



AIA Group Limited

友邦保險控股有限公司

(Incorporated in Hong Kong with limited liability)

Stock Code: 1299

PROXY FORM

Form of proxy for use by shareholders at the Annual General Meeting of the Company to be held on Friday, 10 May 2013 and at any adjournment thereof

I/We ^(Note 1), _____
of _____
being the registered holder of ^(Note 2) _____ shares of
US\$1.00 each in the capital of AIA Group Limited (the "Company"), **HEREBY APPOINT** ^(Note 3) **THE CHAIRMAN OF THE MEETING**
or _____ (name) of
_____ (address)

as my/our proxy to attend and vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held at 11:00 a.m. on Friday, 10 May 2013 at Grand Ballroom, 2/F, Hotel Nikko Hongkong, 72 Mody Road, Tsimshatsui East, Kowloon, Hong Kong ("2013 AGM") and at any adjournment thereof in respect of the resolutions set out in the Notice of the 2013 AGM as indicated below, and of no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS		FOR ^(Note 4)	AGAINST ^(Note 4)
1	To receive the audited consolidated financial statements of the Company, the Report of the Directors and the Independent Auditor's Report for the year ended 30 November 2012		
2	To declare a final dividend of 24.67 Hong Kong cents per share for the year ended 30 November 2012		
3	To re-elect Mr. Barry Chun-Yuen Cheung as Independent Non-executive Director of the Company		
4	To re-elect Mr. George Yong-Boon Yeo as Independent Non-executive Director of the Company		
5	To re-elect Dr. Narongchai Akrasanee as Independent Non-executive Director of the Company		
6	To re-elect Dr. Qin Xiao as Independent Non-executive Director of the Company		
7	To re-elect Mr. Mark Edward Tucker as Executive Director of the Company		
8	To re-appoint PricewaterhouseCoopers as auditor of the Company for the term from passing of this resolution until the conclusion of the next annual general meeting and to authorise the board of directors of the Company to fix its remuneration		
9(A)	To grant a general mandate to the Directors to allot, issue, grant and deal with additional shares of the Company, not exceeding 10 per cent of the issued share capital of the Company at the date of this Resolution, and the discount for any shares to be issued shall not exceed 10 per cent of the Benchmark Price ^(Note 5)		
9(B)	To grant a general mandate to the Directors to repurchase shares of the Company, not exceeding 10 per cent of the issued share capital of the Company at the date of this Resolution ^(Note 5)		
9(C)	To grant a general mandate to the Directors to allot, issue and deal with additional shares of the Company under the restricted share unit scheme adopted by the Company on 28 September 2010 (as amended) ^(Note 5)		
SPECIAL RESOLUTION			
10	To approve the amendments to the Articles of Association of the Company ^(Note 5)		

Signature: _____ ^(Note 6)

Date: _____

Notes:

- 1 Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- 2 Please state the number of shares registered in the name of the holder and to which this proxy relates. If no number is inserted, this proxy form will be deemed to relate to all the shares registered in the name of the holder appearing in this proxy form.
- 3 If any proxy other than the chairman of the meeting is preferred, strike out the words "**THE CHAIRMAN OF THE MEETING**" or" and insert the full name and address of the proxy desired in the space provided. A member entitled to attend and vote at the meeting of the Company is entitled to appoint one or more proxies to attend and vote on his/her behalf. **ANY ALTERATION MADE TO THIS PROXY FORM MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.** The proxy needs not be a member of the Company, but must attend the meeting (or any adjournment thereof) to represent you.
- 4 **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK (✓) IN THE RELEVANT BOX BELOW THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK (✓) IN THE RELEVANT BOX BELOW THE BOX MARKED "AGAINST".** Failure to tick either box in respect of a resolution will entitle your proxy to cast your vote in respect of that resolution at his/her discretion or to abstain. **Your proxy will also be entitled to vote at his/her discretion or to abstain on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.**
- 5 The full text of Resolutions 9(A) to 9(C) and 10 are set out in the Notice of the 2013 AGM.
- 6 This proxy form must be signed by you or your agent duly authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer or agent duly authorised in writing.
- 7 In order to be valid, a proxy form and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power of attorney, must be deposited at the share registrar of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not less than 48 hours before the time fixed for holding the meeting or any adjournment thereof. Completion and return of the proxy form will not preclude any member from attending and voting in person at the meeting or any adjourned meeting should he/she so wishes.
- 8 Submission of this proxy form shall not preclude you from attending and voting in person at the meeting or at any adjourned meeting should you so wish, and the appointment of the proxy will be revoked if you vote in person at the meeting.
- 9 In the case of joint registered holders of any shares, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such shares as if he/she were solely entitled thereto; but if more than one of such joint holders are present at the meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members in respect of such shares shall alone be entitled to vote in respect thereof.
- 10 Pursuant to Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, all resolutions set out in the Notice of the 2013 AGM will be decided by poll at the meeting.