



## DISCLOSURE ON GOVERNANCE

### AIA Group

AIA Group's corporate governance framework is implemented through a structured hierarchy, which includes the Board and its four committees, namely, the Audit Committee, the Nomination Committee, the Remuneration Committee and the Risk Committee. Each of the Board Committees is chaired by an Independent Non-executive Director ("INED"). The Audit Committee, the Nomination Committee and the Remuneration Committee are comprised entirely of INEDs. The Risk Committee includes the Group Chief Executive and President to ensure that it has the benefit of detailed financial and operational information to help ensure the sustainability of the Group's operations. The Board Committees report to the Board on a regular basis.

### AIA Group Board of Directors

AIA Group's Board retain ultimate responsibility for the oversight of the Group's risk management activities and monitors material Group-wide risks, including those related to ESG issues. The Board is supported by the Board Risk Committee, comprised of select Board members and chaired by an INED, as well as the Operational Risk Committee and Financial Risk Committee which are comprised of our senior executives. AIA Group's Risk Management Framework ensures that we have the capabilities and processes in place to identify, quantify, underwrite, and manage and report risk, inclusive of current and emerging ESG-related risks. The Board is responsible for reviewing this framework to ensure that it is sufficiently effective given the Group's business environment and context.

Supporting Group's risk management activities and continuous monitoring of material Group-wide risks, including ESG-related risks and those relating to climate change are numerous functional bodies, namely the ESG Committee, Climate and Net-Zero Steering Committee, and the Group ESG function.

The Group's ESG Committee provides effective governance for integrating and addressing ESG issues, including climate risk, within our business. The ESG Committee is comprised of members of the Group Executive Committee, with representation from two INEDs of the Board. The Committee meets on at least a quarterly basis and plays an integral role in overseeing the Company's ESG Strategy, policies, and disclosures, including reporting to the Board on a bi-annual basis. Pertinent information regarding ESG-related issues are reported and/or shared amongst management-level committees as a best practice and by virtue of shared memberships amongst the committees.

On a day-to-day basis, the Group ESG function collaborates with multiple internal stakeholders with the goal of actualizing our ESG Strategy via integrating its pillars across the Group. Notably, the team works closely with the Group Investment function to develop consistent and enhanced approaches to address climate risk issues, and with the Group Risk function to ensure proper identification, treatment, and escalation of ESG-related matters.

AIA Group Board of Directors – cont.



AIMHK Board of Directors and Management

The delivery of the Group-wide ESG ambition to AIMHK is driven through the Investment Governance Framework (“IGF”), which governs all aspects of investment activities and represent best practice. The ESG IGF Standard describes our philosophy towards ESG investment, establishes the Investment Function’s focus, the factors to be considered and sets out the functional ownership of ESG issues. ESG considerations have been structurally embedded in our research and investment process through the implementation of ESG IGF.

At AIMHK, the Board will oversee the Company’s strategy, risks and opportunities against climate-related risks and ensuring they are in line with the Group’s strategy and risk appetite against climate-related risks or such other environmental, social and governance risks as determined from time to time and will be informed about climate-related issues quarterly in the board meeting.



### AIMHK Board of Directors and Management (cont.)

At AIMHK, a local ESG Committee comprising of our Chief Executive Officer and senior management coming together at least every quarter to ensure the Company's strategy against climate-related risks and opportunities managed within AIA Group's risk appetite through the implementation of IGF and satisfactory internal controls ensure compliance with regulatory requirements in regard to ESG. The Director of Investment ESG, Investment Legal & Governance is invited to attend our ESG Committee Meetings. In addition, an ESG Working Group has been formed to address the requirements of the SFC's Circular on climate-related risks, who will in turn report up to AIMHK's ESG Committee. The Working Group will continue to meet regularly to monitor the status and any progress in respect of the management of climate-related risks.

**August 2022**



## 管治架構的披露

### 友邦保險集團

友邦保險集團的企業管治架構採用層級結構，包括董事會及其成立的四個委員會，即審核委員會、提名委員會、薪酬委員會及風險委員會。各個董事會委員會的主席均由獨立非執行董事（「獨立非執行董事」）出任。雖然審核委員會、提名委員會及薪酬委員會全由獨立非執行董事組成，但風險委員會則包括集團首席執行官兼總裁。其加入是為了確保風險委員會能夠獲得詳細的財務和營運資訊，確保集團營運的可持續發展。董事會委員會定期向董事會報告。

### 友邦保險集團董事會

友邦保險集團董事會承擔監管集團風險管理活動的最終責任，並同時監控與本集團相關的重要風險，當中包括跟環境、社會及管治相關的事務。董事會在這方面的工作會獲得董事會風險委員會（由部分經挑選的董事會成員組成，並由一名獨立非執行董事擔任主席）以及由高級管理人員組成的營運風險委員會及財務風險委員會的支援。友邦保險集團的風險管理框架確保我們整個集團具備識別、量化、審核、管理及匯報風險的必要能力和流程。這些風險包括現有及新的環境、社會及管治相關風險。董事會負責定期審核該框架，確保其在各地的業務環境及相應情形下行之有效。

環境、社會及管治委員會、氣候及淨零督導委員會等多個職能委員會以及集團環境、社會及管治部門，支援本集團的風險管理活動及持續監督集團內的重大風險，包括環境、社會及管治相關風險及與氣候變化相關的風險。

集團環境、社會及管治委員會提供有效管治，整合並處理業務中包括氣候風險在內的各種環境、社會及管治問題。環境、社會及管治委員會由集團執行委員會成員及兩名獨立非執行董事代表組成。此委員會最少每季舉行一次會議，在監管本公司環境、社會及管治策略、政策以及包括一年兩次向董事會匯報等披露工作方面擔當着重要的角色。作為最佳實踐以及根據管理層委員會成員之間資訊共享的要求，涉及環境、社會及管治問題的資料已向該等委員會報告及/或在該等委員會之間共享。

本集團的環境、社會及管治團隊，恆常與多位內部持分者合作，目標是透過整合本集團的各支柱，實現環境、社會及管治策略。尤其是，該團隊與本集團投資部門保持緊密合作，制訂統一及更為有效的方針，應對氣候風險問題；此外，亦與本集團風險部門合作，共同協調識別、處理及上報環境、社會及管治事務。

## 友邦保險集團董事會 (續)



## AIMHK 董事會及管理層

透過投資管治框架（「IGF」），AIMHK 實施集團對環境、社會及管治的要求。該框架規管投資活動的所有方面，代表最佳實踐。該環境、社會及管治 IGF 準則描述了我們的環境、社會及管治投資理念，明確了投資部門的重點，列出了需要考慮的因素，以及部門對於環境、社會及管治成果的職能擁有權。環境、社會及管治考量因素已在架構上得到體現，透過實施環境、社會及管治 IGF 納入至研究及投資流程當中。

AIMHK 的董事會將監督本公司應對氣候相關風險的策略、風險及機遇，並確保有關措施符合本集團應對氣候相關風險或其他不時確定的環境、社會及管治風險的策略及風險偏好，而有關氣候相關問題將每季在董事會會議上向董事會匯報。

## AIMHK 董事會及管理層 (續)



AIMHK 的環境、社會及管治委員會由首席執行官及高級管理人員組成。此委員會至少每季舉行一次會議，以確保透過實施 IGF 及令人滿意的內部監控措施，在友邦保險集團的風險偏好範圍內可管理本公司應對氣候相關風險及機遇的策略，並遵守有關環境、社會及管治的監管規定。屬於投資法律與管治部的環境、社會及管治投資總監會獲邀出席委員會會議。此外，我們已成立環境、社會及管治工作團隊，負責處理證監會有關氣候相關風險的通函所載的規定，該工作團隊繼而向 AIMHK 的環境、社會及管治委員會報告。工作團隊將持續定期舉行會議，以監測氣候相關風險管理的狀況及其任何進展。

2022 年 8 月