

This announcement is for information purposes only and does not constitute an invitation or offer by any person to acquire, purchase or subscribe for securities. This announcement is not, and is not intended to be, an offer of securities of the Company for sale in the United States. The securities of the Company have not been, and will not be, registered under the U.S. Securities Act of 1933, as amended (the “U.S. Securities Act”) and may not be offered or sold in the United States absent registration or an applicable exemption from registration requirements under the U.S. Securities Act. There is not, and is not intended to be, any public offering of the securities of the Company in the United States.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



**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

RE-DESIGNATION OF DIRECTOR

The Board of Directors (the “Board”) of AIA Group Limited (the “Company”, together with its subsidiaries, the “Group”) is pleased to announce that Mr. Edmund Sze-Wing Tse (“Mr. Tse”), Non-executive Director of the Company, has been re-designated as an Independent Non-executive Director of the Company with effect from 23 March 2017. He will remain as the Independent Non-executive Chairman of the Company, the chairman and a member of the Nomination Committee and a member of each of the Remuneration Committee and the Risk Committee.

Mr. Tse, aged 79, was appointed as a Non-executive Director of the Company on 27 September 2010 and was elected Non-executive Chairman on 1 January 2011. He is also the Chairman of AIA Foundation. Mr. Tse’s appointments during almost 55 years with the Group and its predecessor, AIG Group, include serving as Honorary Chairman of AIA Company Limited from July 2009 to December 2010, Chairman and Chief Executive Officer from 2000 to June 2009 and President and Chief Executive Officer from 1983 to 2000. He also served as Chairman of The Philippine American Life and General Insurance (PHILAM LIFE) Company from 2005 to 2015. Mr. Tse is a non-executive director of PCCW Limited (listed on The Stock Exchange of Hong Kong Limited (the “Hong Kong Stock Exchange”)) and a director of Bridge Holdings Company Limited. He served as a non-executive director of PineBridge Investments Limited from 2012 to 2014 and a non-executive director of PICC Property and Casualty Company Limited (listed on the Hong Kong Stock Exchange) from 2004 to July 2014. In recognition of his outstanding contributions to the development of Hong Kong’s insurance industry, Mr. Tse was awarded the Gold Bauhinia Star by the HKSAR Government in 2001. Mr. Tse received an honorary fellowship and an honorary degree of Doctor of Social Sciences from The University of Hong Kong in 1998 and 2002 respectively. In 2003, he was elected to the prestigious Insurance Hall of Fame.

Since his appointment as a Non-executive Director of the Company on 27 September 2010, Mr. Tse has not held any executive or management role or function in the Company or any of its subsidiaries, and at no time has he been employed by the Company or any of its subsidiaries. He has not taken part in the day-to-day management of the Company or its subsidiaries beyond his attendance at and participation in board and committee meetings of the Group. Accordingly, the Board is satisfied and the Company has demonstrated to the satisfaction of the Hong Kong Stock Exchange that Mr. Tse is independent for the purpose of his re-designation as an Independent Non-executive Director of the Company pursuant to Rule 3.13 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”).

The director’s fee payable by the Company to Mr. Tse is governed by a letter of appointment, under which Mr. Tse is entitled to receive an annual aggregate fee of US\$570,000 for acting as an Independent Non-executive Director, the Chairman of the Company, as well as acting as the chairman and a member of the Nomination Committee and a member of each of the Remuneration Committee and the Risk Committee. The fee was recommended by the Remuneration Committee with reference to the prevailing market conditions and the duties and responsibilities of Mr. Tse within the Company and approved by the Board. Mr. Tse’s appointment is for a term of approximately 3 years, subject to the directors’ retirement and re-election requirements under the Articles of Association of the Company and the Corporate Governance Code set out in Appendix 14 to the Listing Rules.

As at the date of this announcement, Mr. Tse is interested in 3,560,400 ordinary shares of the Company, representing approximately 0.03% of the total number of shares of the Company in issue. Save as disclosed above, Mr. Tse does not have any other interest or short position in the shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance. Mr. Tse does not have any relationship with any director, senior management, substantial or controlling shareholders (as defined in the Listing Rules) of the Company.

Save as disclosed above, there are no other matters concerning the re-designation of Mr. Tse as Independent Non-executive Director that need to be brought to the attention of the shareholders of the Company nor any information to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules.

By Order of the Board
Mark Edward Tucker
Executive Director,
Group Chief Executive and President

Hong Kong, 23 March 2017

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

Independent Non-executive Chairman and Independent Non-executive Director:
Mr. Edmund Sze-Wing Tse

Executive Director, Group Chief Executive and President
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