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**THE REAL LIFE
COMPANY**

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 “**Stock Exchange**”).

The board of directors (the “**Board**”) of AIA Group Limited (the “**Company**”) announces that the Company will issue 927,042 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 927,042 Shares to be issued (the “**Share Issuance**”) represent (i) approximately 0.008% of the issued Shares as at the date of this announcement; and (ii) approximately 0.008% of the issued Shares as enlarged by the issue and allotment of the Shares under the Share Issuance. A summary of the terms and other information of the Share Issuance is set out below:

Subscription price per Share:	US\$1.00
Number of Shares to be issued:	927,042
Total subscription price for the Share Issuance:	US\$927,042
Net total subscription price to be received by the Company for the Share Issuance:	US\$927,042

Pursuant to the rules of the ASPP, eligible agents may purchase the 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 an appropriate number of Shares to eligible agents.

The closing price of the Shares on 29 April 2016 was HK\$46.70 per Share. Other than the vesting conditions, the Shares to be issued pursuant to the Share Issuance are not subject to any conditions.

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

Pursuant to the general mandate granted to the directors of the Company at the annual general meeting of the Company held on 8 May 2015, the directors of the Company are authorised to issue a number of Shares not exceeding 10% of the aggregate number of Shares in issue as of 8 May 2015, being 1,204,717,889 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 Shares to be issued pursuant to the Share Issuance will be issued under such general mandate and are therefore not subject to the approval of the Company's shareholders.

There are more than six allottees and all allottees are eligible participants in the ASPP. No one allottee is entitled to subscribe for 5% or more of the Shares to be issued pursuant to the Share Issuance. 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 to be issued pursuant to the Share Issuance.

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

Hong Kong, 29 April 2016

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, Professor Lawrence Juen-Yee Lau, Ms. Swee-Lian Teo and Dr. Narongchai Akrasanee