

China Digital TV Holding Co., Ltd.

PROXY STATEMENT

EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

March 1, 2019

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 Extraordinary General Meeting of Shareholders (the “Extraordinary 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, on Wednesday, April 3, 2019 at 10:00 a.m., Beijing time, and at any adjourned Extraordinary General Meeting.

The Board of Directors has established March 1, 2019 as the date used to determine those record holders of the Company’s ordinary shares to whom the notice of the Extraordinary General Meeting will be sent (the “Shareholders Record Date”). The Board of Directors has also established March 1, 2019 as the date used to determine those record holders of the Company’s American Depositary Shares (the “ADSs”) to whom the notice of the Extraordinary 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 Extraordinary 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 Extraordinary 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 Extraordinary 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 Extraordinary 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 Extraordinary General Meeting no later than two hours prior to the commencement of the Extraordinary General Meeting or of any adjourned Extraordinary General Meeting. The attendance at the Extraordinary 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 resolution.

Expenses of Solicitation

The Company will pay the expenses of the preparation of proxy materials and the solicitation of proxies for the Extraordinary 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.

Potential ADR program termination

The Company was delisted from New York Stock Exchange (the "delisting") in October 2017 and is now quoted on the OTC Markets. We received a resignation letter from Deutsche Bank Trust Company Americas ("DB") regarding the resignation of its appointment as depositary with respect to the American Depositary Receipt program of the Company (the "ADR program"). Such resignation will be effective on the earlier of (i) the 90th day after delivery of the resignation notice to the Company, or (ii) the appointment by the Company of a successor depositary and its acceptance of such appointment. If the Company fails to appoint a successor depositary upon expiry of 90 days after the delivery of the resignation notice, the Company expects that DB will provide mail notice of termination to holders of ADRs at least 30 days prior to the date fixed for such termination, in line with the provisions of the deposit agreement. ADR holders may surrender their ADRs to DB for cancellation, and upon payment of the applicable fee of \$0.05 per ADR, shall receive the underlying ordinary shares of the Company. Following termination of the deposit agreement, DB will discontinue registration of transfers of the ADRs.

Proposed Deregistration from SEC

As the Company was delisted, the Board of Directors believes that it is not commercially

beneficial to the Company and its shareholders, as a whole, for the Company to maintain its SEC registration status. The Company intends to file with the SEC a certification and notice of termination on Form 15 requesting that the Company's reporting obligations under Sections 13 and 15(d) of the Exchange Act be terminated. Once such process is successfully completed, you should not expect to see, among others, the Company's further periodic reports, beneficial ownership reports and reports made under proxy rules.

The Board of Directors recommends a vote FOR the approval of the Company's deregistration from the SEC. Voting will be conducted by poll and the chairman of the Extraordinary 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 Extraordinary General Meeting. If other matters properly come before the Extraordinary General Meeting, the person named in the accompanying form of proxy card will vote in accordance with his 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