

*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**

## **AGENCY SHARE PURCHASE PLAN - SHARE ISSUANCE**

This announcement is made pursuant to Rule 13.28 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**").

Reference is made to the Agency Share Purchase Plan adopted by AIA Group Limited (the "**Company**") on 23 February 2012 (the "**ASPP**"). Pursuant to the rules of the ASPP, eligible agents may purchase ordinary shares of the Company (the "**Shares**") with qualified agent contributions and the Company will award to them one matching restricted stock subscription unit at the end of the vesting period for every two Shares purchased. Each restricted stock subscription unit will entitle the relevant eligible agent to subscribe for one new Share and upon satisfaction of the vesting conditions, the Company will issue an appropriate number of Shares to those eligible agents.

The board of directors of the Company (the "**Board**") announces that the Company will issue 1,167,021 Shares (the "**Awarded Shares**") to Computershare Hong Kong Trustees Limited (the "**Trustee**"), which will hold the Awarded Shares on trust for certain eligible agents (the "**Awarded Agents**") participating in the ASPP. The vesting conditions for the Awarded Shares have been satisfied on 27 April 2018 and the issue of the Awarded Shares is only conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") granting listing of, and permission to deal in, the Awarded Shares.

The Awarded Shares to be issued represent (i) approximately 0.01% of the issued Shares as at the date of this announcement; and (ii) approximately 0.01% of the issued Shares as enlarged by the issue and allotment of the Awarded Shares. A summary of the terms and other information of the Awarded Shares is set out below:

Subscription price per Awarded Share	:	US\$1.00
Number of Awarded Shares to be issued	:	1,167,021
Total subscription price for the Awarded Shares	:	US\$1,167,021
Net total subscription price to be received by the Company for the Awarded Shares	:	US\$1,167,021

The closing price of the Shares on 27 April 2018 is HK\$69.00.

The Company intends to use the net amount received from the issue of the Awarded Shares to fund the administration expenses of the ASPP.

Pursuant to the general mandate granted to the directors of the Company (the “**Directors**”) at the annual general meeting of the Company held on 12 May 2017, the Directors were authorised to issue Shares not exceeding 10% of the aggregate number of Shares in issue as of 12 May 2017 (i.e. not exceeding 1,207,397,059 Shares). Such general mandate has not been utilised prior to the date of this announcement. The Company has not conducted any equity fund raising activities in the twelve months prior to the date of this announcement. The Awarded Shares will be issued under the aforesaid general mandate and therefore the issue of the Awarded Shares is not subject to approval of the Company's shareholders.

The Trustee and all the Awarded Agents are independent from, and are not connected persons (as defined in the Listing Rules) of, the Company as at the date of this announcement.

Application has been made by the Company to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Awarded Shares.

By Order of the Board  
**Ng Keng Hooi**  
*Executive Director*  
*Group Chief Executive and President*

Hong Kong, 27 April 2018

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, Group Chief Executive and President:*

Mr. Ng Keng Hooi

*Independent Non-executive Directors:*

Mr. Jack Chak-Kwong So, Mr. Chung-Kong Chow, Mr. John Barrie Harrison, Mr. George Yong-Boon Yeo, Mr. Mohamed Azman Yahya, Professor Lawrence Juen-Yee Lau, Ms. Swee-Lian Teo, Dr. Narongchai Akrasanee and Mr. Cesar Velasquez Purisima