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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult an exchange participant or other securities dealer licensed as a licensed person under the Securities and Futures Ordinance, bank manager, solicitor, certified public accountant or other professional adviser.

If you have sold or transferred all your shares in AIA Group Limited, you should at once hand this circular and the accompanying proxy form to the purchaser or transferee or to the bank, exchange participant or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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**RE-ELECTION OF DIRECTORS
GENERAL MANDATES TO ISSUE SHARES
AND
REPURCHASE SHARES
GENERAL MANDATE TO ISSUE SHARES UNDER
RESTRICTED SHARE UNIT SCHEME
AND
NOTICE OF ANNUAL GENERAL MEETING**

The notice convening the annual general meeting of AIA Group Limited to be held at 11:00 a.m. on Friday, 6 May 2016 at the Grand Ballroom, Kowloon Shangri-La, Hong Kong, 64 Mody Road, Tsim Sha Tsui East, Kowloon, Hong Kong is set out on pages 17 to 22 of this circular.

Only light beverages will be served after the meeting.

Whether or not you are able to attend the meeting, please complete and return the enclosed proxy form in accordance with the instructions printed thereon to the Company's share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the meeting or adjourned meeting (as the case may be). Completion and return of the proxy form will not preclude you from attending and voting in person at the meeting or at any adjourned meeting should you so wish.

24 March 2016

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DEFINITIONS

In this circular, unless the context requires otherwise, the following expressions have the following meanings:

“2016 AGM”	the annual general meeting of the Company to be held at 11:00 a.m. on Friday, 6 May 2016 or, where the context so requires, any adjournment thereof, notice of which is set out on pages 17 to 22 of this circular
“Agency Share Purchase Plan”	the agency share purchase plan adopted by the Company, details are set out in the Annual Report 2015
“AIA” or “the Group”	AIA Group Limited and its subsidiaries
“Annual Report 2015”	Annual Report 2015 of the Company
“Articles of Association”	Articles of Association of the Company
“Board”	the Board of Directors of the Company
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended from time to time
“Company”	AIA Group Limited, a company incorporated in Hong Kong with limited liability, whose shares are listed on the Main Board of the Hong Kong Stock Exchange
“Corporate Governance Code”	Corporate Governance Code set out in Appendix 14 to the Listing Rules
“Director(s)”	director(s) of the Company
“Hong Kong”	Hong Kong Special Administrative Region of The People’s Republic of China
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Independent Non-executive Director(s)”	independent non-executive director(s) of the Company
“Issue Mandate”	the general and unconditional mandate proposed under ordinary resolution numbered 8(A) in the notice of the 2016 AGM set out on pages 17 to 22 of this circular

DEFINITIONS

“Latest Practicable Date”	17 March 2016, being the latest practicable date prior to the printing of this circular for ascertaining certain information referred to in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Repurchase Mandate”	the general and unconditional mandate proposed under ordinary resolution numbered 8(B) in the notice of the 2016 AGM set out on pages 17 to 22 of this circular
“Restricted Share Unit Scheme” or “RSU Scheme”	the restricted share unit scheme adopted by the Company on 28 September 2010 (as amended)
“RSU(s)”	restricted share unit(s) issued under the RSU Scheme Mandate
“RSU Award”	a restricted share unit award granted to a participant under the Restricted Share Unit Scheme
“RSU Scheme Mandate”	the scheme mandate of the Restricted Share Unit Scheme proposed under ordinary resolution numbered 8(C) in the notice of the 2016 AGM set out on pages 17 to 22 of this circular
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended from time to time
“Share(s)”	ordinary share(s) in the share capital of the Company
“Share Option Scheme”	the share option scheme adopted by the Company on 28 September 2010 (as amended)
“Shareholder(s)”	holder(s) of Shares
“Takeovers Code”	the Code on Takeovers and Mergers issued by the Securities and Futures Commission, as amended from time to time

LETTER FROM THE BOARD



THE REAL LIFE
COMPANY

AIA Group Limited
友邦保險控股有限公司
(Incorporated in Hong Kong with limited liability)
Stock Code: 1299

Non-executive Chairman and Non-executive Director:

Mr. Edmund Sze-Wing Tse

Executive Director:

Mr. Mark Edward Tucker

Independent Non-executive Directors:

Mr. Jack Chak-Kwong So

Mr. Chung-Kong Chow

Mr. John Barrie Harrison

Mr. George Yong-Boon Yeo

Mr. Mohamed Azman Yahya

Professor Lawrence Juen-Yee Lau

Ms. Swee-Lian Teo

Dr. Narongchai Akrasanee

Registered Office:

35/F, AIA Central

1 Connaught Road Central

Hong Kong

24 March 2016

Dear Shareholders,

**RE-ELECTION OF DIRECTORS
GENERAL MANDATES TO ISSUE SHARES
AND
REPURCHASE SHARES
GENERAL MANDATE TO ISSUE SHARES UNDER
RESTRICTED SHARE UNIT SCHEME
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide you with notice of the 2016 AGM, including relevant information regarding certain resolutions proposed for the Shareholders to consider and, if thought fit, approve, including resolutions for (i) the re-election of Directors; (ii) the grant of the Issue Mandate and the Repurchase Mandate; and (iii) the grant of the RSU Scheme Mandate.

LETTER FROM THE BOARD

2. RE-ELECTION OF DIRECTORS

Ms. Swee-Lian Teo and Dr. Narongchai Akrasanee were appointed as Independent Non-executive Director on 14 August 2015 and 15 January 2016 respectively. In accordance with Article 104 of the Articles of Association and paragraph A.4.2 of the Corporate Governance Code, Ms. Teo and Dr. Narongchai will hold their office until the next following annual general meeting of the Company and will then be eligible for re-election. They will offer themselves for re-election at the 2016 AGM.

Mr. George Yong-Boon Yeo and Mr. Mark Edward Tucker shall retire from office by rotation at the 2016 AGM pursuant to Article 100 of the Articles of Association and paragraph A.4.2 of the Corporate Governance Code, being eligible, offer themselves for re-election at the 2016 AGM.

The Company received the confirmation of independence from each of the Independent Non-executive Directors who will offer himself/herself for re-election at the 2016 AGM. The Nomination Committee of the Company has assessed their independence and formed the view that they have met the independence requirements as set out in Rule 3.13 of the Listing Rules.

Biographical details of the Directors offering themselves for re-election at the 2016 AGM are set out in Appendix I to this circular.

3. ISSUE MANDATE AND REPURCHASE MANDATE

Pursuant to the ordinary resolution passed by the Shareholders at the last annual general meeting of the Company held on 8 May 2015, general mandates were given to the Directors to issue new Shares and to repurchase existing Shares. Such general mandates will lapse at the conclusion of the 2016 AGM. Accordingly, the Company seeks Shareholders' approval to renew this authority subject to the restrictions described in resolutions 8(A) and 8(B) and summarised herein.

The proposed Issue Mandate is limited to 10% of the aggregate number of Shares in issue as of the date of passing of the relevant resolution. This is significantly lower than the permissible size of 20% under the Listing Rules. For clarity, Shares purchased through any exercise of the Repurchase Mandate will not be added to the number of Shares that may be issued under the Issue Mandate. In addition, any Shares to be issued for cash under the authority granted by the proposed Issue Mandate (other than on the vesting of awards under the Agency Share Purchase Plan, the terms of which are summarised in the Annual Report 2015) will only be issued subject to a maximum discount of 10% to the "benchmark price" (defined with reference to Rule 13.36(5) of the Listing Rules). Shareholders may wish to take note that the proposed discount limit is more restrictive than the requirements of the Listing Rules which permit a maximum discount of 20% to the benchmark price for any issue of Shares in a placement for cash pursuant to a general issue mandate.

The proposed Issue Mandate is necessary to give the Directors some flexibility to allot Shares where they believe it is in the best interests of Shareholders to do so, in particular pursuant to any capital raising or other strategic needs that may arise from time to time.

LETTER FROM THE BOARD

The Issue Mandate and the Repurchase Mandate, if approved at the 2016 AGM, will continue to be in force until the conclusion of the next annual general meeting of the Company or the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable law to be held, or until revoked or varied by an ordinary resolution by the Shareholders in general meeting, whichever occurs first.

Details of the aforesaid ordinary resolutions are set out in ordinary resolutions numbered 8(A) and 8(B) in the notice of the 2016 AGM. An explanatory statement as required by the Listing Rules to provide the Shareholders with all information reasonably necessary to make an informed decision on the proposed resolution for the granting of the Repurchase Mandate is set out in Appendix II to this circular.

4. MANDATE TO ISSUE SHARES UNDER THE RESTRICTED SHARE UNIT SCHEME

The RSU Scheme was adopted by the Company on 28 September 2010. The RSU Scheme is not a share option scheme and is not subject to the provisions of Chapter 17 of the Listing Rules.

Pursuant to the ordinary resolution passed by the Shareholders at the last annual general meeting held on 8 May 2015, a scheme mandate for the RSU Scheme of 301,179,472 new Shares, representing 2.5% of the number of Shares in issue as of the date of the last annual general meeting of the Company, was given to the Directors. Such scheme mandate will lapse at the conclusion of the 2016 AGM.

Between 8 May 2015 and the Latest Practicable Date, 19,344,058 RSU Awards were granted under the RSU Scheme. During the same period, 9,088,305 RSU Awards have lapsed and 10,370,532 RSU Awards vested in accordance with the rules of the RSU Scheme. No Shares have been issued pursuant to the RSU Scheme.

The proposed RSU Scheme Mandate will give the Directors a mandate to allot, issue, procure the transfer of and otherwise deal with the Shares underlying any RSU Awards granted under the RSU Scheme, subject to a maximum amount of 2.5% of the number of Shares in issue as of the date of passing of the relevant resolution. By way of example, subject to the passing of an ordinary resolution approving the RSU Scheme Mandate and assuming that no additional changes to the total number of Shares in issue prior to the 2016 AGM, the effect of the resolution will be to grant to Directors a RSU Scheme Mandate to allot and issue not more than 301,210,341 Shares, representing the total number of Shares that can be allotted and issued pursuant to the vesting of RSU Awards under the RSU Scheme. On the basis of the most recently reported number of Shares in issue of 12,048,413,646 Shares, an exercise in full of the proposed RSU Scheme Mandate would result in 301,210,341 Shares being issued, representing approximately 2.5% of the number of Shares in issue. An approval has been obtained from the Listing Committee of the Hong Kong Stock Exchange for the listing of and permission to deal in any new Shares so issued, not to exceed 301,100,000 Shares.

LETTER FROM THE BOARD

If the Company elects to settle the RSU Awards in Shares, the cost attributable to the grant of any RSU Awards under the RSU Scheme will be accounted for by reference to the market value of the Shares at the time of grant, adjusted to take into account the terms and conditions upon which Shares were granted. If the RSU Awards are to be settled in cash, the costs attributable to any unsettled or unvested RSU Awards will be re-measured based on the fair value of the underlying Shares until the final payout is made. The Company will give due consideration to any financial impact arising from the grant of RSU Awards under the RSU Scheme before exercising the RSU Scheme Mandate.

The following is a summary of the principal terms of the RSU Scheme:

(1) Purposes of the RSU Scheme

The primary purpose of the RSU Scheme is to align the participants' interests with those of the Company and its shareholders through encouraging participants' ownership of Shares. Share ownership on the part of participants creates greater focus on long-term value creation and serves as a tool to retain individuals whose continuing participation is deemed important to the sustained success of the Company.

(2) RSU Awards

A RSU Award gives a participant in the RSU Scheme (the "RSU Participant") a conditional right when the RSU Award vests to obtain either Shares (existing Shares in issue or new Shares to be issued by the Company) or an equivalent value in cash with reference to the market value of the Shares on or about the date of vesting, as determined by the Board in its absolute discretion. A RSU Award may include, if so specified by the Board in its entire discretion, cash and non-cash income, dividends or distributions and/or the sale proceeds of non-cash and non-scrip distributions in respect of those Shares from the date that the RSU Award is granted to the date that it vests.

(3) Participants in the RSU Scheme

Persons eligible to receive RSU Awards under the RSU Scheme are existing employees, directors (whether executive or non-executive, but excluding independent non-executive directors) or officers of the Company or any of its subsidiaries ("RSU Eligible Persons"). The Board selects the RSU Eligible Persons to receive RSU Awards under the RSU Scheme at its discretion.

(4) Term of the RSU Scheme

The term of the RSU Scheme is 10 years commencing from the date of adoption on 28 September 2010 (the "RSU Scheme Period"), but the provisions of the RSU Scheme shall remain in full force and effect in order to give effect to the vesting of RSU Awards granted and accepted prior to the expiration of the RSU Scheme Period.

LETTER FROM THE BOARD

(5) Grant and Acceptance

(a) Making an Offer

An offer to grant a RSU Award will be made to a RSU Eligible Person selected by the Board (“RSU Selected Person”) by a letter in such form as the Board may determine (“RSU Grant Letter”). The RSU Grant Letter will specify the value and the number of Shares underlying the RSU Award (or if the value and/or number of Shares is not available, the methodology by which that is calculated), the vesting criteria and conditions, the vesting schedule and such other details as the Board considers necessary, and will require the RSU Selected Person to undertake to hold the RSU Award on the terms on which it is granted and to be bound by the provisions of the RSU Scheme.

(b) Acceptance of an Offer

A RSU Selected Person accepts the grant of a RSU Award in such manner as set out in the RSU Grant Letter. Once accepted, the RSU Award is granted from the date on which it was offered to the RSU Selected Person (“RSU Grant Date”).

(c) Restrictions on Grants

The Board may not grant any RSU Awards to any RSU Selected Persons in any of the following circumstances:

- (i) the requisite approvals for that grant from any applicable regulatory authorities have not been granted;
- (ii) the securities laws or regulations require that a prospectus or other offering documents be issued in respect of the grant of the RSU Awards or in respect of the RSU Scheme, unless the Board determines otherwise;
- (iii) where granting the RSU Award would result in a breach by the Company, its subsidiaries or any of their respective directors of any applicable securities laws, rules or regulations;
- (iv) after a price sensitive event in relation to the Company’s securities has occurred or a price sensitive matter in relation to the Company’s securities has been the subject of a decision, until an announcement of such price sensitive information has been duly published in accordance with the Listing Rules; or
- (v) within the period commencing one month immediately preceding the earlier of:
 - (A) the date of meeting of the Board (as such date is first notified to the Hong Kong Stock Exchange in accordance with the Listing Rules) for the approval of the Company’s results for any year, half-year, quarterly or any other interim period (whether or not required under the Listing Rules); and

LETTER FROM THE BOARD

- (B) the deadline to publish an announcement of the Company's results for any year or half-year under the Listing Rules, or quarterly or any other interim period (whether or not required under the Listing Rules);

and ending on the date of the results announcement; or

- (vi) where such grant of any RSU Award would result in a breach of the limits of the RSU Scheme (as set out in paragraph (6) below).

(d) Grants to Directors

Where any RSU Award is proposed to be granted to a Director, it shall not be granted on any day on which the Company's financial results are published and during the period of:

- (i) 60 days immediately preceding the publication date of the Company's annual results or, if shorter, the period from the end of the Company's relevant financial year up to the publication date of its results; and
- (ii) 30 days immediately preceding the publication date of the Company's quarterly results (if any) and half-year results or, if shorter, the period from the end of the Company's relevant quarterly or half-year period up to the publication date of its results.

(e) Grants to Connected Persons

Before making any grant to a Director, chief executive or substantial shareholder of the Company, or any of their respective associates (as defined in the Listing Rules), all of the Independent Non-executive Directors must approve the grant of the RSU Award, and if new Shares will be allotted to connected persons when their RSU Awards vest, the Company will comply with the applicable requirements under Chapter 14A of the Listing Rules or obtain a waiver from strict compliance with such requirements from the Hong Kong Stock Exchange.

(6) Maximum Number of Shares Pursuant to RSU Awards

(a) RSU Scheme Limit

Subject to paragraph (6)(b) below, no RSU Award shall be granted pursuant to the RSU Scheme if as a result of such grant (assumed accepted), the aggregate number of Shares (or, where cash is awarded in lieu of Shares, the aggregate number of Shares as are equivalent to the amount of cash so awarded ("Share Equivalents")) underlying all grants made pursuant to the RSU Scheme (excluding RSU Awards that have lapsed or been cancelled in accordance with the rules of the RSU Scheme) will exceed in total 301,100,000 Shares, representing 2.5% of the number of Shares in issue on 29 October 2010, being the date on which the Shares were listed on the Main Board of the Hong Kong Stock Exchange (the "RSU Scheme Limit").

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(b) Refreshment of RSU Scheme Limit

The RSU Scheme Limit may be refreshed from time to time subject to prior approval from the Shareholders, but in any event the total number of Shares and Share Equivalents that may underlie the RSU Awards granted following the date of approval of the refreshed limit (the “New Approval Date”) under the limit as refreshed from time to time must not exceed 2.5% of the number of Shares in issue as of the relevant New Approval Date. Shares or Share Equivalents underlying RSU Awards granted under the RSU Scheme (including those outstanding, cancelled or vested RSU Awards) prior to such New Approval Date will not be counted for the purpose of determining the maximum aggregate number of Shares or Share Equivalents that may underlie the RSU Awards granted following the relevant New Approval Date.

(c) Annual Mandate

To the extent that the Company may, during the Relevant Period (defined below), grant RSU Awards pursuant to the RSU Scheme which may be satisfied by the Company allotting and issuing new Shares upon the vesting of the RSU Awards, the Company shall at its annual general meeting propose for the Shareholders to consider and, if thought fit, pass an ordinary resolution approving a mandate specifying:

- (i) the maximum number of new Shares that may underlie RSU Awards granted pursuant to the RSU Scheme during the Relevant Period; and
- (ii) that the Board has the power to allot and issue Shares, procure the transfer of Shares and otherwise deal with Shares pursuant to the vesting of any RSU Awards that are granted pursuant to the RSU Scheme during the Relevant Period as and when the RSU Awards vest.

The above mandate shall remain in effect during the period from the passing of the ordinary resolution granting the mandate until the earliest of:

- (A) the conclusion of the next annual general meeting of the Company;
- (B) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable law to be held; and
- (C) the date on which the authority set out in such resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting,

(the “Relevant Period”).

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(7) Rights Attached to RSU Awards

A RSU Participant does not have any contingent interest in any Shares underlying a RSU Award unless and until such Shares are actually transferred to the RSU Participant. Further, a RSU Participant may not exercise voting rights in respect of the Shares underlying his/her RSU Award, nor does he/she have any rights to any cash or non-cash income, dividends or distributions and/or the sale proceeds of non-cash and non-scrip distributions from any Shares underlying a RSU Award unless otherwise specified by the Board in its sole discretion in the RSU Grant Letter to the RSU Participant.

(8) Rights Attached to Shares

Any Shares transferred to a RSU Participant in respect of any RSU Award will be subject to all the provisions of the Articles of Association and will form a single class with the fully paid Shares in issue on the relevant date. Once transferred, the Shares will entitle the holder to participate in all dividends or other distributions paid or made on or after the date of the transfer applicable to the holders of Shares.

(9) Assignment of RSU Awards

RSU Awards granted pursuant to the RSU Scheme will be personal to each RSU Participant, and are not assignable. RSU Participants are prohibited from selling, transferring, assigning, charging, mortgaging, encumbering, hedging or creating any interest in favour of any other person over or in relation to any property held by the Trustee (as defined below) on trust for the RSU Participants, RSU Awards, Shares underlying any RSU Awards or any interest or benefits therein.

(10) Vesting of RSU Awards

(a) General

The Board can determine the vesting criteria, conditions and the time when the RSU Awards will vest, but the date between the RSU Acceptance Notice and the date of vesting must be at least six months.

Within a reasonable time after the vesting criteria and conditions have been fulfilled, satisfied or waived, the Board will send a vesting notice (“Vesting Notice”) to each of the relevant RSU Participants. The Vesting Notice will confirm the extent to which the vesting criteria and conditions have been fulfilled, satisfied or waived, and the number of Shares (and, if applicable, the cash or non-cash income, dividends or distributions and/or the sale proceeds of non-cash and non-scrip distributions in respect of those Shares) or the amount of cash the RSU Participant will receive.

LETTER FROM THE BOARD

(b) Role of the Trustee

A professional trustee (the “Trustee”) will hold Shares underlying the RSU Awards granted to RSU Participants pending the vesting of the RSU Awards. The Trustee shall subscribe for new Shares or purchase existing Shares from the market.

The Company or its subsidiaries shall provide funds to enable the Trustee to subscribe for Shares or to make such on-market purchases of Shares. None of the Directors has any direct or indirect interest in the Trustee.

(c) Award in Cash or Shares

Subject to the RSU Participant executing all documents that the Board considers necessary for vesting (which may include, without limitation, a certification to the Company or its relevant subsidiary that he/she has complied with all the terms and conditions set out in the rules of the RSU Scheme and the RSU Grant Letter), the Board may decide at its absolute discretion to:

- (i) direct and procure the Trustee to transfer the Shares underlying the RSU Award (and, if applicable, the cash or non-cash income, dividends or distributions and/or the sale proceeds of non-cash and non-scrip distributions in respect of those Shares) to the RSU Participant which the Trustee has either acquired by making on-market purchases of Shares or which the Company has allotted and issued to the Trustee as fully paid up Shares; or
- (ii) pay, or direct and procure the Trustee to pay, to the RSU Participant in cash an amount which is equivalent to the value of the Shares (and, if applicable, the cash or non-cash income, dividends or distributions and/or the sale proceeds of non-cash and non-scrip distributions in respect of those Shares) set out in paragraph (10)(c)(i) above.

If a RSU Participant fails to execute the required documents in accordance with the Vesting Notice, the RSU Participant’s RSU Award will lapse.

(d) Rights on a Takeover

If a general offer to acquire the Shares (whether by takeover offer, merger, or otherwise in a like manner) is made to all of the Shareholders (or Shareholders other than the offeror and/or any person controlled by the offeror and/or any person acting in concert with the offeror) and the general offer to acquire the Shares is approved and the offer becomes or is declared unconditional in all respects, a RSU Participant’s RSU Award will vest immediately to the extent specified in a notice given by the Company to the RSU Participant, even if the vesting period has not yet commenced.

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(e) Rights on a Compromise or Arrangement

If a compromise or arrangement between the Company and the Shareholders or creditors is proposed in connection with a scheme for the reconstruction of the Company or its amalgamation with any other company or companies and a notice is given by the Company to the Shareholders to convene a general meeting to consider and if thought fit approve such compromise or arrangement, a RSU Participant's RSU Award will vest immediately to the extent specified in a notice given by the Company to the RSU Participant, even if the vesting period has not yet commenced.

(f) Rights on a Voluntary Winding-Up

If an effective resolution is passed during the RSU Scheme Period for the voluntary winding-up of the Company (other than for the purposes of a reconstruction, amalgamation or scheme of arrangement), all outstanding RSU Awards shall be treated as having vested immediately before the passing of such resolution to the extent represented by the proportion that (A) the time between the RSU Grant Date and the passing of the resolution bears to (B) the entire vesting period set out in the RSU Grant Letter. No Shares will be transferred, and no cash alternative will be paid, to the RSU Participant, but the RSU Participant will be entitled to receive out of the assets available in liquidation on an equal basis with the Shareholders such sum as they would have received in respect of the RSU Award.

(11) Lapse of RSU Awards

(a) Full Lapse of RSU Award

A RSU Award will automatically lapse immediately where:

- (i) such RSU Participant's employment or service terminates for any reason, except (A) the employment or service is terminated by reason of death, retirement or disability, (B) where the employment or service is terminated because of redundancy, (C) where the company employing the RSU Participant ceases to be one of the Company's subsidiaries or (D) any other incident occurs as the Board may at its discretion specify; or
- (ii) the RSU Participant makes any attempt or takes any action to sell, transfer, assign, charge, mortgage, encumber, hedge or create any interest in favour of any other person over or in relation to any Shares underlying the RSU Award or any interests or benefits pursuant to the RSU Award.

LETTER FROM THE BOARD

(b) *Partial Lapse of RSU Award*

A RSU Participant's RSU Award will lapse on a proportional basis based on the proportion that (A) the time between the RSU Grant Date and the occurrence of the following relevant event bears to (B) the entire vesting period set out in the RSU Participant's RSU Grant Letter if:

- (i) the RSU Participant's employment or service is terminated because of the RSU Participant's death, disability or redundancy;
- (ii) the RSU Participant's employment or service is terminated because of the RSU Participant's retirement;
- (iii) the company with which the RSU Participant is employed ceases to be one of the Company's subsidiaries; or
- (iv) any other incident occurs as the Board may at its discretion specify,

provided that, (A) for any event stated in (i) and (iii) above, where it is not known at the time of the occurrence of the event to what extent any performance criteria set out in the RSU Grant Letter have been satisfied, for the purpose of determining the lapse of RSU Award, those criteria shall be applied on the basis that they have been satisfied at the "target level" as referred to in the RSU Grant Letter, if a target level is so referred to; and (B) for the event stated in (ii) above, the lapse of the RSU Award will also be based on fulfillment of the vesting criteria and conditions (including any performance criteria) set out in the RSU Grant Letter.

(12) Cancellation of RSU Awards

The Board may at its discretion cancel any RSU Award that has not vested or lapsed, provided that:

- (a) the Company or its subsidiaries pay to the RSU Participant an amount equal to the fair value of the RSU Award at the date of the cancellation as determined by the Board, after consultation with its auditors or an independent financial adviser appointed by the Board;
- (b) the Company or its relevant subsidiary provides to the RSU Participant a replacement RSU Award (or a grant or option under any other restricted share unit scheme, share option scheme or share-related incentive scheme) of equivalent value to the RSU Award to be cancelled; or
- (c) the Board makes any arrangement as the RSU Participant may agree in order to compensate him/her for the cancellation of the RSU Award.

LETTER FROM THE BOARD

(13) Reorganisation of Capital Structure

In the event of any capitalisation issue, rights issue, consolidation, sub-division or reduction of the share capital of the Company, the Board may, in its absolute discretion, make such equitable adjustments, designed to protect the RSU Participants' interests, to the number of Shares underlying the outstanding RSU Awards or to the amount of the equivalent value, as it may deem appropriate.

(14) Amendment of the RSU Scheme

Save as provided in the RSU Scheme, the Board may alter any of the terms of the RSU Scheme at any time. Written notice of any amendment to the RSU Scheme shall be given to all RSU Participants.

Any changes to the authority of the Board in relation to any alteration of the terms of the RSU Scheme shall not be made without the prior approval of the Shareholders in general meeting.

Any alterations to the terms and conditions of the RSU Scheme which are of a material nature or any changes to the terms of the RSU Awards granted must be approved by the Shareholders in general meeting, except where the alterations or changes take effect automatically under the existing terms of the RSU Scheme. The Board's determination shall be conclusive as to whether any proposed alteration to the terms and conditions of the RSU Scheme is material.

(15) Termination of the RSU Scheme

The Board may terminate the RSU Scheme at any time before the expiry of the RSU Scheme Period and no further RSU Awards shall be granted thereafter. In the event of termination, the Company or its relevant subsidiary shall notify the Trustee and all RSU Participants of such termination and of how any property held by the Trustee on trust for the RSU Participants (including, but not limited to, any Shares held) and the outstanding RSU Awards shall be dealt with.

(16) Administration of the RSU Scheme

The Board has the power to administer the RSU Scheme, including the power to construe and interpret the rules of the RSU Scheme and the terms of the RSU Awards granted under it. The Board may delegate the authority to administer the RSU Scheme to a committee of the Board. The Board may also appoint one or more independent third party contractors to assist in the administration of the RSU Scheme and delegate such powers and/or functions relating to the administration of the RSU Scheme as the Board thinks fit.

LETTER FROM THE BOARD

The Board's determinations under the RSU Scheme need not be uniform and may be made by it selectively with respect to persons who receive, or are eligible to receive, RSU Awards under it. If a Director is a RSU Participant he/she may, notwithstanding his/her own interest and subject to the Articles of Association, vote on any Board resolution concerning the RSU Scheme (other than in respect of his/her own participation in it), and may retain RSU Awards under it.

Each RSU Participant waives any right to contest, amongst other things, the value and number of Shares or equivalent value of cash underlying the RSU Awards and the Board's administration of the RSU Scheme.

(17) Clawback

If following the vesting of a RSU Award, the Board determines that the rules of the RSU Scheme or the terms of the RSU Grant Letter were not satisfied, the Company may require to be paid, and the RSU Participant must pay on demand, an amount of money to the Company or its relevant subsidiary specified in a notice consistent with the requirements set out below in this paragraph 17.

If the Board determines that the granting or the vesting of a RSU Award was based on materially inaccurate financial statements, to the extent that the RSU Award is not vested, the RSU Award will be forfeited or if it has already vested, the Company can require the RSU Participant to pay on demand an amount of money to the Company or its relevant subsidiary specified in a notice.

5. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

6. ANNUAL GENERAL MEETING

A notice convening the 2016 AGM is set out on pages 17 to 22. At the 2016 AGM, relevant resolutions will be proposed to approve the re-election of Directors, grant of the Issue Mandate, the Repurchase Mandate and the RSU Scheme Mandate.

Pursuant to the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. The chairman of the 2016 AGM will therefore put each of the resolutions to be proposed at the 2016 AGM to be voted by way of a poll.

LETTER FROM THE BOARD

As a registered Shareholder, you are entitled to attend and vote at the 2016 AGM in person. Whether or not you intend to attend the 2016 AGM or any adjournment thereof, please complete the proxy form in accordance with the instructions printed thereon and return the same to the Company's share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the 2016 AGM or any adjournment thereof. You may appoint one or more proxies to attend and vote on your behalf. A proxy need not be a Shareholder. Enclosed with this circular is a proxy form for use at the 2016 AGM. Completion and return of the proxy form will not preclude you from attending and voting in person at the 2016 AGM or any adjournment thereof should you so wish. In the event that a Shareholder who has lodged a proxy form attends the 2016 AGM, his/her proxy form will be deemed to have been revoked.

As a non-registered Shareholder (i.e. your Shares are held through an intermediary/a nominee), you may give your instructions to your intermediary/nominee to vote on your behalf or appoint you as a corporate representative to attend and vote at the 2016 AGM.

7. VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, the chairman of the 2016 AGM will exercise his right to demand a poll pursuant to Article 70 of the Articles of Association on each of the resolutions to be proposed at the 2016 AGM except where the chairman of the 2016 AGM, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands.

After closure of the 2016 AGM, the poll results will be published on the websites of the Hong Kong Stock Exchange and the Company.

8. RECOMMENDATION

The Directors consider that the re-election of Directors, the grant of the Issue Mandate, the Repurchase Mandate and the RSU Scheme Mandate are in the best interests of the Company and the Shareholders as a whole and so recommend the Shareholders to vote in favor of the resolutions to be proposed at the 2016 AGM.

No Shareholder is required to abstain from voting in respect of any of the resolutions to be proposed at the 2016 AGM.

Yours faithfully,
On behalf of the Board
Edmund Sze-Wing Tse
Non-executive Chairman

NOTICE OF ANNUAL GENERAL MEETING



**THE REAL LIFE
COMPANY**

AIA Group Limited
友邦保險控股有限公司

(Incorporated in Hong Kong with limited liability)

Stock Code: 1299

NOTICE IS HEREBY GIVEN that the annual general meeting of AIA Group Limited (the “Company”) will be held at the Grand Ballroom, Kowloon Shangri-La, Hong Kong, 64 Mody Road, Tsim Sha Tsui East, Kowloon, Hong Kong on Friday, 6 May 2016 at 11:00 a.m. for the following purposes:

ORDINARY RESOLUTIONS

1. To receive the audited consolidated financial statements of the Company, the Report of the Directors and the Independent Auditor’s Report for the year ended 30 November 2015.
2. To declare a final dividend of 51.00 Hong Kong cents per share for the year ended 30 November 2015.
3. To re-elect Ms. Swee-Lian Teo as Independent Non-executive Director of the Company.
4. To re-elect Dr. Narongchai Akrasanee as Independent Non-executive Director of the Company.
5. To re-elect Mr. George Yong-Boon Yeo as Independent Non-executive Director of the Company.
6. To re-elect Mr. Mark Edward Tucker as Executive Director of the Company.
7. To re-appoint PricewaterhouseCoopers as auditor of the Company for the term from passing of this resolution until the conclusion of the next annual general meeting and to authorise the board of directors of the Company (the “Board”) to fix its remuneration.

NOTICE OF ANNUAL GENERAL MEETING

8. To consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions of the Company in relation to the proposed grant of general mandates to the Board:

(A) **“THAT:**

- (a) subject to sub-paragraph (c) of this resolution and pursuant to the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) and The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the exercise by the directors of the Company (the “Directors”) during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional shares in the Company, to grant rights to subscribe for, or convert any security into, shares in the Company (including the issue of any securities convertible into shares, or options, warrants or similar rights to subscribe for any shares) and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in sub-paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares in the Company) which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of shares in the Company allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in sub-paragraphs (a) and (b) of this resolution, otherwise than pursuant to (i) a Rights Issue as hereinafter defined, or (ii) the exercise of rights of subscription or conversion under the terms of any options, warrants or similar rights granted by the Company or any securities which are convertible into shares in the Company, or (iii) the granting or vesting of any restricted share unit awards pursuant to the restricted share unit scheme or the agency share purchase plan adopted by the Company on 28 September 2010, as amended, and 23 February 2012, respectively, or (iv) the grant of options or an issue of shares in the Company upon the exercise of options granted under the share option scheme adopted by the Company on 28 September 2010, as amended, or (v) any scrip dividend or similar arrangement providing for the allotment and issue of shares in the Company in lieu of the whole or part of a dividend on shares in the Company in accordance with the articles of association of the Company, shall not exceed 10 per cent of the aggregate number of shares in the Company in issue as of the date of passing of this resolution, and the said approval shall be limited accordingly;

NOTICE OF ANNUAL GENERAL MEETING

- (d) any shares in the Company to be allotted, issued or dealt with for cash pursuant to the approval in sub-paragraph (a) of this resolution (other than on the vesting of awards under the agency share purchase plan adopted by the Company on 23 February 2012) shall not be at a discount of more than 10 per cent to the Benchmarked Price (as defined below) of such shares in the Company; and
- (e) for the purposes of this resolution:

“Benchmarked Price” means the higher of:

- (i) the closing price of the shares in the Company as quoted on The Stock Exchange of Hong Kong Limited (the “Hong Kong Stock Exchange”) on the date of the agreement involving the relevant proposed issue of shares in the Company; and
- (ii) the average closing price as quoted on the Hong Kong Stock Exchange of the shares in the Company for the 5 trading days immediately preceding the earlier of the date: (A) of announcement of the transaction or arrangement involving the relevant proposed issue of shares in the Company, (B) of the agreement involving the relevant proposed issue of shares in the Company and (C) on which the price of shares in the Company that are proposed to be issued is fixed.

“Relevant Period” means the period from the passing of this resolution until the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable law to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.

“Rights Issue” means an offer of shares in the share capital of the Company or an offer or issue of warrants or options or similar instruments to subscribe for, or of securities convertible into, shares in the share capital of the Company open for a period fixed by the Directors to holders of shares in the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusion or other arrangements as the

NOTICE OF ANNUAL GENERAL MEETING

Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, or any recognised regulatory body or any stock exchange applicable to the Company).”

(B) **“THAT:**

- (a) subject to sub-paragraph (b) of this resolution and pursuant to the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) and The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to repurchase shares in the capital of the Company on the Hong Kong Stock Exchange or on any other exchange on which the securities of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Hong Kong Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission of Hong Kong, the Hong Kong Stock Exchange or of any other stock exchange as amended from time to time and all applicable laws in this regard, be and is hereby generally and unconditionally approved;
- (b) the aggregate number of shares in the Company which may be purchased pursuant to the approval in sub-paragraph (a) of this resolution shall not exceed 10 per cent of the aggregate number of shares in the Company in issue on the date of passing of this resolution and the said approval shall be limited accordingly; and
- (c) for the purposes of this resolution, “Relevant Period” means the period from the passing of this resolution until the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable law to be held; and
 - (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”

NOTICE OF ANNUAL GENERAL MEETING

(C) “**THAT:**

- (a) subject to sub-paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to grant restricted share unit awards (“RSU Awards”) and to allot, issue, procure the transfer of and otherwise deal with shares underlying any RSU Awards granted under the restricted share unit scheme approved and adopted by the Company on 28 September 2010, as amended (the “RSU Scheme”), as and when the RSU Awards vest be and is hereby approved;
- (b) no RSU Awards shall be granted by the Directors if as a result of such grant the aggregate number of shares (or, where cash is awarded in lieu of shares, the aggregate number of shares as are equivalent to the amount of cash so awarded) underlying all RSU Awards granted by the Directors (excluding RSU Awards that have lapsed or been cancelled in accordance with the rules of the RSU Scheme) shall exceed 2.5 per cent of the number of shares in the Company in issue on the date of passing of this resolution; and
- (c) for the purposes of this resolution, “Relevant Period” means the period from the passing of this resolution until the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable law to be held; and
 - (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”

By Order of the Board
Mitchell David New
*Group General Counsel and
Company Secretary*

Hong Kong, 24 March 2016

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. The register of members of the Company will be closed from Wednesday, 4 May 2016 to Friday, 6 May 2016 (both days inclusive) during which period no transfer of share(s) will be registered. In order to qualify to attend and vote at the 2016 annual general meeting of the Company (“2016 AGM”), all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the Company’s share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong by no later than 4:30 p.m. on Tuesday, 3 May 2016.

In order to qualify for the entitlement of the final dividend to be approved at the 2016 AGM, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the Company’s share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong by no later than 4:30 p.m. on Wednesday, 11 May 2016.

2. A shareholder of the Company entitled to attend and vote at the 2016 AGM is entitled to appoint one or more proxies to attend and vote on his/her behalf. A proxy need not be a shareholder of the Company.
3. In order to be valid, a proxy form and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power of attorney or authority, must be deposited at the share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, not less than 48 hours before the time appointed for holding the 2016 AGM or any adjournment thereof. Completion and return of the proxy form will not preclude any shareholder of the Company from attending and voting in person at the 2016 AGM or any adjourned meeting should he/she so wishes.
4. Where there are joint registered holders of any shares, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such shares as if he/she were solely entitled thereto; but if more than one of such joint holders be present at any meeting personally or by proxy, that one so present whose name stands first in the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.
5. Shareholders of the Company having any queries relating to the 2016 AGM may call the Company’s hotline at (852) 2862 8555 during business hours from 9:00 a.m. to 6:00 p.m. (Hong Kong time) Monday to Friday, excluding public holidays.

As at the date of this circular, the Board of Directors of the Company comprises:

Non-executive Chairman and Non-executive Director:

Mr. Edmund Sze-Wing Tse

Executive Director:

Mr. Mark Edward Tucker

Independent Non-executive Directors:

Mr. Jack Chak-Kwong So, Mr. Chung-Kong Chow, Mr. John Barrie Harrison, Mr. George Yong-Boon Yeo, Mr. Mohamed Azman Yahya, Professor Lawrence Juen-Yee Lau, Ms. Swee-Lian Teo and Dr. Narongchai Akrasanee

Details of the retiring Directors proposed to be re-elected at the 2016 AGM are set out as follows:

1. Ms. Swee-Lian Teo, Independent Non-executive Director

Ms. Swee-Lian Teo, aged 56, is an Independent Non-executive Director of the Company having been appointed on 14 August 2015. She is also a member of the Nomination Committee and the Risk Committee of the Company. Ms. Teo currently serves as a non-executive and independent director and a member of the Audit Committee, Executive Resource and Compensation Committee and Risk Committee of Singapore Telecommunications Limited, which is listed on the Singapore Exchange. She is also a non-executive director and Chairlady of the Audit and Risk Committee of Avanda Investment Management Pte Ltd., a Singapore-based fund management company.

Ms. Teo has over 27 years of experience with the Monetary Authority of Singapore (“MAS”). During her time at the MAS she worked in foreign reserves management, financial sector development, strategic planning and financial supervision. She was the Deputy Managing Director in charge of Financial Supervision – overseeing the regulation and supervision of the banking, insurance and capital markets industries and macroeconomic surveillance, and also represented the MAS on various international fora including the Basel Committee on Banking Supervision and on various committees and working groups of the Financial Stability Board. She retired from the MAS as Special Advisor in the Managing Director’s office in June 2015. In addition to the MAS, Ms. Teo also served on the Board of the Civil Aviation Authority of Singapore from 2002 to 2010. Ms. Teo received her B.Sc. (First) in Mathematics from the Imperial College of Science and Technology, University of London in 1981 and her M.Sc. in Applied Statistics from the University of Oxford in 1982. She was also awarded the Public Administration Medal (Gold) (Bar) at the Singapore National Day Awards in 2012.

Save as disclosed above, Ms. Teo has not held any other directorships in other Hong Kong or overseas listed public companies in the last three years. She does not have any relationship with any Director, senior management, substantial shareholder or controlling shareholder (as defined in the Listing Rules) of the Company. As at the Latest Practicable Date, Ms. Teo does not hold any Shares within the meaning of Part XV of the SFO.

Details of Ms. Teo’s remuneration are set out in the Remuneration Report and note 40 to the financial statements and details of her term of service are set out in the Corporate Governance Report in the Annual Report 2015. She is subject to retirement at the 2016 AGM in accordance with Article 104 of the Articles of Association and paragraph A.4.2 of the Corporate Governance Code.

Save as disclosed above, there is no information about Ms. Teo that is required to be disclosed pursuant to Rule 13.51(2)(h) – (v) of the Listing Rules.

2. Dr. Narongchai Akrasanee, Independent Non-executive Director

Dr. Narongchai Akrasanee, aged 70, is an Independent Non-executive Director of the Company having been appointed on 15 January 2016. He is also a member of the Audit Committee and the Nomination Committee of the Company. Dr. Narongchai was previously an Independent Non-executive Director of the Company from 21 November 2012 to 31 August 2014. He is the former Minister of Energy and Minister of Commerce for the Kingdom of Thailand, and served as a Senator. Dr. Narongchai served as Chairman of the Export-Import Bank of Thailand from December 2005 to June 2010, as a Director of the Office of the Insurance Commission of Thailand from October 2007 to August 2012, as a Director of the National Economic and Social Development Board for the period from July 2009 to July 2013 and as a member of the Monetary Policy Committee of the Bank of Thailand from November 2011 to September 2014.

He is currently the Chairman of the Steering Committee and Vice-Chairman of the Council of Mekong Institute, the Chairman of the Thailand National Committee for the Pacific Economic Cooperation Council and the Chairman of the Khon Kaen University Council in Thailand. Dr. Narongchai also acts as the Chairman and an independent director of two entities listed on the Stock Exchange of Thailand, namely MFC Asset Management Public Company Limited and Ananda Development Public Company Limited. He is also the Chairman and an independent director of The Brooker Group Public Company Limited, which is listed on the Stock Exchange of Thailand's Market for Alternative Investment. Dr. Narongchai is the Chairman of the Seranee Group of companies. He previously served as an independent director of each of Malee Sampran Public Company Limited and ABICO Holdings Public Company Limited and as the Vice-Chairman and an independent director of Thai-German Products Public Company Limited, companies listed on the Stock Exchange of Thailand. Dr. Narongchai received a Bachelor's degree in Economics with Honours from the University of Western Australia and M.A. and Ph.D. in Economics from Johns Hopkins University.

Save as disclosed above, Dr. Narongchai has not held any other directorships in other Hong Kong or overseas listed public companies in the last three years. He does not have any relationship with any Director, senior management, substantial shareholder or controlling shareholder (as defined in the Listing Rules) of the Company. As at the Latest Practicable Date, Dr. Narongchai does not hold any Shares within the meaning of Part XV of the SFO.

Details of Dr. Narongchai's remuneration are set out in the Remuneration Report and details of his term of services are set out in the Corporate Governance Report in the Annual Report 2015. He is subject to retirement at the 2016 AGM in accordance with Article 104 of the Articles of Association and paragraph A.4.2 of the Corporate Governance Code.

Save as disclosed above, there is no information about Dr. Narongchai that is required to be disclosed pursuant to Rule 13.51(2)(h) – (v) of the Listing Rules.

3. Mr. George Yong-Boon Yeo, Independent Non-executive Director

Mr. George Yong-Boon Yeo, aged 61, is an Independent Non-executive Director of the Company having been appointed on 2 November 2012. He is also a member of the Audit Committee, the Nomination Committee and the Remuneration Committee of the Company. Mr. Yeo is currently the Vice-chairman of Kerry Group Limited and the Chairman of Kerry Logistics Network Limited.

He has been a member of the International Advisory Committee of Mitsubishi Corporation since June 2014 and a non-executive director of Wilmar International Limited since November 2014. He is a member of the Board of Trustees of the World Economic Forum and the International Advisory Board of the Berggruen Institute on Governance. In 2013, he was appointed a member of the Pontifical Commission for Reference on the Economic-Administrative Structure of the Holy See. He became a member of the Vatican Council for the Economy in February 2014. In 2012, Mr. Yeo was presented with the Order of Sikatuna by the Philippines Government and the Padma Bhushan by the Indian Government, and became an Honorary Officer of the Order of Australia. From 1988 to 2011, Mr. Yeo was a member of the Singapore Parliament and held various Cabinet positions, including Minister for Foreign Affairs, Minister for Trade and Industry, Minister for Health, Minister for Information and the Arts and Minister of State for Finance. From 1972 to 1988, Mr. Yeo served in the Singapore Armed Forces and attained the rank of Brigadier-General in 1988 when he was Director of Joint Operations and Planning in the Ministry of Defence.

Save as disclosed above, Mr. Yeo has not held any other directorships in other Hong Kong or overseas listed public companies in the last three years. He does not have any relationship with any Director, senior management, substantial shareholder or controlling shareholder (as defined in the Listing Rules) of the Company. As of the Latest Practicable Date, Mr. Yeo held 100,000 Shares and underlying Shares of the Company as beneficial owner, representing less than 0.1% of the total number of Shares in issue. Save as disclosed above, Mr. Yeo does not hold any Shares within the meaning of Part XV of the SFO.

Details of Mr. Yeo's remuneration are set out in the Remuneration Report and note 40 to the financial statements and details of his term of service are set out in the Corporate Governance Report in the Annual Report 2015. He is subject to retirement by rotation at the 2016 AGM in accordance with Article 100 of the Articles of Association and paragraph A.4.2 of the Corporate Governance Code.

Save as disclosed above, there is no information about Mr. Yeo that is required to be disclosed pursuant to Rule 13.51(2)(h) – (v) of the Listing Rules.

4. Mr. Mark Edward Tucker, Executive Director

Mr. Mark Edward Tucker, aged 58, is an Executive Director and the Group Chief Executive and President of the Company. He is also a member of the Risk Committee of the Company. Mr. Tucker joined the Group in July 2010 and is also Chairman and Chief Executive Officer of AIA Company Limited and AIA International Limited. Mr. Tucker spearheaded AIA's record-breaking initial public offering on 29 October 2010, serving as Executive Chairman and Group Chief Executive Officer of the Company from 12 October 2010 to 31 December 2010. In addition to his responsibilities with AIA, Mr. Tucker has been an Independent Director of The Goldman Sachs Group, Inc. since November 2012. Mr. Tucker is an Associate Professor at the Chinese University of Hong Kong. He serves on the Asia Business Council and the Advisory Board of the Asia Global Institute. He is also a member of the International Advisory Boards of the Lingnan College, Sun Yat-Sen University in China, the Discovery Group of South Africa and the Edinburgh Festival International. Prior to joining the Group, Mr. Tucker was a non-executive director of the Court of The Bank of England from June 2009 to May 2012, also serving as a member of its Financial Stability Committee and Audit and Risk Committee. Mr. Tucker also served as Group Chief Executive of Prudential plc from 2005 to 2009 and was the founder and Chief Executive of Prudential Corporation Asia Limited from 1994 to 2003 and an Executive Director of Prudential plc from 1999 to 2003. From 2004 to 2005 Mr. Tucker served as Group Finance Director, HBOS plc. Mr. Tucker qualified as an Associate of the Institute of Chartered Accountants in England and Wales (ACA) in 1985.

Save as disclosed above, Mr. Tucker has not held any other directorships in other Hong Kong or overseas listed public companies in the last three years. He does not have any relationship with any Director, senior management, substantial shareholder or controlling shareholder (as defined in the Listing Rules) of the Company. As at the Latest Practicable Date, Mr. Tucker held 25,509,922 Shares and underlying Shares of the Company as beneficial owner, representing 0.21% of the total number of Shares in issue. Save as disclosed above, Mr. Tucker does not hold any Shares within the meaning of Part XV of the SFO.

Details of Mr. Tucker's remuneration are set out in the Remuneration Report and note 40 to the financial statements in the Annual Report 2015. He is subject to retirement by rotation at the 2016 AGM in accordance with Article 100 of the Articles of Association and paragraph A.4.2 of the Corporate Governance Code.

Save as disclosed above, there is no information about Mr. Tucker that is required to be disclosed pursuant to Rule 13.51(2)(h) – (v) of the Listing Rules.

Save as disclosed in this Appendix I, there are no other matters that need to be brought to the attention of the Shareholders in connection with the proposed re-election of Directors.

This serves as an explanatory statement, as required to be sent to all Shareholders under the Listing Rules, to provide the relevant information in connection with the Repurchase Mandate and constitutes the memorandum required under Section 239 of the Companies Ordinance.

1. EXERCISE OF THE REPURCHASE MANDATE

As of the Latest Practicable Date, the number of Shares in issue was 12,048,413,646 Shares.

Subject to the passing of the resolution in relation to the Repurchase Mandate and on the basis that no further Shares are issued or repurchased by the Company from the Latest Practicable Date to date of the 2016 AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 1,204,841,364 Shares (representing 10% of the aggregate number of Shares in issue and without taking into account any Shares which may be issued pursuant to the exercise of any options which may be granted pursuant to the Share Option Scheme or pursuant to the vesting of any RSU Awards which may be granted pursuant to the RSU Scheme) during the period from the date of the passing of the ordinary resolution numbered 8(B) in the notice of 2016 AGM set out on pages 17 to 22 of this circular up to:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable law to be held; and
- (iii) the date on which the authority set out in the ordinary resolution numbered 8(B) is revoked or varied by an ordinary resolution of the Shareholders in general meeting.

For clarity, Shares purchased through any exercise of the Repurchase Mandate will not be added to the number of Shares that may be issued under the Issue Mandate.

2. SOURCE OF FUNDS

In repurchasing the Shares, the Company must be funded from the funds legally available for the purpose in accordance with the Articles of Association and the applicable laws of Hong Kong. The Company may not repurchase the Shares on the Hong Kong Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Hong Kong Stock Exchange. Subject to the above, the Company may make repurchases with funds which would otherwise be available for dividend or distribution or out of an issue of new Shares for the purpose of the repurchase.

3. REASONS FOR THE REPURCHASE

The Directors believe that it is in the Company's and the Shareholders' best interests for the Directors to have general authority to execute repurchases of the Shares in the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made where the Directors believe that such repurchases will benefit the Company and the Shareholders.

4. FUNDING OF REPURCHASES

In repurchasing the Shares, the Company may only apply funds legally available for such purpose in accordance with the Articles of Association and the applicable laws of Hong Kong and the Listing Rules.

On the basis of the financial position of the Company as disclosed in the Annual Report 2015 and taking into account the current working capital position of the Company, the Directors believe that, if the Repurchase Mandate is to be exercised in full, it might have a material adverse effect on its working capital as compared with the position disclosed in the Annual Report 2015. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

5. CONFIRMATION

The Company confirms that this explanatory statement contains the information required under Rule 10.06(1)(b) of the Listing Rules and that neither this explanatory statement nor the proposed share repurchase has any unusual features.

6. GENERAL

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates (as defined in the Listing Rules) currently intends to sell any Shares to the Company or its subsidiaries.

The Directors have undertaken to the Hong Kong Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the Listing Rules, the Articles of Association, the Companies Ordinance and any other applicable laws of Hong Kong.

If, as a result of any repurchase of Shares, a Shareholder's proportionate interest in the voting rights is increased, such increase will be treated as an acquisition for the purposes of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code. The Directors are not aware of any consequences of repurchases which would arise under the Takeovers Code.

No core connected person as defined by the Listing Rules has notified us that he or it has a present intention to sell his or its Shares to the Company, or has undertaken not to do so, if the Repurchase Mandate is exercised.

7. SHARE REPURCHASE MADE BY THE COMPANY

Save for the purchase of 16,260,058 Shares under the RSU Scheme and the Employee Share Purchase Plan of the Company at a total consideration of approximately US\$84.3 million in the six months up to the Latest Practicable Date, no purchase of Shares has been made by the Company during the same period. These purchases were made by the relevant scheme trustees on the Hong Kong Stock Exchange. These Shares are held on trust for participants of the relevant schemes and therefore were not cancelled.

8. SHARE PRICES

The highest and lowest prices at which the Shares have been traded on the Hong Kong Stock Exchange during each of the twelve months before the Latest Practicable Date were as follows:

	Price per Share	
	Highest (HK\$)	Lowest (HK\$)
2015		
March	49.65	46.05
April	58.20	48.80
May	53.60	50.05
June	53.50	49.00
July	52.50	45.50
August	50.50	40.40
September	44.50	38.85
October	47.75	40.85
November	48.80	44.80
December	49.00	45.10
2016		
January	46.90	40.05
February	43.50	36.85
March (up to the Latest Practicable Date)	43.30	39.70