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This announcement does not constitute an offer to sell or the solicitation of an offer to buy any securities in the United States or any other jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. The Securities (as defined below) have not been, and will not be, registered under the United States Securities Act of 1933, as amended (the "Securities Act"), and may not be offered or sold in the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. Accordingly, the Securities are being offered and sold outside the United States to non-U.S. persons in offshore transactions in accordance with Regulation S promulgated under the Securities Act. The Issuer does not intend to make any public offering of securities in the United States.

Notice to Hong Kong investors: *The Issuer confirms that the Securities are intended for purchase by professional investors (as defined in Chapter 37 of the Listing Rules) only and have been listed on The Stock Exchange of Hong Kong Limited on that basis. Accordingly, the Issuer confirms that the Securities are not appropriate as an investment for retail investors in Hong Kong. Investors should carefully consider the risks involved.*

PUBLICATION OF PRICING SUPPLEMENT ON THE STOCK EXCHANGE OF HONG KONG LIMITED



AIA Group Limited

友邦保險控股有限公司

(Incorporated in Hong Kong with limited liability)

**Stock Codes: 1299 (HKD counter) and 81299 (RMB counter)
(the "Issuer")**

**SGD800,000,000 3.58 per cent. Subordinated Dated Securities due 2035
(Stock code: 5657)
(the "Securities")**

**under the U.S.\$18,000,000,000 Global Medium Term Note and Securities Programme
(the "Programme")**

This announcement is issued pursuant to Rule 37.39A of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Hong Kong Stock Exchange") (the "Listing Rules").

Please refer to the offering circular dated 17 March 2025⁽¹⁾ (the "**Offering Circular**") in relation to the Programme and the pricing supplement dated 4 June 2025 (the "**Pricing Supplement**", as appended hereto) in relation to the Securities issued under the Programme of the Issuer. As disclosed in the Offering Circular and the Pricing Supplement, the Securities issued under the Programme are intended for purchase by professional investors (as defined in Chapter 37 of the Listing Rules) only and have been listed on the Hong Kong Stock Exchange on that basis.

Note:

(1) A copy of the offering circular dated 17 March 2025 of the Issuer is available at:
<https://www1.hkexnews.hk/listedco/listconews/sehk/2025/0318/2025031800417.pdf>

Hong Kong, 12 June 2025

As at the date of this announcement, the board of directors of the Issuer comprises:

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

Mr. Edmund Sze-Wing TSE

Executive Director, Group Chief Executive and President:

Mr. LEE Yuan Siong

Independent Non-executive Directors:

Mr. Jack Chak-Kwong SO, Sir Chung-Kong CHOW, Mr. John Barrie HARRISON, Mr. George Yong-Boon YEO, Professor Lawrence Juen-Yee LAU, Dr. Narongchai AKRASANEE, Mr. Cesar Velasquez PURISIMA, Ms. Mari Elka PANGESTU, Mr. ONG Chong Tee and Ms. Nor Shamsiah MOHD YUNUS

PROHIBITION OF SALES TO EEA RETAIL INVESTORS – The Securities are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area ("**EEA**"). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU ("**MiFID II**"); (ii) a customer within the meaning of Directive (EU) 2016/97 (the "**Insurance Distribution Directive**"), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in Regulation (EU) 2017/1129 (the "**Prospectus Regulation**"). Consequently no key information document required by Regulation (EU) No 1286/2014 (as amended, the "**PRIIPs Regulation**") for offering or selling the Securities or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Securities or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.

PROHIBITION OF SALES TO UK RETAIL INVESTORS – The Securities are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the United Kingdom ("**UK**"). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of UK domestic law by virtue of the European Union (Withdrawal) Act 2018 ("**EUWA**"); (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000, as amended ("**FSMA**"), and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of UK domestic law by virtue of the EUWA; or (iii) not a qualified investor as defined in Article 2 of Regulation (EU) 2017/1129 as it forms part of UK domestic law by virtue of the EUWA. Consequently no key information document required by Regulation (EU) No 1286/2014 as it forms part of UK domestic law by virtue of the EUWA (the "**UK PRIIPs Regulation**") for offering or selling the Securities or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Securities or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.

The Securities have not and will not be registered under the U.S. Securities Act of 1933, as amended (the "**Securities Act**"), or the securities laws of any other jurisdiction. The Securities may not be offered or sold in the United States except in transactions exempt from or not subject to the registration requirements of the Securities Act. Accordingly, the Securities are only being offered and sold outside the United States to non-U.S. persons in offshore transactions in accordance with Regulation S promulgated under the Securities Act.

This communication does not constitute an offer to sell or the solicitation of an offer to buy any securities in any jurisdiction to any person to whom it is unlawful to make such offer or solicitation in such jurisdiction. The information in this pricing supplement (the "**Pricing Supplement**") amends and supplements the offering circular dated 17 March 2025 (the "**Offering Circular**") and supersedes the information in the Offering Circular to the extent inconsistent with the information in the Offering Circular. This Pricing Supplement should be read together with the Offering Circular, which is hereby incorporated by reference. Terms used herein but not defined herein shall have the respective meanings as set forth in the Offering Circular.

This Pricing Supplement is intended for the sole use of the person to whom it is provided by the sender, and it is being distributed to professional investors (as defined in Chapter 37 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**HKSE**")) ("**Professional Investors**") only.

Notice to Hong Kong investors: the Issuer confirms that the Securities are intended for purchase by Professional Investors only and will be listed on the HKSE on that basis. Accordingly, the Issuer confirms that the Securities are not appropriate as an investment for retail investors in Hong Kong. Investors should carefully consider the risks involved.

The HKSE has not reviewed the contents of this Pricing Supplement, other than to ensure that the prescribed form disclaimer and responsibility statements, and a statement limiting distribution of this Pricing Supplement to Professional Investors only have been reproduced in this Pricing Supplement. Listing of the Programme or the Securities on the HKSE is not to be taken as an indication of the commercial merits or credit quality of the Programme (as defined

below), the Securities (as defined below), the Issuer (as defined below) or the Issuer and its subsidiaries taken as a whole (together, the "Group") or quality of disclosure in this Pricing Supplement. Hong Kong Exchanges and Clearing Limited and the HKSE take no responsibility for the contents of this Pricing Supplement, 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 Pricing Supplement.

This Pricing Supplement, together with the Offering Circular, includes particulars given in compliance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**HKSE Rules**" or "**Listing Rules**") for the purpose of giving information with regard to the Issuer and the Group. The Issuer accepts full responsibility for the accuracy of the information contained in this Pricing Supplement and confirms, having made all reasonable enquiries, that to the best of its knowledge and belief there are no other facts the omission of which would make any statement herein misleading.

ANY DISCLAIMERS OR OTHER NOTICES THAT MAY APPEAR BELOW ARE NOT APPLICABLE TO THIS COMMUNICATION AND SHOULD BE DISREGARDED. SUCH DISCLAIMERS OR OTHER NOTICES WERE AUTOMATICALLY GENERATED AS A RESULT OF THIS COMMUNICATION BEING SENT VIA BLOOMBERG OR ANOTHER EMAIL SYSTEM.

Pricing Supplement dated 4 June 2025

**AIA Group Limited (the "Issuer")
Issue of SGD800,000,000 3.58 per cent. Subordinated Dated Securities due 2035 (the
"Securities")
under the U.S.\$18,000,000,000 Global Medium Term Note and Securities Programme
(the "Programme")**

The document constitutes the Pricing Supplement relating to the issue of Securities described herein. The Securities are expected to qualify as Tier 2 group capital under the Hong Kong Insurance Authority's Insurance (Group Capital) Rules.

Terms used herein shall be deemed to be defined as such for the purposes of the Securities Conditions (the "**Conditions**") set forth in the offering circular dated 17 March 2025 (the "**Offering Circular**"). This Pricing Supplement contains the final terms of the Securities and must be read in conjunction with the Offering Circular.

Where interest, discount income, early redemption fee or redemption premium is derived from any of the Securities by any person who (i) is not resident in Singapore and (ii) carries on any operations in Singapore through a permanent establishment in Singapore, the tax exemption available for qualifying debt securities (subject to certain conditions) under the Income Tax Act, 1947 of Singapore (the "**Income Tax Act**"), shall not apply if such person acquires such Securities using the funds and profits of such person's operations through a permanent establishment in Singapore. Any person whose interest, discount income, early redemption fee or redemption premium derived from the Securities is not exempt from tax (including for the reasons described above) shall include such income in a return of income made under the Income Tax Act.

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| 1. | Issuer: | AIA Group Limited |
| 2. | (i) Series Number: | 39 |
| | (ii) Tranche Number: | 1 |
| 3. | Type of Security and Ranking: | Subordinated Dated Securities |
| 4. | Specified Currency or Currencies: | Singapore Dollar (" SGD ") |
| 5. | Aggregate Nominal Amount: | SGD800,000,000 |

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|-----|--------------------------------------|---|
| | (i) Series: | SGD800,000,000 |
| | (ii) Tranche: | SGD800,000,000 |
| 6. | (i) Issue Price: | 100.00 per cent. of the Aggregate Nominal Amount |
| | (ii) Gross Proceeds: | SGD800,000,000 |
| 7. | Maturity Date: | 11 June 2035 |
| 8. | (i) Specified Denominations: | SGD250,000 and integral multiples of SGD250,000 in excess thereof |
| | (ii) Calculation Amount: | SGD250,000 |
| 9. | (i) Issue Date: | 11 June 2025 |
| | (ii) Distribution Commencement Date: | Issue Date |
| 10. | Distribution Basis: | Set out under paragraph 14 below

Mandatory Distribution Deferral at Maturity applies |
| 11. | Put/Call Options: | Redemption for Taxation Reasons

Issuer's Call Option

Issuer's Call Option (Make Whole Redemption)

Rating Event Redemption

Minimal Outstanding Amount Redemption

Regulatory Event Redemption

(See paragraphs 18 to 27 below) |
| 12. | Listing: | HKSE (<i>expected effective listing date of the Securities: 12 June 2025</i>) |
| 13. | Method of Distribution: | Syndicated |

PROVISIONS RELATING TO DISTRIBUTION (IF ANY) PAYABLE

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| 14. | (i) Rate of Distribution: | 3.58 per cent. per annum payable in arrear on each Distribution Payment Date |
| | (ii) Distribution Payment Date(s): | 11 June and 11 December in each year subject to adjustment in accordance with the Modified Following Business Day Convention |

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| (iii) | Fixed Distribution Amount(s): | Each Fixed Distribution Amount shall be calculated by multiplying the product of the Distribution Rate and the Calculation Amount by the Day Count Fraction and rounding the resultant figure to the nearest SGD0.01, SGD0.05 being rounded upwards |
| (iv) | Optional Distribution Deferral: | Not Applicable |
| (v) | Mandatory Distribution Deferral at Maturity: | Applicable |
| (vi) | Optional Distribution Cancellation: | Not Applicable |
| (vii) | Mandatory Distribution Cancellation: | Not Applicable |
| (viii) | Broken Amount(s): | Not Applicable |
| (ix) | Day Count Fraction: | Actual/365 (Fixed) |
| 15. | Dividend Pusher and Dividend Stopper: | Not Applicable |
| 16. | Other terms relating to the method of calculating Distribution: | Not Applicable |

PROVISIONS RELATING TO REDEMPTION

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| 17. | Redemption of Securities at Maturity | The Securities shall be finally redeemed on the Maturity Date, subject to the Group Capital Requirements Redemption Condition |
| 18. | Issuer's Call Option | Applicable, subject to the Redemption Conditions and the Group Capital Requirements Redemption Condition |
| (i) | Optional Redemption Date: | Any date from (and including) 11 March 2035 (the " Par Call Date ") to (but excluding) the Maturity Date |
| (ii) | Optional Redemption Amount of each Security: | SGD250,000 per Calculation Amount |
| (iii) | If redeemable in part: | Not Applicable |
| (iv) | Notice period: | The Issuer may, on giving not less than 15 nor more than 30 days' irrevocable notice to the Securityholders, redeem the Securities on the Optional Redemption Date in whole but not in part |
| 19. | Issuer's Call Option (Make Whole Redemption) | Applicable, subject to the Redemption Conditions |
| (i) | Make Whole Optional Redemption Date(s): | Any date from the Issue Date up to (but excluding) the Par Call Date |

- (ii) Make Whole Reference Rate:
- (a) The closing Make Whole SORA OIS Rate at 18:00 hours (Singapore time) on the eighth business day prior to the date of redemption of the Securities (the "**Make Whole Determination Date**"); or
 - (b) if a Benchmark Event has occurred in relation to the Make Whole SORA OIS Rate, then such rate as determined in accordance with the Benchmark Discontinuation provisions in Appendix 1.

"Make Whole SORA OIS Rate" means:

- (a) the SORA OIS reference rate appearing on the SORA OIS Screen Page corresponding to the duration of the remaining period to the Maturity Date of the Securities (such remaining period, the "**relevant period**"); or
- (b) if there is no rate corresponding to the relevant period, the SORA OIS reference rate used will be the interpolated interest rate as calculated using the SORA OIS reference rates appearing on the SORA OIS Screen Page for the two periods most closely approximating the duration of the relevant period, expressed on a semi-annual compounding basis (rounded up, if necessary, to four decimal places).

"SORA OIS Screen Page" means the "OTC SGD OIS" page on Bloomberg under the "BGN" panel and the column headed "Ask" (or such other substitute page thereof or if there is no substitute page, the screen page which is the generally accepted page used by market participants at that time as determined by an independent financial institution (which is appointed by the Issuer and notified to the Calculation Agent)).

- (iii) Reference Security: Not Applicable
- (iv) Reference Security Price: Not Applicable
- (v) Make Whole Redemption Margin: 0.25 per cent.
- (vi) Quotation Time: Not Applicable
- (vii) If redeemable in part:
 - (a) Minimum Redemption Amount: Not Applicable

	(b) Maximum Redemption Amount:	Not Applicable
	(viii) Make Whole Redemption Amount:	As specified in paragraph (i) of the definition of Make Whole Redemption Amount set forth in 5(f) of the Conditions
20.	Rating Event Redemption:	Applicable, subject to the Redemption Conditions
	(i) Early Redemption Amount (Rating Event):	SGD250,000 per Calculation Amount
	(ii) Relevant Rating Agencies in relation to any Rating Event:	Moody's, S&P Global Ratings, Fitch
21.	Accounting Event Redemption:	Not Applicable
22.	Minimal Outstanding Amount Redemption:	Applicable, subject to the Redemption Conditions
	(i) Early Redemption Amount (Minimal Outstanding Amount):	SGD250,000 per Calculation Amount
23.	Redemption for Taxation Reasons:	Applicable, subject to the Redemption Conditions
	(i) Early Redemption Amount (Tax Event):	SGD250,000 per Calculation Amount
24.	Regulatory Event Redemption:	Applicable, subject to the Redemption Conditions
	(i) Early Redemption Amount (Regulatory Event):	SGD250,000 per Calculation Amount
	(ii) Tier 1 limited group capital / Tier 2 group capital:	Tier 2 group capital
25.	Other Special Events	Not Applicable
26.	Redemption Conditions:	Applicable
27.	Group Capital Requirements Redemption Condition	Applicable
28.	Conditional Purchase:	Condition 6(m) (<i>Redemption, Purchase and Options — Purchases</i>) shall be deleted in its entirety and amended as follows: "The Issuer, any of its Subsidiaries or any of their respective agents may at any time purchase Securities in the open market or otherwise and at any price with Relevant Regulatory Approval, to the extent required by the Applicable Supervisory Rules."

GENERAL PROVISIONS APPLICABLE TO THE SECURITIES

29. Special Event Substitution or Applicable Variation: Applicable
30. Form of Securities: **Registered Securities:**
Unrestricted Global Certificate exchangeable for unrestricted Individual Security Certificates in the limited circumstances described in the Unrestricted Global Certificate
31. Business Centre(s) or other special provisions relating to payment dates: Hong Kong, Singapore, London
32. Talons for future Coupons or Receipts to be attached to Definitive Securities (and dates on which such Talons mature): No
33. Redenomination, Renominalisation and Reconventioning Provisions: Not Applicable
34. Consolidation Provisions: The provisions in Condition 14 (*Further Issues*) apply
35. Other Terms or Special Conditions: See Appendix 1 and Appendix 2 hereof

DISTRIBUTION

36. (i) If syndicated, names of Managers: DBS Bank Ltd.
Standard Chartered Bank (Singapore) Limited
Australia and New Zealand Banking Group Limited
The Hongkong and Shanghai Banking Corporation Limited, Singapore Branch
- (ii) Stabilising Manager(s) (if any): Any of the Managers appointed and acting in its capacity as stabilising manager
37. If non-syndicated, name and address of Dealer: Not Applicable
38. U.S. Selling Restrictions: Reg. S Category 2;
Not Rule 144A Eligible
39. Additional Selling Restrictions: Not Applicable
40. Prohibition of Sales to EEA Retail Investors: Applicable
41. Prohibition of Sales to UK Retail Investors: Applicable

OPERATIONAL INFORMATION

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| 42. | ISIN Code | XS3087685544 |
| 43. | Common Code: | 308768554 |
| 44. | CUSIP: | Not Applicable |
| 45. | CMU Instrument Number: | Not Applicable |
| 46. | Any clearing system(s) other than Euroclear, Clearstream and the CMU Service and the relevant identification number(s): | Not Applicable |
| 47. | Delivery: | Delivery against payment |
| 48. | Additional Paying Agent(s) (if any): | Not Applicable |

HONG KONG SFC CODE OF CONDUCT

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| 49. | Rebates: | Not Applicable |
| 50. | Contact email addresses of the Managers where underlying investor information in relation to omnibus orders should be sent: | SYNHK@sc.com |
| 51. | Marketing and Investor Targeting Strategy: | As indicated in the Offering Circular |

GENERAL

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| 52. | The aggregate principal amount of Securities issued has been translated into U.S. dollars: | Not Applicable |
| 53. | Ratings: | The Securities to be issued are expected to be rated:

Moody's: A2 |

STABILISATION

In connection with the issue of the Securities, any of the Managers appointed and acting in its capacity as stabilising manager (the "**Stabilising Managers**") may over-allot Securities or effect transactions with a view to supporting the price of the Securities at a level higher than that which might otherwise prevail for a limited period after the Issue Date. However, there is no obligation on such Stabilising Managers to do this. Such stabilising, if commenced, may be discontinued at any time, and must be brought to an end after a limited period. Such stabilising shall be in compliance with all applicable laws, regulations and rules.

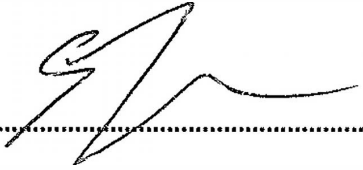
PURPOSE OF PRICING SUPPLEMENT

This Pricing Supplement comprises the final terms required for listing on the HKSE of the Securities described herein pursuant to the U.S.\$18,000,000,000 Global Medium Term Note and Securities Programme.

RESPONSIBILITY

The Issuer accepts responsibility for the information contained in this Pricing Supplement.

Signed on behalf of AIA Group Limited:

By: 

Name: Ethan Farbman
Title: Group Treasurer

APPENDIX 1

BENCHMARK DISCONTINUATION

If a Benchmark Event has occurred in relation to an Original Reference Rate prior to the Make Whole Determination Date when any Make Whole Reference Rate (or the relevant component part thereof) remains to be determined by an Original Reference Rate, then the following provisions shall apply:

- a. if there is a Successor Rate prior to the Make Whole Determination Date, the Issuer shall promptly give notice thereof to the Fiscal Agent, the Calculation Agent and the Securityholders, which shall specify the effective date(s) for such Successor Rate and any consequential changes made to these Conditions. The Calculation Agent or such party responsible for determining the Make Whole Reference Rate shall apply such Successor Rate on the Make Whole Redemption Date for purposes of determining the Make Whole Reference Rate (or the relevant component part thereof) applicable to the Securities;
- b. if there is no Successor Rate prior to the Make Whole Determination Date, the Issuer shall determine (acting in good faith and in a commercially reasonable manner) an Alternative Reference Rate (as defined below) for purposes of determining the Make Whole Reference Rate (or the relevant component part thereof) applicable to the Securities and shall promptly give notice thereof to the Fiscal Agent, the Calculation Agent and the Securityholders, which shall specify the effective date(s) for such Alternative Reference Rate and any consequential changes made to these Conditions. The Calculation Agent or such party responsible for determining the Make Whole Reference Rate shall apply such Alternative Reference Rate on the Make Whole Reference Rate (or the relevant component part thereof) applicable to the Securities;
- c. if a Successor Rate or, failing which, an Alternative Reference Rate (as applicable), is notified by the Issuer to the Fiscal Agent, the Calculation Agent and the Securityholders in accordance with the preceding provisions, such Successor Rate or, failing which, an Alternative Reference Rate (as applicable), shall be the Original Reference Rate for the Make Whole Reference Rate for the Make Whole Optional Redemption Date (subject to the subsequent operation of, and to adjustment as provided in, this Appendix 1); provided, however, that if subparagraph (a) or (b) applies and the Issuer does not notify the Fiscal Agent, the Calculation Agent and the Securityholders of a Successor Rate or an Alternative Reference Rate prior to the Make Whole Determination Date, the Make Whole Reference Rate shall be as determined by the Issuer (acting in good faith and in a commercially reasonable manner and by reference to such sources as it deems appropriate, which may include consultation with an Independent Adviser); and
- d. if a Successor Rate or, failing which, an Alternative Reference Rate (as applicable) is notified by the Issuer to the Fiscal Agent, the Calculation Agent and the Securityholders in accordance with the above provisions, the Issuer may also specify changes to these Conditions, including but not limited to the Day Count Fraction, Relevant Screen Page, Business Day Convention, Business Days, Distribution Determination Date, Make Whole Determination Date, Make Whole Reference Rate and/or the definition of Original Reference Rate applicable to the Securities, and the method for determining the fallback rate in relation to the Securities, in order to follow market practice in relation to the Successor Rate or the Alternative Reference Rate (as applicable). If the Issuer (acting in good faith and in a commercially reasonable manner) determines that an Adjustment Spread (as defined below) is required to be applied to the Successor Rate or the Alternative Reference Rate (as applicable) and determines the quantum of, or a formula or methodology for determining, such Adjustment Spread, then such Adjustment Spread shall be applied to the Successor Rate or the Alternative Reference Rate (as applicable). If the Issuer is unable to determine the quantum of, or a formula or methodology for determining, such Adjustment Spread, then such Successor Rate or Alternative Reference Rate (as applicable) will apply without an Adjustment Spread. The Fiscal Agent shall, at the direction and expense of the Issuer, effect such consequential amendments to the Agency Agreement and these Conditions (such amendments, the "**Benchmark Amendments**") as may be required in order to give effect to this Appendix 1. Securityholders' consent shall

not be required in connection with effecting the Successor Rate or Alternative Reference Rate (as applicable) or such other changes, including for the execution of any documents or other steps by the Fiscal Agent (if required).

Notwithstanding any other provision of this Appendix 1, the Issuer may choose not to adopt any Successor Rate or Alternative Reference Rate, nor apply any applicable Adjustment Spread or make any Benchmark Amendments, if and to the extent that, in the determination of the Issuer, the same could reasonably be expected to prejudice the qualification of Securities as Tier 2 group capital for the purposes of any Applicable Supervisory Rules.

For the purposes of this Appendix 1:

"Adjustment Spread" means a spread (which may be positive or negative) or formula or methodology for calculating a spread, which the Issuer (acting in good faith and in a commercially reasonable manner and by reference to such sources as it deems appropriate, which may include consultation with an Independent Adviser) determines is required to be applied to the Successor Rate or the Alternative Reference Rate (as applicable) in order to reduce or eliminate, to the extent reasonably practicable in the circumstances, any economic prejudice or benefit (as applicable) to Securityholders as a result of the replacement of the current Original Reference Rate with the Successor Rate or the Alternative Reference Rate (as applicable) and is the spread, formula or methodology which:

- (i) in the case of a Successor Rate, is formally recommended in relation to the replacement of the current Original Reference Rate with the Successor Rate by any Relevant Nominating Body;
- (ii) in the case of a Successor Rate for which no such recommendation has been made or in the case of an Alternative Reference Rate, the Issuer (acting in good faith and in a commercially reasonable manner and by reference to such sources as it deems appropriate, which may include consultation with an Independent Adviser) determines is recognised or acknowledged as being in customary market usage in international debt capital markets transactions which reference the current Original Reference Rate, where such rate has been replaced by the Successor Rate or the Alternative Reference Rate (as applicable); or
- (iii) if no such customary market usage is recognised or acknowledged, the Issuer in its discretion determines (acting in good faith and in a commercially reasonable manner, which may include consultation with an Independent Adviser) to be appropriate;

"Alternative Reference Rate" means the rate that the Issuer (acting in good faith and in a commercially reasonable manner and by reference to such sources as it deems appropriate, which may include consultation with an Independent Adviser) determines has replaced the current Original Reference Rate in customary market usage in the international debt capital markets for the purposes of determining a comparable duration to the remaining period to the Par Call Date or, if the Issuer determines that there is no such rate, such other rate as the Issuer determines in its discretion (acting in good faith and in a commercially reasonable manner and by reference to such sources as it deems appropriate, which may include consultation with an Independent Adviser) is most comparable to the current Original Reference Rate;

"Benchmark Event" means the earlier to occur of:

- (i) the current Original Reference Rate ceasing to exist or be published;
- (ii) the later of (a) the making of a public statement by the administrator of the current Original Reference Rate that it will, by a specified date, cease publishing the current Original Reference Rate permanently or indefinitely (in circumstances where no successor administrator has been appointed that will continue publication of the current Original Reference Rate) and (b) the date falling six months prior to such specified date;
- (iii) the making of a public statement by the supervisor of the administrator of the current Original Reference Rate that the current Original Reference Rate has been permanently or indefinitely discontinued or is prohibited from being used or that its use is subject to restrictions or adverse consequences or, where such discontinuation, prohibition, restrictions or adverse

consequences are to apply from a specified date after the making of any public statement to such effect, the later of the date of the making of such public statement and the date falling six months prior to such specified date; and

- (iv) it has or will prior to the Make Whole Determination Date become unlawful for the Calculation Agent, any Paying Agent, (if specified in the relevant Pricing Supplement) such other party responsible for the calculation of the Make Whole Reference Rate, or the Issuer to determine the Make Whole Reference Rate and/or calculate the Make Whole Redemption Amount using the current Original Reference Rate;

"Independent Adviser" means an independent financial institution of good repute or an independent financial adviser with experience in the local or international debt capital markets appointed by and at the cost of the Issuer;

"Original Reference Rate" means, initially, the Make Whole SORA OIS Rate or any respective component part thereof, provided that if a Benchmark Event has occurred with respect to the Make Whole SORA OIS Rate or the then-current Original Reference Rate, then "Original Reference Rate" means the applicable Alternative Reference Rate or Successor Rate;

"Relevant Nominating Body" means, in respect of the Original Reference Rate:

- (i) the central bank for the currency to which the Original Reference Rate relates, or any central bank or other supervisory authority which is responsible for supervising the administrator of the Reference Rate; or
- (ii) any working group or committee sponsored by, chaired or co-chaired by or constituted at the request of (a) the central bank for the currency to which the Original Reference Rate relates, (b) any central bank or other supervisory authority which is responsible for supervising the administrator of the Reference Rate,
- (iii) a group of the aforementioned central banks or other supervisory authorities, or (d) the Financial Stability Board or any part thereof; and

"Successor Rate" means the rate that is a successor to or replacement of the current Original Reference Rate which is formally recommended by any Relevant Nominating Body.

APPENDIX 2

Unless otherwise defined in the following paragraphs, terms defined in the Offering Circular shall have the same meaning in the following paragraphs.

1. A new section shall be inserted at the end of the "Summary" section of the Offering Circular, comprising the following information:

RECENT DEVELOPMENTS

1Q 2025 FINANCIAL SUMMARY

The key financial summary data below for the three months ended 31 March 2025 of the Group ("**1Q2025 Financial Summary**") have not been audited or reviewed by the independent auditors of the Group or any other independent accountants and may be subject to adjustments if audited and reviewed. As such, the financial information therein may differ from future audited or reviewed financial information. There can be no assurance that, had the financial information been audited or reviewed, the financial information would not have changed, that any such changes would not be material, or that such financial information was prepared and presented in a manner consistent with the accounting policies normally adopted by the Group and applied in its audited consolidated financial statements.

The 1Q2025 Financial Summary should not be relied upon by potential investors to provide the same quality of information as information that has been subject to an audit or review. The 1Q2025 Financial Summary should not be considered as indicative of the expected financial condition or results of operations of the Group for the full year ending 31 December 2025. Potential investors must therefore exercise caution when relying on such data to evaluate the Group's financial condition or performance. None of the Managers makes any representation or warranty, express or implied, regarding the accuracy, completeness, and sufficiency of the 1Q2025 Financial Summary.

KEY FINANCIAL SUMMARY

US\$ millions, unless otherwise stated	1Q 2025	1Q2024	YoY AER
Value of new business (" VONB ")	1,497	1,327	13%
VONB margin	57.5%	54.2%	3.3 pps
Annualised new premiums (" ANP ")	2,617	2,449	7%

SUMMARY FOR THE FIRST QUARTER

AIA delivered a 13% increase in VONB to US\$1,497 million in the first quarter of 2025, with growth from both our agency and partnership distribution channels.

Our proprietary Premier Agency grew VONB by 22% to US\$1,218 million with strong growth from both traditional protection and participating products. The focused execution of our strategy drove higher agent productivity, an increase in the number of active agents and an increase in the number of new recruits. The agency channel accounted for over 75% of the Group's total VONB in the first quarter of 2025.

VONB from our partnership distribution was up 1% to US\$397 million, as we remain financially disciplined in AIA Hong Kong's independent financial adviser ("**IFA**") and broker channel as well as AIA China's bancassurance channel. Outside Mainland China, our bancassurance businesses delivered VONB growth of 21%.

Our largest business, AIA Hong Kong, delivered another strong quarter with VONB up 16%, supported by balanced growth across both the domestic and Mainland Chinese visitor ("**MCV**") customer segments. We achieved strong performances in both our Premier Agency and bancassurance

channels. Our Premier Agency is the market leader in Hong Kong and Macau, and our strategy continues to drive increased agent activity and productivity as well as strong recruitment.

AIA China's VONB was up by 6%, before the effects of economic assumption changes, compared with the strong result we reported in the first quarter of 2024. VONB included in the Group's reported results for the first quarter of 2025 reflects Chinese government bond spot yields as at 31 December 2024, as well as the reduction of 80 basis points in our long-term investment return assumption made at the end of 2024. On this prudent basis, VONB reduced by 9% compared with the first quarter of 2024 while VONB margin was above 50%.

Our Premier Agency model is unique in Mainland China, combining high-quality professional advice with a focus on long-term relationships with middle-class and affluent customers, our target segment. The proactive training and professionalism of our agents have been critical enablers of our product strategy with a successful shift towards participating products and our product mix overall remained balanced. Recruitment continued to be strong with the number of active new agents increasing, supporting an overall increase in active agent numbers, further building sales momentum.

In March and April, we launched new operations in another four new geographies, namely Anhui, Shandong, Chongqing and Zhejiang, providing access to a significant number of potential new customers in our target segment.

AIA Thailand delivered strong VONB growth as we benefitted from one-off sales through the agency channel ahead of regulatory changes relating to individual medical insurance products introduced from March 2025. We also saw strong VONB growth through the bancassurance channel, driven by our strategic partnership with Bangkok Bank.

In Singapore, we achieved strong growth in VONB and continued to see strong sales from our unit-linked long-term savings products that provide access to leading global fund managers through the AIA Regional Funds Platform. The strong performance of our market-leading Premier Agency was supported by strong growth in agent productivity. AIA Malaysia reported higher VONB as strong growth through our strategic partnership with Public Bank was partially offset by a decline in the agency channel, where we continue to focus on quality recruitment.

Other Markets delivered strong VONB growth, driven by increases from most of the markets in the segment. Our joint venture in India, Tata AIA Life, achieved strong VONB growth with strong performances across its multi-channel distribution platform.

Overall, VONB for the Group was up by 13% to US\$1,497 million. ANP grew by 7% to US\$2,617 million, while VONB margin increased to 57.5%, benefitting from the favourable shift in product mix, partially offset by the change in economic assumptions. Total weighted premium income ("TWPI") increased by 13% to US\$12,680 million.

New business CSM for the first quarter of 2025 increased by 16%, higher than VONB growth of 13%. Successive layers of profitable new business add to our substantial, recurring earnings from in-force business.

UPDATE ON INVESTMENT PORTFOLIO

AIA's strong and resilient financial position is an important differentiator and competitive advantage, underpinned by our in-force portfolio management and liability-driven investment approach.

The average credit rating of the fixed income portfolio as at 31 March 2025 held in respect of policyholders and shareholders remained stable compared with the position as at 31 December 2024, at A. The corporate bond portfolio is well diversified with over 1,700 issuers and an average holding size of US\$39 million.

As at 31 March 2025, 2% of the total bond portfolio was rated below investment grade or not rated, representing approximately US\$3.2 billion in value, similar to the amount as at 31 December 2024. Approximately US\$34 million of bonds, representing 0.02% of our total bond portfolio, were downgraded to below investment grade in the first quarter of 2025.

The expected credit loss (“**ECL**”) provision for our bond portfolio decreased by US\$2 million in the first quarter of 2025. The ECL provision of US\$463 million represented 0.5% of the bond portfolio at 31 March 2025, reflecting AIA’s overall high-quality investment portfolio.

As at 31 March 2025, the Group’s investment exposures in Mainland China relating to other policyholder and shareholder included US\$1.5 billion of local government financing vehicles (“**LGFVs**”) and US\$0.9 billion of real estate bonds and equities (excluding LGFVs).

As at 31 March 2025, over 80% of AIA China’s investment portfolio relating to other policyholder and shareholder was held in fixed income investments. Of these, over 90% were government and government agency bonds. The average international rating of AIA China’s other policyholder and shareholder bond portfolio remained stable compared with the position as at 31 December 2024, at A+.

Overall investment portfolio as at 31 March 2025

US\$ billions	Participating funds and other participating business with distinct portfolios	Other policyholder and shareholder	Total policyholder and shareholder
Fixed income	69.7	109.8	179.6
Government and government agency bonds	29.9	75.6	105.5
Corporate bonds	39.1	28.6	67.6
Structured securities	0.3	2.1	2.4
Loans and deposits	0.4	3.6	4.0
Equities	47.8	15.5	63.4
Interests in investment funds and exchangeable loan notes	42.1	11.0	53.1
Equity shares	5.8	4.5	10.3
Real estate	3.6	4.8	8.4
Others	2.4	6.4	8.8
Total invested assets	123.6	136.5	260.2

UPDATE ON BEPS 2.0 – GLOBAL MINIMUM TAX

Pillar Two, which is the second pillar of the international tax reform project developed by the Organisation for Economic Co-operation and Development (“**OECD**”) and commonly referred to as Base Erosion and Profit Shifting (BEPS) 2.0, seeks to impose a minimum effective tax rate on large multinational enterprises in respect of each jurisdiction in which they operate. Several jurisdictions in which the Group operates have enacted or substantively enacted Pillar Two legislation, including Hong Kong where Pillar Two legislation was passed on 28 May 2025. Once effective, the income inclusion rule and domestic minimum top-up tax of Hong Kong’s Pillar Two legislation will apply retrospectively from 1 January 2025. As a result of these developments, the Group expects to be able to determine its Pillar Two income tax liabilities starting from the interim financial reporting period ending on 30 June 2025.

CHANGE TO THE BOARD OF DIRECTORS

On 23 May 2025, we announced that, to focus on other commitments, Ms. Jie Sun (Jane) retired as an Independent Non-executive Director of the Issuer with effect from the annual general meeting held on 23 May 2025.

Upon her retirement as an Independent Non-executive Director of the Issuer, she also ceases to be a member of each of the Nomination Committee and the Remuneration Committee of the Board of Directors (the “**Board**”). Ms. Sun has confirmed that she has no disagreement with the Board.

CHANGE OF AUDITOR

On 28 May 2025, we announced that the Board has recommended the appointment of KPMG as the external auditor of the Group for the year ending 31 December 2026, subject to shareholder approval at the Issuer's next annual general meeting. The recommendation was made following a thorough and competitive external auditor tender process overseen by the Audit Committee. An extensive and robust evaluation process was conducted, carefully considering the submissions of KPMG and other globally recognized audit firms, including the Issuer's incumbent auditor, PricewaterhouseCoopers ("**PwC**").

While the Group is not subject to mandatory auditor rotation requirements, in August 2024, the Group announced the commencement of an audit tender for the Group for the year ending 31 December 2026, highlighting the Group's commitment to robust corporate governance, transparency, and quality in the Group's financial disclosures.

PwC, the Group's incumbent auditor, will continue in its external auditor role and will undertake the audit of the Group's consolidated financial statements for the year ending 31 December 2025, having been reappointed at the annual general meeting held on 23 May 2025.

CHANGE OF RATINGS OUTLOOK

On 28 May 2025, Moody's Ratings affirmed the Issuer's A1 long-term issuer credit rating and changed its outlook to stable from negative.

2. *New paragraphs shall be inserted at the end of the "Risk Factors – Risks Relating to the Securities" section of the Offering Circular, comprising the following information:*

Instrumentholders may be exposed to risks relating to Singapore taxation

Certain Tranches of Instruments to be issued from time to time under the Programme during the period from the date of this Offering Circular to December 31, 2028 may be intended to be "qualifying debt securities" for the purposes of the Income Tax Act 1947 of Singapore ("**ITA**") and the MAS Circular FDD Cir 08/2023 entitled "Qualifying Debt Securities and Primary Dealer Schemes — Extension and Refinements" issued by the MAS on 31 May 2023 (the "**MAS Circular**"), subject to the fulfilment of certain conditions more particularly described in the section titled "Taxation – Singapore Taxation."

However, there is no assurance that the conditions for "qualifying debt securities" will be met or that such Tranche of Instruments would continue to enjoy the tax concessions for "qualifying debt securities" should the relevant tax laws or MAS circulars be amended or revoked at any time or should the required conditions cease to be fulfilled, or if such Tranche of Instruments is issued after the qualifying debt securities scheme ceases to apply.

In addition, the tax concessions and exemptions for qualifying debt securities may not be available for any particular Tranche of Dated Securities or Perpetual Securities if the Inland Revenue Authority of Singapore ("**IRAS**") does not regard such Tranche of Dated Securities or Perpetual Securities as debt securities for Singapore income tax purposes.

3. *New paragraphs shall be inserted at the end of the "Taxation" section of the Offering Circular, comprising the following information:*

Singapore Taxation

The statements below are general in nature and are based on certain aspects of current tax laws in Singapore and administrative guidelines and circulars issued by the IRAS, and the Monetary Authority of Singapore ("**MAS**") as at the date of this Offering Circular and are subject to any changes in such laws, administrative guidelines or circulars, or the interpretation of those laws, administrative guidelines or circulars occurring after such date, which changes could be made on a retroactive basis. It should be noted that as at the date of this Pricing Supplement, the Income Tax Act (Qualifying Debt Securities) Regulations have not been amended to reflect the amendments to the ITA in respect of the qualifying debt securities scheme pursuant to the Income Tax (Amendment) Act 2023. These laws, administrative guidelines and circulars are also subject to various interpretations and the relevant tax authorities or the courts could later disagree with the explanations or conclusions set out below. Neither these statements nor any other statements in this Offering Circular are intended or are to be regarded as advice on the tax

position of any holder of Instruments or of any person acquiring, selling or otherwise dealing with the Instruments or on any tax implications arising from the acquisition, sale or other dealings in respect of the Instruments. The statements made herein do not purport to be a comprehensive or exhaustive description of all the tax considerations that may be relevant to a decision to subscribe for, purchase, own or dispose of the Instruments and do not purport to deal with the tax consequences applicable to all categories of investors, some of which (such as dealers in securities or financial institutions in Singapore which have been granted the relevant Financial Sector Incentive(s)) may be subject to special rules or tax rates. The statements should not be regarded as advice on the tax position of any person and should be treated with appropriate caution. Prospective holders and holders of Instruments are advised to consult their own professional tax advisers as to the Singapore or other tax consequences of the acquisition, ownership of or disposal of Instruments, including, in particular, the effect of any foreign, state or local tax laws to which they are subject. It is emphasized that none of the Issuer, the Arrangers, the Dealers and any other persons involved in the Programme or any issuance of Instruments accepts responsibility for any tax effects, consequences or liabilities resulting from the subscription for, purchase, holding or disposal of Instruments.

In addition, the disclosure below is on the assumption that the IRAS regards each Tranche of Dated Securities or Perpetual Securities, which are intended to be "qualifying debt securities" for the purposes of the ITA, as "debt securities" for the purposes of the ITA and that payments made under each Tranche of Dated Securities or Perpetual Securities (including, without limitation, the Distributions, Arrears of Distribution and Additional Distribution Amounts) will be regarded as interest payable on indebtedness and holders thereof may therefore enjoy the tax concessions and exemptions available for qualifying debt securities, provided that the other conditions for the qualifying debt securities scheme are satisfied. If any Tranche of Dated Securities or Perpetual Securities is not regarded as "debt securities" for the purposes of the ITA or payments made under each Tranche of Dated Securities or Perpetual Securities (including, without limitation, the Distributions, Arrears of Distribution and Additional Distribution Amounts) are not regarded as interest payable on indebtedness or holders thereof are not eligible for the tax concessions under the qualifying debt securities scheme, the tax treatment to holders may differ. No assurance, warranty or guarantee is given on the tax treatment to holders of any Tranche of Dated Securities or Perpetual Securities in respect of the distributions payable to them. Investors and holders of any Tranche of Dated Securities or Perpetual Securities should consult their own accounting and tax advisers regarding the Singapore income tax consequences of their acquisition, holding and disposal of any Tranche of Dated Securities or Perpetual Securities.

Interest and Other Payments

Subject to the following paragraphs, under Section 12(6) of the ITA, the following payments are deemed to be derived from Singapore:

- (a) any interest, commission, fee or any other payment in connection with any loan or indebtedness or with any arrangement, management, guarantee, or service relating to any loan or indebtedness which is (i) borne, directly or indirectly, by a person resident in Singapore or a permanent establishment in Singapore (except in respect of any business carried on outside Singapore through a permanent establishment outside Singapore or any immovable property situated outside Singapore) or (ii) deductible against any income accruing in or derived from Singapore; or
- (b) any income derived from loans where the funds provided by such loans are brought into or used in Singapore.

Such payments, where made to a person not known to the paying party to be a resident in Singapore for tax purposes, are generally subject to withholding tax in Singapore. The rate at which tax is to be withheld for such payments (other than those subject to the 15% final withholding tax described below) to non-resident persons (other than non-resident individuals or a Hindu joint family) is currently 17 per cent. The applicable rate for non-resident individuals or a Hindu joint family is currently 24 per cent. However, if the payment is derived by a person not resident in Singapore otherwise than from any trade, business, profession or vocation carried on or exercised by such person in Singapore and is not effectively connected with any permanent establishment in Singapore of that person, the payment is subject to a final withholding tax of 15 per cent. The rate of 15 per cent. may be reduced by applicable tax treaties, subject to certain conditions being met.

However, certain Singapore-sourced investment income derived by individuals from financial instruments is exempt from tax, including interest, discount income (not including discount income arising from secondary trading), early redemption fee and redemption premium from debt securities, except where such income is derived through a partnership in Singapore or is derived from the carrying on of a trade, business or profession.

With respect to any Tranche of Instruments issued as debt securities under this Programme (the "**Relevant Tranche of Instruments**") during the period from 15 February 2023 to 31 December 2028 where, more than half of the issue of such Relevant Tranche of Instruments is distributed by one or more Specified Licenced Entities, such Relevant Tranche of Instruments would be "qualifying debt securities" ("**QDS**") for the purposes of the ITA pursuant to the MAS Circular, to which the following treatments shall apply:

- (i) subject to certain prescribed conditions having been fulfilled (including the furnishing by the Issuer, or such other person as the MAS may direct, to the MAS of a return on debt securities for the Relevant Tranche of Instruments in the prescribed format within such period as the MAS may specify and such other particulars in connection with the Relevant Tranche of Instruments as the MAS may require and the inclusion by the Issuer in all offering documents relating to the Relevant Tranche of Instruments of a statement to the effect that where interest, discount income, early redemption fee or redemption premium from the Relevant Tranche of Instruments is derived by any person who is not resident in Singapore and who carries on any operation in Singapore through a permanent establishment in Singapore, the tax exemption for qualifying debt securities shall not apply if the non-resident person acquires the Relevant Tranche of Instruments using the funds and profits of such person's operations through a permanent establishment in Singapore), interest, discount income (not including discount income arising from secondary trading), early redemption fee and redemption premium (collectively, the "**Qualifying Income**") from the Relevant Tranche of Instruments paid by the Issuer and derived by a holder who is not resident in Singapore and who (aa) does not have any permanent establishment in Singapore or (bb) carries on any operation in Singapore through a permanent establishment in Singapore but the funds used by that person to acquire the Relevant Tranche of Instruments are not obtained from such person's operation through a permanent establishment in Singapore, are exempt from Singapore tax;
- (ii) subject to certain prescribed conditions having been fulfilled, including the furnishing by the Issuer, or such other person as the MAS may direct, to the MAS of a return on debt securities for the Relevant Tranche of Instruments in the prescribed format within one month of the date of issue of the relevant debt securities or such period as the MAS may specify and such other particulars in connection with the Relevant Tranche of Instruments as the MAS may require to MAS and such other relevant authorities as may be prescribed, Qualifying Income from the Relevant Tranche of Instruments derived by any company or body of persons (as defined in the ITA) in Singapore is subject to income tax at a concessionary rate of 10 per cent. (except for holders of the relevant Financial Sector Incentive(s) or other special tax incentives who may be taxed at different rates) under section 43H(1) of the ITA; and
- (iii) subject to:
 - (a) the Issuer including in all offering documents relating to the Relevant Tranche of Instruments a statement to the effect that any person whose interest, discount income, early redemption fee or redemption premium derived from the Relevant Tranche of Instruments is not exempt from tax shall include such income in a return of income made under the ITA; and
 - (b) the furnishing by the Issuer, or such other person as the MAS may direct, to the MAS of a return on debt securities for the Relevant Tranche of Instruments in the prescribed format within such period as the MAS may specify and such other particulars in connection with the Relevant Tranche of Instruments as the MAS may require,

payments of Qualifying Income derived from the Relevant Tranche of Instruments are not subject to withholding of tax (if applicable) by the Issuer.

Notwithstanding the foregoing:

(a) if during the primary launch of any Relevant Tranche of Instruments, such Relevant Tranche of Instruments are issued to fewer than four persons and 50 per cent. or more of the issue of such Relevant Tranche of Instruments are beneficially held or funded, directly or indirectly, by related parties of the Issuer, such Relevant Tranche of Instruments would not qualify as QDS; and

(b) even though any particular Relevant Tranche of Instruments are QDS, if, at any time during the tenure of such Relevant Tranche of Instruments, 50 per cent. or more of such Relevant Tranche of Instruments which are outstanding at any time during the life of their issue is beneficially held or funded, directly or indirectly, by related parties of the Issuer, Qualifying Income derived from such Relevant Tranche of Instruments held by:

(i) any related party of the Issuer; or

(ii) any other person where the funds used by such person to acquire such Relevant Tranche of Instruments are obtained, directly or indirectly, from any related party of the Issuer,

shall not be eligible for the tax exemption or concessionary rate of tax as described above.

The term "**Specified Licensed Entities**" means any of the following persons:

(a) a bank or merchant bank licensed under the Banking Act 1970 of Singapore;

(b) a finance company licensed under the Finance Companies Act 1967 of Singapore;

(c) a person who holds a capital markets services licence under the SFA to carry on a business in any of the following regulated activities:

(1) advising on corporate finance; or

(2) dealing in capital markets products; or

(d) such other person as may be prescribed by rules made under section 7 of the ITA.

The term "**related party**", in relation to a person, means any other person who, directly or indirectly, controls that person, or is controlled, directly or indirectly, by that person, or where he and that other person, directly or indirectly, are under the control of a common person.

The terms "**early redemption fee**" and "**redemption premium**" are defined in the ITA as follows:

"**early redemption fee**", in relation to debt securities and qualifying debt securities, means any fee payable by the issuer of the securities on the early redemption of the securities; and

"**redemption premium**", in relation to debt securities and qualifying debt securities, means any premium payable by the issuer of the securities on the redemption of the securities upon their maturity or on the early redemption of the securities.

References to "**early redemption fee**" and "**redemption premium**" in this Singapore tax disclosure have the same meaning as defined in the ITA.

All foreign-sourced income received in Singapore on or after 1 January 2004 by Singapore tax-resident individuals will be exempt from income tax, provided such foreign-sourced income is not received through a partnership in Singapore.

Where interest, discount income, early redemption fee or redemption premium (i.e. the Qualifying Income) is derived from the Relevant Tranche of Instruments by any person who is not resident in

Singapore and who carries on any operations in Singapore through a permanent establishment in Singapore, the tax exemption available for QDS under the ITA (as mentioned above) shall not apply if such person acquires such Relevant Tranche of Instruments using the funds and profits of such person's operations through a permanent establishment in Singapore. Any person whose interest, discount income, early redemption fee or redemption premium (i.e. the Qualifying Income) derived from such Relevant Tranche of Instruments is not exempt from tax is required to include such income in a return of income made under the ITA.

Singapore Tax Classification of Hybrid Instruments

The ITA currently does not contain specific provisions on how financial instruments that exhibit both debt-like and equity-like features, i.e. hybrid instruments, should be treated for income tax purposes. However, the IRAS has published the e-Tax Guide: Income Tax Treatment of Hybrid Instruments (Second Edition) on 21 October 2019 (the "**Hybrid Instruments e-Tax Guide**") which sets out the income tax treatment of hybrid instruments, including the factors that the IRAS will generally use to determine whether such instruments are debt or equity instruments for income tax purposes.

Among others, the IRAS has stated in the Hybrid Instruments e-Tax Guide that:

- (a) whether or not a hybrid instrument will be treated as debt or equity security for income tax purposes will firstly depend on its legal form, to be determined based on an examination of the legal rights and obligations attached to the instrument;
- (b) a hybrid instrument is generally characterised as equity if the legal terms of the instrument indicate ownership interests in the issuer. If the legal form of a hybrid instrument is not indicative of or does not reflect the legal rights and obligations, the facts and circumstances surrounding the instrument and a combination of factors, not limited to the following, would have to be examined to ascertain the nature of the instrument for income tax purposes.

These factors include (but are not limited to):

- (i) nature of interest acquired;
 - (ii) investor's right to participate in issuer's business;
 - (iii) voting rights conferred by the instrument;
 - (iv) obligation to repay the principal amount;
 - (v) payout;
 - (vi) investor's right to enforce payment;
 - (vii) classification by other regulatory authority; and
 - (viii) ranking for repayment in the event of liquidation or dissolution;
- (c) if a hybrid instrument is characterised as a debt instrument for income tax purposes, distributions from the issuer to the investors are regarded as interest; and
 - (d) if a hybrid instrument issued by a company or a REIT (as defined in the ITA) is characterised as an equity instrument for income tax purposes, distributions from the issuer to the investors are regarded as either dividends or distributions.

Capital Gains

Subject to the disclosure in the next paragraph, any gains considered to be in the nature of capital made from the sale of Instruments will not be taxable in Singapore. However, any gains derived by any person from the sale of Instruments which are gains from any trade, business, profession or vocation carried

on by that person, if accruing in or derived from Singapore, may be taxable as such gains are considered revenue in nature.

Under section 10L of the ITA, gains received in Singapore by an entity of a relevant group from the sale or disposal of any movable or immovable property outside Singapore will be treated as income chargeable to tax under section 10(1)(g) of the ITA under certain circumstances. Debt securities will be deemed to be located outside Singapore if the issuer thereof is incorporated outside Singapore or in the case of registered debt securities, the register or principal register (if there is more than one register) is located outside Singapore regardless where the issuer is incorporated. If the Instruments are deemed to be foreign assets, gains from their disposal will be subject to tax if an entity of a relevant group (other than an excluded entity) disposed of the Instruments on or after 1 January 2024. An entity is a member of a group of entities if its assets, liabilities, income, expenses and cash flows are (a) included in the consolidated financial statements of the parent entity of the group; or (b) excluded from the consolidated financial statements of the parent entity of the group solely on size or materiality grounds or on the grounds that the entity is held for sale. A group is a relevant group if (a) the entities of the group are not all incorporated, registered or established in Singapore; or (b) any entity of the group has a place of business outside Singapore. An excluded entity is defined in section 10L of the ITA to include a pure equity-holding company or any other entity with adequate economic substance in Singapore taking into account factors enumerated in section 10L of the ITA.

Instrumentholders are advised to consult their own tax advisors on the applicable tax treatment if they received gains in Singapore from the disposal of the Instruments.

Instrumentholders who are adopting the Financial Reporting Standard ("**FRS**") 39, FRS 109 or Singapore Financial Reporting Standard (International) 9 ("**SFRS(I) 9**") (as the case may be), may for Singapore income tax purposes, be required to recognise gains or losses (not being gains or losses in the nature of capital) on the Instruments, irrespective of disposal for tax purposes, in accordance with the provisions of FRS 39 or FRS 109, or SFRS(I) 9 (as the case may be) (as modified by the applicable provisions of Singapore income tax law) even though no sale or disposal of the Instruments is made. Please see the section below on "*Adoption of FRS 39, FRS 109 or SFRS(I) 9 for Singapore Income Tax Purposes.*"

Adoption of FRS 39, FRS 109 or SFRS(I) 9 for Singapore Income Tax Purposes

Section 34A of the ITA provides for the tax treatment for financial instruments in accordance with FRS 39 (subject to certain exceptions and "opt-out" provisions) to taxpayers who are required to comply with FRS 39 for financial reporting purposes. The IRAS has also issued a circular entitled "Income Tax Implications Arising from the Adoption of FRS 39 - Financial Instruments: Recognition and Measurement."

FRS 109 or SFRS(I) 9 (as the case may be) is mandatorily effective for annual periods beginning on or after 1 January 2018, replacing FRS 39. Section 34AA of the ITA requires taxpayers who comply or who are required to comply with FRS 109 or SFRS(I) 9 (as the case may be) for financial reporting purposes to calculate their profit, loss or expense for Singapore income tax purposes in respect of financial instruments in accordance with FRS 109 or SFRS (I) 9 (as the case may be), subject to certain exceptions. The IRAS has also issued a circular entitled "Income Tax: Income Tax Treatment Arising from Adoption of FRS 109 – Financial Instruments."

Instrumentholders who may be subject to the tax treatment under Sections 34A or 34AA of the ITA should consult their own accounting and tax advisers regarding the Singapore income tax consequences of their acquisition, holding or disposal of the Instruments.

Estate Duty

Singapore estate duty has been abolished with respect to all deaths occurring on or after 15 February 2008.