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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 – SHARES ISSUE

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 “**Stock Exchange**”).

The board of directors (the “**Board**”) of AIA Group Limited (the “**Company**”) announces that the Company will issue 1,041,690 ordinary shares of the Company (the “**Shares**”) to certain eligible agents participating in the Company’s Agency Share Purchase Plan adopted by the Company on 23 February 2012 (the “**ASPP**”) subject to satisfaction of the vesting conditions under the plan.

The 1,041,690 Shares to be issued represent (i) approximately 0.0086% of the issued share capital of the Company as at the date of this announcement; and (ii) approximately 0.0086% of the issued share capital of the Company as enlarged by the issue and allotment of the Shares. A summary of the terms and other information of the issuance is set out below:

Date of issue:	27 April 2015
Subscription price per Share:	US\$1.00
Number of Shares to be issued:	1,041,690
Total subscription price of the Shares:	US\$1,041,690
Net total subscription price to be received by the Company:	US\$1,041,690

Pursuant to the rules of the ASPP, eligible agents may purchase Shares with qualified agent contributions and the Company will award one matching restricted stock subscription unit to them at the end of the vesting period for every two Shares purchased. Each restricted stock subscription unit entitles eligible agents to subscribe for one new Share and upon satisfaction of the vesting conditions, the Company will issue the Shares to eligible agents.

The closing price of the Shares on 24 April 2015 was HK\$51.85 per Share. Other than the vesting conditions, the issuance is not subject to any conditions.

The Company intends to use the net amount received on administration expenses of the ASPP.

The Shares will be issued under the general mandate granted to the directors of the Company at the annual general meeting of the Company held on 9 May 2014, and therefore the issuance is not subject to the approval of the Company's shareholders. Pursuant to the general mandate, the directors of the Company are authorised to issue such number of shares of the Company as not exceeding 10% of the aggregate number of shares in the Company in issue as of 9 May 2014, being 1,204,475,486 shares of the Company. 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 past twelve months before the date of this announcement.

There are more than ten allottees and all allottees are eligible participants in the ASPP. No one allottee is entitled to subscribe for 5% or more of the Shares. The allottees are independent from the Company and are not connected persons 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, all the Shares.

By Order of the Board
Mark Edward Tucker
Executive Director,
Group Chief Executive and President

Hong Kong, 24 April 2015

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

Non-executive Chairman and Non-executive Director:

Mr. Edmund Sze-Wing Tse

Executive Director, Group Chief Executive and President:

Mr. Mark Edward Tucker

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 and Professor Lawrence Juen-Yee Lau