle has been investing in Asia for nearly two decades, and is one of the largest private equity investors in Asia. During Mr. Zeluck's time with Asia Buyouts, he has helped make and oversee investments of more than US\$9.5 billion, in over 50 transactions. He is based in Hong Kong.

Prior to joining Carlyle, Mr. Zeluck spent a year at Merrill Lynch as part of its Asian High Yield team and thirteen years at Lehman Brothers in its Merchant Banking and Corporate Finance groups, including several years in Asia. Mr. Zeluck received an A.B. from Princeton University, graduating magna cum laude in East Asian studies in 1985.

Mr. Zeluck is currently on the Boards of Eastern Broadcasting Co., Ltd. and ADT Security, and previously served on Boards including Taiwan Broadband Communications Co., Ltd., Caribbean Investment Holdings Limited and kbros Co., Ltd. He was a board director of Natural Beauty Bio-Technology Limited, a Hong Kong listed company from 2014 to 2015 and Ta Chong Bank Limited, a company listed in Taiwan until 2016.

Save as disclosed above, Mr. Zeluck has not held any directorship in the last three years in any public companies the securities of which are listed on any securities market in Hong Kong or overseas and is not related to any director, senior management, substantial shareholders or controlling shareholders of the Company. Apart from being a Non-executive Director, he is also a director in a number of members of the Group. As at the Latest Practicable Date, he is not interested in the shares of the Company within the meaning of Part XV of the SFO.

There is no service contract between Mr. Zeluck and the Company. His appointment is subject to retirement by rotation and re-election in accordance with the Bye-laws. A director's fee of HK\$218,000 was paid to Mr. Zeluck for the year ended 31 December 2017. His remuneration has been determined by the Board with reference to his duties and responsibilities with the Company and the remuneration policy and guidelines adopted by the Remuneration Committee of the Company.

Save as disclosed above, there is no information to be disclosed pursuant to any of the requirements of the provisions under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and no other matter that needs to be brought to the attention to the Shareholders in respect of Mr. Zeluck's appointment.

### ***Auditor's Remuneration***

11. In relation to Resolution (4) in the Notice regarding the authorisation of the Board to fix auditor's remuneration, shareholders should note that, in practice, the amount of auditor's remuneration for the year 2018 audit cannot be determined at the beginning of the financial year. This is because auditor's remuneration for any given year varies, in particular by reference to the scope and extent of the audit work which is undertaken during the year.
12. In order to be able to charge the amount of auditor's remuneration as operating expenses for the year ending 31 December 2018, shareholders' approval to delegate the authority to the Board to fix the auditor's remuneration for the year ending 31 December 2018 is required at the AGM.
13. The work of the auditor and the amount of remuneration paid to the auditor for the year 2017 audit has been reviewed by the Audit Committee. The approved amount of auditor's remuneration and fees paid to the auditor for non-audit services are disclosed on page 20 of the Annual Report. All non-audit services performed by the auditor were pre-approved by the Audit Committee.

### ***Share Repurchase Mandate***

14. In relation to the general mandate referred to in Resolution (6) in the Notice, an ordinary resolution was passed at the AGM on 14 June 2017 giving a general mandate to the Directors to repurchase shares of the Company on the Stock Exchange representing up to 10% of the total number of issued shares of the Company. Up to the Latest Practicable Date, no shares were repurchased pursuant to this general mandate, which will lapse at the conclusion of the forthcoming AGM, unless the mandate is renewed at that meeting. The Directors believe that it is in the best interests of the Company and its shareholders to have a general authority from shareholders to enable the Directors to repurchase shares on an opportunistic basis for the enhancement of long-term shareholder value. Shareholders' attention is particularly drawn to the implication of share repurchases under the Takeovers Code as set out in the Explanatory Statement on the Share Repurchase Mandate which is sent to shareholders together with the Notice.

As at the date of this announcement, the Board comprises the following directors:

*Chairman:*

Mr. Gregory M. ZELUCK

*Executive Director:*

Dr. Roger Shun-hong TONG (*Chief Executive Officer*)

*Non-executive Directors:*

Mr. JU Wei Min (*Deputy Chairman*)

Mr. LUO Ning

Mr. Peter JACKSON

Mr. Herman CHANG Hsiuguo

Mr. Julius M. GENACHOWSKI

*Independent Non-executive Directors:*

Mr. Marcel R. FENEZ

Ms. Philana Wai Yin POON

Mr. Steven R. LEONARD

Ms. Maura WONG Hung Hung

*Alternate Director:*

Mr. CHONG Chi Yeung (*alternate to Mr. LUO Ling*)