

*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**

## **APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR**

The Board of Directors (the “Board”) of AIA Group Limited (the “Company”) is pleased to announce the appointment of Tan Sri Mohamed Azman Yahya (“Tan Sri Azman”) as an Independent Non-executive Director of the Company. He also serves as a member of the Remuneration Committee and Nomination Committee of the Company. These appointments take effect from 24 February 2014.

Tan Sri Azman, aged 50, is the Executive Chairman of Symphony Life Berhad and an executive director and Group Chief Executive of Symphony House Berhad; both listed entities on the Main Market of Bursa Malaysia Securities Berhad (“Bursa Malaysia”). He is an independent non-executive director of Scomi Group Berhad which is also listed on Bursa Malaysia and a director of various companies including PLUS Expressways International Berhad. Tan Sri Azman was a director of Malaysian Airline System Berhad and AirAsia Berhad until May 2013 and April 2012, respectively.

Tan Sri Azman started his career at KPMG in London and qualified as a chartered accountant before returning to Malaysia in 1988 where he worked in a variety of roles in investment banking, ultimately being named chief executive of Amanah Merchant Bank.

In 1998, Tan Sri Azman was tasked by the Malaysian Government to set-up and head Danaharta, the national asset management company. He was also the Chairman of the Corporate Debt Restructuring Committee (“CDRC”), set up by Bank Negara Malaysia, to mediate and assist in debt restructuring programmes of viable companies. During his tenure with Danaharta and CDRC from 1998 to 2003, he received a number of international recognitions including being named as one of Asia’s “Most Influential Banker” by Institutional Investor and “Restructuring Agency Chief of the Year” by Asiamoney.

Tan Sri Azman is active in public service and sits on the boards of Khazanah Nasional Berhad, the Malaysian government investment arm and Ekuiti Nasional Berhad, a government linked private equity fund management company. He is also a member of the Financial Reporting Foundation, the trustee body that oversees the Malaysian Accounting Standards Board and a member of the Capital Market Advisory Group of Malaysian Securities Commission.

Tan Sri Azman received a degree with first class honours in Economics from the London School of Economics and Political Science. He is a member of The Institute of Chartered Accountants in England and Wales, the Malaysian Institute of Accountants and a fellow of the Institute of Bankers Malaysia.

Tan Sri Azman confirmed that he meets the independence criteria as set out in Rule 3.13 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”).

Tan Sri Azman’s appointment is for a term of 3 years commencing on 24 February 2014, subject to re-nomination and re-election in accordance with the articles of association of the Company or pursuant to the Listing Rules. He is entitled to receive an annual director’s fee of US\$155,000 and an annual fee of US\$20,000 and US\$10,000 for acting as a member of the Remuneration Committee and Nomination Committee, respectively. The fees were set by the Remuneration Committee with reference to the duties and responsibilities within the Company and prevailing market conditions. The fees are covered by and stipulated in a service contract with the Company.

As at the date of this announcement, Tan Sri Azman does not have any interest or short position in 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.

Save as disclosed above, Tan Sri Azman has not held any other directorships in other Hong Kong and overseas listed public companies in the last three years. Other than the positions disclosed above, Tan Sri Azman does not hold any position in the Company or any of its subsidiaries. Tan Sri Azman does not have any relationship with any director, senior management, substantial or controlling shareholder(s) (as defined in the Listing Rules) of the Company.

Tan Sri Azman confirmed that there is no other information relating to him that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules and there are no other matters which need to be brought to the attention of the shareholders of the Company in connection with his appointment.

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

Hong Kong, 24 February 2014

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

*Non-executive Chairman and 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, Dr. Qin Xiao, Mr. John Barrie Harrison, Mr. George Yong-Boon Yeo, Dr. Narongchai Akrasanee and Tan Sri Mohamed Azman Yahya