



## **ASIA SATELLITE TELECOMMUNICATIONS HOLDINGS LIMITED**

**亞洲衛星控股有限公司\***

*(Incorporated in Bermuda with limited liability)*

*Stock Code: 1135*

### **COMPLIANCE COMMITTEE**

#### **TERMS OF REFERENCE**

##### **A. Purpose**

The Compliance Committee is established as a committee of the Board. The Compliance Committee shall be primarily responsible for matters in relation to compliance with legal and regulatory requirements (“Rules”) that are applicable to the business and operations of Asia Satellite Telecommunications Holdings Limited (the “Company”), including its associates and subsidiaries (the “Group”). Without limiting the generality of the foregoing, the Rules include: (i) Rules that govern the status of the Company as a listed company in Hong Kong, such as the corporate governance code of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited, the Securities and Futures Ordinance and other related rules; (ii) Rules that relate to the Group’s satellite operations such as those that govern the export and import of the Group’s satellites, and licensing requirements for operating the Group’s satellites; and (iii) Rules that govern the business dealings and transactions of the Group as well as conduct of its officers such as applicable international sanction and international anti-bribery and money laundering regulations. The Compliance Committee shall also monitor the Group’s policies, procedures and practices in relation to disclosures of price sensitive information. The Compliance Committee shall have no powers other than those set out in these terms of reference.

##### **B. Membership**

The Compliance Committee shall have at least three members. The quorum for the Compliance Committee shall be two members. The members of the Compliance Committee shall be appointed by the Board. Members of the Compliance Committee may be removed at any time by action of the Board. The Chairman of the Compliance Committee shall be appointed by the Board and shall be an Independent Non-executive Director. Members shall be appointed for an initial three year term of office after which they shall continue for another term, if not revoked.

### **C. Meetings**

The Compliance Committee shall meet twice a year or more frequently as circumstances require. Meetings shall where possible be held prior to meetings of the Board and may be held by telephone.

An agenda shall be circulated at least seven days before each meeting to the Compliance Committee members. The minutes of the meetings of the Compliance Committee shall be circulated to the Board.

### **D. Duties and Responsibilities**

To fulfill its duties and responsibilities, the Compliance Committee shall:

1. Develop and review the Group's policies, procedures and practices on corporate governance and make recommendations to the Board.
2. Monitor the Group's compliance with the Rules. Without limiting the generality of the foregoing, the Rules include (i) Rules that govern the status of the Company as a listed company in Hong Kong, such as the corporate governance code of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited and other related rules; (ii) Rules that relate to the Group's satellite operations such as those that govern the export and import of the Group's satellites, and licensing requirements for operating the Group's satellites; (iii) Rules that govern the business dealings and transactions of the Group as well as conduct of its officers such as applicable international sanctions and international anti-bribery and money laundering regulations.
3. Review any compliance monitoring performed by the Group's Internal Audit Department, Legal Department and Company Secretary Department.
4. Monitor the investigation and resolution of any significant instances of non-compliance or potential compliance violations that are reported to the Compliance Committee.
5. Review the annual Corporate Governance Report for the Board's consideration and approval.
6. Monitor the Group's policies, procedures and practices in relation to disclosures of price sensitive information and make recommendations to the Board. Where requested by the Board, the Compliance Committee's duties may include assessing and verifying the accuracy and materiality of price-sensitive information and determining the form and content of any required disclosure.
7. Review and monitor the training and continuous professional development of directors and senior management.
8. Review and monitor the code of conduct and compliance manual (if any) applicable to employees and directors.

**E. Resources**

The Compliance Committee shall have the sole authority to retain legal and other external consultants to advise the Compliance Committee. The Compliance Committee may request any officer or employee of the Group or the Group's outside counsel or consultants to attend a meeting of the Compliance Committee or to meet with any members of, or consultants to, the Compliance Committee.

Date: 31 March 2014

*\* For identification only*