



**AIA Group Limited**  
**友邦保險控股有限公司**  
(Incorporated in Hong Kong with limited liability)  
**Stock Code: 1299**

Number of shares to which this proxy form relates <sup>(Note 1)</sup>
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**Proxy form for use by shareholders at the Annual General Meeting of the Company to be held on  
Friday, 17 May 2019 and at any adjournment thereof**

I/We <sup>(Note 2)</sup>, \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder of <sup>(Note 3)</sup> \_\_\_\_\_ shares of AIA Group Limited (the "Company"), **HEREBY APPOINT** <sup>(Note 4)</sup>  
**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, 17 May 2019 at the Grand Ballroom, 2/F, New World Millennium Hong Kong Hotel, 72 Mody Road, Tsim Sha Tsui East, Kowloon, Hong Kong ("2019 AGM") and at any adjournment thereof in respect of the resolutions set out in the notice of the 2019 AGM as indicated below, and if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS		FOR <sup>(Note 5)</sup>	AGAINST <sup>(Note 5)</sup>
1	To receive the audited consolidated financial statements of the Company, the Report of the Directors and the Independent Auditor's Report for the thirteen-month period ended 31 December 2018		
2(A)	To declare a special dividend of 9.50 Hong Kong cents per share for the thirteen-month period ended 31 December 2018		
2(B)	To declare a final dividend of 84.80 Hong Kong cents per share for the thirteen-month period ended 31 December 2018		
3	To re-elect Ms. Swee-Lian Teo as Independent Non-executive Director of the Company		
4	To re-elect Dr. Narongchai Akrasanee as Independent Non-executive Director of the Company		
5	To re-elect Mr. George Yong-Boon Yeo as Independent Non-executive Director of the Company		
6	To re-appoint PricewaterhouseCoopers as auditor of the Company and to authorise the board of directors of the Company to fix its remuneration		
7(A)	To grant a general mandate to the Directors to allot, issue and deal with additional shares of the Company, not exceeding 10 per cent of the number of shares of the Company in issue as at the date of this Resolution, and the discount for any shares to be issued shall not exceed 10 per cent to the Benchmarked Price <sup>(Note 6)</sup>		
7(B)	To grant a general mandate to the Directors to buy back shares of the Company, not exceeding 10 per cent of the number of shares of the Company in issue as at the date of this Resolution <sup>(Note 6)</sup>		
7(C)	To grant a general mandate to the Directors to allot, issue and deal with shares of the Company under the restricted share unit scheme adopted by the Company on 28 September 2010 (as amended) <sup>(Note 6)</sup>		
8	To adjust the limit of the annual sum of the Directors' fees to US\$2,500,000 <sup>(Note 6)</sup>		
SPECIAL RESOLUTION			
9	To approve the amendments to the Articles of Association of the Company <sup>(Note 6)</sup>		

Signature: \_\_\_\_\_ <sup>(Note 7)</sup>

Date: \_\_\_\_\_

**Notes:**

- 1 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 on this proxy form.
  - 2 Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
  - 3 Please insert the number of shares registered in the name of the holder and to which this proxy form relates.
  - 4 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 INITIALED BY THE PERSON WHO SIGNS IT.** The proxy need not be a member of the Company, but he/she must attend the meeting (or any adjournment thereof) in person to represent you.
  - 5 **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 from voting on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
  - 6 The full text of Resolutions 7(A) to 7(C), 8 and 9 are set out in the notice of the 2019 AGM.
  - 7 This proxy form must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either executed under its common seal or under the hand of an officer or attorney or other person duly authorised in writing.
  - 8 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 or authority, 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 wish.
  - 9 Submission of this proxy form shall not preclude you from attending and voting in person at the meeting or any adjourned meeting should you so wish, and the appointment of the proxy will be revoked if you vote in person at the meeting.
  - 10 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 the vote of the senior holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holders and, for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the relevant joint holding.
  - 11 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 2019 AGM will be decided by poll at the meeting.
  - 12 For the avoidance of doubt, we do not accept any special instruction written on this proxy form.
- PERSONAL INFORMATION COLLECTION STATEMENT**
- (i) "Personal Data" in this statement has the same meaning as "personal data" in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong ("PDPO").
  - (ii) Your Personal Data provided in this proxy form will be used in connection with processing your request for appointing your proxy to attend and vote for you and on your behalf at the 2019 AGM. Your supply of Personal Data to the Company is on a voluntary basis. In the case of a failure to provide sufficient information, the Company may not be able to process your instructions and/or requests as stated in this proxy form.
  - (iii) Your Personal Data may be disclosed or transferred by the Company to its subsidiaries, its share registrar, and/or other companies or bodies for any of the stated purposes, or when it is required to do so by law and will be retained for such period as may be necessary for our verification and record purposes.
  - (iv) You have the right to request access to and/or correction of your Personal Data in accordance with the provisions of the PDPO. Any such request for access to and/or correction of your Personal Data should be in writing, by mail to the Personal Data Privacy Officer of Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong or by email to [hkinfo@computershare.com.hk](mailto:hkinfo@computershare.com.hk).