



Milena Ickeringill

Phone: 61 3 9616 3852

Fax: 61 3 9614 5298

20 December 2006

Australian Stock Exchange Limited
Company Announcements Office
20 Bridge Street
SYDNEY NSW 2000

Dear Sir/Madam

AXA Asia Pacific Holdings Limited

Terms of Appointment of Group Chief Executive Officer, Mr Andrew Penn

Mr Andrew Penn, took over as Group Chief Executive Officer of AXA Asia Pacific Holdings Limited (AXA APH) with effect from 1 October 2006.

The terms of Mr Penn's appointment have now been finalised and approved by the Board.

The key terms of Mr Penn's appointment are set out in the attached document.

Yours sincerely

A handwritten signature in black ink, appearing to read 'Milena Ickeringill'.

Milena Ickeringill
Group General Counsel and Company Secretary

AXA Asia Pacific Holdings Limited

Terms of Appointment of Group Chief Executive Officer, Mr Andrew Penn

Remuneration

- Fixed remuneration - \$1.0 m per year.
- Mr Penn will also be entitled to a yearly short term incentive payment of up to 120% of fixed remuneration. The Board will at its discretion determine the actual short term incentive awarded based on the performance of the AXA APH Group, Mr Penn's performance and certain agreed performance targets.
- In addition, Mr Penn will be offered the right to participate in the AXA APH long term incentive (LTI) plan. In 2007 Mr Penn's participation will be \$1,083,460 of LTI value, subject to the relevant Plan Rules (including performance conditions) and shareholder approval.
- The short term incentive payment and LTI are in addition to the fixed remuneration.
- Mr Penn's remuneration is to be reviewed in 2007 in line with the AXA Asia Pacific Holding Limited (AXA APH) annual remuneration review process.

Notice period

- Either AXA APH or Mr Penn may terminate Mr Penn's employment contract on twelve months notice.

Termination

- On termination (other than for cause) by AXA Mr Penn would be entitled to a Termination Payment comprising:
 - Payment in lieu of notice calculated by reference to Mr Penn's fixed remuneration and STI prorated for the period of notice Mr Penn is not required to work;
 - prorated short term incentive payment for the number of months worked during that business year. This payment would be based on his performance as assessed by the Board;
 - payment of \$900,000; and
 - AXA APH LTI in accordance with the relevant Plan Rules.

Redundancy

- AXA APH is required to provide Mr Penn with twelve months notice in the case of redundancy.
- Mr Penn would receive a Termination Payment comprising:
 - 12 months fixed remuneration or a severance payment based on the AXA APH redundancy policy (this is three weeks of fixed remuneration for each year of service, capped at 75 weeks), whichever is the higher. This would be based on Mr Penn's fixed remuneration at the time of termination;
 - a pro-rated short term incentive payment for the number of months worked during that business year. This payment would be based on Mr Penn's performance as assessed by the Board of AXA APH. This is standard AXA APH policy for redundancy;
 - a payment of \$900,000 as part of Mr Penn's Termination Payment; and
 - AXA APH LTI in accordance with the relevant Plan Rules.

Contact

Francine McMullen
+61 3 9618 4985