
DIRECTORS AND SENIOR MANAGEMENT

GENERAL

The Board currently consists of eight Directors, comprising one executive Director, four non-executive Directors and three independent non-executive Directors.

Except as disclosed below in “— Directors” in this section, none of the Directors has any other directorships in listed companies. In accordance with the Articles, the remaining terms of the Directors are in a range of two to four years as of the date of this prospectus, as one-third of the Directors are required to retire from office by rotation each year. None of the Directors have any family relationship or are a relative to each other.

The following table sets forth certain information in respect of our Directors as of the Listing Date:

<u>Name</u>	<u>Age</u>	<u>Date of Birth</u>	
Mr. Mark Edward Tucker	52	29 December 1957	Executive Director
Mr. Edmund Sze Wing Tse	72	2 January 1938	Non-executive Director
Mr. Jack Chak-Kwong So	65	12 March 1945	Non-executive Director
Mr. Jeffrey Joy Hurd	43	3 December 1966	Non-executive Director
Mr. Jay Steven Wintrob	53	29 March 1957	Non-executive Director
Sir Chung-Kong (CK) Chow	60	9 September 1950	Independent non-executive Director
Mr. Rafael Si-Yan Hui	62	8 February 1948	Independent non-executive Director
Dr. Qin Xiao	63	25 April 1947	Independent non-executive Director

With a view to implementing guidance provided by our regulators and best practice, we intend that an independent non-executive Director will be appointed as Non-Executive Chairman on or before 30 November 2010. Such Non-Executive Chairman may be a current independent non-executive Director or a newly appointed independent non-executive Director. Mr. Mark Edward Tucker has been appointed as our Group Executive Chairman. His role of Group Executive Chairman will cease upon the appointment of a Non-Executive Chairman on or before 30 November 2010. In principle, we intend over time to achieve a position where independent non-executive Directors constitute a majority of the Board.

DIRECTORS

Executive Director

Mr. Mark Edward Tucker, aged 52, is an executive Director and our Group Chief Executive Officer. He is also our Group Executive Chairman appointed on the basis as referred to above in “— General” in this section. He joined the AIA Group in July 2010 and is also a director of AIA and AIA-B. He is responsible for the strategic direction and overall performance of the AIA Group. Prior to joining the AIA Group, Mr. Tucker served as group chief executive of Prudential plc from 2005 to 2009 and as group finance director of HBOS plc from 2004 to 2005. He was chief executive of Prudential Corporation Asia Limited from 1994 to 2003. Mr. Tucker began his career in 1980 as a tax consultant for PriceWaterhouse, UK. He joined Prudential plc in 1986 as controller of North American investment operations of Prudential Portfolio Managers Limited, UK and subsequently became the finance controller of Prudential Venture Managers Limited, UK from 1986 to 1987. From 1987 to 1989, he was assistant director of Prudential plc. Mr. Tucker went on to become general manager of Prudential Assurance Co. Limited, Hong Kong from 1989 to 1992, senior vice president of operations in Jackson National Life Insurance Co. Lansing, USA from 1992 to 1993 and a director of Prudential plc from 1999 to 2003. Mr. Tucker has been a non-executive director of the Court of The Bank of England and a member of its Financial Stability Committee since 2009. He was awarded the prestigious Government of Vietnam’s Friendship Medal by the President of Vietnam in 2009 in recognition of his contribution to the development of Vietnam’s financial services sector. Mr. Tucker is a companion of the Chartered Management Institute (CCMI) since 2007 and has been a non-executive director of Edinburgh International Festival Society since 2005. Mr. Tucker qualified as a Chartered Accountant (ACA) in 1985. He received a bachelor of arts (honours) degree from the University of Leeds, the United Kingdom in 1980.

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Non-executive Directors

Mr. Edmund Sze Wing Tse (謝仕榮), aged 72, is our Honorary Chairman and non-executive Director. Mr. Tse began his career in the insurance industry in 1961 when he joined AIA. Mr. Tse was president and chief executive officer of AIA from 1983 to 2000, chairman and chief executive officer of AIA from 2000 to June 2009 and continues to serve as honorary chairman of AIA. Mr. Tse also retired in June 2009 as a director of AIG and senior vice chairman — Life Insurance of AIG. Mr. Tse is the chairman of Philamlife and the chairman of Nan Shan. Mr. Tse is also an independent non-executive director of PCCW Limited and a non-executive director of PICC Property and Casualty Company Limited. In recognition of his outstanding efforts to the development of Hong Kong's insurance industry, Mr. Tse was awarded the Gold Bauhinia Star by the government of Hong Kong 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, Mr. Tse was elected to the Insurance Hall of Fame, a prestigious award in the insurance industry. Mr. Tse was appointed as our non-executive Director on 27 September 2010 and our Honorary Chairman in October 2010.

Mr. Jack Chak-Kwong So (蘇澤光), aged 65, is a non-executive Director. Mr. So has served as independent non-executive director of AIA from 2007 to 2010 and became the non-executive vice chairman of Credit Suisse (Greater China) in January 2008. Mr. So has also served as an independent non-executive director of Cathay Pacific Airways Limited since 2002. He served as a director on the board of directors of The Hongkong and Shanghai Banking Corporation Limited from 2000 to 2007. He served as executive director of the Hong Kong Trade Development Council from 1985 to 1992 and was appointed chairman in October 2007. Mr. So was deputy chairman and group managing director of PCCW Limited from 2003 to 2007 and chairman and chief executive of the MTR Corporation Limited from 1995 to 2003. Since 2008, Mr. So has been a member of the Chinese People's Political Consultative Conference, and he is also a member of the International Business Leader Advisory Council for the Mayor of Beijing. He received a bachelor of arts degree from The University of Hong Kong in 1969. Mr. So was appointed as our non-executive Director on 28 September 2010.

Mr. Jeffrey Joy Hurd, aged 43, is a non-executive Director. Mr. Hurd is the senior vice president — human resources and communications of AIG. From April 2009 to December 2009, Mr. Hurd was the vice president and chief administrative officer of AIG and he was also the senior vice president, head of asset management of AIG's restructuring from January 2009 to December 2009. He served as interim president and chief executive officer of AIG Global Real Estate from May to August 2009. Mr. Hurd was the senior managing director, chief administrative officer and general counsel of AIG Investments from 2006 to 2009. Mr. Hurd joined the AIG corporate legal department in 1998. He was named associate general counsel, Mergers & Acquisitions of AIG in 1999 and was named general counsel of AIG Investments in 2003. He was a deputy general counsel of AIG from 2003 to 2009. Prior to joining AIG, Mr. Hurd was licensed to practice law in New York in 1994 and in private practice at Morgan Lewis & Bockius in New York from 1993 to 1998. He received a Juris Doctor and graduated *cum laude* from New York University School of Law in 1993 and a bachelor's degree in political science and graduated *magna cum laude* from Union College, where he was elected to Phi Beta Kappa, in 1989. Mr. Hurd was appointed as our non-executive Director on 28 September 2010.

Mr. Jay Steven Wintrob, aged 53, is a non-executive Director. Mr. Wintrob has served as executive vice president — retirement services of AIG since 2002 and was appointed executive vice president — domestic life and retirement services of AIG in 2010. He also served as a director of AIG from 1999 to 2004. In 2009, Mr. Wintrob was named president and chief executive officer of SunAmerica Financial Group, AIG's life and retirement services businesses based in the United States, as well as two life insurance operations in Japan. Mr. Wintrob joined SunAmerica Inc. in 1987 as assistant to the chairman, was elected senior vice president in 1989, executive vice president in 1991, vice chairman in 1995 and served as a director from 1997 to 1998. Following AIG's acquisition of SunAmerica, Mr. Wintrob served as vice chairman of AIG Retirement Services, Inc. (now known as SAFG Retirement Services, Inc.) from 1998 to 2005, chief operating officer from 1998 to 2001 and was named president in 2000 and chief executive officer in 2001. Prior to joining SunAmerica,

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Mr. Wintrob was an associate with the law firm O'Melveny & Myers where he practiced corporate law. Mr. Wintrob is also a board member of several non-profit organizations, including Bet Tzedek Legal Services, The Broad Foundation, California Institute of Technology, Cedars-Sinai Medical Center, The J. Paul Getty Trust, Los Angeles World Affairs Council, and Skirball Cultural Center. He received the Ecumenical Council Leadership Award from the Archdiocese of Los Angeles in 2001 and the Luis Lainer Founder's Award from Bet Tzedek Legal Services in 2002. Mr. Wintrob received a Juris Doctor (Order of the Coif) from the Boalt Hall School of Law at University of California, Berkeley in 1982 and a bachelor's degree in political science from University of California, Berkeley in 1979. Mr. Wintrob was appointed as a non-executive Director on 28 September 2010.

Independent Non-executive Directors

Sir Chung-Kong (CK) Chow (周松崗), aged 60, is an independent non-executive Director. Sir C K was appointed chief executive officer of MTR Corporation Limited on 1 December 2003. He was formerly chief executive officer of Brambles Industries Ltd, a global support services company from 2001 to 2003. From 1997 to 2001, Sir C K was chief executive of GKN plc, a global engineering company based in the United Kingdom. Sir C K joined the BOC Group plc in 1977 and was named as chief executive officer of BOC Gases Worldwide in 1993. He has served as deputy chairman of Hong Kong General Chamber of Commerce since 2010. He has served as a director of Anglo American plc since 2008 and an non-executive chairman of Standard Chartered Bank (Hong Kong) Limited since 2004. He was an independent non-executive director of Standard Chartered plc from 1997 to 2008. In 2000, Sir C K was knighted in the United Kingdom for his contribution to industry. A chartered engineer, he received a master of science degree and a bachelor of science degree in chemical engineering from The University of California and The University of Wisconsin respectively. He also received a master's degree in business administration from The Chinese University of Hong Kong and attended the advanced management program of Harvard Business School. Sir C K was appointed as our independent non-executive Director on 28 September 2010.

Mr. Rafael Si-Yan Hui (許仕仁), aged 62, is an independent non-executive Director. Mr. Hui was the former Chief Secretary for Administration of the government of Hong Kong from 2005 to 2007. He was the managing director of the Mandatory Provident Fund Schemes Authority from 2000 to 2003. Mr. Hui joined the Government of Hong Kong in 1970 and successively served as Secretary for Financial Services, Commissioner for Transport, Deputy Secretary for Works, Deputy Secretary for Economics Services and Deputy Secretary-General, office of the Unofficial Members of Executive and Legislative Council in the government of Hong Kong from 1970 to 2000. He was a non-official member of the Executive Council of the government of Hong Kong from 2007 to 2009. Mr. Hui was appointed as a Justice of the Peace in 1986 and received the honour of Gold Bauhinia Star in 1998 and the Grand Bauhinia Medal in 2007. He was elected a steward of The Hong Kong Jockey Club from 2002 to 2005 and has been an honorary steward since 2005. He has been a member of the Standing Committee of the Chinese People's Political Consultative Conference National Committee since 2008. He received a master's degree in public administration from Harvard University in 1983 and a bachelor of arts degree from The University of Hong Kong in 1970. In 2007, he was awarded an honorary doctorate degree in social science by The University of Hong Kong. Mr. Hui was appointed as our independent non-executive Director on 28 September 2010.

Dr. Qin Xiao (秦曉), aged 63, is an independent non-executive Director. Dr. Qin has served as chairman of China Merchants Bank Co., Ltd. from April 2001 to September 2010. He served as chairman of China Merchants Group Limited from December 2000 to August 2010, president of China International Trust and Investment Corporation (CITIC) from April 1995 to July 2000, vice chairman of CITIC from July 2000 to December 2001 and chairman of CITIC Industrial Bank from 1998 to 2000. Dr. Qin has served as independent non-executive director and a member of the audit committee of HKR International Limited since 2009 and of China Telecom Corporation Limited since 2008 and is responsible for, among other things, reviewing the financial statements of these public companies and overseeing these companies' financial systems and internal control procedures. He is also involved in monitoring the integrity of the financial statements of these companies to ensure their compliance with

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the relevant rules and requirements. He has been a member of Eleventh Session of Chinese People's Political Consultative Conference since 2008 and a member of Lafarge's International Advisory Board since 2007 and chairman of Asia Business Council since 2009. He also served as chairman of APEC Business Advisory Council (ABAC) in 2001. He was a member of Toyota's International Advisory Board from 1997 to 2005. Dr. Qin received his Ph.D. in economics from University of Cambridge in 2003 and he obtained a master's degree in department of economics and management from China Mining University in 1983. Dr. Qin was appointed as our independent non-executive Director on 28 September 2010.

SENIOR MANAGEMENT

The following table sets forth certain information in respect of our senior management as of the Listing Date:

Name	Age	Position/Title
Mr. Mark Edward Tucker	52	Group Executive Chairman and Group Chief Executive Officer
Mr. Marc Joseph de Cure	52	Executive Vice President and Group Chief Financial Officer
Mr. John Tai Wo Chu	71	Executive Vice President and Group Chief Investment Officer
Mr. Keng Hooi Ng	55	Executive Vice President and Regional Managing Director
Mr. Thanh Phong Huynh	44	Executive Vice President and Regional Managing Director
Mr. William Lisle	45	Proposed Executive Vice President and Group Chief Distribution Officer
Mr. Nitinbhai Babubhai Maganbhai Amin	54	Executive Vice President and Group Chief Administration Officer
Mr. Christopher Brian Wei	43	Executive Vice President and Group Chief Marketing Officer
Ms. Margaret Kuk Kuen Chiu	51	Executive Vice President and Group Chief Human Resources Officer
Mr. Simeon Preston	40	Executive Vice President and Group Head of Business Strategy
Mr. Kenneth Joseph Juneau	53	Executive Vice President and Chief Executive Officer of AIA Singapore
Mr. Hock Seng Khor	51	Executive Vice President and Senior Regional Executive
Mr. James Lai Hing Tan	43	Senior Vice President and Group Head of Alternative Distribution
Mr. Sai Cheong Foong	40	Senior Vice President, Group Chief Actuary and Appointed Actuary
Mr. Clement Ka-Chuen Ho	48	Senior Vice President and Group Chief Risk Officer
Mr. Jon Paul Nielsen	38	Senior Vice President and Regional Chief Financial Officer
Ms. Martina Kit Hung Chung	52	Senior Vice President and Head of Group Corporate Planning
Ms. Marie-Louise Li	38	Vice President and Acting Group General Counsel

For a detailed biography of **Mr. Mark Edward Tucker**, see “— Directors” in this section. The biographies of other senior management personnel are as follows:

Mr. Marc Joseph de Cure, aged 52, joined the AIA Group in September 2010 as Group Chief Financial Officer. He is responsible for leading the AIA Group in all aspects of financial planning, information and control and for the development of financial systems and processes. Prior to joining the AIA Group, Mr. de Cure served as a senior strategic and management adviser to Australian and internationally based financial service groups, principally in wealth, insurance and asset management from 2004 to 2010. He has served as a non-executive director of Macquarie Atlas Roads Ltd since June 2010. He was an executive general manager — strategy and development from 2002 to 2004 and chief financial officer from 2000 to 2002 of AMP Limited. He had executive management responsibility for a number of AMP's businesses including its banking, reinsurance, Asian and European operations, and its joint venture with Virgin Money. Mr. de Cure began his career in 1981 at Coopers & Lybrand (now known as PricewaterhouseCoopers) Sydney audit division. He was admitted to a partner in 1990 and held a number of senior positions from 1996 to 2000, including leader of Coopers & Lybrand national financial services industry group and managing director of Asia Pacific Theatre and Australian Global Risk Management Solutions practice of PricewaterhouseCoopers. He is a former principal adviser to Bain & Company from 2004 to 2009. Mr. de Cure has been the chair of the Australian Institute for Population Ageing Research (AIPAR) since 2009 and a member of the Advisory Board of the University of New South Wales Australian School of Business from 2007 to

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2010. Mr. de Cure has been a member of The Institute of Chartered Accountants in Australia since 1984, held Public Practice Certificate from 1990 to 2010 and advanced to a fellow in 2010. He received a bachelor of commerce (honours) degree from University of New South Wales in 1981.

Mr. John Tai Wo Chu (朱泰和), aged 71, is our Executive Vice President and Group Chief Investment Officer. Mr. Chu is responsible for managing our investment portfolios. Mr. Chu joined the AIA Group in June 1993 as senior vice president and chief investment officer of AIA and held that position until April 1997 when he was promoted to his current role. Mr. Chu is a director of other companies within the AIA Group, including AIA and AIA-B. Prior to joining the AIA Group, Mr. Chu spent 19 years with Bank of America in various senior management positions, including country senior credit officer, head of corporate banking in Hong Kong and country manager of Bank of America in China. Mr. Chu received a master of arts degree in education in 1967 from Concordia University in the United States. He also received a master of business administration degree from the Chinese University of Hong Kong in 1974. Mr. Chu attended the Foreign Executive Programme at Princeton University in 1982.

Mr. Keng Hooi Ng, aged 55, is our Executive Vice President and one of our Regional Managing Directors. He is responsible for overseeing various aspects of our business from a regional perspective, with a focus on achieving further profitable growth through agency, bancassurance and direct distribution. He joined the AIA Group in October 2010 and, subject to regulatory approval, will be appointed a controller of AIA. Prior to joining the AIA Group, Mr. Ng served as the director and group chief executive of Great Eastern Holdings Limited since December 2008. He worked with Prudential plc since 1989, and served as the managing director, Insurance, Asia from 2005 to 2008, responsible for Malaysia, Singapore, Indonesia and the Philippines. He was the general manager of Prudential Assurance Malaysia Berhad in 1995 and became the chief executive officer in 1998. Mr. Ng also spent six years with AIA Malaysia in actuarial, system and operations functions. He is a fellow of the Society of Actuaries since 1985. Mr. Ng received a bachelor of science degree in mechanical engineering from Lafayette College, Pennsylvania, the United States of America in 1979.

Mr. Thanh Phong Huynh, aged 44, is our Executive Vice President and one of our Regional Managing Directors. He is responsible for spearheading various initiatives benefiting the AIA Group as a whole as well as specific operations within. He joined the AIA Group in October 2010. Prior to joining the AIA Group, Mr. Huynh has served as the executive vice president for Insurance of Fullerton Financial Holdings in Singapore since 2009. He worked with Prudential plc since 1996, and served as a board member and managing director of Insurance of Prudential Corporation Asia from 2005 to 2008. He was the founding chief executive officer of Prudential Vietnam Assurance Ltd from 1999 to 2005. Mr. Huynh began his insurance career in Toronto in 1986 with Crown Life Insurance and then Manulife Financial of Canada. He was awarded the title of Officer of the Order of the British Empire (OBE) by Queen Elizabeth II in 2005. Mr. Huynh is a qualified actuary and a fellow of both the Society of Actuaries (USA) and the Canadian Institute of Actuaries. He received a bachelor of science degree from University of Alberta, Canada in 1986.

Mr. William Lisle, aged 45, is our proposed Executive Vice President and Group Chief Distribution Officer. He will be responsible for all AIA Group Office resources supporting distribution, including the regional agency and the alternative distribution teams. He is expected to join the AIA Group by December 2010. Prior to joining the AIA Group, Mr. Lisle served as the managing director, South Asia, AVIVA since May 2009, overseeing businesses in Hong Kong, Singapore, Malaysia, Korea, India, and Sri Lanka. Mr. Lisle joined Prudential Corporation Asia as director of agency development, South Asia in 2001 and then served as chief agency officer for ICICI Prudential from 2002 to 2004. He was subsequently promoted as a chief executive officer in Korea in 2005 and in Malaysia in 2008. Mr. Lisle received a master of business administration (distinction) degree from National Institute of Management, Mumbai, India in 2004.

Mr. Nitinbhai Babubhai Maganbhai Amin, aged 54, is our Executive Vice President and Group Chief Administration Officer. He is responsible for providing effective support operations to the AIA

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Group, and he plays an active role in the development and execution of business strategies. Mr. Amin joined the AIA Group in October 2006 as senior vice president of special projects of AIA. Prior to joining the AIA Group, he worked at CIGNA International Corporation. He joined CIGNA International Corporation in 1998 and remained there through 2004, with his final position as chief operating officer for the Asia Pacific region, based in Singapore. He also spent 14 years with Citibank NA, with his last position as vice president and chief information officer/senior technology officer for the European region, based in Germany. Mr. Amin has a City and Guilds certificate in data processing from the City and Guilds London Institute in the United Kingdom.

Mr. Christopher Brian Wei (韋嘉珣), aged 43, is our Executive Vice President and Group Chief Marketing Officer. Mr. Wei is responsible for branding, marketing, corporate communications, customer value management, product strategy and product development. Mr. Wei has been in the insurance industry since 1991, and his previous experience includes working at ING Canada Inc. and Allstate Insurance Company of Canada. He joined the AIA Group in October 2008 as senior vice president and regional head of bancassurance and was promoted to his current role in April 2009. Prior to joining the AIA Group, Mr. Wei held the position of chief executive officer of AIG United Guaranty Insurance (Asia) Limited in Hong Kong. He is an associate of the Casualty Actuarial Society and a member of the American Academy of Actuaries. Mr. Wei received a bachelor of science degree from the University of Toronto in 1991 where he completed a specialist programme in actuarial science.

Ms. Margaret Kuk Kuen Chiu (趙菊娟), aged 51, is our Executive Vice President and Group Chief Human Resources Officer. She is responsible for all aspects of human resources, including formulating the strategic direction of human resources, assessing key needs and deploying specific programmes to meet the regional human resources requirements of a dynamic and very competitive business. Ms. Chiu joined the AIA Group in March 1991 as assistant vice president of human resources of AIA. She has held numerous positions within the AIA Group and was promoted to senior vice president — human resources in May 2002. She was appointed senior vice president and chief human resources officer of the AIA Group in April 2009. Ms. Chiu has been a professional member of the Hong Kong Institute of Personnel Management (now known as the Hong Kong Institute of Human Resource Management) since April 2010. Ms. Chiu has a bachelor degree of business administration from the University of East Asia in Macau. She also received diplomas in training management from the Chinese University of Hong Kong and the Institute of Training and Development in the United Kingdom.

Mr. Simeon Preston, aged 40, is our Executive Vice President and Group Head of Business Strategy. He is responsible for supporting and challenging country strategy development, execution and AIA Group-level business planning and development of business initiatives. He joined the AIA Group in September 2010. Prior to joining the AIA Group, Mr. Preston served as a senior partner in the financial services practice of global management consultants, Bain & Company, where he specialised in the Asia life insurance sector from May 2008 to August 2010. He also spent almost nine years with consulting firm Marakon Associates from September 1999 to April 2008 and was named a partner in 2006. He has served as a governor of Tanglin Trust School in Singapore since September 2009. Mr. Preston received a master of business administration degree with distinction from INSEAD, France in 1999. He received a master of science degree in transportation policy and planning from the University of Newcastle in 1993 and a master of science degree in geographical information systems from the University of Leicester in 1993.

Mr. Kenneth Joseph Juneau, aged 53, is our Executive Vice President and Chief Executive Officer of AIA Singapore. He is responsible for overseeing and growing our business in Singapore. Mr. Juneau has 31 years of experience in marketing, agency and executive management in the insurance industry. He joined the AIA Group in April 1993 and has held numerous positions within the AIA Group, including senior regional executive, general director of AIG Life Vietnam, general manager of AIA Korea, general manager of AIA China, vice president of marketing of AIA Thailand and agency development manager of AIA Australia. Mr. Juneau attended Northeast Louisiana University in the United States (now known as The University of Louisiana Monroe).

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Mr. Hock Seng Khor, aged 51, is our Executive Vice President and one of our senior regional executives. He is also the chief executive officer of AIA Malaysia and he is responsible for overseeing the business of AIA Malaysia. He has more than 28 years experience in the life insurance industry. Prior to joining the AIA Group in February 2006, he held a series of senior positions at Manulife Insurance (Malaysia) Berhad (formerly John Hancock Life Insurance (Malaysia) Berhad), including the role of managing director, president and chief executive officer. He is a member of the management committee in the Life Insurance Association of Malaysia. Mr. Khor received a bachelor of arts degree from Macquarie University in Australia in 1982. He obtained a certificate in actuarial techniques from the Institute of Actuaries in the United Kingdom in 1987.

Mr. James Lai Hing Tan, aged 43, is our Senior Vice President and Group Head of Alternative Distribution. He is responsible for spearheading the development and expansion of distribution through alternative channels, namely bancassurance and direct marketing. He joined the AIA Group in September 2010. Prior to joining the AIA Group, Mr. Tan was global head, Bancassurance of Standard Chartered Bank's Consumer Banking Global Office based in Singapore since 2003. He was the vice president and director of international distribution (Asia and Middle East) of Wachovia National Bank in Charlotte, North Carolina and Hong Kong from 1999 to 2003. Mr. Tan worked for the ING Group from 1997 to 1999 as the actuarial manager of Financial Services International ING Life, and subsequently senior research analyst of ING Investment Management. Mr. Tan received a master of business administration degree from University of California Los Angeles in 2007. He also received a master of science degree in actuarial science from Georgia State University in 1993.

Mr. Sai Cheong Foong (馮世昌), aged 40, is our Senior Vice President, Group Chief Actuary and Appointed Actuary. Mr. Foong is responsible for overseeing our actuarial activities, including product pricing, reinsurance management, actuarial reserving, embedded value and external actuarial disclosures, as well as statutory accountabilities in his position as our Appointed Actuary. He has more than 17 years experience in the actuarial profession and has held various positions at the AIA Group since joining us in 1993. Mr. Foong was a life division actuary in AIG's Life Management Division in New York from 2002 to 2004. Mr. Foong is a fellow of both the Society of Actuaries and the Institute of Actuaries of Australia. He is also the immediate past president of the Actuarial Society of Hong Kong. He received a master's degree in economics from Macquarie University in Australia in 1993.

Mr. Clement Ka-Chuen Ho (何家存), aged 48, is our Senior Vice President and Group Chief Risk Officer. He is responsible for ensuring effective enterprise risk management and risk governance across the AIA Group for all lines of business. He oversees a diverse portfolio of risks including insurance, liquidity, credit, market and asset liability management and operations. Mr. Ho joined the AIA Group in February 2010. He has over 25 years of capital market, asset management and risk management experience with leading financial institutions. Prior to joining the AIA Group, he was director and chief investment officer of Hang Seng Investment Management Limited and head of asset management for Hang Seng Bank between July 2007 and January 2010. Mr. Ho also spent 12 years, working for the Hong Kong Monetary Authority from 1995 to 2007, with his last held position there being head of the risk management and compliance division. Mr. Ho obtained a bachelor's degree majoring in economics from the Chinese University of Hong Kong in 1984. He became a Chartered Financial Analyst in 2002.

Mr. Jon Paul Nielsen, aged 38, is our Senior Vice President and Regional Chief Financial Officer. He is responsible for overseeing the AIA Group's finance and accounting activities, including financial reporting, systems and operations, and tax and treasury. He has more than 14 years experience in the finance and accounting profession, and his previous experience includes working as the assistant director of accounting policy in AIG, deputy head of accounting policy in Allianz Group and senior manager in Deloitte & Touche in the United States. He joined the AIA Group in August 2007 as the vice president, finance, before becoming the senior vice president, finance in January 2010. In

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August 2010, he was promoted to his current role as Senior Vice President and Regional Chief Financial Officer. Mr. Nielsen received a master of professional accountancy in 1996 and a bachelor of science in business administration in 1995 from the University of Nebraska and qualified as Certified Public Accountant in 1997.

Ms. Martina Kit Hung Chung (鍾傑鴻), aged 52, is our Senior Vice President and Head of Group Corporate Planning. She is responsible for spearheading our risk committees and helping to drive our corporate initiatives. Ms. Chung joined the AIA Group in July 1990 and has held numerous positions over the past 20 years, including senior vice president of group corporate planning and chief actuary. She is a director of other companies within the AIA Group, including AIA, AIA-B, AIA-PT and AIA-T. Ms. Chung is a fellow of both the Society of Actuaries and the Canadian Institute of Actuaries. She received a bachelor of arts degree from the University of Toronto in 1980.

Ms. Marie-Louise Li, aged 38, is our Vice President and Acting Group General Counsel. Ms. Li heads the legal department as the Acting Group General Counsel with effect from 1 April 2010 and oversees and co-ordinates legal strategy relating to insurance, pensions, wealth management, regulatory, intellectual property, information technology, securities, investments, human resources, litigation and corporate secretarial matters. Ms. Li joined the AIA Group in September 2005 and has held a number of regional legal positions within the AIA Group including vice president and regional counsel, projects. She headed the AIA Group's regulatory team as vice president and general counsel, regulatory before assuming her current role. Previously, she spent over seven years with Deacons in Hong Kong where she focused on a wide range of insurance-related matters including corporate, regulatory and transactional insurance work within the financial services practice group. Ms. Li is admitted as a solicitor in England and Wales and in Hong Kong. Ms. Li holds a bachelor of science degree in economics from The London School of Economics and Political Science, University of London in the United Kingdom and attended the College of Law in London.

Compliance with the management continuity requirement under the Listing Rules

The Company complies with the management continuity requirement under Rule 8.05(1)(b) on the principal basis that a majority of the core senior management of the Company has been with the AIA Group during the Track Record Period and these members of senior management cover key functions within the AIA Group, including marketing, investment, actuary, administration, corporate planning and human resources. In addition, the individuals who are key operators of the finance function have been with the AIA Group during the Track Record Period.

Waiver in relation to management presence in Hong Kong

According to Rule 8.12 of the Listing Rules, an issuer must have sufficient management presence in Hong Kong, normally meaning that at least two of the issuer's executive directors must be ordinarily resident in Hong Kong. Currently, we have one executive directors and he resides in Hong Kong. Accordingly, we have applied to the Hong Kong Stock Exchange for, and the Hong Kong Stock Exchange has granted us, a waiver from strict compliance with the requirements under Rule 8.12 of the Listing Rules, subject to the conditions that, among other things, we maintain the following arrangements to maintain effective communication between us and the Hong Kong Stock Exchange.

We have appointed two authorised representatives, namely Mr. Mark Tucker and Ms. Wing Nga Lai are and will be readily contactable by telephone, email and/or facsimile and are and will be able to deal promptly with any enquiries which may be raised by the Hong Kong Stock Exchange and to act at all times as the principal channel of communication between the Company and the Hong Kong Stock Exchange.

Each of our authorised representatives has all necessary means to contact all members of the board of directors and the senior management of the Company promptly at all times as and when the Hong Kong Stock Exchange wishes to contact them on any matters. The Board currently consists of

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one executive Director, four non-executive Directors and three independent non-executive Directors. Upon listing, the Company will have eight Directors of which six will be ordinarily resident in Hong Kong. If required, each of the authorised representatives and the six Directors ordinarily resident in Hong Kong will be able to meet at short notice with the Hong Kong Stock Exchange to discuss any matters in relation to the Company.

We have, in compliance with Rule 3A.19 of the Listing Rules, appointed Anglo Chinese Corporate Finance, Limited to act as our compliance advisers who will, among other things, act as a channel of communication for the Company with the Hong Kong Stock Exchange, in addition to our authorised representatives. The Company will procure Anglo Chinese Corporate Finance, Limited to provide the Hong Kong Stock Exchange with the names and contact details of its representative, who will act as the compliance advisers' contact with the Hong Kong Stock Exchange.

COMPANY SECRETARY

Ms. Wing Nga Lai (黎穎雅), aged 46, is the Company Secretary of our Company. She is responsible for corporate secretarial duties and corporate governance matters in relation to the Company. Ms. Lai joined the AIA Group and was appointed Group Company Secretary in April 2010. Ms Lai has had over 15 years of working experience in the corporate secretariat and compliance areas of sizable listed companies and financial institutions. Prior to joining the AIA Group, she was the company secretary of Standard Chartered Bank (Hong Kong) Limited from April 2005 to March 2010 and before that was the company secretary of Industrial and Commercial Bank of China (Asia) Limited between April 2000 and April 2005. Ms Lai obtained a master of business degree from the University of Newcastle in Australia in 2008. She also obtained a postgraduate diploma in corporate finance from Hong Kong Polytechnic University in 2004. Ms. Lai has been an associate member of both the Hong Kong Institute of Chartered Secretaries and the Institute of Chartered Secretaries and Administrators since 1999 and was admitted as a fellow in February 2010.

AUDIT COMMITTEE

We have established an audit committee with written terms of reference in compliance with Rule 3.21 of the Listing Rules and paragraph C3 of the Code on Corporate Governance Practices, as set out in Appendix 14 to the Listing Rules. The audit committee consists of three members: two independent non-executive Directors, being Dr. Qin Xiao, an independent non-executive Director with the appropriate financial management expertise, who will serve as chairman of the committee, and Mr. Rafael Si-Yan Hui; and one non-executive Director, being Mr. Jack Chak-Kwong So. The primary duties of the audit committee are to oversee the AIA Group's financial reporting system and internal control procedures, monitor the integrity of the financial information of the AIA Group, oversee and manage the relationship with the AIA Group's external auditors, including reviewing and monitoring the external auditor's independence and objectivity and the effectiveness of the audit process in accordance with applicable standards, review the AIA Group's financial and accounting policies and practices, review whistle-blowing arrangements and oversee the internal audit process by the internal audit department of the Company.

REMUNERATION COMMITTEE

We have established a remuneration committee with written terms of reference in compliance with paragraph B1 of the Code on Corporate Governance Practices, as set out in Appendix 14 to the Listing Rules. The remuneration committee consists of three members: two independent non-executive Directors, being Mr. Rafael Si-Yan Hui, who will serve as chairman of the committee, and Sir Chung-Kong (CK) Chow; and one executive Director, being Mr. Mark Tucker. The primary duties of the remuneration committee are to evaluate and make recommendations to the Board on the remuneration policy covering the Directors and senior management of the AIA Group.

DIRECTORS AND SENIOR MANAGEMENT

NOMINATION COMMITTEE

We have established a nomination committee with written terms of reference as recommended under the Code on Corporate Governance Practices, as set out in Appendix 14 to the Listing Rules. The nomination committee consists of five members: three independent non-executive Directors, being Sir Chung-Kong (CK) Chow, who will serve as chairman of the committee, Dr. Qin Xiao and Mr. Rafael Si-Yan Hui; and two non-executive Directors, being Mr. Jack Chak-Kwong So and Mr. Edmund Sze Wing Tse. The primary duties of the nomination committee are to make recommendations to the Board on the structure, size and composition of the Board, succession planning for Directors and the membership of Board committees.

RISK COMMITTEE

We have established a risk committee with written terms of reference. The risk committee consists of five members: two independent non-executive Directors, being Sir Chung-Kong (CK) Chow, who will serve as the chairman of the committee, and Dr. Qin Xiao; two non-executive Directors, being Mr. Jack Chak-Kwong So and Mr. Edmund Sze Wing Tse; and one executive Director, being Mr. Mark Tucker. The primary duties of the risk committee are to advise on the risk profile and risk management strategy of the AIA Group and consider, review and approve risk management policies and guidelines and decide on risk levels and related resource allocation.

COMPENSATION OF DIRECTORS AND SENIOR MANAGEMENT

Our directors and senior management receive compensation in the form of salaries, bonuses, contributions to pension schemes, long-term incentives (including share-based compensation), housing and other allowances and benefits in kind subject to applicable laws, rules and regulations including the Recovery Act. The aggregate amount of compensation (including fees, salaries, bonuses, stock, stock options, contributions to pension schemes, long-term incentives, housing and other allowances) and benefits in kind paid to the Directors during FY 2007, FY 2008, FY 2009 and the first six months of FY 2010 were US\$9,345,080, US\$6,226,352, US\$1,041,620 and US\$174,602, respectively. The aggregate amount of compensation and benefits in kind paid to the five highest paid individual employees of the AIA Group during FY 2007, FY 2008, FY 2009 and the first six months of FY 2010 were US\$14,359,106, US\$12,420,132, US\$11,828,223 and US\$11,317,850 respectively.

Under the arrangements currently in force, we estimate the aggregate amount of compensation (excluding discretionary bonus) and including stock and benefits in kind payable to the Directors for FY 2010 to be US\$3,200,960. The executive Director receives compensation in the form of salaries, bonuses, contributions to pension schemes, long-term incentives, housing and other allowances and benefits in kind subject to applicable laws, rules and regulations including the Recovery Act. Bonuses and long-term incentives (which may include share-based compensation) represent the variable components in the executive Director's compensation and are linked to the performance of the AIA Group and the individual executive Director. The executive Director is currently entitled to severance benefits in addition to benefits provided by law upon termination of employment. For further details on the executive Director's compensation, see the section headed "Further Information About our Directors, Management and Staff – 3. Service contracts" set forth in Appendix VII to this prospectus. The independent non-executive Directors receive fees from the Company. All Directors receive reimbursements from the Company for expenses which are necessary and reasonably incurred for providing services to the Company or executing matters in relation to the operations of the Company and are paid out of the funds of the Company by way of fees for their services as directors such sums (if any) as the Directors may from time to time determine (not exceeding in aggregate an annual sum excluding other amounts payable (e.g. expenses as remuneration for employment) or such larger amount as the Company may by ordinary resolution determine. Save as disclosed above, the Directors are not entitled to receive any other special benefits from the Company. The compensation of the Directors is determined by the Board which, following listing, will receive recommendation from the Remuneration Committee which will take into account applicable laws, rules and regulations including the Recovery Act. The Recovery Act contains restrictions on bonus, incentive

DIRECTORS AND SENIOR MANAGEMENT

compensation, severance and other compensation payable to employees of the AIG Group (including the AIA Group). The obligations of the AIA Group to comply with the Recovery Act will, in accordance with the regulation, cease when the Company ceases to be treated as the same “employer” as AIG for the purposes of the United States Internal Revenue Code using a 50% ownership threshold, or when AIG has repaid 100% of the aggregate financial assistance received by AIG under TARP, whichever is the earlier. See the section headed “Risk Factors — Risks Relating to our Relationship with the AIG Group — Due to our relationship with AIG, we will need to comply with certain U.S. laws that may impose liability, restrictions and costs on us that our competitors may not be subject to” in this prospectus.

Historically, the AIA Group’s employees participated in various stock based compensation arrangements operated by AIG. See Note 39 to the Accountant’s Report set forth in Appendix I to this prospectus for financial information in relation to these schemes. Following the AIG Events, the Special Master must approve AIG’s compensation payments for AIG’s Chief Executive Officer, Chief Financial Officer, the three most highly compensated executive officers and next 20 most highly compensated employees of the AIG Group (including the AIA Group) (the “Top 25”). Additionally, the Special Master must approve the compensation structures developed for the next 75 most highly compensated employees and executive officers of the AIG Group (including the AIA Group) (collectively with the Top 25, the “Top 100”). The Top 25 and Top 100 are identified on an annual basis with reference to the proxy rules adopted by the U.S. Securities and Exchange Commission. To the extent that any AIA Group employee (including the executive Director) falls within the Top 25 or Top 100 for a given year and until the Company ceases, in accordance with the regulation, to be treated as the same “employer” as AIG for the purposes of the United States Internal Revenue Code using a 50% ownership threshold or AIG has repaid 100% of the aggregate financial assistance received by AIG, under TARP, whichever is the earlier, the compensation of such Top 25 employee and the compensation structures of such Top 100 employees will be subject to approval of the Special Master.

Please refer to Note 40 of the Accountant’s Report set forth in Appendix I to this Prospectus for compensation paid to past directors of the Company for loss of office in the three years ended 30 November 2007, 2008 and 2009 and the six months ended 31 May 2009 and 2010.

Save as disclosed above, no other payments have been paid or are payable, in respect of FY 2009 and the first six months ended 30 May 2010, by us or any of our subsidiaries to the Directors.

EQUITY INCENTIVE SCHEMES

Directors (excluding independent non-executive Directors) could also be eligible to participate in the RSU Scheme and the Share Option Scheme. See the sections headed “Statutory and General Information — Restricted Share Unit Scheme” and “Statutory and General Information — Share Option Scheme” in Appendix VII to this prospectus.

COMPLIANCE ADVISER

We have appointed Anglo Chinese Corporate Finance, Limited as our compliance adviser pursuant to Rule 3A.19 of the Listing Rules. Pursuant to Rule 3A.23 of the Listing Rules, our compliance adviser will advise us in the following circumstances:

- before the publication of any regulatory announcement, circular or financial report;
- where a transaction, which might be a notifiable or connected transaction, is contemplated, including share issues and share repurchases;
- where we propose to use the proceeds of the Global Offering in a manner different from that detailed in this prospectus or where our business activities, developments or results deviate from any estimate or other information in this prospectus; and

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- where the Hong Kong Stock Exchange makes an inquiry of us regarding unusual movements in the price or trading volume of our Shares.

The term of the appointment shall commence on the Listing Date and end on the date on which we distribute our annual report in respect of our financial results for the first full fiscal year commencing after the Listing Date and such appointment may be subject to extension by mutual agreement.