



ASIA SATELLITE TELECOMMUNICATIONS HOLDINGS LIMITED

亞洲衛星控股有限公司*

(Incorporated in Bermuda with limited liability)

Stock Code: 1135

REMUNERATION COMMITTEE

TERMS OF REFERENCE

A. Purpose

The Remuneration Committee is established as a committee of the Board. It is responsible for considering and reviewing the remuneration packages of the executive directors and senior management, and the overall remuneration strategy for all staff.

For this purpose, remuneration shall include:

- annual base salary;
- annual incentive opportunity;
- stock option or other equity participation plans;
- profit-sharing plans;
- long-term incentive opportunity;
- the terms of employment agreements, severance arrangements, and change in control agreements, in each case as, when and if appropriate;
- any special or supplemental benefits; and
- any other payments that are deemed compensation under applicable rules.

The Remuneration Committee is also responsible for considering and reviewing the pay and conditions for other employees below the executive director level and emoluments of the non-executive directors prior to approval of awards by the Board in respect of each financial year. The committee shall have no powers other than those set out in these terms of reference below.

B. Membership

The Remuneration Committee shall have five members, three of whom shall satisfy applicable independence requirements, as determined by the Board and relevant regulatory authority. The quorum for the committee shall be three members. The members of the Remuneration Committee shall be appointed by the Board. Members of the Remuneration Committee may be removed at any time by action of the Board. The chairman of the committee shall be an independent director and appointed by the Board. 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 Remuneration Committee shall meet at least once per year or more frequently as circumstances require. The meeting shall be held prior to a recommended award presented to the Board for approval.

The Remuneration Committee shall appoint a secretary. 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 Remuneration Committee shall:

1. Review and approve on an annual basis corporate goals and objectives relevant to the President & Chief Executive Officer (“CEO”) compensation, evaluate the CEO’s performance in light of those goals and objectives and, either as a committee or together with the other independent directors (as directed by the Board), recommend the CEO’s compensation level based on this evaluation. In determining the long-term incentive component of CEO compensation, the Remuneration Committee will also consider, among such other factors as it may deem relevant, the Company’s performance, shareholder returns, the value of similar incentive awards to chief executive officers at comparable companies and the awards given to the CEO in past years. The CEO shall not be present during voting or deliberations relating to the CEO’s compensation.
2. Review and make recommendations to the Board on an annual basis with respect to non-CEO compensation.
3. Review and approve compensation payable to executive directors and senior management for any loss or termination of office or apportionment to ensure that they are consistent with contractual terms and are otherwise fair and not excessive.
4. Review and make recommendations to the Board on an annual basis with respect to the fees of Non-executive and Independent Non-executive Directors (including fees for members of Board Committees).
5. Review and approve compensation arrangements relating to the dismissal or removal of directors for misconduct to ensure they are consistent with contractual terms and are otherwise reasonable and appropriate.
6. Ensure that no director or any of his associates is involved in deciding his own remuneration.
7. Make recommendations to the Board with respect to the Company’s incentive compensation plans and equity-based plans.

8. Approve compensation awards (with or without ratification or approval of the Board) as may be required to comply with applicable tax and local corporate laws.
9. Review and reassess the adequacy of the terms of reference annually and recommend to the Board any changes deemed appropriate by the Remuneration Committee.
10. Review its own performance annually.
11. Report regularly to the Board.
12. Perform any other activities consistent with the terms of reference, the Company's by-laws and governing law, as the Remuneration Committee or the Board deems necessary or appropriate.

Nothing in the terms of reference shall preclude the Board from discussing CEO or non-CEO compensation generally or any other subject.

E. Resources

The Remuneration Committee shall have the sole authority to retain or terminate consultants to assist the Remuneration Committee in the evaluation of director, CEO or senior management compensation, and compensation strategy generally as applicable to the company.

The Remuneration Committee shall have the sole authority to determine the terms of engagement and the extent of funding necessary for payment of compensation to any consultant retained to advise the Remuneration Committee.

Date: 17 March 2016

** For identification only*