



APT SATELLITE HOLDINGS LIMITED

Terms of Reference of Nomination Committee

(established on 11 April 2005 and as revised on 30 March 2012)

A. Objectives

The Nomination Committee is established by the Board of Directors of APT Satellite Holdings Limited as a long-standing sub-committee of the Board for the purposes of providing recommendations in respect of the composition of the Board, the appointments of Directors and the independence of Independent Non-executive Directors.

B. Authority and Responsibility

1. to review the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually and make recommendations to the board regarding any proposed changes;
2. to identify individuals suitably qualified to become Board members and make recommendations to the Board on the nomination of individuals for directorships;
3. to assess the independence of Independent Non-executive directors;
4. to make recommendations to the Board on relevant matters relating to the appointment or re-appointment of Directors and succession planning for Directors in particular the Chairman and the President;
5. to establish the nomination procedure and the process and criteria adopted by the Nomination Committee to select and recommend candidates for directorship; and
6. to submit a work report to the Board on an annual basis.

C. Composition

The Nomination Committee shall be composed of one Executive Directors and three Independent Non-executive Directors.

D. Meetings

The Nomination Committee shall meet at least once per year either in person or through other electronic means of communication. The quorum of meetings shall be at least three members. The Chairman of the Nomination Committee, who shall be Independent Non-executive Director, shall be approved by resolution of the



Board of Directors. The Secretary of the Nomination Committee shall be the Company Secretary of the Company.

E. Resources

The Nomination Committee shall be entitled to access external professional advice whenever necessary.