



**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**

Number of shares to which this proxy relates <sup>(Note 1)</sup>	
---------------------------------------------------------------------	--

**Form of proxy for use by shareholders at the Annual General Meeting of the Company to be held on  
Friday, 9 May 2014 and at any adjournment of the meeting**

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, 9 May 2014 at the Grand Ballroom, 2/F, Hotel Nikko Hongkong, 72 Mody Road, Tsimshatsui East, Kowloon, Hong Kong ("2014 AGM") and at any adjournment thereof in respect of the resolutions set out in the Notice of the 2014 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 year ended 30 November 2013		
2	To declare a final dividend of 28.62 Hong Kong cents per share for the year ended 30 November 2013		
3	To re-elect Mr. Mohamed Azman Yahya as Independent Non-executive Director of the Company		
4	To re-elect Mr. Edmund Sze-Wing Tse as Non-executive Director of the Company		
5	To re-elect Mr. Jack Chak-Kwong So as Independent Non-executive Director of the Company		
6	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		
7(A)	To grant a general mandate to the Directors to allot, issue, grant and deal with additional shares of the Company, to grant rights to subscribe for, or convert any security into, shares in the Company (including the issue of any securities convertible into shares, or options, warrants or similar rights to subscribe for any shares) and to make or grant offers, agreements and options which might require the exercise of such powers, not exceeding 10 per cent of the aggregate number of shares in the Company in issue at the date of this Resolution, and the discount for any shares to be issued shall not exceed 10 per cent to the Benchmark Price <sup>(Note 6)</sup>		
7(B)	To grant a general mandate to the Directors to repurchase shares of the Company, not exceeding 10 per cent of the aggregate number of shares in the Company in issue 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 additional shares of the Company under the restricted share unit scheme adopted by the Company on 28 September 2010 (as amended) <sup>(Note 6)</sup>		
SPECIAL RESOLUTION		FOR <sup>(Note 5)</sup>	AGAINST <sup>(Note 5)</sup>
8	To approve the adoption of the new articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association of the Company <sup>(Note 6)</sup>		

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

**Notes:**

- 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.
- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares registered in the name of the holder and to which this proxy relates.
- 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 needs not be a member of the Company, but must attend the meeting (or any adjournment thereof) to represent you.
- 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.**
- The full text of Resolutions 7(A), 7(B), 7(C) and 8 are set out in the Notice of the 2014 AGM.
- 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.
- 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.
- 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.
- 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 to them; but if more than one of such joint holders are present at the meeting personally or by proxy, that the person whose name stands first on the register of members in respect of the shares shall alone be entitled to vote in respect thereof.
- 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 2014 AGM will be decided by poll at the meeting.
- For avoidance of doubt, we do not accept any other instruction written on this proxy form.