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## SHARE CAPITAL

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### SHARE CAPITAL BEFORE THE GLOBAL OFFERING

As of the date of this prospectus, our authorised share capital was US\$20,000,000,000, divided into 20,000,000,000 Shares, and our issued share capital was US\$12,044,000,001, comprising 12,044,000,001 issued Shares.

### SHARE CAPITAL UPON COMPLETION OF THE GLOBAL OFFERING

The share capital of the Company immediately after the completion of the Global Offering will be the same as of the date of this prospectus.

### Assumptions

The share capital information provided above does not take into account (a) any Shares which may be issued pursuant to the vesting of any RSU Awards granted pursuant to the RSU Scheme referred to in “— Equity Incentive Schemes” in this section, (b) any Shares which may be issued pursuant to the exercise of any Options granted pursuant to the Share Option Scheme referred to in “— Equity Incentive Schemes” in this section, (c) any Shares which may be issued pursuant to the general mandate referred to in “— General Mandate to Issue Shares” in this section or (d) any Shares which may be repurchased pursuant to the Repurchase Mandate referred to in “— General Mandate to Repurchase Shares” in this section.

### RANKING

The Offer Shares are ordinary shares in the share capital of the Company and rank equally with all Shares currently in issue or to be issued and, in particular, will rank in full for all dividends or other distributions declared, made or paid on, or any other rights and benefits attached to or accruing from, the Shares after the date of this prospectus.

### GENERAL MANDATE TO ISSUE SHARES

If the Global Offering becomes unconditional as stated in the section headed “Structure of the Global Offering” in this prospectus, our Directors have been granted a general unconditional mandate to allot, issue and deal with Shares (otherwise than pursuant to, or in consequence of, a rights issue, the vesting of any RSU Awards granted pursuant to the RSU Scheme, the exercise of any Options granted pursuant to the Share Option Scheme, the exercise of any subscription rights which may be granted under any scrip dividend scheme or similar arrangements, or a special authority granted by our shareholders), with an aggregate nominal value of not more than the sum of:

- 20% of the aggregate nominal value of our share capital in issue immediately following the completion of the Global Offering; and
- the aggregate nominal value of our Share capital repurchased by us (if any) as described in the section headed “General Mandate to Repurchase Shares” in this prospectus.

This general mandate to issue Shares will expire:

- at the end of our next annual general meeting;
- at the end of the period within which we are required by any applicable law or the Articles to hold our next annual general meeting; or
- when varied or revoked by an ordinary resolution of our shareholders in a general meeting,

whichever is the earliest.

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For further details of this general mandate, see the section headed “Statutory and General Information — Further Information About the AIA Group — Resolutions of our Sole Shareholder” in Appendix VII to this prospectus. Our ability to issue Shares or otherwise effect certain transactions in Shares is subject to the Lock-ups, as further described in the section headed “Underwriting — Undertakings” in this prospectus.

### GENERAL MANDATE TO REPURCHASE SHARES

If the Global Offering becomes unconditional as stated in the section headed “Structure of the Global Offering” in this prospectus, the Directors have been granted a general unconditional mandate to exercise all the powers of the Company to repurchase Shares with a total nominal value of not more than 10% of the aggregate nominal value of our share capital in issue immediately following the completion of the Global Offering.

This general mandate only relates to repurchases made on the Hong Kong Stock Exchange and on any other stock exchange on which the Shares are listed (and which is recognised by the SFC and the Hong Kong Stock Exchange for this purpose), and which are in accordance with all applicable rules and the Listing Rules. For further details of this repurchase mandate, see the section headed “Statutory and General Information — Further Information About the AIA Group — Resolutions of our Shareholders” in Appendix VII to this prospectus.

This general mandate to repurchase Shares will expire:

- at the end of our next annual general meeting; or
- at the end of the period within which we are required by any applicable law or the Articles to hold our next annual general meeting; or
- when varied or revoked by an ordinary resolution of our shareholders in a general meeting;

whichever is the earliest.

### EQUITY INCENTIVE SCHEMES

#### RSU Scheme

We have conditionally adopted the RSU Scheme. The principal terms of the RSU Scheme are summarised in the section headed “Statutory and General Information — Restricted Share Unit Scheme” in Appendix VII to this prospectus.

#### Share Option Scheme

We have conditionally adopted the Share Option Scheme. The principal terms of the Share Option Scheme are summarised in the section headed “Statutory and General Information — Share Option Scheme” in Appendix VII to this prospectus.

#### Historical Schemes

Historically, the AIA Group’s employees participated in various stock based compensation arrangements/incentive schemes operated by AIG. For financial information in relation to these schemes, see Note 39 of the Accountant’s Report set forth in Appendix I to this prospectus.