

*This announcement is for information purposes only and does not constitute an invitation or offer by any person to acquire, purchase or subscribe for securities. This announcement is not, and is not intended to be, an offer of securities of the Company for sale in the United States. The securities of the Company have not been, and will not be, registered under the U.S. Securities Act of 1933, as amended (the “U.S. Securities Act”) and may not be offered or sold in the United States absent registration or an applicable exemption from registration requirements under the U.S. Securities Act. There is not, and is not intended to be, any public offering of the securities of the Company in the United States.*

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



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

## **NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the annual general meeting (the “**2023 AGM**”) of AIA Group Limited (the “Company”) will be held at the Grand Ballroom 3 & 5, Level B, Hong Kong Ocean Park Marriott Hotel, 180 Wong Chuk Hang Road, Aberdeen, Hong Kong on Thursday, 18 May 2023 at 11:00 a.m. for the following purposes. Unless otherwise indicated, capitalised terms used herein shall have the same meaning as those defined in the circular of the Company dated 12 April 2023 (the “**Circular**”).

### **ORDINARY RESOLUTIONS**

1. To receive the audited consolidated financial statements of the Company, the Report of the Directors and the Independent Auditor’s Report for the year ended 31 December 2022.
2. To declare a final dividend of 113.40 Hong Kong cents per share for the year ended 31 December 2022.
3. To re-elect Mr. Edmund Sze-Wing Tse as Independent Non-executive Director of the Company.
4. To re-elect Mr. Jack Chak-Kwong So as Independent Non-executive Director of the Company.
5. To re-elect Professor Lawrence Juen-Yee Lau as Independent Non-executive Director of the Company.
6. To re-appoint PricewaterhouseCoopers as auditor of the Company and to authorise the board of directors of the Company (the “Board”) to fix its remuneration.

7. To consider and, if thought fit, pass with or without modification, the following resolutions as ordinary resolutions of the Company in relation to the proposed grant of general mandates to the Board:

(A) **“THAT:**

- (a) subject to sub-paragraph (c) of this resolution and pursuant to the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the exercise by the directors of the Company (the “Directors”) during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional shares in the Company, to grant rights to subscribe for, or to convert any security into, shares of the Company (including the issue of any securities convertible into shares, or options, warrants or similar rights to subscribe for any shares) and to make, enter into or grant offers, agreements and options which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in sub-paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make, enter into or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares in the Company) which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of shares in the Company allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in sub-paragraphs (a) and (b) of this resolution, otherwise than pursuant to (i) a Rights Issue (as defined below), or (ii) the exercise of rights of subscription or conversion under the terms of any options, warrants or similar rights granted by the Company or any securities which are convertible into shares in the Company, or (iii) the grant of options or an issue of shares in the Company upon the exercise of options granted under any share option scheme adopted by the Company from time to time, or (iv) any scrip dividend or similar arrangement providing for the allotment and issue of shares in the Company in lieu of the whole or part of a dividend on shares in the Company in accordance with the articles of association of the Company, shall not exceed 10 per cent of the number of shares of the Company in issue as at the date of the passing of this resolution (as such number of shares may be adjusted in the event of any consolidation or subdivision of shares of the Company after the date of this resolution), and the said approval shall be limited accordingly, and

any refreshments of the approval in sub-paragraph (a) of this resolution before the next annual general meeting of the Company are subject to prior approval of the shareholders of the Company at its general meeting;

- (d) any shares in the Company to be allotted, issued or dealt with (whether wholly or partly for cash or otherwise) pursuant to the approval in sub-paragraphs (a) and (b) of this resolution shall not be at a discount of more than 10 per cent to the Benchmarked Price (as defined below) of such shares in the Company, save for any issue of securities convertible into new shares of the Company for cash consideration pursuant to the approval in sub-paragraphs (a) and (b) of this resolution, where the initial conversion price shall not be lower than the Benchmarked Price of the shares of the Company at the time of the placing; and
- (e) for the purposes of this resolution:

“Benchmarked Price” means the higher of:

- (i) the closing price of the shares in the Company as quoted on The Stock Exchange of Hong Kong Limited (the “Hong Kong Stock Exchange”) on the date of the agreement involving the relevant proposed issue of shares in the Company; and
- (ii) the average closing price of the shares in the Company as quoted on the Hong Kong Stock Exchange for the five business days immediately preceding the earlier of the date: (A) of announcement of the transaction or arrangement involving the relevant proposed issue of shares in the Company; (B) of the agreement involving the relevant proposed issue of shares in the Company; and (C) on which the price of shares in the Company that are proposed to be issued is fixed.

“Relevant Period” means the period from the passing of this resolution until the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiry of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.

“Rights Issue” means an offer of shares of the Company or an offer or issue of warrants or options or similar instruments to subscribe for, or of securities convertible into, shares of the Company open for a period fixed by the Directors to holders of shares in the Company or any class thereof on the register of members on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, any recognised regulatory body or any stock exchange applicable to the Company).”

(B) **“THAT:**

- (a) subject to sub-paragraph (b) of this resolution and pursuant to the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to buy back shares of the Company on The Stock Exchange of Hong Kong Limited (the “Hong Kong Stock Exchange”) or on any other stock exchange on which the securities of the Company may be listed and which is recognised by the Securities and Futures Commission of Hong Kong and the Hong Kong Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission of Hong Kong, the Hong Kong Stock Exchange or of any other stock exchange as amended from time to time and all applicable laws in this regard, be and is hereby generally and unconditionally approved;
- (b) the aggregate number of shares in the Company which may be bought back pursuant to the approval in sub-paragraph (a) of this resolution shall not exceed 10 per cent of the number of shares in the Company in issue as at the date of the passing of this resolution (as such number of shares may be adjusted in the event of any consolidation or subdivision of shares of the Company after the date of this resolution), and the said approval shall be limited accordingly; and

- (c) for the purposes of this resolution, “Relevant Period” means the period from the passing of this resolution until the earliest of:
  - (i) the conclusion of the next annual general meeting of the Company;
  - (ii) the expiry of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
  - (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”
- 8. To adjust the limit of the annual sum of the aggregate fees payable to the Directors for their services as Directors to US\$3,800,000 pursuant to article 91(a) of the articles of association of the Company.
- 9. To consider and, if thought fit, pass with or without modification, the following resolution as an ordinary resolution of the Company:

**“THAT:**

- (a) the proposed amendments (the “**Proposed SO Amendments**”) to the terms of the share option scheme of the Company (the “**Share Option Scheme**”) adopted on 29 May 2020 as set out in the circular of the Company dated 12 April 2023 and shown in the mark-up version of the Share Option Scheme, a copy of which is available for inspection as detailed in the Circular and produced to this meeting marked “A” and for the purposes of identification initialed by the chairman of this meeting, be and are hereby approved;
- (b) the Proposed SO Amendments shall apply to the outstanding options granted under the Share Option Scheme which remain unexercised as at the date of the 2023 AGM and options to be granted under the amended Share Option Scheme with effect from the date of the 2023 AGM; and
- (c) the Directors be and are hereby authorised to do all such acts and execute such documents as may be necessary, desirable or expedient in order to give full effect to the implementation of the amended Share Option Scheme reflecting all the Proposed SO Amendments.”

10. To consider and, if thought fit, pass with or without modification, the following resolution as an ordinary resolution of the Company:

**“THAT:**

- (a) the restricted share unit scheme of the Company (as amended) (the “**RSU Scheme**”), the terms and conditions of which (together with the scheme limit thereunder) set out in the document produced to this meeting marked “B” and for the purposes of identification initialed by the chairman of this meeting, be and is hereby approved and adopted; and
- (b) the Directors be and are hereby authorised to grant awards thereunder and to allot, issue, procure the transfer of and otherwise deal with any shares of the Company in connection with the RSU Scheme and to do all such acts as they may in their absolute discretion consider necessary or expedient in order to give full effect to the RSU Scheme.”

11. To consider and, if thought fit, pass with or without modification, the following resolution as an ordinary resolution of the Company:

**“THAT:**

- (a) the employee share purchase plan of the Company (as amended) (the “**Employee Share Purchase Plan**”), the terms and conditions (together with the scheme limit thereunder) of which are set out in the document produced to this meeting marked “C” and for the purposes of identification initialed by the chairman of this meeting, be and is hereby approved and adopted; and
- (b) the Directors be and are hereby authorised to grant awards thereunder and to allot, issue, procure the transfer of and otherwise deal with any shares of the Company in connection with the Employee Share Purchase Plan and to do all such acts as they may in their absolute discretion consider necessary or expedient in order to give full effect to the Employee Share Purchase Plan.”

12. To consider and, if thought fit, pass with or without modification, the following resolution as ordinary resolutions of the Company:

**“THAT:**

- (a) the agency share purchase plan of the Company (as amended) (the “**Agency Share Purchase Plan**”), the terms and conditions of which (together with the scheme limit thereunder) are set out in the document produced to this meeting marked “D” and for the purposes of identification initialed by the chairman of this meeting, be and is hereby approved and adopted; and

- (b) the Directors be and are hereby authorised to grant awards thereunder and to allot, issue, procure the transfer of and otherwise deal with any shares of the Company in connection with the Agency Share Purchase Plan and to do all such acts as they may in their absolute discretion consider necessary or expedient in order to give full effect to the Agency Share Purchase Plan.”

By Order of the Board  
**Nicole Pao**  
*Group Company Secretary*

Hong Kong, 12 April 2023

*Notes:*

1. **All shareholders of the Company who intend to attend the 2023 annual general meeting of the Company (“2023 AGM”) in person should read the section headed “Special Arrangements for the 2023 Annual General Meeting” on pages 1 to 2 of the circular of the Company for the 2023 AGM dated 12 April 2023.**
2. The register of members of the Company will be closed from Monday, 15 May 2023 to Thursday, 18 May 2023 (both days inclusive) during which period no transfer of share(s) will be registered. To be eligible to attend and vote at the 2023 AGM, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the Company’s share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, no later than 4:30 p.m. on Friday, 12 May 2023.

In order to qualify for the entitlement of the final dividend to be approved at the 2023 AGM, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the Company’s share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Wednesday, 24 May 2023, being the record date for determining the entitlement to the final dividend for the year ended 31 December 2022.

3. A shareholder of the Company entitled to attend and vote at the 2023 AGM is entitled to appoint one or more proxies to attend and vote on his/her behalf. A proxy need not be a shareholder of the Company.
4. In order to be valid, a proxy form and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power of attorney or authority, must be deposited at the Company’s share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong or via email to [aia.eproxy@computershare.com.hk](mailto:aia.eproxy@computershare.com.hk), not less than 48 hours before the time appointed for holding the 2023 AGM or any adjournment thereof. Completion and return of the proxy form will not preclude any shareholder of the Company from attending and voting in person at the 2023 AGM or any adjourned meeting should he/she so wish.
5. Where there are joint registered holders of any shares, any one of such persons may vote at the 2023 AGM or any adjourned meeting, either personally or by proxy, in respect of such shares as if he/she were solely entitled thereto; but the vote of the senior holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holders and, for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the relevant joint holding.
6. Shareholders of the Company having any queries relating to the 2023 AGM may call the hotline of the Company’s share registrar, Computershare Hong Kong Investor Services Limited, by telephone at (852) 2862 8555 during business hours from 9:00 a.m. to 6:00 p.m. (Hong Kong time) Mondays to Fridays, excluding public holidays, or by online form via its website at [www.computershare.com/hk/contact](http://www.computershare.com/hk/contact).

As at the date of this announcement, the Board comprises:

*Independent Non-executive Chairman and Independent Non-executive Director:*

Mr. Edmund Sze-Wing TSE

*Executive Director:*

Mr. LEE Yuan Siong

*Independent Non-executive Directors:*

Mr. Jack Chak-Kwong SO, Mr. Chung-Kong CHOW, Mr. John Barrie HARRISON, Mr. George Yong-Boon YEO, Professor Lawrence Juen-Yee LAU, Ms. Swee-Lian TEO, Dr. Narongchai AKRASANE, Mr. Cesar Velasquez PURISIMA and Ms. SUN Jie (Jane)