
China Digital TV Holding Co., Ltd.
Notice of Annual General Meeting of Shareholders

Notice is hereby given that the Annual General Meeting of Shareholders (the “Meeting”) of China Digital TV Holding Co., Ltd., a company incorporated under the laws of the Cayman Islands (the “Company”), will be held on Monday, December 21, 2018, at 10:00 a.m., Beijing time, at the 4th Floor, Tower B, Jingmeng High-Tech Bldg, No.5 Shangdi East Road, Haidian District, People’s Republic of China, for the purposes of considering and, if thought fit, passing the following resolution (with or without modification) as an ordinary resolution:

ORDINARY RESOLUTION

1. To consider and approve the re-election of Mr. Zhenwen Liang as a Class II Director of the Company's Board of Directors for a three-year term commencing from the date of the Meeting.

Additional information regarding the matters to be acted on at the Meeting can be found in the accompanying proxy statement (the “Proxy Statement”).

All holders of record of the Company’s ordinary shares as of November 16, 2018, will be entitled to attend and vote at the Meeting.

This notice of the Meeting, the proxy card, the Proxy Statement and a copy of the Company’s Annual Report for the year ended December 31, 2017 are also available through the Company’s website at <http://ir.chinadtv.cn> . The Company will also provide a hard copy of the Company’s complete audited financial statements free of charge to the shareholders upon request. Our Annual Report does not constitute proxy soliciting material.

By Order of the Board of Directors,

/s/ Jianhua Zhu

Jianhua Zhu

Director and Chief Executive Officer

Beijing, China

November 14, 2018

China Digital TV Holding Co., Ltd.

PROXY STATEMENT

ANNUAL GENERAL MEETING OF SHAREHOLDERS

December 21, 2018

INTRODUCTION

This proxy statement is furnished in connection with a solicitation of proxies by the Board of Directors of China Digital TV Holding Co., Ltd., a company incorporated under the laws of the Cayman Islands (the “Company”), to be used at the Annual General Meeting of Shareholders (the “Annual General Meeting”) of the Company to be held at Company office, the 4th Floor, Tower B, Jingmeng High-Tech Bldg, No.5 Shangdi East Road, Haidian District, Republic of China , at 10:00 a.m., Beijing time, and at any adjourned Annual General Meeting.

The Board of Directors has established November 16, 2018 as the date used to determine those record holders of the Company’s ordinary shares to whom the notice of the Annual General Meeting will be sent (the “Shareholders Record Date”). The Board of Directors has also established November 16, 2018 as the date used to determine those record holders of the Company’s American Depositary Shares (the “ADSs”) to whom the notice of the Annual General Meeting will be sent (the “ADS Holders Record Date”). If you properly cast your vote by executing and returning the enclosed proxy card and if your proxy is not subsequently revoked, your vote will be voted in accordance with your instructions. If you execute and return the enclosed proxy card appointing the Chairman of the Annual General Meeting as your proxy but do not give instructions as to how to vote, your proxy will be voted FOR the proposal described in this proxy statement and otherwise in accordance with the judgment of the person or persons voting the proxy on any other matter properly brought before the Annual General Meeting.

A shareholder executing a proxy may revoke it before it is exercised by giving written notice revoking the proxy to Mr. Nan Hao at the Company, by subsequently filing another proxy bearing a later date or by attending the Annual General Meeting and voting in person. A vote cast in accordance with the instructions of a proxy shall be valid notwithstanding (i) the death or insanity, subsequent to the execution of the proxy but prior to the Annual General Meeting, of the shareholder who executes the proxy, or (ii) revocation of the proxy, if no written instrument setting forth such death, insanity or revocation shall have been received by the Company at its office as specified in the Notice of the Annual General Meeting no later than two hours prior to the commencement of the Annual General Meeting or of any adjourned Annual General Meeting. The attendance at the Annual General Meeting in person by a shareholder will automatically revoke any proxy given.

Quorum and Voting Requirements

Two shareholders entitled to vote and present in person or by proxy or (in the case of a shareholder being a corporation) by its duly authorized representative holding shares representing in the aggregate no less than one third in nominal value of the total issued voting shares in the Company will constitute a quorum for all purposes.

The affirmative vote of a simple majority of the outstanding voting shares present in person or by proxy or (in the case of a shareholder being a corporation) by its duly authorized representative is required to approve an ordinary resolutions.

Expenses of Solicitation

The Company will pay the expenses of the preparation of proxy materials and the solicitation of proxies for the Annual General Meeting. The Company will reimburse the depositary bank for the ADSs, Deutsche Bank Trust Company Americas, for costs incurred by it in mailing proxy materials to ADS holders in accordance with the deposit agreement.

Annual Report

A copy of the Company's Annual Report for the fiscal year of 2017 is available through the Company's website at <http://ir.chinadtv.cn> . The Company will also provide a hard copy of the Company's complete audited financial statements free of charge to the shareholders upon request. Our Annual Report does not constitute proxy soliciting material.

PROPOSAL

- Ordinary Resolution to Re-elect Zhenwen Liang as a Class II Director

Our Board of Directors currently consists of two members, each serving a three-year term. The terms of the directors are staggered. One director's term will expire at this year's Annual General Meeting and is eligible for re-election at the Annual General Meeting. The Board of Directors has nominated the incumbent director, Zhenwen Liang, for a new term to expire at the Annual General Meeting of Shareholders of the Company to be held in 2021.

Mr. Liang is the Company's current CFO and joined the Company in 1998 as financial controller. Mr. Liang has extensive experience in company operations and financial management. He obtained a bachelor's degree in accounting from the Central University of Finance and Economics and a master's degree in business administration from Renmin University of China. Mr. Liang is a member of the Chinese Institute of Certified Public Accountants.

The Board of Directors recommends a vote FOR the re-election of Zhenwen Liang. Voting will be conducted by poll and the chairman of the Annual General Meeting will demand a poll at the said meeting.

OTHER MATTERS

As of the date hereof, there are no other matters that the Board of Directors intends to present, or has reason to believe others will present, at the Annual General Meeting. If other matters properly come before the Annual General Meeting, the persons named in the accompanying form of proxy card will vote in accordance with their best judgment with respect to such matters.

By Order of the Board of Directors,

/s/ Jianhua Zhu

Jianhua Zhu

Director and Chief Executive Officer

Beijing, China