You should carefully consider all of the information in this prospectus, including the risks and uncertainties described below, prior to investing in the Offer Shares. Our business, financial condition and results of operations could be materially and adversely affected by any of these risks and uncertainties. The market price of our Shares could decrease significantly due to any of these risks and uncertainties, and you may lose all or part of your investment. Additional risks and uncertainties not presently known to the AIA Group or which the AIA Group currently deems immaterial may arise or become material in the future and may have a material adverse effect on the AIA Group.

These factors are contingencies that may or may not occur, and we are not in a position to express a view on the likelihood of any such contingency occurring. The information given is as of the date of this prospectus, will not be updated after the date hereof, and is subject to the reservations in the section headed "Forward Looking Statements" in this prospectus.

RISKS RELATING TO OUR OVERALL BUSINESS

Our business is inherently subject to market fluctuations and general economic conditions.

Our business is inherently subject to market fluctuations and general economic conditions. In particular, concerns over inflation, energy costs, geopolitical issues, the availability and cost of credit, unemployment, consumer confidence, declining asset values, capital market volatility and liquidity issues have created difficult operating conditions in the past and could create difficult operating conditions in the future. Difficult operating conditions, such as those present in 2008 and in the first half of 2009, could reduce the demand for our products and services, reduce the returns from our investment activities and otherwise have a material adverse effect on our business, including in the following ways:

- ***Decreased sales of our products***. An economic downturn or other adverse events may result in higher unemployment levels, lower family income, decreased corporate earnings and reduced business investment and consumer spending, which could in turn significantly reduce the demand for our products. In addition, our ability to sell certain investment products may be materially and adversely affected by excessive volatility in global capital markets.

- ***Losses from bonds***. An economic downturn or other adverse events may result in financial difficulties or default of issuers of bonds held in our investment portfolios. In addition, credit spread and benchmark interest rate variations could also reduce the fair value of these bonds. Under these circumstances, we may have to impair these bonds or may recognise losses realised upon their sale. Moreover, shareholders' equity and earnings may be affected by fair value re-valuations of the bonds held in our investment portfolios.

- ***Loan portfolio defaults and delinquencies***. We may suffer losses due to delinquencies or defaults on our loans included in our investment portfolio.

- ***Equity price declines***. We may suffer declines in the value of our equity securities held in our investment portfolio as a result of conditions in certain capital markets.

- ***Counterparty default***. Our counterparties could fail to discharge their obligations to us or we may be unable to secure the products or services of counterparties.

Interest rate fluctuations may materially and adversely affect our profitability.

We are exposed to fluctuations in interest rates. A substantial portion of our investment assets are in interest-bearing investments. For example, fixed income securities represented 90.2% of the carrying value of total Policyholder and Shareholder Investments as of 31 May 2010. During periods of declining interest rates our average investment yield will decline as maturing investments, as well as bonds and loans that are redeemed or repaid in order to take advantage of the lower interest rate environment, are replaced with new investments with lower yields and coupon payments. As a result, the decline in interest rates would reduce our return on investments, which could materially reduce our profitability, regardless of whether such investments are used to support particular insurance policy obligations.

Certain of our insurance obligations have a longer duration than our investment assets. In addition, some of our premiums are calculated based on an assumed investment yield. As such, lower interest rates reduce our average investment yield while our premiums from certain outstanding products remain unchanged, thereby reducing our profitability. Falling interest rates or a prolonged period of low interest rates may make it difficult for us to effectively match our assets to our liabilities. If the current low interest rate environment continues, these negative effects on our profitability will persist or possibly increase as our average investment yield decreases. In addition, if a decrease in the profitability of our products reduces the policyholder surplus relating to our participating products, some payments to policyholders, such as non-guaranteed dividends, will decrease or not be paid. In such circumstances, we may experience an increase in customer dissatisfaction, complaints, potential litigation or surrenders relating to these products.

The process of pricing our products often entails making assumptions about interest rates. If actual interest rates are lower than the interest rates we assumed during the product pricing process, this could have an adverse effect on the profitability of our products. For products with guaranteed interest rate benefits, declines in interest rates reduce our interest rate spread, or the difference between the amounts that we are required to pay under these products and the rate of return we are able to earn on our investments intended to support our obligations under these products. We have previously offered guaranteed interest products where the guaranteed rate of interest is in excess of current market interest rates. These products were sold primarily in China, the Philippines, Taiwan and Thailand at the then prevailing high market interest rates. As of 31 May 2010, our aggregate contract liabilities for such products, excluding fund deposits without interest guarantees above market interest rates, and net of DAC, calculated in accordance with IFRS, totaled US$4,777 million, or 7.6% of all contracts liabilities net of DAC.

During periods of rising interest rates, although the increased investment yield increases the returns on our investment portfolio, surrenders and withdrawals of policies may increase as policyholders seek investments with higher perceived returns. This process could lead to a cash outflow from our business. Such outflows could require our investment assets to be sold at a time when the prices of those assets are lower because of the increase in market interest rates, which could in turn result in realised investment losses. In addition, unanticipated surrenders and withdrawals could require us to accelerate the amortisation of deferred policy acquisition costs, which would materially and adversely affect our results of operations.

Changes in interest rates could also adversely impact our solvency levels and capital position. Insurance companies are generally required by applicable law to maintain their solvency at a level in excess of statutory minimum standards, and changing interest rates could adversely impact our ability to comply with these standards.

We may be unable to match closely the duration of our assets and liabilities, which could increase our exposure to interest rate risk.

Matching the duration of our assets to their related liabilities reduces our exposure to changes in interest rates. We seek to manage the risk of duration mismatch by focusing on product offerings whose maturity profiles are in line with the duration of investments available to us. However, our ability to invest in financial instruments that would enable us to closely match the duration and yield of our investment assets and insurance policy liabilities may be restricted by applicable insurance laws, rules and regulations in certain of our geographical markets. In addition, certain geographical markets may not offer, or have only a limited availability of, long-duration investment assets with appropriate yield. Finally, we may not be able to effectively hedge our interest rate risk through financial derivative products in all of our geographical markets. If we are unable to match closely the duration of our assets and liabilities, we will be exposed to interest rate changes, which may materially and adversely affect our financial condition and results of operations.

An actual or perceived reduction in our financial strength, or a downgrade in our credit ratings, could increase policy surrenders and withdrawals, damage our business relationships and negatively impact new sales of our products.

Policyholders' confidence in the financial strength of an insurance company, as well as in the financial services industry generally, is an important factor affecting its business. Any actual or perceived reduction in our financial strength, whether due to a credit rating downgrade, a reduction in our solvency margin, our relationship with AIG (including any downgrade in AIG's credit rating) or some other factor, could materially and adversely affect our business because any such development may, among other things:

- increase the number of policy surrenders and withdrawals;
- damage our relationship with our creditors, our customers and the distributors of our products;
- negatively impact new sales of our products;
- require us to reduce prices for many of our products and services to remain competitive;
- adversely impact our ability to obtain reinsurance on acceptable terms; and
- increase our borrowing costs as well as affect our ability to obtain financing on a timely basis.

In connection with and subsequent to the global financial turmoil in 2008 and the AIG Events (which are described in detail in the section headed "Our History and Reorganisation" in this prospectus), we experienced a temporary increase in policy surrenders and withdrawals and a reduction in new business, which we believe was primarily attributable to a perceived reduction in our financial strength. For further details, see the section headed "Financial Information — Results of Operations" in this prospectus. We cannot assure you that we will not experience other reductions in our financial strength, actual or perceived, in the future.

As a reorganised, newly established public company, we face additional uncertainties in our business and operations.

In connection with the Reorganisation, we have recently made several significant changes to our business, including the divestment of certain non-core operations and the acquisition of new operations. These changes are described in the section headed "Our History And Reorganisation" set forth in this prospectus and in note 1 to our financial information included in the Accountant's Report in Appendix I to this prospectus. Our business could be negatively affected if we fail to successfully integrate our new business operations into the AIA Group. In addition, while we have recognised all of the liabilities and disclosed all material contingent liabilities identified by us, some of the businesses transferred to the AIA Group as part of the Reorganisation may have unidentified liabilities or contingent liabilities. Since many of these businesses were managed, in whole or in part, by AIA prior to the Reorganisation, AIG has not provided broad indemnifications for many of the businesses recently transferred to the AIA Group.

In connection with the FRBNY Transaction and in preparation for the Global Offering, we terminated and renegotiated many of our business relationships with AIG. Certain services previously provided to us by AIG are now or will be performed by third-party providers or internally by us. However, AIG will continue to provide certain services to us following the completion of the Global Offering. For more information, see the section headed "Connected Transactions" in this prospectus. AIG and third-party service providers could fail to meet their obligations under arrangements entered into with us in connection with transition services and other business arrangements. In addition, we may fail to identify and transition some services in an orderly manner or fail to perform such services internally or procure the performance of third parties of certain services previously provided by AIG.

Many of the actions we have taken in preparation for the Global Offering have required significant management and company resources. We have recently established and continue to establish new policies, procedures, business units and operations. We have hired a number of key employees and invested in assets to assist with and facilitate our operation as a reorganised, newly established public company. We could fail to identify, implement and utilise the policies, procedures, business units, operations and assets or fail to hire or retain key employees necessary for us to operate successfully as a reorganised, newly established public company. Furthermore, the successful implementation of a corporate governance and risk management culture that is suitable for a standalone entity is important to the execution of our strategy and to our ability to maximise the benefits of the Reorganisation. Since 2007, we have taken significant steps to develop and implement a new corporate governance and risk management structure within the AIA Group. However, we cannot assure you that this culture or structure will be implemented correctly or fully, on a timely basis, or that it will deliver the benefits anticipated by us.

If we are unable to meet the challenges of operating as a reorganised, newly established public company, our business, financial condition and results of operations may be materially and adversely affected.

Our cross-border operations pose complex foreign currency, management, legal, tax and economic risks.

We have extensive operations in 15 geographical markets throughout the Asia Pacific region, which expose us to risks associated with cross-border operations, including:

- difficulties in managing and staffing multiple management teams;
- currency exchange rate fluctuations and currency exchange controls; and
- the burden of complying with a wide variety of political systems, tax regimes, laws and regulatory requirements.

In addition, certain of our geographical markets, including some of our Key Geographical Markets, are developing and rapidly growing countries and markets that may not have a developed insurance market or a long history of or familiarity with foreign-owned or -operated businesses. These countries and markets may present unique risks, including:

- political and economic instability, including related to changes in government;
- inability to protect, or difficulty to enforce effectively, contractual or legal rights;
- limited protection for, or increased costs to protect, intellectual property rights;
- limited statistical data for the underwriting of certain insurance products;
- volatile macroeconomic trends, including potentially significant inflation;
- capital controls and other restrictions on the movement of currency into and out of the country or market;

- nationalisation or expropriation of property or assets;
- rapid demographic and market changes that make it difficult to price products with stable profitability and execute successful business strategies;
- opaque or unpredictable regulations, as well as broad exercise of regulatory discretion over insurance markets; and
- evolving legal and regulatory systems that conflict with established industry practices or have difficult compliance requirements.

We cannot assure you that we will be able to successfully manage all of the risks associated with operating an extensive cross-border business with operations in many developing and rapidly growing countries and markets, and any failure to do so may materially and adversely affect our business, financial condition, results of operations and prospects.

If we are not able to attract, motivate and retain agency leaders and individual agents, our competitive position, growth and profitability will suffer.

We depend to a significant extent on our agency leaders and individual agents to distribute our products. We face intense competition to attract and retain our agency leaders and individual agents, and we compete with other companies for their services, primarily on the basis of our reputation, product range, compensation and retirement benefits, training, support services and financial position. We may not always be successful in attracting agency leaders and individual agents, and we cannot assure you that our initiatives to retain and attract agency leaders and individual agents will succeed. Competition from other insurance companies and business institutions may also force us to increase the compensation of our agency leaders and individual agents, which would increase operating costs and reduce our profitability. If we are unsuccessful in attracting and retaining agency leaders and individual agents, our ability to effectively market and distribute our products may be negatively affected, which could have a material adverse effect on our financial condition and results of operations.

We depend on key management and actuarial, information technology, investment management, underwriting, sales staff and other personnel, and our business would suffer if we lose their services and are unable to adequately replace them.

The success of our business is dependent to a large extent on our ability to attract and retain key personnel who have in-depth knowledge and understanding of the life insurance markets in which we operate, including members of our senior management, actuaries, information technology specialists, experienced investment managers and finance professionals, underwriting personnel, sales staff and other personnel. In particular, our former chief financial officer and former general counsel resigned in the second quarter of FY 2010 following the announcement of the Prudential Transaction described in the section headed “Our History and Reorganisation” in this prospectus. In addition, Mark Tucker replaced Mark Wilson, our former group chief executive officer and president, in July 2010. Mr. Wilson has agreed to remain with the AIA Group until the end of 2010 to assist with the transition of the AIA Group to the leadership of Mr. Tucker. Information concerning our current management is contained in the section headed “Directors and Senior Management” in this prospectus.

Our business could suffer if we lose the services of our personnel and cannot adequately replace them. Moreover, we may be required to increase substantially the number of such personnel in connection with any future growth plans, and we may face difficulty in doing so due to the intense competition in the Asia Pacific life insurance industry for such personnel. In addition, as a result of our relationship with AIG, we may be subject to U.S. laws and regulations that restrict the way we compensate our employees. We cannot assure you that we will be able to attract and retain qualified personnel or that they will not retire or otherwise leave the AIA Group in the near future.

Differences between actual benefits and claims experience and underwriting and reserving assumptions, as well as deviations from the assumptions used in pricing our products, could have a material adverse effect on our financial condition and results of operations.

We establish and carry reserves as balance sheet liabilities to pay future policyholder benefits and claims. We establish these reserves, price our products and report capital levels and the results of our long-term business operations based on many assumptions and estimates, including:

- mortality rate (i.e., the relative incidence of death in a given time);
- morbidity rate (i.e., the incidence rate of a disease or medical condition in a given time);
- estimated premiums we will receive over the assumed life of the insurance policy;
- lapse, surrenders and persistency (i.e., how long an insurance policy or contract stays in-force);
- timing of the event covered by the insurance policy;
- amount of benefits or claims to be paid;
- amount of expenses to be incurred;
- macroeconomic factors such as interest rates and inflation; and
- investment returns on the assets we purchase with the premiums we receive.

The process of determining these assumptions and estimates is a difficult and complex exercise involving many variable and subjective judgments. Due to the nature of the underlying risks and the high degree of uncertainty associated with the determination of the liabilities for unpaid benefits and claims, we cannot precisely determine the amount that we will ultimately pay to settle these liabilities. These amounts may vary from the estimated amounts, particularly when payments may not occur until well into the future. In addition, actual experience, such as lapse, mortality, expense and morbidity, can be different from the assumptions used when we establish reserves for and price our products or otherwise use such assumptions in the conduct of our business. For example, significant changes in mortality could emerge over time, due to changes in the natural environment, the health habits of the insured population, effectiveness of diagnosis and treatment of disease and disability, or other factors. In addition, we may lack sufficient data to make accurate estimates of the future benefits or claims experience. Significant deviations in actual experience from our assumptions could materially and adversely reduce our profitability.

We evaluate our reserves, net of DAC, periodically, based on changes in the assumptions and estimates used to establish these reserves, as well as our actual policy benefits and claims experience. A liability adequacy test is performed at least annually. See the description of "Liability adequacy testing" set forth in note 2.3 to the Accountant's Report set forth in Appendix I to this prospectus. If the net reserves initially established for future policy benefits prove insufficient, we must increase our net reserves, which may have a material adverse effect on our liquidity, financial condition and results of operations.

Agent, employee and distribution partner misconduct is difficult to detect and deter and could harm our reputation or lead to regulatory sanctions or litigation against us.

Agent, employee or distribution partner misconduct could result in violations of law, regulatory sanctions, litigation or serious reputational or financial harm. Such misconduct could include:

- binding us to transactions that exceed authorised limits;
- hiding unauthorised or unsuccessful activities, resulting in unknown and unmanaged risks or losses;

- improperly using or disclosing confidential information;
- making illegal or improper payments;
- recommending products, services or transactions that are not suitable for our customers;
- misappropriation of funds;
- engaging in misrepresentation or fraudulent, deceptive or otherwise improper activities when marketing or selling products;
- engaging in unauthorised or excessive transactions to the detriment of our customers; or
- otherwise not complying with applicable laws or our internal policies and procedures.

The measures that we have taken to detect and deter misconduct by our agents, employees and distribution partners may not be effective and so we may not always be successful in detecting or deterring such misconduct. We cannot assure you that any such misconduct would not have a material adverse effect on our reputation, business, financial condition, results of operations and prospects.

Losses on our investments may have a material adverse effect on our financial condition and results of operations.

Our investment returns, and thus our profitability, may be materially and adversely affected by conditions affecting our investments, including currency exchange rates, credit and liquidity conditions, the performance and volatility of capital markets, asset values, and macroeconomic and geopolitical conditions. In particular, our ability to earn a profit on our products depends in part on the returns on investments supporting our obligations under these products, and the value of such investments may fluctuate substantially. Any significant deterioration in one or more of these factors could reduce the value of, and the income generated by, our investment portfolio and could have a material adverse effect on our business, financial condition and results of operations.

Increases in the amount of allowances and impairments taken on our investments could have a material adverse effect on our financial condition and results of operations.

We determine the amount of allowances and impairments taken in respect of our investments in accordance with IFRS. See note 2 to our financial information included in the Accountant's Report set forth in Appendix I to this prospectus. Such determination varies by investment type and is based upon our periodic evaluation and assessment of known and inherent risks associated with the respective asset classes. These evaluations and assessments are revised as conditions change and new information becomes available. The determination of the amount of allowances and impairments to be taken on our investment assets may require complex and subjective judgments. We cannot assure you that our management's best estimates reflect actual losses that we will ultimately incur on these investments, that historical trends will be indicative of future impairments or allowances or that we will not be required under future accounting standards to change the amounts of allowances and impairments of our investments.

Our businesses are highly regulated and compliance with, or failure to comply with, applicable regulations could result in financial losses or harm to our business.

We are subject to laws, rules and regulations that regulate all aspects of our business. Compliance with applicable laws, rules and regulations, including those we are subject to as a result of our relationship with AIG, may restrict our business activities and require us to incur increased expense and to devote considerable time to such compliance efforts. Some of the laws, rules and regulations that we are subject to in the geographical markets in which we operate are relatively new and their interpretation and application remain uncertain. In certain other markets, industry practices may not always be compliant with local law and regulation. Failure to comply with any of the applicable laws, rules and regulations (or increased enforcement of previously unenforced rules and regulations) could result in fines, suspension of our business licences or, in extreme cases, business licence revocation, each of which would have a material adverse effect on our business, liquidity, financial condition and results of operations.

Laws, rules, regulations and regulatory interpretations may change from time to time and such changes could have a material adverse effect on our business. Applicable laws, rules and regulatory interpretations may require us to change the legal structure of the AIA Group. In Singapore, we are preparing to convert AIA Singapore, which currently operates as a branch of AIA, into a subsidiary of AIA. This conversion will result in, among other things, increased operational, tax and related costs to the AIA Group. In China, Malaysia, Indonesia and Thailand, our businesses were established prior to the implementation of increased restrictions on foreign ownership. If any of our wholly-owned businesses were to become subject to more stringent foreign ownership restrictions, this could have a material adverse effect on our business. In certain of our geographical markets, domestic insurance companies or foreign insurance companies that partner with domestic companies may benefit from different regulations or licensing requirements that may give them a competitive advantage. Changes in government policy, legislation or regulatory interpretation applicable to companies in the financial services and insurance industries in any of our geographical markets, which in some circumstances may be applied retrospectively, may materially and adversely affect our product range, distribution network, capital requirements, day-to-day operations, corporate structure and, consequently, our business, financial condition and results of operations.

We are subject to the regulatory oversight of a number of financial services, insurance, securities and related regulators, as described in the section headed "Supervision and Regulation" in this prospectus. Collectively, these regulators oversee our operations in each of the geographical markets in which we operate and, as a result of this broad oversight, we are occasionally subject to overlapping, conflicting or expanding regulation. These regulators, some of which are governmental entities, have broad authority over our business, including our ownership and shareholding structure, capital, solvency and reserving requirements, investment portfolio allocations, our ability to declare dividends and other distributions (including the timing of dividends and distributions), expand our operations, enter certain lines of business and markets, offer new products, underwrite certain risks, price our products profitably and enter into certain distribution and outsourcing arrangements. In many of our geographical markets, regulator or government action may require us to underwrite certain unprofitable risks or restrict our ability to set product prices aligned with our product pricing and profitability criteria. In addition, there could be a substantial increase in government regulation and supervision of the financial services and insurance industries in the future. We cannot assure you that any regulatory or government action would not have a material adverse effect on our business, financial condition and results of operations.

Recent proposals on an independent insurance authority and a policyholder protection fund in Hong Kong may materially and adversely impact our business.

The OCI regulates AIA and AIA-B, and these entities are subject to OCI regulation and the requirements of the ICO. As a result, the regulatory framework in Hong Kong is relevant not only to our Hong Kong operations, but also applies to a substantial number of our local operating units that are branches of AIA or AIA-B.

The OCI is the regulatory body set up for the administration of the ICO and is headed by the Commissioner of Insurance of Hong Kong who has been appointed as the Insurance Authority for administering the ICO. The Hong Kong government has commenced a public consultation process on the establishment of an independent insurance authority that would give the relevant authority flexibility in its operations and prepare Hong Kong for the risk based capital regulatory regime. The OCI is also exploring with the HKFI the possibility of setting up a policyholder protection fund to be utilised in the event of insurer insolvencies. Compliance with changing regulation in Hong Kong entails costs to the AIA Group, and if such proposals materialise, they may have an impact on our business.

Data privacy laws, rules and regulations in our geographical markets could have a material adverse effect on our business, financial condition and results of operations.

We are subject to data privacy laws, rules and regulations that regulate the use of customer data. Compliance with these laws, rules and regulations may restrict our business activities, require us to incur increased expense and devote considerable time to compliance efforts. For example, data privacy laws, rules and regulations could limit our ability to leverage our large customer base to develop cross-selling opportunities. Applicable data privacy laws, rules and regulations could also adversely impact our distribution channels, such as direct marketing, and limit our ability to use third-party firms in connection with customer data. A limited number of our bancassurance agreements include provisions providing for the sharing of customer data between the AIA Group and our bancassurance partners, which will be done in accordance with applicable laws, rules and regulations relating to data privacy. Certain of these laws, rules and regulations are relatively new and their interpretation and application remain uncertain. Data privacy laws, rules and regulations are also subject to change and may become more restrictive in the future. In Hong Kong, for example, recent events could result in data privacy laws, rules and regulations being changed.

Historically, the AIA Group has entered into arrangements in the ordinary course of business for the purchase and/or sale of customer information. We believe that such arrangements were undertaken in all material respects in accordance with applicable laws, rules and regulations relating to data privacy in force at the time. At present, the AIA Group is working closely with applicable regulators to ensure that any arrangements for the purchase and/or sale of customer information is undertaken in accordance with applicable laws, rules and regulations, as well as any further guidelines and circulars provided by the relevant regulators, relating to personal data and data privacy. We intend to undertake arrangements for the purchase and/or sale of customer information in accordance with the applicable laws, rules and regulations relating to data privacy.

Changes in data privacy laws, rules and regulations could have a material adverse effect on our business, financial condition and results of operations.

The impact of epidemics, international tension, terrorism, war, military actions, natural disasters, climate change or other catastrophes may materially and adversely affect our claims experience, investment portfolio, financial condition and results of operations.

The threat of epidemics, international tensions in many parts of the world, terrorism, ongoing and future military and other actions, heightened security measures in response to these threats, natural disasters, climate change or other catastrophes may cause disruptions to commerce, reduced economic activity and market volatility. Our insurance business exposes us to claims arising out of such events and catastrophes affecting a large segment of the population. In particular, our life insurance business is exposed to the risk of catastrophic mortality, such as an epidemic or other events that cause a large number of deaths.

In addition, the occurrence and severity of many catastrophic events, such as epidemics, earthquakes, typhoons, floods and fires, is inherently unpredictable. Significant influenza epidemics have occurred three times in the last century, but the likelihood, timing and severity of any future epidemics cannot be predicted. The effectiveness of external parties, including governmental and non-governmental organisations, in combating the spread and severity of any epidemic could have a material impact on the losses experienced by us. In our group insurance business, a localised event that affects the workplace of one or more of our group insurance customers could cause a significant loss due to mortality or morbidity claims.

In accordance with IFRS, we do not establish reserves for catastrophes in advance of their occurrence, and the loss or losses from a single catastrophe or multiple catastrophes could materially and adversely affect our business, financial condition and results of operations. In addition, a significant portion of our assets is comprised of our investment portfolio, which consists primarily of debt and equity securities, and catastrophic events may materially and adversely affect market prices for these investments, thereby causing decreased asset quality during a period in which we may also experience increases in claims incurred. A decrease in asset quality could result in, among other things, a write-down in the fair value of assets and other charges to our earnings, which would reduce our profitability.

Over our long operating history, our geographical markets have undergone significant legal and regulatory changes and there have been significant changes in the ownership, management, personnel and reporting structures of our business. This may make it difficult for us to identify all liabilities associated with our historical activities.

In many markets in which we operate, there have been significant changes in the legal and regulatory regimes relevant to our business during our tenure in these markets, and legal compliance and enforcement practices have varied widely across the region and over time. In addition, the ownership, management, personnel and reporting structures of our business have changed over time. For example, some of the businesses contributed to the AIA Group as part of the Reorganisation, including Philamlife, AIA Korea, AIA Taiwan and certain businesses and operations of AIA-B, have been managed as part of the AIA Group for only a limited period of time. We have recognised all of the liabilities and disclosed all material contingent liabilities identified by us. However, we cannot assure you that we have identified all potential liabilities associated with our historical activities, and unidentified liabilities could materially and adversely affect our business, financial condition and results of operations.

We are subject to risks related to currency fluctuations and regulation.

Due to its geographical diversity, our business is subject to the risk of exchange rate fluctuations. Our reporting currency is the U.S. dollar. Because a significant portion of our revenues and expenses are currently denominated in a number of foreign currencies, which we translate to U.S. dollars for financial reporting purposes, we are exposed to foreign exchange rate risk. Changes in exchange rates on the translation of foreign currencies into U.S. dollars are directly reflected in our financial results. In addition, to the extent our liabilities and assets are not denominated in the same currency, we could experience further exposure to exchange rate fluctuations.

The AIA Group relies on dividends and other distributions and payments among the subsidiaries and branches of the AIA Group to fund its expenses and other obligations, and changes in foreign exchange rates could adversely impact these dividends, distribution and payments. Moreover, certain of the geographical markets in which we operate place restrictions or controls on the movement of currency into and out of the market. This may increase our exposure to exchange rate fluctuations, adversely impact the value of our investment portfolio and impair our ability to deploy our capital in the manner most advantageous to our business. We cannot predict future exchange rate fluctuations, and such fluctuations, particularly with respect to the currencies of our Key Markets such as the Thai Baht, could materially and adversely affect our financial condition and results of operations.

De-pegging of the HK dollar may adversely affect our financial condition and results of operations.

Although the exchange rate between the HK dollar and the U.S. dollar has been pegged (i.e., the exchange rate is only permitted to fluctuate within a narrow band) since 1983, we cannot assure you that the HK dollar will remain pegged to the U.S. dollar. If the HK dollar were to strengthen against the U.S. dollar, the value of U.S. dollar assets relative to HK dollar liabilities would decline. If the HK dollar's peg to the U.S. dollar is changed or removed this could have a material adverse effect on our financial condition and results of operations.

We may need additional capital in the future, and we cannot assure you that we will be able to obtain such capital on acceptable terms or at all.

We may require additional capital in the future in order for us to meet regulatory capital adequacy requirements, remain competitive, enter new businesses, pay operating expenses, conduct investment activities, meet our liquidity needs, expand our base of operations and offer new products and services. To the extent our existing sources of capital are not sufficient to satisfy our needs, we may have to seek external sources. Our ability to obtain additional capital from external sources in the future is subject to a variety of uncertainties, including:

- our future financial condition, results of operations and cash flows;
- our ability to obtain the necessary regulatory approvals on a timely basis;
- any tightening of credit markets (such as what occurred in 2008) and general market conditions for debt and equity raising activities by insurance companies and other financial institutions; and
- economic, political and social conditions in the geographical markets in which we operate and elsewhere.

We cannot assure you that we will be able to obtain additional capital in a timely manner or on acceptable terms, if at all. In addition, our ability to raise capital may be restricted as a result of our relationship with the AIG Group and the FRBNY. See the section headed "Our Relationship with the AIG Group — The FRBNY Framework Agreement — Significant Matters Requiring the Prior Approval of the FRBNY" in this prospectus. Future debt financing could include terms that restrict our financial flexibility or restrict our ability to manage our business freely. Furthermore, the terms and amount of any additional capital raised through issuances of equity securities may result in significant dilution to our shareholders' equity interests.

Our risk management policies and procedures and internal controls, as well as the risk management tools available to us, may not be adequate or effective.

Historically, we have followed the risk governance and framework established by AIG in managing our risk exposures, which include insurance, credit, market, liquidity, operational and related risks. Our risk management policies, procedures and internal controls may not be adequate or effective in mitigating our risk exposures, including risks that are unidentified or unanticipated. In particular, some methods of managing risk are based upon observed historical market behaviour and claims experience. These methods may fail to predict future risk exposures, which could be significantly greater than those indicated by historical measures. Other risk management methods depend upon an evaluation of available information regarding operating and market conditions and other matters. This information may not be accurate, complete, up-to-date or properly evaluated. In addition, in geographical markets that are rapidly developing, the information and experience data that we rely on may become quickly outdated by market and regulatory developments.

Management of operational, legal and regulatory risks requires, among other things, policies and procedures to record properly and verify a large number of transactions and events, as well as appropriate and consistently applied internal control systems. These policies, procedures and internal controls may not be adequate or effective, and our business, financial condition and results of operations could be materially and adversely affected by the corresponding increase in our risk exposure and actual losses experienced as a direct or indirect result of failures of our risk management policies and internal controls. Any hedging programmes that we may utilise may also not be fully effective and may leave us exposed to unidentified and unanticipated risks. We use models in our risk management procedures and these models rely on assumptions and projections that are inherently uncertain.

In addition, our investment portfolio is governed by our risk management and asset allocation decisions. We may not have adequate risk management tools, policies and procedures, and we may not have sufficient access to resources and trading counterparties to effectively implement investment risk mitigation strategies and techniques related to our investment portfolio. If our investment decision making process fails to minimise losses while capturing gains, we could experience significant financial losses and harm to our business.

We may have difficulty implementing our new financial reporting and information systems and processes.

Beginning in 2008, as part of the AIA Group's finance transformation plan, we undertook a corporate initiative to update and improve our financial reporting, actuarial and information systems. A key aspect of the finance transformation plan is the gradual implementation of new financial reporting systems at our group office in Hong Kong and in each of our local operating units. Among other things, we are implementing new automated systems to track and analyze our investments and to eliminate certain manual processes that are difficult to control and more subject to human error than automated processes. Significant time, investment and management resources will be required for these financial reporting systems to be fully updated and optimised, and we may experience difficulties in transitioning to new or upgraded systems, including loss of data, decreases in productivity, business interruptions and substantial additional costs.

An additional aspect of our finance transformation plan involves migrating to a uniform actuarial platform. Actuarial modeling inherently involves the application of judgment and estimation techniques, and as we implement this migration it is possible that it might impact the valuation of our liabilities to our policyholders.

We cannot assure you that our system and process improvements will be successfully implemented on a timely basis. If we experience difficulties in implementing new or upgraded information systems, or experience a significant systems failure, our ability to run our business could be adversely affected and we may be required to rely on certain manual processes.

Failure to secure new distribution relationships, as well as any termination or disruption of our existing distribution relationships, may have a material adverse effect on our competitiveness and result in a material impact on our financial condition and results of operations.

We have increasingly focused on developing our sales through bancassurance, direct marketing and other alternative distribution channels. As these distribution channels become increasingly important in the Asia Pacific life insurance industry, if we fail to secure new distribution relationships or to maintain our existing relationships, whether as a result of a downgrade of our credit ratings or otherwise, our competitiveness may be materially and adversely affected. Many of our distribution relationships are relatively short-term and non-exclusive. Our direct marketing distribution channel could be adversely impacted by the loss of sales staff or sponsor partners, improper activities when selling insurance products, mishandling of customer complaints, changing regulation and suspension of our direct marketing programmes. To the extent we are not able to maintain our existing distribution relationships or secure new distribution relationships, we may not be able to maintain or grow our premiums, and our financial condition and results of operations may be materially and adversely impacted.

Concentration of our investment portfolio in any particular asset class, market or segment of the economy may increase our risk of suffering investment losses.

Our investment portfolio is comprised primarily of fixed income securities, and we hold significant amounts of government and governmental agency bonds and corporate bonds. As a result, we have significant credit exposure to sovereign and corporate issuers. In particular, as of 31 May 2010, within our Policyholder and Shareholder Investments, we held Thai government bonds issued in Thai Baht with a carrying value of US$8,714 million, which represented 13.1% of the carrying value of our total Policyholder and Shareholder Investments. We also have significant risk exposure to banking and other financial institutions. Events or developments that have a negative effect on any particular industry, asset class, group of related industries, country or geographic region may have a greater negative effect on our investment portfolio to the extent that our portfolio is concentrated. These types of concentrations in our investment portfolio increase the risk that, in the event we experience a significant loss in any of these investments, our financial condition and results of operations would be materially and adversely affected.

In addition, there may not be a liquid trading market for certain of our investments, which is in turn affected by numerous factors, including the existence of suitable buyers and market makers, market sentiment and volatility, the availability and cost of credit and general economic, political and social conditions. Due to the size of some of our fixed income investment holdings, such as Thai government bonds, relative to the size and liquidity of the relevant market, our ability to sell certain securities without significantly depressing market prices, or at all, may be limited. We also hold privately placed fixed income securities, structured securities, private equity investments and real estate investments. As of 31 May 2010, we had total financial assets that are categorised as "Level 3", as defined in Note 23 of the Accountant's Report set forth in Appendix I to this prospectus, in the fair value hierarchy with total carrying value of US$1,058 million, or 1.4% of total investments carried at fair value. For additional information, see Note 23 of the Accountant's Report set forth in Appendix I to this prospectus. If we were required to dispose of these or other potentially illiquid assets on short notice, we could be forced to sell such assets at prices significantly lower than the prices we have recorded in our consolidated financial information.

We are subject to the credit risk of our investment counterparties, including the issuers or borrowers whose securities or loans we hold.

Issuers or borrowers whose securities or loans we hold may default on their obligations to us. Our investment portfolio includes investment in the financial services sector and other market sectors that have recently experienced significant price fluctuations and defaults. Action, such as investment, nationalisation and other intervention, by governments and regulatory bodies in response to financial and other crises could negatively impact these instruments, securities, transactions and investments. Moreover, certain portions of our investment portfolio may not be rated by independent parties and this may affect our and your ability to evaluate the risks of these investments. Defaults on our investment securities or governmental action involving the issuers of such securities may have a material adverse effect on our financial condition and results of operations, as well as our liquidity and profitability.

In addition, we cannot assure you that we will not suffer losses due to defaults from certain counterparties related to our investment activities, such as trading counterparties, counterparties under swaps and other derivative contracts and other financial intermediaries and guarantors. Any such losses may have a material adverse effect on our financial condition and results of operations, as well as our liquidity and profitability.

We hold significant amounts of sovereign debt obligations in our investment portfolio.

We hold significant amounts of local currency- and foreign currency-denominated sovereign debt obligations in our investment portfolio, and consequently are exposed to the risk arising from potential or actual sovereign debt credit deterioration or default. Within our Policyholder and Shareholder Investments, we held government bonds, primarily issued by governments in the Asia Pacific region, with a carrying value of US$19,742 million as of 31 May 2010, representing 29.6% of the carrying value of our total Policyholder and Shareholder Investments. In particular, we held Thai government bonds issued in Thai Baht with a carrying value of US$8,714 million as of 31 May 2010.

Investment in sovereign debt obligations involves risks not present in investments in debt obligations of corporate issuers. Investing in such instruments creates exposure to the direct or indirect consequences of political, governmental, social or economic changes in the countries in which the issuers are located and the creditworthiness of the sovereign. In addition, the issuer of the debt or the governmental authorities that control the repayment of the debt may be unable or unwilling to repay principal or pay interest when due in accordance with the terms of such debt, and we may have limited recourse to compel payment in the event of a default. A sovereign debtor's willingness or ability to repay principal and to pay interest in a timely manner may be affected by, among other factors, its cash flow situation, macroeconomic factors such as inflation or deflation, its relations with its central bank, the extent of its foreign currency reserves, the availability of sufficient foreign exchange on the date a payment is due, the relative size of the debt service burden to the economy as a whole, the sovereign debtor's policy toward local and international lenders, and the political constraints to which the sovereign debtor may be subject. Periods of economic uncertainty may affect the volatility of market prices of sovereign debt to a greater extent than the volatility inherent in debt obligations of other types of issues. If a sovereign were to default on its obligations, this could have a material adverse effect on our financial condition and results of operations.

We rely on third-party service providers in several areas of our operations and therefore do not have full control over the services provided to us or our customers.

We rely on third parties in several areas of our operations, including certain investment management and information technology services. In particular, we have outsourced a significant portion of our investment management services. If any of these third parties were to fail to provide these services and we were unable to secure an adequate alternative, our business and results of operations could be materially disrupted and our financial condition could be materially affected.

Our actual financial performance may vary materially from the financial information contained in this prospectus.

The historical financial information contained in this prospectus may not be a reliable indicator of future results and our future results could vary materially from this historical financial information. Moreover, the historical financial information contained in this prospectus reflects our historical relationship with AIG. Because our relationship with AIG has recently changed, our historical financial information may not fully reflect the impact of these recent changes on our financial condition and results of operations.

Litigation and regulatory investigations may result in significant financial losses and harm to our reputation.

We face a significant risk of litigation, regulatory investigations and similar actions in the ordinary course of our business, including the risk of lawsuits and other legal actions relating to suitability, sales or underwriting practices, claims payments and procedures, product design, disclosure, administration, denial or delay of benefits and breaches of fiduciary or other duties. For further details concerning pending actions against the Company and certain of the Directors, see the section headed "Business — Legal and Compliance" in this prospectus. Any such action may include claims for substantial or unspecified compensatory and punitive damages, as well as civil, regulatory or criminal proceedings against our directors, officers or employees, and the probability and amount of liability, if any, may remain unknown for significant periods of time. We are also subject to various regulatory inquiries, such as information requests and books and records examinations, from regulators and other authorities in the geographical markets in which we operate.

A substantial liability arising from a lawsuit judgment or a significant regulatory action against us or a disruption in our business arising from adverse adjudications in proceedings against our directors, officers or employees could have a material adverse effect on our liquidity, business, financial condition and results of operations. Moreover, even if we ultimately prevail in the litigation, regulatory action or investigation, we could suffer significant harm to our reputation, which could materially affect our prospects and future growth, including our ability to attract new customers, retain current customers and recruit and retain employees and agents.

Our business and prospects may be materially and adversely affected if we are not able to manage our growth successfully.

The life insurance market in the Asia Pacific region has experienced significant growth in recent years. Management of our growth to date has required significant management and operational resources and is likely to continue to do so. We intend to expand our business and operations, and the successful management of any such future growth will require, among other things:

- the continued development of adequate underwriting and claim handling capabilities and skills;
- stringent cost controls;
- sufficient capital base;
- the continued strengthening of financial and management controls and information technology systems;
- increased marketing and sales activities; and
- the hiring and training of new employees and agents.

We cannot assure you that we will be successful in managing future growth. In particular, we may have difficulties in hiring and training sufficient numbers of customer service personnel and agents to keep pace with any future growth in the number of our customers. In addition, we may experience difficulties in upgrading, developing and expanding our information technology systems quickly enough to accommodate any future growth. If we are not able to manage future growth successfully, our business and prospects may be materially and adversely affected.

We may undertake investments, acquisitions, distribution arrangements, partnerships and new business lines and strategies, which may not be successful.

As part of our overall strategy, we may acquire certain businesses, assets and technologies, as well as develop new products and distribution channels that are complementary to our business. Such transactions and initiatives could require that our management develop expertise in new areas, manage new business relationships and attract new types of customers. Furthermore, such transactions and initiatives may require significant attention from our management, and the diversion of our management's attention and resources could have a material adverse effect on our ability to manage our business. We may also experience difficulties integrating any investments, acquisitions, distribution arrangements and/or partnerships into our existing business and operations. We cannot assure you that we will be able to successfully implement these initiatives or that we will be able to identify successful initiatives in the future. These acquisition and business initiatives may also expose us to potential risks, including risks associated with:

- the integration of new business lines, operations and personnel;
- the diversion of resources from our existing business and technologies;
- the potential loss of, or harm to, relationships with employees or customers; and
- unforeseen or hidden liabilities.

If we fail to successfully identify or undertake future investments, acquisitions, distribution arrangements, partnerships and new business lines and strategies, we may experience a material adverse effect on our business, financial condition and results of operations.

The terminated Prudential Transaction resulted in disruptions to our day-to-day operations that have had and could continue to have an adverse effect on our business and prospects.

On 1 March 2010, AIG entered into an agreement to sell the AIA Group to Prudential plc. This transaction was mutually terminated on 1 June 2010. See the section headed "Our History and Reorganisation — Our Reorganisation — The Global Offering" in this prospectus. Between 1 March 2010 and 2 June 2010 this transaction demanded a significant amount of AIA Group resources and management attention, including resources and attention that would otherwise have been utilised to further ongoing AIA Group corporate initiatives. The terminated Prudential Transaction also adversely impacted and may continue to adversely impact agency recruitment and new business production by our agents. In addition, certain Prudential plc employees conducted customary due diligence on the AIA Group that, although subject to strict confidentiality and competition precautions, gave them access to certain AIA Group management and business information, which may result in competitive harm to the AIA Group. We cannot assure you that our business and prospects will not be materially and adversely affected by the terminated Prudential Transaction.

We may be unable to utilise reinsurance successfully.

Our ability to obtain external reinsurance on a timely basis and at a reasonable cost is subject to a number of factors, many of which are beyond our control. In particular, certain risks that we are subject to, such as epidemics, are difficult to reinsure. If we are unable to renew any expiring external coverage or obtain acceptable new external reinsurance coverage, our net risk exposure could increase or, if we are unwilling to bear an increase in net risk exposure, our overall underwriting capacity and the amount of risk we are able to underwrite would decrease. To the extent that we are unable to utilise external reinsurance successfully, our business, financial condition and results of operations may be materially and adversely affected.

In addition, although a reinsurer would be liable to us for the risk transferred pursuant to a reinsurance arrangement, such an arrangement does not discharge our primary liability to our policyholders. As a result, we are exposed to credit risk with respect to reinsurers in all lines of our insurance business. In particular, a default by one or more of our reinsurers under our reinsurance arrangements would increase the financial losses arising out of a risk we have insured, which would reduce our profitability and may have a material adverse effect on our liquidity position. We cannot assure you that our reinsurers will always be able to meet their obligations under our reinsurance arrangements on a timely basis, if at all. In addition, under a small number of reinsurance agreements, we receive payments from our reinsurers through brokers. We are consequently subject to the risk of non-payment from these brokers. From FY 2007 to FY 2009, we have not experienced any third-party reinsurer or broker default. However, if our reinsurers or brokers fail to pay us on a timely basis, or at all, our business, financial condition and results of operations may be materially and adversely affected.

Our operations could be disrupted by unexpected network interruptions caused by system failures, natural disasters, terrorist attacks, unauthorised tampering or security breaches of our information technology systems.

Our business depends heavily on the ability of our information technology systems to timely process a large number of transactions across different geographical markets and numerous product lines. In particular, transaction processes have become increasingly complex and the volume of transactions continues to grow. The proper functioning of our financial controls, accounting, customer database, customer service and other data processing systems, including those relating to underwriting and claims processing functions, together with the communications systems linking our headquarters, local operating units and main information technology centres, is critical to our operations and to our ability to compete effectively. Although we maintain a network of disaster recovery facilities designed to be activated in place of primary facilities in the event of failure, we cannot assure you that our business activities would not be materially disrupted in the event of a partial or complete failure of any of these or other information technology or communications systems. These failures could be caused by, among other things, software bugs, computer virus attacks, conversion errors due to system upgrading, failure to successfully implement ongoing information technology initiatives, natural disasters such as earthquakes and floods, war, terrorist attack and unanticipated problems at our existing and future facilities. In addition, we are subject to risks related to AIG's provision to us of certain information technology and communications services. We did not experience any network interruptions during the Track Record Period that had a material adverse effect on our business taken as a whole. A failure of our information technology or communications systems could damage our reputation and have a material adverse effect on our business, financial condition and results of operations.

Our brand names and intellectual property are important to us and we may not be able to protect them.

"AIA" and other brand names and intellectual property rights are important assets of the AIA Group. We have spent significant resources establishing and promoting these brand names, and we expect to expend significant resources promoting these brand names in the future. We rely on a combination of trademark, copyrights, trade secrets, domain names and other methods to protect our intellectual property rights, including our brands. We may not be able to protect the "AIA" and other brand names and may need to defend them against infringement claims, which could reduce the value of goodwill associated with our names, result in the loss of competitive advantage and materially harm our business and profitability. We have not identified any infringements of our brand names and intellectual property during the Track Record Period that had a material adverse effect on our business taken as a whole. We may need to resort to litigation or other proceedings to enforce our intellectual property rights. However, the validity, enforceability and scope of protection of intellectual property rights in certain geographical markets in which we operate may be uncertain, and we may not be successful in enforcing these rights. As a result, we may not be able to adequately protect our intellectual property rights. Any litigation, proceeding or other effort to protect our intellectual property rights could also result in substantial costs and diversion of resources and could materially harm our business and profitability. If we are unable to protect our brand names and other intellectual property rights from infringement, our competitive position may be undermined, and we may suffer material losses as well as reputational damage.

In addition, certain of our local operating units and products used the "AIG" name or trademarks derived from the AIG brand. We have rebranded those local operating units and products that employed the AIG name or brand to more closely associate them with AIA. No rebranding was undertaken in the Philippines, where we will continue to use the strong Philamlife brand. In addition, our joint venture in India will continue to use the AIG brand until we have agreed with our joint venture partner regarding our branding strategy in India. We cannot assure you that our re-branding efforts will be successful or that we will be able to secure adequate legal protection for our key brands in all of these geographical markets and we do not yet know how these local operating units and products will perform under "AIA" names.

Registration of the AIA Group's logo as a trademark is pending approval.

As of the Latest Practicable Date, we are in the process of registering the current AIA logo in all jurisdictions in which the AIA Group conducts its business except for Brunei, where the registration has already been obtained. For complete details of the pending trademark applications, see the table set forth in Appendix VII to this prospectus.

As noted above, the AIA Group's brand names and intellectual property rights are important assets of the AIA Group, and we have obtained prior trademark registrations of variations of the AIA logo across the Asia Pacific region, save for a minority of geographical markets in which the AIA Group has carried on business under different branding. As of the Latest Practicable Date, we were not aware of any material infringement of our intellectual property rights, and we believe that we have taken all reasonable measures to prevent any infringement of any third-party intellectual property rights in relation to the AIA logo.

There is no assurance, however, that we will not receive an objection to the pending trademark applications. Any claim in relation to the use of the current AIA logo by the AIA Group in the future, regardless of its merits, may give rise to increased trademark prosecution and potential litigation costs.

RISKS RELATING TO OUR CORPORATE STRUCTURE

The interests of the AIG Group, the FRBNY, the U.S. Treasury Department or the AIG Credit Facility Trust may not be aligned with your or our interests.

Immediately after the completion of the Global Offering, AIA Aurora LLC will hold approximately 51.4% of our issued and outstanding Shares, or approximately 32.9% if the Offer Size Adjustment Option and the Over-Allotment Option are exercised in full. All of the voting common units of AIA Aurora LLC are held by AIG. As a result, AIA Aurora LLC and AIG will have the ability to exercise significant influence over our business. Under the Listing Rules and the Articles, we are required to seek shareholders' approval with respect to certain corporate matters. The vote by AIA Aurora LLC may not be the same as the decision of the Board on such matters. Moreover, even with respect to corporate matters that are subject only to Board approval under the Listing Rules or the Articles, AIA Aurora LLC may override the decision of the Board by convening a general meeting to replace or remove the Directors and/or pass a resolution to override the resolution of the Board and cause the Company to take such other course of action as AIG may determine. If AIA Aurora LLC removes or replaces the Directors or otherwise overrides decisions of the Board, the operation of our business may be disrupted and we may be subject to claims from third parties involved in transactions our Board had previously approved.

Various conflicts of interest between the AIG Group and the AIA Group could arise following completion of the Global Offering. The AIA Group has in the past entered, and expects that it will in the future enter, into various transactions with the AIG Group. See the section headed "Connected Transactions" in this prospectus. Following the Global Offering, we intend to comply with the applicable Listing Rules (subject to any waiver granted by the Hong Kong Stock Exchange as described under the section headed "Waivers from Compliance with the Listing Rules and Exemptions from the Hong Kong Companies Ordinance" in this prospectus) and other regulations related to connected transactions. In addition, the AIG Group and the AIA Group are not restricted in any manner from competing with one another. There can be no assurance that conflicts of interest will not arise between the AIA Group and the AIG Group, including with respect to future business opportunities, or that any such conflicts will be resolved in our favour.

The AIG Credit Facility Trust holds for the sole benefit of the U.S. Treasury the Series C Preferred of AIG that represents approximately 79.8% of the voting power of the Series C Preferred and common stock of AIG voting together, and therefore has the ability to exert influence over the AIG Group. If the AIG Recapitalisation is implemented pursuant to the agreement in principle described in the section headed "Summary—The AIG Events and Certain Shareholder Arrangements—The AIG Recapitalisation" in this prospectus, the U.S. Treasury Department will have an ownership stake representing approximately 92.1% of the common stock of AIG. The FRBNY is a significant creditor of AIG and a number of significant matters relating to the AIA Group will be subject to the prior approval of the FRBNY. The interests, including the public policy interests, of the FRBNY, the U.S. Treasury Department and the AIG Credit Facility Trust could conflict with your or our interests, and the FRBNY, the U.S. Treasury Department and the AIG Credit Facility Trust, acting for the sole benefit of the U.S. Treasury, may take actions that have a material adverse effect on our business, financial condition or results of operations or the market value of our Shares.

The FRBNY's approval rights under the FRBNY Framework Agreement will terminate upon AIA Aurora LLC having received aggregate net proceeds from the sale of Shares owned by AIA Aurora

LLC in an amount equal to at least US$13.6 billion. The FRBNY's approval rights under the LLC Agreement will terminate upon the payment in full of the Liquidation Preference of the preferred units in AIA Aurora LLC. If the AIG Recapitalisation is implemented in accordance with the agreement in principle described in the section headed "Summary—The AIG Events and Certain Shareholder Arrangements—The AIG Recapitalisation" in this prospectus, it is anticipated that substantially all of the net proceeds of the Global Offering will be loaned to AIG to repay the FRBNY Credit Agreement instead of being used to reduce the Liquidation Preference of the preferred units. Consequently, the reduction of the Liquidation Preference and the termination of the FRBNY's approval and other rights under the LLC Agreement may not occur until a significant period of time after the occurrence of the Global Offering. The FRBNY's approval rights under the LLC Agreement and the FRBNY Framework Agreement would also be exercisable by the U.S. Treasury Department after assignment of these rights in connection with the AIG Recapitalisation as further described in the section headed "Summary—The AIG Events and Certain Shareholder Arrangements—The AIG Recapitalisation" in this prospectus.

The FRBNY has approval rights over a number of significant matters relating to the AIA Group which the FRBNY may exercise in ways that adversely affect you and the value of your Shares.

In connection with the Reorganisation, AIA Aurora LLC and the FRBNY (among others) entered into the LLC Agreement and, prior to the completion of the Global Offering, the Company and the FRBNY will enter into the FRBNY Framework Agreement. Pursuant to the terms of these agreements, and as described in the section headed "Our Relationship with the AIG Group" in this prospectus, a number of significant matters relating to the AIA Group will be subject to the prior approval of the FRBNY. The interests, including the public policy interests, of the FRBNY may differ from your or our interests, and there can be no assurance that the FRBNY will exercise its approval rights in your or our best interests. The FRBNY's exercise of its approval rights may restrict our ability to conduct the business of the AIA Group as we would like to conduct it, which may have a material adverse effect on our business, financial condition and results of operations. In addition, the FRBNY's exercise of its approval rights may prevent or delay certain transactions. For example, the FRBNY may withhold its approval to an acquisition, or other change in control, of the Company, which may deprive you of an opportunity to sell your Shares at a premium to the then prevailing market price.

The FRBNY has the right to initiate a sale of the AIA Group to a third party, which it may exercise in ways that adversely affect you and the value of your Shares.

Pursuant to the terms of the LLC Agreement, and as described in the section headed "Our Relationship with the AIG Group" in this prospectus, the FRBNY will have the right at any time, subject to certain limitations, to require AIA Aurora LLC to use its best efforts to effect the sale of the AIA Group or, if FRBNY wishes to sell its membership interest in AIA Aurora LLC to a third party, to require the other members of AIA Aurora LLC to sell their membership interest in AIA Aurora LLC to such person at the same time. In addition, if the preferred units in AIA Aurora LLC have not been fully redeemed by 1 December 2013, any holders (other than the FRBNY) of preferred units of AIA Aurora LLC representing more than 50% of the then aggregate Liquidation Preference (the "Majority Preferred Holders") will also be entitled to make a Sale Demand or effect a Drag-Along Sale after such date. As of the date of this prospectus, the FRBNY holds 100% of the preferred units of AIA Aurora LLC and so there are no Majority Preferred Holders.

We will be obliged to cooperate with the FRBNY and any Majority Preferred Holder in connection with any such sale of the AIA Group or AIA Aurora LLC. The interests of the FRBNY and any Majority Preferred Holder may differ from your or our interests with respect to any sale of the AIA Group or AIA Aurora LLC. We cannot predict if or when the FRBNY or any Majority Preferred Holder may elect to exercise its right to require AIA Aurora LLC to use its best efforts to effect the sale of the AIA Group, or if or when the AIA Group may be sold in connection with the exercise of such right. Similarly, we cannot predict if or when the FRBNY or any Majority Preferred Holder may elect to require the other members of AIA Aurora LLC to sell their membership interests in AIA Aurora LLC to a third party to effect a sale of AIA Aurora LLC. In the event that any such sale leads to a person or persons acting in concert holding directly or indirectly 30% or more of the voting rights of the Company, such person or persons may be required to make a mandatory offer to shareholders in accordance with the Hong Kong Code on Takeovers and Mergers. We cannot predict the price which may be realised by the Company or our shareholders in connection with any such sale of the AIA Group or such mandatory offer. It is possible that the price per Share that may be realised by our shareholders in any such sale or mandatory offer may be less than the price at which they acquired their Shares.

The FRBNY's rights to make a Sale Demand or effect a Drag-Along Sale would also be exercisable by the U.S. Treasury Department after transfer of these rights in connection with the AIG Recapitalisation as further described in the section headed "Summary — The AIG Events and Certain Shareholder Arrangements — The AIG Recapitalisation" in this prospectus.

Transactions pursuant to a Sale Demand or Drag-Along Sale may require our management's attention and resources and could be disruptive to our business. Moreover, such transactions could result in a new direct or indirect shareholder obtaining control over us. Such a shareholder may have a different business strategy for the AIA Group and could take actions that you may not agree with, or that are not in your or our best interests.

The ability of AIA Group Limited to pay dividends on our Shares and of the AIA Group to meet its obligations depends on dividends and other distributions and payments from and among the AIA Group's operating subsidiaries and branches, which are subject to contractual, regulatory and other limitations.

AIA Group Limited is a holding company and does not conduct any significant business operations of its own. AIA Group Limited depends upon dividends and other distributions and payments from AIA for its cash flow, and AIA depends upon dividends and other distributions and payments from AIA subsidiaries and branches for substantially all of its cash flow. Substantially all of the AIA Group's assets are held by these subsidiaries and branches. The ability of AIA Group Limited to pay dividends, if any, on the Shares and the ability of the AIA Group to pay its expenses and meet its obligations is largely dependent upon the flow of funds from and among the AIA Group's subsidiaries and branches. We cannot assure you that our subsidiaries and branches will be able to make dividend payments and other distributions and payments in an amount sufficient to meet the AIA Group's cash requirements or to enable AIA Group Limited to pay any dividends on our Shares.

The payment of dividends and other distributions and payments from and among the AIA Group's subsidiaries and branches is regulated by applicable insurance, foreign exchange and tax laws, rules and regulations. The amount and timing of certain dividends, distributions and other payments by our insurance subsidiaries or branches require regulatory approval. In particular, the payment of dividends, distributions and other payments to AIA Group Limited by AIA is subject to the oversight of the OCI. Insurance regulators may prohibit the payment of dividends or other distributions and payments by our insurance subsidiaries and branches if they determine that such payment could be adverse to the interests of relevant policyholders or contract holders. Members of the AIA Group paid dividends of US$261 million, US$346 million and US$25 million in FY 2007, FY 2008 and FY 2009, respectively. See the Accountant's Report set forth in Appendix I to this prospectus. Such historical payments by the members of the AIA Group may not be representative of future payments, if any, the members of AIA Group may make to other members of the AIA Group or the dividends, if any, AIA Group Limited may pay on our Shares.

In addition, payment of dividends, distributions and other payments by the AIA Group could be subject to relevant taxation, regulations regarding the repatriation of earnings, monetary transfer restrictions and foreign currency exchange regulations. For example, our branches and subsidiaries are generally subject to the prudential supervision of their relevant markets and regulators. In most of our markets, the approval from relevant local regulatory bodies is required before the AIA Group's branches and subsidiaries can remit surplus distributions. In particular, we have historically been limited by regulators in Thailand on the extent to which we can distribute surplus capital from AIA

Thailand to any other subsidiary or branch of the AIA Group. Covenants contained in agreements relating to any future AIA Group debt could also restrict such payments. As of 31 May 2010, the AIA Group's debt agreements contained no covenants which could materially restrict our payment of dividends or other distributions except for the loan facility for AIA Central which restricts certain payments by the owner of AIA Central, our 90%-owned subsidiary Bayshore Development Group Limited. For information on the AIA Group's debt arrangements see the section headed "Financial Information — Indebtedness" in this prospectus.

We face risks related to changes in our ownership.

Certain of our agreements and other business arrangements require the consent of the counterparty or other parties in connection with certain changes in our ownership and other events related to us. In particular, changes in our ownership or other corporate events may trigger events of default in our material business agreements and arrangements, provide a counterparty or other party with an opportunity to renegotiate an agreement or arrangement in a manner disadvantageous to us or result in us having to meet other requirements that could be disadvantageous to our business and operations. We may also be adversely affected by changes in ownership of AIA Aurora LLC or its owners, including AIG. Furthermore, changes in our ownership could also require the approval of governmental authorities, and we cannot assure you that those approvals would be obtained on terms acceptable to us or on a timely basis or at all. We also cannot be certain when we may experience events that would trigger any of the foregoing. Changes in our ownership, whether as a result of the Global Offering, future sales by AIA Aurora LLC of its ownership stake in us or other transactions may have a material adverse effect on our business, results of operations and financial condition.

The Series E Preferred and Series F Preferred impose, and the AIG Recapitalisation would impose, restrictions that may materially restrict and adversely affect our business.

The Series E Preferred and Series F Preferred held by the U.S. Treasury Department impose restrictions on AIG and its subsidiaries and it is expected that the definitive documentation for the proposed AIG Recapitalisation will contain similar restrictions. These preferred securities include restrictions related to employee compensation as well as provisions requiring AIG and its subsidiaries to comply with AIG's corporate policies on corporate expenses and its policy on lobbying, governmental ethics and political activity. These policies provide employees and, in certain circumstances, directors with guidelines that address, among other things, corporate expenditures, including entertainment and transportation expense practices, as well as potential conflicts of interests resulting from political activities, including political advocacy and financial contributions to political campaigns. These policies generally do not provide for explicit monetary caps. If an employee fails to comply with these policies it may result in disciplinary actions that can include financial sanctions and termination of employment. As a subsidiary of AIG, the AIA Group is subject to these restrictions and these restrictions could materially restrict and adversely affect the AIA Group's business. In addition, the AIG Framework Agreement requires us to comply with these restrictions because they are reflected in AIG's compliance policies and procedures that we are obliged to comply with for so long as (i) AIG directly or indirectly beneficially owns 50% or more of the voting equity interests of the AIA Group, (ii) AIG has the ability to elect a majority of the Board, or (iii) AIG otherwise has de facto (or negative) control over the AIA Group as reasonably determined by AIG in accordance with applicable U.S. extraterritorial laws. A failure of the AIA Group to comply with these restrictions could result in a claim against the AIA Group for breach of contract under the AIG Framework Agreement. For additional information concerning these arrangements, see the sections headed "Our relationship with the AIG Group — Certain Shareholder Arrangements — The AIG Framework Agreement" and "Risk Factors — Risks Relating to our Relationship with the AIG Group — Due to our relationship with AIG we will need to comply with certain U.S. laws that may impose liability, restrictions and costs on us that our competitors are not subject to" in this prospectus.

RISKS RELATING TO OUR RELATIONSHIP WITH THE AIG GROUP

Events relating to the AIG Group could continue to harm our business and reputation.

Following the AIG Events, our customers, agents and employees, regulators and business counterparties expressed concerns about the business and financial condition of the AIG Group and the AIA Group. Following the consummation of the Global Offering, we will continue to have certain relationships with the AIG Group, including through the provision of certain services to us, its ownership interest in AIA Aurora LLC and the LLC Agreement and the AIG Framework Agreement described in the section headed "Our Relationship with the AIG Group" in this prospectus. In addition, although we have re-branded a number of our products and businesses to more closely associate them with AIA, in part to overcome any perception of instability surrounding the AIG Group, we cannot assure you that our re-branding efforts will be successful or that events related to the AIG Group will not adversely impact our reputation. Although we are a separate legal entity from AIG, our customers and other market participants may not recognise this feature of our corporate structure.

The AIG Group is subject to a number of risks and uncertainties, and the AIG Group has been dependent on the facility provided by the FRBNY under the FRBNY Credit Agreement, the FRBNY's Commercial Paper Funding Facility and other transactions with the FRBNY and the U.S. Treasury Department as its primary sources of liquidity. In addition, AIG and certain of its subsidiaries also have been dependent on the FRBNY and the U.S. Treasury Department to meet collateral posting requirements, to make debt repayments as amounts come due, and to meet capital or liquidity requirements. The AIG Group may need additional U.S. Government support to meet its obligations as they come due. If additional support is not available in such circumstances, there could be substantial doubt about AIG's ability to operate as a going concern.

Any future deterioration in the AIG Group's business, lack of market confidence in the AIG Group, inability of the AIG Group to meet its capital and liquidity requirements or other events adversely impacting the AIG Group could have a material adverse effect on our business, financial condition or results of operations.

We may face competition from the AIG Group.

The AIA Group and the AIG Group have not made any undertakings to each other that would require them or any of their respective affiliates to not compete with each other. Therefore, neither the AIA Group nor the AIG Group is restricted from establishing competing businesses in the geographical markets in which the other operates.

Historically, we have not been subject to material competitive pressure from AIG Insurance Affiliates, and no AIG Insurance Affiliate has focused on life insurance business in our geographical markets except for Nan Shan. Nan Shan competes with AIA Taiwan in Taiwan, particularly with respect to group insurance and mortgage insurance products, and could seek to enter our other geographical markets in the future. Nan Shan has historically operated, to a significant degree, independently from the AIA Group, and for a comparison of Nan Shan and AIA Taiwan, see the section headed "Business — Competition" in this prospectus. Following a careful review, AIG determined that it was in the best interests of both the AIA Group and Nan Shan for Nan Shan not to be included in the AIA Group as part of its Reorganisation. AIG entered into a share purchase agreement, dated as of 13 October 2009, as amended from time to time, to sell AIG's interest in Nan Shan, representing approximately 97.57% of the outstanding shares in Nan Shan to a consortium led by Primus. The share purchase agreement was terminated on 20 September 2010. AIG is currently reviewing various options and alternatives with respect to its Nan Shan business.

Except as disclosed in the paragraph immediately above, as of the Latest Practicable Date, neither AIG nor the AIA Group is aware of any definitive plans of any AIG Insurance Affiliate to sell life insurance products in any of the AIA Group's geographical markets. For these reasons (among others), none of the AIG Insurance Affiliates were included in the AIA Group as part of our Reorganisation, and there is currently no intention to include the AIG Insurance Affiliates in the AIA Group in the future. It is possible that certain AIG Insurance Affiliates may seek to offer life insurance products in some of our geographical markets in the future and compete with our life insurance business. In particular, AIG Star and AIG Edison, have a significant presence in Japan, provide a range of insurance and savings products similar to our own and could seek to enter our geographical markets. On 30 September 2010, AIG announced a definitive agreement to sell AIG Star and AIG Edison to Prudential Financial, Inc., for a total purchase price of $4.8 billion, comprising $4.2 billion in cash and $0.6 billion in the assumption of third-party debt. The transaction is subject to the satisfaction of customary closing conditions, including receipt of regulatory approvals, and so there can be no assurance that the transaction will close. Prudential Financial, Inc., a financial services company with operations in the United States, Asia, Europe and Latin America, is not affiliated with Prudential plc. Similarly, ALICO has a significant presence in Japan and, on 7 March 2010, AIG entered into a definitive agreement with MetLife, Inc. for the sale of ALICO and Delaware American Life Insurance Company by AIG to MetLife, Inc. for approximately US$15.5 billion. The transaction is expected to close in the fourth quarter of 2010. However, the transaction is subject to customary closing conditions and so there can be no assurance that the transaction will close on schedule or at all. Following the closing of these transactions, ALICO, AIG Star and AIG Edison will cease to be members of the AIG Group and it is possible that they could seek to offer life insurance products in some of our geographical markets in the future and compete with our life insurance business.

In some of our geographical markets, we hold licences that permit us to offer general insurance products. Our general insurance business makes up a relatively small portion of our business. TWPI in respect of our incidental personal lines and motor insurance business was US$23 million, US$29 million, US$27 million and US$15 million in FY 2007, FY 2008, FY 2009 and 1H 2010, respectively. Based on the relatively small size of this business, we believe that the extent of competition between the AIA Group and the AIG Insurance Affiliates is not material to our business. If we were to seek to expand our offering of general insurance products in these or other geographical markets, we may encounter competitive pressure from AIG Insurance Affiliates that offer general insurance business in these markets. In addition, in some of our markets, A&H insurance products are sold both by life insurance companies (both on a stand-alone basis and as riders) and general insurance companies (on a stand-alone basis only). Accordingly, we may be subject to competitive pressure from AIG Insurance Affiliates relating to the sale of A&H insurance products. In particular, Chartis currently offers a wide range of general insurance products for individuals, small businesses and multinational companies in many of our geographical markets, and their product offering includes A&H insurance and employee benefits products.

If competitive pressure posed to us by AIG Insurance Affiliates were to increase in the future and we were unable to compete effectively, our business and prospects could be materially harmed.

Due to our relationship with AIG, we will need to comply with certain U.S. laws that may impose liability, restrictions and costs on us that our competitors may not be subject to.

We entered into the AIG Framework Agreement primarily to enable AIG to comply with U.S. federal securities laws and various other U.S. laws, rules and regulations that may apply to AIG and its subsidiaries. Consequently, pursuant to the terms of the AIG Framework Agreement, we will need to continue to comply with certain U.S. laws, rules and regulations that may not impact our competitors, such as the FCPA, the Sarbanes-Oxley Act of 2002, the trade sanctions laws and regulations administered by OFAC and other U.S. laws, rules and regulations. These laws, rules and regulations subject us to liability, compliance costs and restrictions on our business that our competitors may not be subject to. For example, the FCPA generally prohibits U.S. companies and their intermediaries from making certain payments to foreign officials for the purpose of obtaining or retaining business. For so long as we are obliged to comply with the requirements of the FCPA as a result of our relationship with AIG, we may be subject to material fines as well as other regulatory enforcement actions which could have severe consequences for us. We intend to comply with all applicable U.S. laws, rules and regulations and to the extent that our competitors do not have to comply with such laws, rules and regulations, we could be at a competitive disadvantage. In addition, we have agreed to comply with AIG's compliance policies relating to these U.S. laws, rules and regulations for so long as AIG has Indicia of Control with respect to AIA. After the Global Offering, we will continue to be subject to AIG's compliance policies and procedures under the AIG Framework Agreement as a result of AIG's ongoing board representation and significant ownership stake (immediately following the Global Offering, AIG's wholly-owned subsidiary, AIA Aurora LLC, is expected to retain approximately 51.4% of our Shares and voting rights, assuming the Offer Size Adjustment Option and the Over-Allotment Option are not exercised. AIA Aurora LLC is expected to retain approximately 32.9% of our Shares and voting rights, assuming the Offer Size Adjustment Option and the Over-Allotment Option are exercised in full). We cannot assure you that our policies for compliance with these and similar laws and regulations will be effective. Any determination that we have violated such laws and regulations could have a material adverse effect on our business.

On 17 February 2009, the Recovery Act was signed into law. The Recovery Act contains restrictions on bonus and other incentive compensation payable to the five executives named in a company's proxy statement and the next twenty highest paid employees of each company receiving TARP funds. AIG and its subsidiaries are also subject to the review of the Special Master. Pursuant to the Recovery Act, the Special Master has issued Determination Memoranda with respect to the compensation of the executive officers of AIG and the 100 most highly compensated employees of AIG and its subsidiaries. These Determination Memoranda set significant restrictions on the compensation structures of AIG and its subsidiaries with respect to these 100 employees. The limitations on incentive compensation contained in the Recovery Act and the restrictions in the Determination Memoranda may adversely affect our ability to retain and motivate certain of our employees.

If we are unexpectedly or suddenly unable to continue to obtain from the AIG Group certain services used by us in the ordinary course of our operations, our operations may be subject to interruption and could be materially and adversely affected.

We obtain from the AIG Group certain services that are used by us in the ordinary course of our operations, including certain:

- insurance services under which we receive the benefit of insurance policies between the AIG Group and third parties;

- investment management services provided by AIG-AMG; and

- reinsurance transactions with members of the AIG Group in the ordinary course of business.

We will obtain these services from the AIG Group on normal commercial terms. We have historically obtained, and continue to obtain, these services from the AIG Group rather than from a diverse pool of different suppliers principally as a result of our historical relationship with the AIG Group and the consequent operational convenience for us to continue to obtain such services from the AIG Group. For more information on these services and other connected transactions with the AIG Group, see the section headed "Connected Transactions" in this prospectus. For more information on our historical relationship with the AIG Group, see the section headed "Our History and Reorganisation" in this prospectus.

While we believe that we are able to readily procure those services provided to us by the AIG Group from independent third parties on comparable terms, if the AIG Group were suddenly or unexpectedly unable to provide these services to us for any reason, such failure could materially disrupt our business operations if we are unable to perform the services described above ourselves or replace them in a timely manner.

Investors may misinterpret our future financial relationship with the FRBNY or the U.S. Government.

Given our relationship with the FRBNY, the AIG Credit Facility Trust's and the U.S. Treasury Department's continued shareholding in AIG and the previous actions of the FRBNY and the U.S. Treasury Department in connection with the financial situation of AIG and its subsidiaries, some investors may assume that if the AIA Group were to encounter financial, trading or other difficulties in the future, the FRBNY or the U.S. Government may provide support to the AIA Group. Investors should be aware that neither the FRBNY, nor any other department or agency of the U.S. Government, nor any of its or their respective employees, representatives or agents has given any guarantee, undertaking or assurance (whether express or implied and whether or not the same is legally binding) to provide any financial or other support (whether in the form of debt, equity or otherwise) to the AIA Group at any time in the future. Accordingly, investors should not assume that any such support would be provided by any such person in those circumstances.

RISKS RELATING TO OUR INDUSTRY

We face significant competition and our business and prospects will be materially harmed if we are not able to compete effectively.

We face significant competition in all of the geographical markets in which we operate. Our ability to compete is based on a number of factors, including premiums charged and other terms and conditions of coverage, product features, investment performance, services provided, distribution capabilities, scale, experience, commission structure, brand strength and name recognition, information technology and actual or perceived financial strength. Our competitors include life and non-life insurance companies, mutual fund companies, banks and investment management firms. Some of these companies have greater financial, management and other resources than we do, and may be able to offer a broader range of products and services than us. In addition, in certain of our markets, domestic insurance companies or foreign insurance companies that partner with domestic companies may benefit from different regulations or licensing requirements that may give them a competitive advantage. Consolidation, including acquisitions of insurance and other financial services companies in the Asia Pacific region, could result in additional competitors with strong financial resources, marketing and distribution capabilities and brand identities. The increased competitive pressures resulting from these and other factors may materially harm our business and prospects, as well as materially reduce our profitability and prospects by, among other things:

- reducing our market share in the geographical markets in which we operate;
- decreasing our margins and spreads;
- reducing the growth of our customer base;
- increasing our policy acquisition costs;
- increasing our operating expenses, such as sales and marketing expenses; and
- increasing turnover of management and sales personnel, including agents.

Consolidation of distributors of insurance, investment and pension products may have a material adverse effect on the insurance industry and the profitability of our business.

Many of our insurance, investment and pension products are distributed through other financial institutions such as banks and IFAs. As industry consolidation increases, the number of financial institutions suitable for distributing our products decreases. A reduction in distributors of insurance, investment and pension products may negatively impact the industry's sales, increase competition for access to distributors, result in greater distribution expenses and potentially impair our ability to market our products to our current customer base or to expand our customer base. In addition, some banks and financial institutions in some of the geographical markets in which we operate are increasingly expanding into the origination, development and sale of insurance products and are directly competing against us.

Compliance with solvency and risk-based capital requirements may force us to raise additional capital, change our business strategy or reduce our growth.

Insurance companies are generally required by applicable law to maintain their solvency at a level in excess of statutory minimum standards. Our solvency is affected primarily by the solvency margins we are required to maintain, which are in turn affected by the volume and type of new insurance policies we sell, the composition of our in-force insurance policies and by regulations on the determination of statutory reserves. Our solvency is also affected by a number of other factors, including the profit margin of our products, returns on our assets and investments, interest rates, underwriting and acquisition costs, and policyholder and shareholder dividends.

The regulatory frameworks in Indonesia, Singapore and the Philippines currently utilise a risk-based capital regime. Regulators in other markets such as Hong Kong and Thailand may consider transitioning to a similar regime. Effective from 1 April 2009, Korea adopted a risk-based capital requirement to replace the solvency margin requirement that was previously applicable to insurance companies, and a two-year transition period is currently in progress. In Malaysia, Bank Negara Malaysia has recently introduced a risk-based capital framework, and the OCI is planning to implement a risk-based capital regime in Hong Kong.

Compliance with changing solvency and risk-based capital requirements entails costs to the AIA Group. In order to comply with applicable solvency and risk-based capital requirements, we may need to transfer additional capital from a particular geographical market to another geographical market or raise or inject additional capital to meet our solvency and risk-based capital requirements, which may be dilutive to our shareholders. We may also need to change our business strategy, including the types of products we sell and how we manage our capital. Finally, compliance with solvency and risk-based capital requirements may require us to slow the growth of our business.

The rate of growth of the life insurance, investment and pension industries in the Asia Pacific region may not be as high or as sustainable as we anticipate.

The rate of growth of the life insurance, investment and pension industries in the Asia Pacific region may not be as high or as sustainable as we anticipate. In particular, the insurance industry in the Asia Pacific region may not expand, and a low penetration rate in a given market does not necessarily mean that a market has growth potential or that we will succeed in increasing our penetration into that market. In addition, certain of the geographical markets in which we operate may be or become saturated and exhibit low or no growth in the future. The growth and development of the life insurance, investment and pension industries in the Asia Pacific region is subject to a number of industry trends and uncertainties that are beyond our control.

Customer preferences for insurance, investments and pension products as well as wealth management solutions may change and we may not respond appropriately or in time to sustain our business or our market share in the geographical markets in which we operate.

The insurance, investment, pension and wealth management markets as well as our customer's preferences are constantly evolving. As a result, we must continually respond to changes in these markets and customer preferences to remain competitive, grow our business and maintain market share in the geographical markets in which we operate. We face many risks when introducing new products. Our new products may fail to achieve market acceptance, which could harm our business. Our new products may also be rendered obsolete or uneconomical by competition or developments in the insurance, investment, pension and wealth management industries. Furthermore, even if our current and anticipated product offerings respond to changing market demand, we may be unable to commercialise them. Moreover, potential products may fail to receive necessary regulatory approvals, be difficult to market on a large scale, be uneconomical to introduce, fail to achieve market acceptance, or be precluded from commercialisation by proprietary rights of third parties. An inability to commercialise our products would materially impair the viability of our business. Accordingly, our future success will depend on our ability to adapt to changing customer preferences, industry standards and new product offerings and services. Any of these changes may require us to re-evaluate our business model and adopt significant changes to our strategies and business plan. Any inability to adapt to these changes would have a material adverse effect on our business, financial condition and results of operations.

Government measures and regulations in response to financial and other crises may materially and adversely affect our business.

In 2008, global financial and credit markets experienced extraordinary levels of volatility and disruption, putting downward pressure on financial and other asset prices generally and on credit availability. In response, governments and governmental and regulatory bodies in numerous jurisdictions have taken, and may continue to take, various measures in response to the problems faced by financial institutions, including insurance companies. These measures have included increased regulatory scrutiny of, as well as restrictions on, the business and operations of certain financial institutions. These measures, and related laws, rules and regulations, including TARP, the Recovery Act and the Dodd-Frank Wall Street Reform and Consumer Protection Act, may change from time to time and we cannot assure you that future legislative or regulatory changes would not have a material adverse effect on our business, financial condition and results of operations. In addition, there can be no assurance that actions of governmental and regulatory bodies taken for the purpose of stabilising capital markets and certain companies, including AIG and AIA, will achieve their intended effect or will resolve the credit or liquidity issues of affected companies.

Changes in taxation on our business may materially and adversely affect our business, financial condition and results of operations.

Our business and operations are subject to the tax laws and regulations of the countries and markets in which they are organised and in which they operate. Changes in tax laws, tax regulations or interpretations of such laws or regulations may have a material adverse effect on our business, financial condition and results of operations. Such changes also could materially reduce the sales of certain of our products. For example, a reduction in estate taxes may reduce consumer demand for certain policies that are purchased for tax planning purposes and an increase in corporate tax rates could increase the amounts of tax that we pay. We cannot predict whether any tax laws or regulations impacting corporate taxes or insurance products will be enacted, what the specific terms of any such laws or regulations will be or whether, if at all, any laws or regulations would have a material adverse effect on our business, financial condition and results of operations.

RISKS RELATING TO OWNERSHIP OF OUR SHARES

Future sales of substantial amounts of our Shares in the public market could significantly depress the price of our Shares.

The market price of our Shares could decline as a result of future sales of substantial amounts of our Shares or other securities relating to our Shares in the public market or the issuance of new Shares, or the perception that such sales or issuances may occur. Future sales, or perceived sales, of substantial amounts of our Shares could also materially and adversely affect our ability to raise capital in the future at a time and at a price we deem appropriate. In connection with the Global Offering, the company and Selling Shareholder are subject to the Lock-ups as described in the section headed "Underwriting — Undertakings" in this prospectus. Subject to the Listing Rules, the Joint Global Coordinators may release these securities from these restrictions at any time. Significant future sales of these securities may have a material adverse effect on our business or the market price of our Shares.

Until the payment in full of the Liquidation Preference pursuant to the terms of the LLC Agreement, and as described in the section headed "Our Relationship with the AIG Group" in this prospectus, the FRBNY will have the right (until 1 December 2010 with the prior concurrence of the AIG Credit Facility Trust, until 1 December 2013 upon prior consultation with the AIG Credit Facility Trust and after 1 December 2013 in its sole discretion) to demand the reduction of the then-outstanding Liquidation Preference attaching to its preferred units in exchange for an equivalent value of Shares then held by AIA Aurora LLC or any of its affiliates. The maximum value of Shares that can be subject to a Distribution Demand will be equal to the amount of the then current Liquidation Preference. For the purposes of illustration only, assuming a Liquidation Preference of approximately US$16.7 billion remains following distribution of the net proceeds from the sale of Offer Shares in the Global Offering, all of the Shares held by AIA Aurora LLC immediately after the Global Offering could be subject to a Distribution Demand (assuming that AIA Aurora LLC holds 6,186,586,201 Shares immediately after the Global Offering (assuming the Offer Size Adjustment and the Over-Allotment Option are not exercised) and using the mid-point of the Offer Price range (HK$19.03) as the average closing sale price). The FRBNY will sell all of the Shares distributed to it upon the exercise of any Distribution Demand concurrently with such distribution. The FRBNY has agreed that it will not exercise a Distribution Demand in any manner that would cause AIG or AIA Aurora LLC to be in breach of the Lock-ups described in the section headed "Underwriting — Undertakings" in this prospectus. In addition, if the preferred units in AIA Aurora LLC have not been fully redeemed by 1 December 2013, any Majority Preferred Holder may exercise a similar right in relation to reducing the then-outstanding Liquidation Preference attaching to its preferred units in AIA Aurora LLC.

The FRBNY's rights to make a Distribution Demand would also be exercisable by the U.S. Treasury Department after assignment and transfer of these rights in connection with the AIG Recapitalisation as further described in the section headed "Summary — The AIG Events and Certain Shareholder Arrangements — The AIG Recapitalisation" in this prospectus.

In addition, as a condition to the FRBNY's consent to the Global Offering pursuant to the LLC Agreement, AIG, AIA Aurora LLC and the FRBNY have agreed that, after the payment in full of the Liquidation Preference and until the payment in full of all amounts outstanding and payable to the FRBNY under the FRBNY Credit Agreement, the FRBNY will have the right (until 1 December 2010 with the prior concurrence of the AIG Credit Facility Trust, until 1 December 2013 upon prior consultation with the AIG Credit Facility Trust and after 1 December 2013 in its sole discretion) to demand, from time to time, the additional sale of Shares by AIA Aurora LLC. The net proceeds of such sales of Shares by AIA Aurora LLC upon the exercise of any Disposition Demand shall be applied by AIG to reduce the amounts then outstanding under the FRBNY Credit Agreement. The FRBNY has agreed that it will not exercise a Disposition Demand in any manner that would cause AIG or AIA Aurora LLC to be in breach of the Lock-ups described in the section headed "Underwriting — Undertakings" in this prospectus.

We will be obliged to cooperate in the marketing and sale of Shares by the FRBNY or AIA Aurora LLC pursuant to the foregoing rights of the FRBNY. Transactions required to effect the exercise of such rights may require our management's attention and resources and could be disruptive to our business. We cannot predict the size of future sales of Shares by the FRBNY or AIA Aurora LLC or the effect, if any, that future sales of Shares may have on the market price of our Shares. The market price of our Shares could be significantly depressed as a result of sales of a substantial number of our Shares by the FRBNY or AIA Aurora LLC pursuant to the exercise of such rights, or the perception that such sales could occur. Such sales, or the possibility that they may occur, also may make it more difficult for us to raise additional capital by selling equity securities in the future, at a time and price we deem appropriate. In addition, in the event that such sales by the FRBNY or AIA Aurora LLC lead to a person or persons acting in concert holding directly or indirectly 30% or more of the voting rights of the Company, such person or persons may be required to make a mandatory offer to shareholders in accordance with the Code on Takeovers and Mergers. It is possible that the price per Share which may be realised by our shareholders participating in any such mandatory offer may be less than the price at which they acquired their Shares.

The trading price of the Offer Shares may be volatile, which could result in substantial losses to you.

The trading price of the Offer Shares may be volatile and could fluctuate widely in response to factors beyond our control, including general market conditions in Hong Kong, the Asia Pacific region, the United States and elsewhere in the world. In particular, the performance and fluctuation of the market prices of other insurance companies and financial institutions may affect the volatility in the price of and trading volume for the Offer Shares. Broad market and industry factors may materially reduce the market price of the Offer Shares, regardless of our operating performance. If the price of the Offer Shares fluctuates after the Global Offering, you could lose all or a significant part of your investment. In addition to market and industry factors, the price and trading volume of the Offer Shares may be highly volatile for specific business reasons. In particular, factors such as variations in our revenues, earnings and cash flow could cause the market price of the Offer Shares to change substantially. Any of these factors may result in large and sudden changes in the volume and trading prices of the Offer Shares.

We may be unable to pay any dividends on our Shares.

We cannot assure you that we will declare dividends on our Shares in the future. Future dividends, if any, will be at the discretion of the Board and will depend upon our future results of operations and general financial condition, capital requirements, our ability to receive dividends and other distributions and payments from the subsidiaries and branches of the AIA Group, foreign exchange rates, legal, regulatory and contractual restrictions and other factors the Board may deem relevant. In addition, the currency in which we declare dividends, if any, on our Shares in the future will be at the discretion of the Board, as will any mechanism established by us to convert such currency into another currency for our shareholders.

There has been no prior public market for the Offer Shares and an active trading market for the Offer Shares may not develop.

Prior to the Global Offering, there was no public market for the Offer Shares. While we have applied to have the Offer Shares listed on the Hong Kong Stock Exchange, we cannot assure you that an active public market for the Offer Shares will develop or, if it does develop, that it will be sustained following the completion of the Global Offering. The Offer Price of our Offer Shares will be determined by agreement among the Joint Global Coordinators (on behalf of the Underwriters), the Selling Shareholder and us. The Offer Price may not reflect future Offer Share performance, and may differ significantly from the market price of the Offer Shares following the completion of the Global Offering. If an active trading market for the Offer Shares does not develop or is not sustained after the Global Offering, the market price and liquidity of the Offer Shares could be materially and adversely affected.

Grants of RSU Awards under our RSU Scheme and Options under our Share Option Scheme could result in dilution to our shareholders.

We intend to grant RSU Awards under our RSU Scheme and Options under our Share Option Scheme that will entitle the participants in these incentive schemes to receive Shares under certain circumstances. For further information on these incentive schemes, see the sections headed "Statutory and General Information — Restricted Share Unit Scheme" and "Statutory and General Information — Share Option Scheme" in Appendix VII to this prospectus. Vesting of RSU Awards and exercise of Options may result in an increase in the Company's issued share capital, which in turn may result in a dilution of our existing shareholders' equity interests in the Company and a reduction in earnings per Share.

RISKS RELATING TO THE GLOBAL OFFERING

The embedded value information we present in this prospectus is based on several assumptions and may vary significantly as those assumptions change.

In order to provide investors with an additional tool to understand our economic value and business results, we have disclosed information regarding our embedded value, including the value of new business, as discussed in the section headed "Embedded Value" in this prospectus. These measures are based on a discounted cash flow valuation using commonly applied actuarial methodologies. Guidelines with respect to the preparation and presentation of embedded value are still evolving, however, and there is no single adopted standard for any of the form, determination or presentation of the embedded value of an insurance company. The calculation of embedded value involves many assumptions, many of which are beyond our control, and actual experience may vary materially from those assumed. Moreover, because of the technical complexity involved in embedded value calculations and the fact that embedded value estimates vary materially as key assumptions are changed, you should read the discussion in the section headed "Embedded Value" in this prospectus and the Actuarial Consultants' Report set forth in Appendix III to this prospectus, use special care when interpreting embedded value results and should not place undue reliance on them. Furthermore, we do not intend to update or otherwise revise these values in the future, whether as a result of new information, future events or otherwise. See also the section headed "Forward Looking Statements" in this prospectus.

Changes in accounting standards issued by the IASB, the HKICPA or other standard-setting bodies may adversely affect our financial information.

Historically, each of the legal entities that forms part of the AIA Group has reported its financial results using local accounting standards. We have recently adopted reporting the Company's consolidated financial information in accordance with IFRS and HKFRS. The adoption of IFRS and HKFRS for the Company's consolidated reporting has demanded a significant amount of company resources, employee training, management attention and the implementation of new policies and procedures.

IFRS and HKFRS are periodically revised and/or expanded. Accordingly, from time to time we are required to adopt new or revised accounting standards issued by the IASB or HKICPA. Market conditions have prompted accounting standard setters to issue new guidance which further interprets or seeks to revise accounting pronouncements related to financial instruments, structures or transactions, as well as to issue new standards expanding disclosures. It is possible that future accounting standards we are required to adopt could change the current accounting treatment that we apply in preparing our consolidated financial information and such changes could have a material adverse effect on our financial condition and results of operations.

On 30 July 2010, the IASB published for public comment an exposure draft relating to improvements to the accounting for insurance contracts. The exposure draft proposes a single International Financial Reporting Standard that all insurers could apply to all contract types on a consistent basis. The exposure draft is open for comment until 30 November 2010 and the IASB's target date for publishing such an International Financial Reporting Standard is the second quarter of 2011. We cannot predict the final content of any such future International Financial Reporting Standard, and it is possible that future accounting standards we are required to adopt could change the current accounting treatment that we apply in preparing our consolidated financial information, and such changes could have a material adverse effect on our financial condition and results of operations.

Investors should read the entire prospectus carefully before making an investment decision concerning our Shares and should not rely on information from other sources, or any particular statement herein, without carefully considering the risks and the other information in this prospectus; in particular, published media reports have cited financial information which may not be accurate or complete and AIG's financial reports will contain financial information relating to our business that is not directly comparable to our IFRS financial information and therefore potentially confusing.

There has been coverage in the media reporting the Global Offering and our operations. We cannot accept any responsibility for the accuracy or completeness of such financial information and make no representation as to the appropriateness, accuracy, completeness or reliability of any information disseminated in the media. To the extent that any information disseminated in the media is inconsistent with or conflicts with the information contained in this prospectus, we disclaim it.

In addition, after the Global Offering, it is expected that AIG will continue to consolidate our financial results in AIG's U.S. GAAP financial information with certain AIG Insurance Affiliates as part of the segment "Foreign Life Insurance & Retirement Savings". In compliance with its reporting obligations under the applicable U.S. federal securities laws, AIG will publish such financial information on a quarterly basis. However, AIG's financial information for this segment will not be directly comparable to our financial reporting because AIG's consolidated financial information for this segment: (i) is prepared in accordance with different accounting standards (U.S. GAAP, rather than IFRS), (ii) is based on a different financial period and (iii) includes financial information relating to AIG businesses that are outside of the AIA Group.

In light of the foregoing, media coverage and AIG's financial reporting may be potentially confusing to our investors and you are strongly advised not to rely on such information when making an investment decision relating to our Shares. For so long as we are a consolidated subsidiary of the AIG Group or when the AIG Group's published results contain data that can be used to speculate on material aspects of our financial performance, we will use our best endeavours to issue a price-sensitive announcement as soon as reasonably practicable after AIG releases its first and third quarter results advising investors that the quarterly results released by AIG should not be relied on for an assessment of the AIA Group's financial performance given that AIG and the AIA Group use different accounting standards, have different financial year ends and AIG consolidates businesses other than the AIA Group's businesses in its financial results.