



Monthly Return for Equity Issuer and Hong Kong Depositary Receipts listed under Chapter 19B of the Exchange Listing Rules on Movements in Securities

For the month ended: 31 January 2024

Status: New Submission

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer: AIA Group Limited

Date Submitted: 05 February 2024

I. Movements in Authorised / Registered Share Capital Not applicable

Remarks:

AIA Group Limited (the "Company") does not have an authorised share capital and/or nominal value for its ordinary shares.

II. Movements in Issued Shares

1. Class of shares	Ordinary shares	Type of shares	Not applicable	Listed on SEHK (Note 1)	Yes	
Stock code	01299	Description				
Multi-counter stock code	81299	RMB	Description			
Balance at close of preceding month			11,399,354,458			
Increase / decrease (-)			-37,491,489			
Balance at close of the month			11,361,862,969			

III. Details of Movements in Issued Shares

(A). Share Options (under Share Option Schemes of the Issuer)

1. Class of shares issuable		Ordinary shares		Type of shares	Not applicable	Shares issuable to be listed on SEHK (Note 1)		Yes	
Stock code of shares issuable (if listed on SEHK) (Note 1)				01299					
Multi-counter stock code		81299	RMB	Description					
Particulars of share option scheme		Number of share options outstanding at close of preceding month	Movement during the month		Number of share options outstanding at close of the month	No. of new shares of issuer issued during the month pursuant thereto (A)	No. of new shares of issuer which may be issued pursuant thereto as at close of the month	The total number of securities which may be issued upon exercise of all share options to be granted under the scheme at close of the month	
1).	Share Option Scheme adopted on 28 September 2010 ("2010 SO Scheme")	18,911,386	Granted	0	18,856,675	54,711	18,856,675		0
			Exercised	-54,711					
			Cancelled	0					
			Lapsed	0					
General Meeting approval date (if applicable)									
2).	Share Option Scheme adopted on 29 May 2020	6,193,786	Granted	0	6,193,786	0	359,568		269,390,346
			Exercised	0					
			Cancelled	0					
			Lapsed	0					
General Meeting approval date (if applicable) 29 May 2020									
3).	Restricted Share Unit Scheme adopted on 28 September 2010 ("2010 RSU Scheme")	837,592	Granted	0	837,592	0	0		0
			Others	0					
			Vested						
			Cancelled	0					
			Lapsed	0					

General Meeting approval date (if applicable)								
4).	Restricted Share Unit Scheme adopted on 1 August 2020	29,075,785	Granted	0	28,785,641	0	0	260,871,582
			Others	-58,834				
			Vested					
			Cancelled	0				
			Lapsed	-231,310				
General Meeting approval date (if applicable) 18 May 2023								
5).	Employee Share Purchase Plan adopted on 1 August 2020	3,742,988	Granted	204,492	3,906,142	0	0	286,588,672
			Others	-17,947				
			Vested					
			Cancelled	0				
			Lapsed	-23,391				
General Meeting approval date (if applicable) 18 May 2023								
6).	Agency Share Purchase Plan adopted on 1 February 2021	2,573,564	Granted	103,124	2,669,315	0	0	284,527,022
			Others	0				
			Vested					
			Cancelled	0				
			Lapsed	-7,373				
General Meeting approval date (if applicable) 18 May 2023								

Total A (Ordinary shares): 54,711

Total funds raised during the month from exercise of options: HKD 2,054,945.16

Remarks:

Upon the termination of the 2010 SO Scheme effective on 29 May 2020, no further options can be granted thereunder by the Company.
Upon the termination of the 2010 RSU Scheme effective on 31 July 2020, no further awards can be granted thereunder by the Company.

(B). Warrants to Issue Shares of the Issuer which are to be Listed Not applicable

(C). Convertibles (i.e. Convertible into Issue Shares of the Issuer which are to be Listed) Not applicable

(D). Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be listed, including Options (other than Share Options Schemes) Not applicable

(E). Other Movements in Issued Share

1. Class of shares issuable (Note 5 and 6)	Ordinary shares	Type of shares	Not applicable		Shares issuable to be listed on SEHK (Note 1, 5 and 6)	Yes	
Stock code of shares issuable (if listed on SEHK) (Note 1, 5 and 6)	01299						
Multi-counter stock code	81299	RMB	Description				
Type of Issue	At price (if applicable)		Issue and allotment date (Note 5 and 6)	General Meeting approval date (if applicable)	No. of new shares of issuer issued during the month pursuant thereto (E)	No. of new shares of issuer which may be issued pursuant thereto as at close of the month	
	Currency	Amount					
1). Repurchase of shares			08 January 2024	18 May 2023	-37,546,200		

Total E (Ordinary shares): -37,546,200

Remarks:

37,546,200 ordinary shares bought back on market from 1 December 2023 to 29 December 2023 were cancelled on 8 January 2024.

Total increase / decrease (-) in Ordinary shares during the month (i.e. Total of A to E) -37,491,489

IV. Information about Hong Kong Depositary Receipt (HDR) Not applicable

V. Confirmations

We hereby confirm to the best knowledge, information and belief that, in relation to each of the securities issued by the issuer during the month as set out in Part III and IV which has not been previously disclosed in a return published under Main Board Rule 13.25A / GEM Rule 17.27A, it has been duly authorised by the board of directors of the listed issuer and, insofar as applicable:

(Note 2)

- (i) all money due to the listed issuer in respect of the issue of securities has been received by it;
- (ii) all pre-conditions for listing imposed by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited under "Qualifications of listing" have been fulfilled;
- (iii) all (if any) conditions contained in the formal letter granting listing of and permission to deal in the securities have been fulfilled;
- (iv) all the securities of each class are in all respects identical (Note 3);
- (v) all documents required by the Companies (Winding Up and Miscellaneous Provisions) Ordinance to be filed with the Registrar of Companies have been duly filed and that compliance has been made with other legal requirements;
- (vi) all the definitive documents of title have been delivered/are ready to be delivered/are being prepared and will be delivered in accordance with the terms of issue;
- (vii) completion has taken place of the purchase by the issuer of all property shown in the listing document to have been purchased or agreed to be purchased by it and the purchase consideration for all such property has been duly satisfied; and
- (viii) the trust deed/deed poll relating to the debenture, loan stock, notes or bonds has been completed and executed, and particulars thereof, if so required by law, have been filed with the Registrar of Companies.

Submitted by: Nicole Pao

Title: Group Company Secretary

(Director, Secretary or other Duly Authorised Officer)

Notes

1. SEHK refers to Stock Exchange of Hong Kong.
2. Items (i) to (viii) are suggested forms of confirmation which may be amended to meet individual cases. Where the issuer has already made the relevant confirmations in a return published under Main Board Rule 13.25A / GEM Rule 17.27A in relation to the securities issued, no further confirmation is required to be made in this return.

3. "Identical" means in this context:
 - . the securities are of the same nominal value with the same amount called up or paid up;
 - . they are entitled to dividend/interest at the same rate and for the same period, so that at the next ensuing distribution, the dividend/interest payable per unit will amount to exactly the same sum (gross and net); and
 - . they carry the same rights as to unrestricted transfer, attendance and voting at meetings and rank pari passu in all other respects.
4. If there is insufficient space, please submit additional document.
5. In the context of repurchase of shares:
 - . "shares issuable to be listed on SEHK" should be construed as "shares repurchased listed on SEHK"; and
 - . "stock code of shares issuable (if listed on SEHK)" should be construed as "stock code of shares repurchased (if listed on SEHK)"; and
 - . "class of shares issuable" should be construed as "class of shares repurchased"; and
 - . "issue and allotment date" should be construed as "cancellation date"
6. In the context of redemption of shares:
 - . "shares issuable to be listed on SEHK" should be construed as "shares redeemed listed on SEHK"; and
 - . "stock code of shares issuable (if listed on SEHK)" should be construed as "stock code of shares redeemed (if listed on SEHK)"; and
 - . "class of shares issuable" should be construed as "class of shares redeemed"; and
 - . "issue and allotment date" should be construed as "redemption date"