



ASIA SATELLITE TELECOMMUNICATIONS HOLDINGS LIMITED

亞洲衛星控股有限公司*

(Incorporated in Bermuda with limited liability)

Stock Code: 1135

NOMINATION COMMITTEE

TERMS OF REFERENCE

A. Purpose

The Nomination Committee is established as a committee of the Board. The Nomination Committee shall be primarily responsible for leading the process of identifying suitable candidates to be appointed as Board members and the President and Chief Executive Officer ("CEO") of the Company. The committee shall have no powers other than those set out in these terms of reference below.

B. Membership

The Nomination Committee shall have at least five members, with the majority of the members being independent in order to satisfy applicable independence requirements, as determined by the Board and relevant regulatory authorities. The quorum for the committee shall be two members. The members of the Nomination Committee shall be appointed by the Board. Members of the Nomination Committee may be removed at any time by action of the Board. The Chairman of the Nomination 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 Nomination Committee shall meet at least once per year or more frequently as circumstances require. The meeting may be held prior to the meeting of the Board or by telephone.

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

D. Authority and Responsibilities

To fulfill its responsibilities, the Nomination Committee shall:

1. Identify individuals qualified to become members of the Board in accordance with the criteria established by the Board (as contained in the Company's Corporate Governance Guidelines) as well as the Board Diversity Policy and recommend qualified candidates to the Board as director nominees for the next annual general meeting of shareholders.
2. Review the structure, size, composition and diversity (including but not limited to experience, leadership, cultural and educational background, qualifications, professional ethics, expertise, skills, know-how, gender and age) of the Board annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy.
3. Make recommendations to the Board with respect to membership on committees of the Board, other than the Nomination Committee.
4. Make recommendations to the Board with respect to succession planning for directors and the CEO and the senior management staff. At least annually, work with the Chairman of the Board and the CEO to plan for CEO's succession as well as to develop plans for interim succession for the CEO in the event of any unexpected occurrence.
5. Assess the independence of independent non-executive directors annually, having regard in particular to:
 - a. the criteria specified in Listing Rule 3.13(1) of the Rules Governing the Listing of Securities on the Stock Exchange;
 - b. the categorical standards set forth in Exhibit A to the Company's Corporate Governance Guidelines adopted by the Board as the additional criteria for independence;
 - c. the policy set forth in paragraph 5(a) of the Company's Corporate Governance Guidelines as regards a Director whose term of service has reached or exceeded nine years;

and make recommendations to the Board regarding their independence.

6. Review the appointments of the Board members serving on the boards of other public companies (or on the governing bodies of other public institutions) to ensure that such other appointments do not impair the ability of the Board members to serve the Board effectively. Each Board member should inform the Board if he/she serves more than 4 other publicly traded company boards or governing bodies of public institutions. The Nomination Committee should review and make recommendations to the Board where appropriate.
7. Review each director's suitability to continue serving on the board every three years. For INEDs who have served for more than 9 years and who seek re-election despite code provisions stipulated in Rules Governing the Listing of Securities on the Stock Exchange limiting INED term to not more than 9 years, make a special assessment to ensure that continued tenure will not impair the INED's independence and make recommendations to the Board.

8. For any director who has reached or surpassed the retirement age as stipulated in the Corporate Governance Guidelines and a special exemption is to be sought from mandatory retirement, review and vote on annual basis to waive or continue to waive the mandatory retirement age of such person as a director.
9. Review the continued appropriateness of Board membership for individual directors upon the request of the Board from time to time.
10. Review and monitor attendance and time commitment from members of the Board annually.
11. Review and reassess the adequacy of the terms of reference annually in light of applicable stock exchange requirements and securities laws, and recommend to the Board any changes deemed appropriate by the Nomination Committee.
12. Assess the overall performance of the Board and other committees (including its own) and that of individual directors annually by soliciting and collecting comments from all directors and if necessary engaging an external consultant to assist in the process. Report annually to the Board with the result of such assessment.
13. Perform any other activities consistent with the terms of reference, the Company's by-laws and governing law, as the Nomination Committee or the Board deems appropriate.

E. Resources

The Nomination Committee shall have the sole authority to retain and terminate a search firm to be used to identify director candidates and the authority to retain other professionals to assist it with any background checks, including sole authority to approve the search firm's and such other professionals' fees and retention terms.

Date: 19 November 2015

** For identification only*