



CODE OF BUSINESS CONDUCT AND ETHICS

In addition to English, there is a Chinese (traditional and simplified) version of this document. This document is available on the Company's internal sharepoint portal server and on the World Wide Web: <http://www.asiasat.com>.

This Code should also be provided to and followed by the Company's agents and representatives, including consultants.

Version	Revised / Amended by	Issue Date
1	Legal (added item (q) Anti Money-Laundering)	23 August 2007
2	Legal (revised item (p) Bribery and Corruption Practice, item(r) Payments to Domestic and Foreign Officials)	19 August 2011
3	Legal (revised item (b) Conflicts of Interest, item (p) Bribery and Corruption Practices, item (r) Payments to Domestic and Foreign Officials)	18 July 2012
4	Internal Audit (revised item (u) Compliance Procedures)	29 August 2013
5	Legal (revised item (p) Bribery and Corruption Practice; inserted new item (t) Compliance with the KYC Policy)	2 March 2015
6	Legal (revised item (g), now renamed Insider Dealing)	3 June 2015

OBJECTIVE

Asia Satellite Telecommunications Holdings Limited (including its subsidiaries) (the "**Company**") requires all employees, particularly all senior officers and general managers, to maintain, at all times, the highest standards of integrity and honesty in conducting the Company affairs. The purpose of this Code of Business Conduct and Ethics (the "**Code**") is (i) to inform employees of their legal and ethical obligations to the Company, its customers, suppliers, competitors and associates; and (ii) to provide broad guidelines to help them make ethical decisions in the discharge of their duties.

If you believe that a situation has violated or may lead to a violation of this Code, or if you are faced with an ethical dilemma, you should contact the officer(s) who may be specifically identified under the various headings hereunder or you could always follow the procedures described under the last section of this Code, Compliance Procedures.

Maintain high standards of integrity and honesty.

(a) Obligation Towards the Company

Employees are expected to give their best services at all times to promote the business and interests of the Company. In so doing, they must comply with the Company's high standards of ethical conduct. Where it is stated in the terms of employment, they shall not directly or indirectly engage in any other business or occupation for reward, nor receive any commission or fee without prior written permission given by the Company. Employees will comply with and act under the general orders and directions of Management or any person to whom the requisite authority may have been delegated.

Provide best services at all times to promote the business and interest of the Company.

(b) Conflicts of Interest

A conflict of interest occurs when an individual's personal interest interferes, or appears to interfere, with the interests of the Company in any way. A conflict situation can arise when an employee takes actions or has interests that may make it difficult to perform his or her work objectively or to the best interest of the Company. Conflicts of interest can also arise when an employee, officer or director, or a member of his or her family, receives improper personal benefits as a result of his or her position in the Company. Loans to, or guarantees of obligations of, such persons are likely to pose conflicts of interest, as are transactions of any kind between the Company and any other organisation in which an employee, officer or director, or a member of his or her family have an interest.

Employees, officers and directors are prohibited from taking for themselves personally, opportunities that arise from using corporate property, information or position for personal gain. Employees, officers and directors are also prohibited from competing with the Company.

Activities that could give rise to conflicts of interest are prohibited. Since it is not always easy to determine whether a conflict of interest exists, any potential conflicts of interests must be reported to the Company's management. Employees should not misuse their position or authority in the Company to pursue their own private interests which include both financial or personal interests and those of their family members, relatives or close personal friends. Employees should fill out the "Declaration of Conflict of Interest" form available in the form library of the Company's internal sharepoint portal server to report any existing or potential conflict of interest situation arising during the discharge of official duties.

Activities that could give rise to conflicts of interest are prohibited.

(c) Confidentiality

Employees must maintain the confidentiality of information entrusted to them by the Company or that otherwise comes into their possession in the course of their employment, except when disclosure is authorised or required by law. Confidential information includes all information covered by non-disclosure agreements executed by the Company, all non-public information that may be of use to competitors, or harmful to the Company or its customers, if disclosed.

Confidential information also includes information that is entrusted to the Company by its customers, for example, information seen or heard when handling any type of transmissions. Unless it is absolutely essential in carrying out their duties, employees should not listen to or monitor communications between customers. They must not permit any unauthorised person to have access to any communication transmitted over our satellites nor allow any unauthorised devices to be connected thereto.

The obligation to preserve confidential information continues even after you leave the Company.

Employees must maintain the confidentiality of information entrusted to them.

(d) Protection and Proper Use of Company Assets

All employees are responsible for protecting the Company's assets and ensuring their proper and efficient use. Theft, carelessness and waste have a direct impact on the Company's profitability. Any suspected incidents of fraud, theft, loss or damage should be reported immediately.

Company assets, such as funds, products or computers, may only be used for legitimate business purposes or other purposes approved by management. Company assets must not be used for illegal purposes.

The obligation to protect Company assets includes proprietary information. Proprietary information includes any information that is not known to the general public or would be helpful to our competitors. Examples of proprietary information

are intellectual property, business and marketing plans and employee information. The obligation to preserve proprietary information continues even after you leave the Company.

Any suspected incidents of fraud, theft, loss or damage should be reported immediately.

(e) Accuracy of Company Records and Reporting

Honest and accurate recording and reporting of information is critical to our ability to make responsible business decisions. The Company's accounting records are relied upon to produce reports for the Company's management, shareholders, creditors, governmental agencies and others. Our financial statements and the books and records on which they are based must accurately reflect all corporate transactions and conform to all legal and accounting requirements and our system of internal controls. All transactions must be supported by accurate documentation in reasonable detail and recorded in the proper account and in the proper accounting period.

All employees have a responsibility to ensure that the Company's records do not contain any false or intentionally misleading entries. Any wilful and unauthorized alteration or destruction of accounts, records, reports or memoranda and the making of false entries in Company records will constitute an offence and will be subject to disciplinary action. Employees should be on the alert at all times to safeguard Company records. Any suspected or actual occurrence of unauthorised access, attempted theft, falsification or destruction of Company records should be reported immediately.

Business records and communications often become public through legal or regulatory investigations or the media. Employees should avoid exaggeration, derogatory remarks, legal conclusions or inappropriate characterisations of people and companies. This applies to communications of all kinds, including email and informal notes or inter-office memos. Records should be retained and destroyed in accordance with the "Company Records Retention Policy" available in the internal sharepoint portal server.

All employees have a responsibility to ensure that the Company's records do not contain any false or intentionally misleading entries.

(f) Lending and Borrowing of Money between Employees

Employees should not allow any financial problems to affect their work. The borrowing and lending of money between employees is strongly discouraged. In particular, the borrowing of money from a subordinate, or the acting of guarantor for a loan for a supervisor, violates the Code and the employees concerned are liable to disciplinary action.

(g) Insider Dealing

Insider dealing is a criminal offence in Hong Kong. Sections 270 (1) and 290 of the Securities and Futures Ordinance (the SFO) set out different occasions on which insider dealing may have taken place. AsiaSat employees should refrain from buying or selling AsiaSat's shares while in possession of material non-public information about the Company which, if known to the public, would have an impact on the price of the Company's shares. It is also illegal to disclose inside information to another person knowing that the other person might make an investment decision based on that information or pass the information on further.

(h) Fair Dealing

Each employee should endeavour to deal fairly with the Company's customers, suppliers, competitors and employees. No employee should take unfair advantage of anyone through illegal conduct, manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair-dealing practice.

(i) Compliance with Laws, Rules and Regulations

Compliance with both the letter and spirit of all laws, rules and regulations applicable to our business is critical to our reputation and continued success. All employees must respect and obey the law and avoid even the appearance of impropriety. Employees who fail to comply with this Code and applicable laws will be subject to disciplinary measures, up to and including discharge from the Company.

(j) Compliance with Antitrust Laws

The Company believes in fair and open competition, and adheres strictly to the requirements of the antitrust laws in jurisdictions where they are in force. As a general proposition, any contact with a competitor may present problems under the antitrust laws. Accordingly, all employees of the Company should avoid any such contact relating to the business of the Company or the competitor without first obtaining the approval of the legal department.

We note below some general rules concerning contacts with competitors:

- Agreements among competitors, whether written or oral, which relate to prices are illegal *per se*. In other words, such agreements, by themselves, constitute violations of the antitrust laws. Price fixing is a criminal offence in some jurisdictions, and may subject the Company to substantial fines and penalties and the offending employee to imprisonment and fines.
- The antitrust laws may be violated even in the absence of a formal agreement relating to prices. Under certain circumstances, an agreement to fix prices may be inferred from conduct, such as the exchange of price information, and from communications among competitors even without an express understanding. Although exchanges of price information are permitted in

certain circumstances, employees of the Company should not participate in such exchanges without first obtaining the approval of the legal department.

- It is a *per se* violation of the antitrust laws for competitors to agree, expressly or by implication, to divide markets by territory or customers.
- It is a *per se* violation of the antitrust laws for competitors to agree not to do business with a particular customer or supplier. As with agreements to fix prices, the antitrust laws can be violated even in the absence of an express understanding.
- Any communication between competitors concerning problems with any customer or supplier may violate the antitrust laws and should be avoided.

Agreements among competitors which relate to prices are illegal per se.

(k) Compliance with Environmental Laws

The Company is sensitive to the environmental, health and safety consequences of its operations. If any employee has any doubt as to the applicability or meaning of a particular environmental, health or safety regulation, he or she should discuss the matter with a member of the Company's legal department.

(l) Equal Opportunity and Diversity Policy

We value the diversity of our employees and are committed to providing equal opportunity in all aspects of employment. Abusive, harassing or offensive conduct is unacceptable, whether verbal, physical or visual. Examples include harassment and vilification on the grounds of sex, racial or ethnic background, marital status, disability and unwelcome sexual advances. Employees are encouraged to speak out when a colleague's conduct makes them uncomfortable, and to report harassment when it occurs.

Abusive, harassing or offensive conduct is unacceptable.

(m) Safety and Health

AsiaSat employees are all responsible for maintaining a safe workplace by following safety and health rules and practices. The Company is committed to keeping the workplace free from hazards. Please report any accidents, injuries, unsafe equipment, practices or conditions immediately to a supervisor or other designated person. Threats or acts of violence or physical intimidation are prohibited.

In order to protect the safety of all employees, employees must report to work free from the influence of any substance that could prevent them from conducting work activities safely and effectively.

(n) Use of E-Mail and Internet Services

E-Mail systems and Internet services are provided to help us do work. Incidental and occasional personal use is permitted, but never for personal gain or any improper purpose. You may not access, send or download any information that could be insulting or offensive to another person, such as sexually explicit messages, cartoons, jokes, unwelcome propositions, ethnic or racial slurs, or any other message that could be viewed as harassment. Also remember that “flooding” our systems with junk mail and trivia hampers the ability of our systems to handle legitimate company business and is prohibited.

Your messages (including voice mail) and computer information are considered company property and you should not have any expectation of privacy. Unless prohibited by law, the company reserves the right to access and disclose this information as necessary for business purposes. Use good judgment, and do not access, send messages or store any information that you would not want to be seen or heard by other individuals.

Violation of these policies may result in disciplinary actions up to and including discharge from the Company.

For a more detailed guideline on the appropriate use of email, please refer to the relevant sections in the Company’s “Information Technology Operation Manual” available in the Company's internal sharepoint portal server.

You may not access, send or download any information that could be insulting or offensive.

(o) Political Activities and Contributions

We respect and support the right of our employees to participate in political activities. However, these activities should not be conducted on Company time or involve the use of any Company resources such as telephones, computers or supplies. Employees will not be reimbursed for personal political contributions.

We may occasionally express our views on local and national issues that affect our operations. In such cases, Company funds and resources may be used, but only when permitted by law and by our strict Company guidelines. The Company may also make limited contributions to political parties or candidates in jurisdictions where it is legal and customary to do so. The Company may pay related administrative and solicitation costs for political action committees formed in accordance with applicable laws and regulations. No employee may make or commit to political contributions on behalf of the Company without the approval of management.

(p) Gifts and Hospitality

The Company prohibits bribery and corrupt practices in any form. Our employees are not allowed to solicit any advantage from customers, suppliers or any other person in connection with the Company’s business.

Offering or receiving any gift, gratuity or entertainment that might be perceived to unfairly influence a business relationship should be avoided. These guidelines apply at all times, and do not change during traditional gift-giving seasons.

The value of gifts should be nominal, both with respect to frequency and amount. Frequent or repeated gifts given to the same individual or company (irrespective of the value concerned) may be perceived as an attempt to create an obligation to the giver and are therefore inappropriate.

Likewise, business entertainment should be moderately scaled and intended only to facilitate business goals.

Strict rules apply when we do business with government agencies and officials, whether locally or in other countries. Because of the sensitive nature of these relationships, talk to your supervisor or management before offering or making any gifts or hospitality to government employees.

For further details on the treatment and procedure of gifts, sponsored trips and entertainment, employees should refer to the Anti-Bribery and Corruption Policy and Procedures and the Travel and Entertainment Expenses Policy and Procedures.

Any cases of suspected corruption or other forms of criminality will be reported to the ICAC or appropriate authorities.

The Company prohibits bribery and corrupt practices in any form.

(q) Anti Money-Laundering

Though the nature of the Company's business does not expose it to a high risk of money-laundering, employees should nevertheless stay vigilant on any suspicious transactions or customers in this regard. If you suspect a (potential) customer of money-laundering through its transaction with the Company, you should conduct an enhanced customer due diligence on such customer after consulting your supervisor and report the same to the Company's management.

(r) Compliance with Anti-bribery Laws

Employees must comply with all laws prohibiting improper payments to domestic and foreign officials, including the Hong Kong Prevention of Bribery Ordinance ("POBO"), the U.S. Foreign Corrupt Practices Act of 1977 ("FCPA"), the Bribery Act 2010 of the United Kingdom (the "UK Bribery Act") and the various laws in the People's Republic of China (PRC) against bribery and corruption (collectively, the "anti-bribery laws").

The anti-bribery laws prohibit an offer, payment, promise of payment or authorisation of the payment of any money or gift to a foreign official, foreign political party, official of a foreign political party or candidate for political office to influence any act or decision of such person or party to obtain or retain business. The FCPA also

prohibits a payment to any person with the intention that all or a portion of that payment will be offered or given, directly or indirectly, to any such political person for any such purpose.

The POBO also prohibits any person from offering or giving any advantage to an agent as an inducement or reward for any action in relation to the business of his or her principal or for showing favor or disfavor to any person in relation to his or her principal's business except with the principal's permission.

In addition, the UK Bribery Act prohibits the Company or anyone representing it from offering or giving any payment or thing of value to any person, whether in the government or private sector, in order to gain any improper advantage for the Company.

Although so-called "grease" payments may not be illegal in some jurisdictions, the Company's policy is to avoid such payments. If any employee finds that adherence to the Company's policy would cause a substantial, adverse effect on operations, that fact should be reported to the Company's legal department which will determine whether an exception may lawfully be authorised. If the facilitating payment is made, such payment must be properly entered and identified on the books of the Company and all appropriate disclosures made.

The FCPA further requires compliance with generally accepted accounting principles. The Company must continue to maintain financial records, which, in reasonable detail, accurately and fairly reflect transactions. In particular, all bank accounts that receive or disburse funds on behalf of the Company shall be properly authorised and any such transactions recorded on the official books and records of the Company.

Violation of the anti-bribery laws is generally a criminal offence, subjecting the Company to substantial fines and penalties and any officer, director, employee or stockholder acting on behalf of the Company to imprisonment and fines. The anti-bribery laws prohibit the Company from paying, directly or indirectly, a fine imposed upon an individual pursuant to the anti-bribery laws.

Violation of this policy may result in disciplinary actions up to and including discharge from the Company.

(s) Reporting of any Illegal or Unethical behaviour

We have a strong commitment to conduct our business in a lawful and ethical manner. Employees are encouraged to talk to supervisors, managers or other appropriate personnel when in doubt about the best course of action in a particular situation and to report violations of laws, rules, regulations or this Code. We prohibit retaliatory action against any employee who, in good faith, reports a possible violation. It is unacceptable to file a report knowing it to be false.

(t) Compliance with the KYC Policy

Any AsiaSat employees shall notify Legal, at any time, when they become aware of any of the following:

- An existing AsiaSat customer or an intended signing entity to a contract (the “**Named Customer**”) is located, in or is potentially using AsiaSat’s satellite capacity for a business from a Sanctioned Country as listed in the Company’s KYC Policy;
- A Named Customer is known to have links with a Money Service Business¹;
- There is reasonable belief that a payment to be made by the Named Customer to AsiaSat *may* be proceeds of drug trafficking or crimes² (e.g. financial fraud, computer crimes, smuggling, illegal arm sales, foreign official corruption (misappropriation, theft of embezzlement of public funds), exchange control violation, illegal gambling, and terrorist financing);
- A Named Customer or any of its Related Parties (if known) is owned by a government official/entity;
- A Named Customer or any of its Related Parties (if known) have direct or indirect links with government officials/entities; or
- The Name Customer or any of its Related Parties (if known) have *known* association with a current or former Senior Foreign Political Figure,³ their immediate family members (including spouse, parents, siblings, children and spouse’s parents or siblings), or their Close Associates⁴ (collectively referred to as “**Politically Exposed Persons**” or “**PEPs**”).⁵

Employees are encouraged to talk to supervisors, managers or other appropriate personnel.

(u) Waivers of the Code of Business Conduct and Ethics

Any waiver of this Code for executive officers or directors will be made only by the Audit Committee and will be promptly disclosed as required by law or stock exchange regulation.

(v) Compliance Procedures

This Code cannot, and is not intended to, address all of the situations you may encounter. There will be occasions where you are confronted by circumstances not covered by policy or procedure and where you must make a judgment as to the

¹ Money service business includes non-bank lenders, currency dealers and exchangers, remittance agents, bureau de change, cheque-cashing providers, money order providers and stored value means providers.

² In Hong Kong, money laundering from activities covered by (i) Drug Trafficking (Recovery of Proceeds) Ordinance (Cap. 405); and (ii) Organised and Serious Crimes Ordinance (Cap. 455) is a criminal offence.

³ The term “**Senior Foreign Political Figure**” refers to a senior official of a foreign country in the executive, legislative, administrative, military or judicial branches of a foreign government (whether elected or not), a senior official of a major foreign political party, or a senior executive of a foreign government-owned corporation.

⁴ The term “**Close Associate**”, in relation to a Senior Foreign Political Figure, is a person who is widely and publicly known to maintain an unusually close relationship with the Senior Foreign Political Figure, and includes a person who is in a position to conduct substantial domestic and international financial transactions on behalf of the Senior Foreign Political Figure.

⁵ A Politically Exposed Person generally presents a higher risk for potential involvement in bribery and corruption by virtue of their position and the influence that they may hold.

appropriate course of action. In those circumstances we encourage you to use your common sense, and to contact your supervisor, manager, Company legal counsel or a member of human resources for guidance.

If you do not feel comfortable discussing the matter with any of the above officers, you may contact the Chairman of the Audit Committee, currently Mr. Kenneth McKelvie, or the Chairman of the Compliance Committee, currently Mr. James Watkins. Their contact details are as follows:

Mr. Kenneth McKelvie:
Telephone Number: (852) 9182 8225
E-mail address: kennethmckelvie@gmail.com
Business Fax: (852) 2914 0861

Mr. James Watkins:
Telephone Number: (852) 9090 4604
E-mail address: jaw@jameswatkins.com
Business Fax: (852) 2809 2129

The following are some points to consider when you encounter a problem:

- Gather all the relevant facts.
- What specifically am I being asked to do?
- Is this solely under my responsibility and role? Should other colleagues be informed and involved?
- If you are unsure of what to do in any situation, you should ask first before you act.

All questions or concerns will be handled fairly, discreetly and thoroughly. You need not identify yourself.

The Company will not tolerate retribution of any kind against employees who report in good faith any ethical violations or contravention of this Code.

RECEIPT AND ACKNOWLEDGEMENT

I acknowledge that I have received a copy of the Company's Code of Business Conduct and Ethics (the “**Code**”) and Anti-Bribery and Corruption Policy and Procedures (the “**Policy**”).

I have read and understood the principles of the Code and the Policy. I understand that I am responsible for knowing and complying with the principles and standards described in the Code and the Policy.

Signature

Print Name

Date