



### May 2010

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### Agenda for today

Introduction	Harvey McGrath, Chairman
Strategic rationale and shareholder value	Tidjane Thiam, Group CEO
Financial analysis and disclosures	Nic Nicandrou, Group CFO
Execution	Barry Stowe, Asia CEO
Integration of AIA and Prudential	Rob Devey, Integration leader
Q&A	

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#### Transaction will create significant value for our shareholders

- 1 Keep Prudential and all the upside in our business
- 2 Capture the value from AIA recovery
- 3 Benefit from the synergies across AIA and Prudential Asia
- 4 Benefit from the superior growth and returns of a leadership position in Asia

#### Financial targets and synergies<sup>1</sup>

More than double combined Asian NBP to £2.8bn in 2013

Double Asian IFRS operating earnings<sup>2</sup> to at least £3.26bn in 2013

Upstream \$1bn from AIA per annum from 2011

Maintain Group dividend policy

\$800m NBP revenue synergies by 2013

\$370m IFRS cost synergies by 2013

<sup>1</sup> All the targets assume (i) constant exchange rates, including an exchange rate of £1: US\$1.5224; (ii) no business acquisitions; (iii) no change in the accounting, regulatory or tax environment, including any application of any accounting, regulatory or tax regulations by Prudential, its independent auditors or any relevant regulatory authority in any jurisdiction during the period; (iv) all regulatory and anti-trust approvals for changes of control will be received in all markets without impediments to combine legal entities or develop shared operational functions; and (v) a normalised economic environment consistent with the economic assumptions made by Prudential in calculating the EEV basis supplementary information for the year ended 31 December 2009.

<sup>2</sup> Based on the Prudential basis of IFRS operating profit based on long-term investment returns and before amortisation of acquired value in-force and one-time costs of achieving synergies and transaction (including hedging) costs.

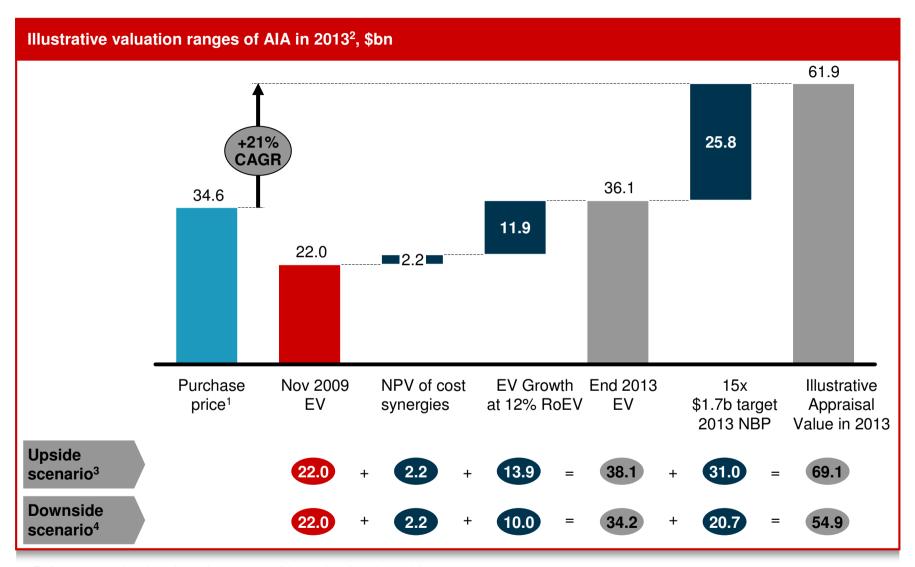
#### **Value creation**

Significant benefits and more upside

**The Right Markets** 

**The Right Combination** 

#### There is scope for significant value creation



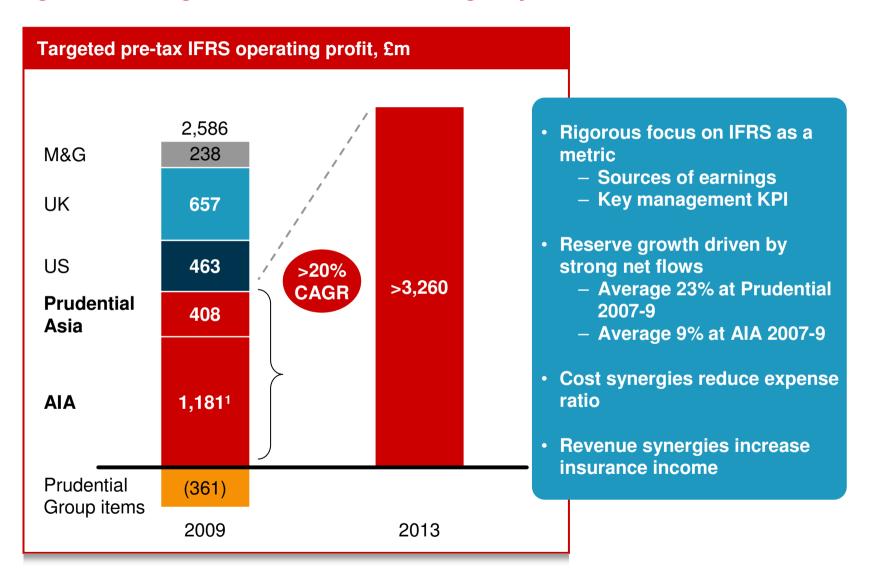
<sup>1</sup> Reflects economic value of mandatory convertibles and preferred securities

<sup>2</sup> Illustrative 2013 valuation is calculated as 2013 EV based on 12% RoEV plus 15x 2013 illustrative NBP. RoEV and 2013 target valuation ranges included for illustrative purposes only. Actual results may vary.

<sup>3</sup> EV growth at 14% RoEV; 18x NBP. CAGR +25.9%

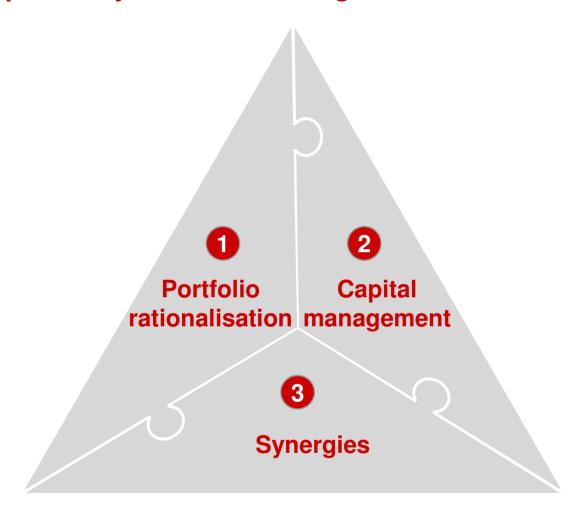
<sup>4</sup> EV growth at 10% RoEV; 12x NBP. CAGR +16.6%

#### Target doubling of Asian IFRS earnings by 2013





#### Additional upside beyond financial targets



#### Value creation

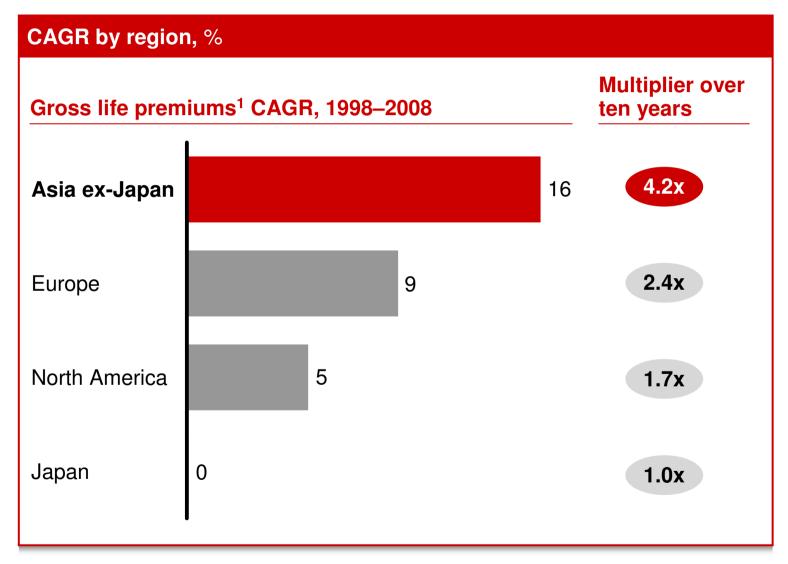
#### **The Right Markets**

- High growth
- Sustainable profits and returns

**The Right Combination** 



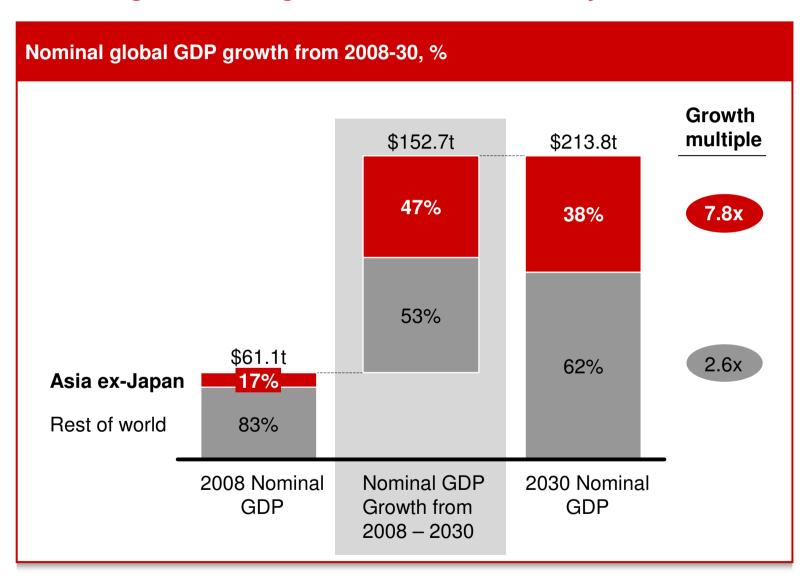
# In line with robust wealth creation, the life insurance market in Asia has experienced very high growth over the last 10 years



<sup>1</sup> Defined by Sigma as the sum total of the premiums declared by insurance companies around the world SOURCE: Sigma

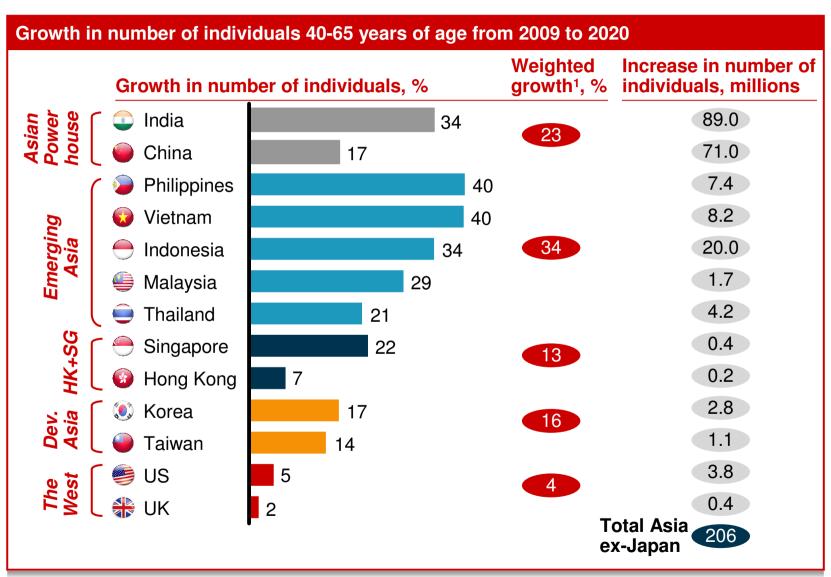


# Estimates suggest Asia ex-Japan could contribute almost half of absolute global GDP growth over the next 20 years



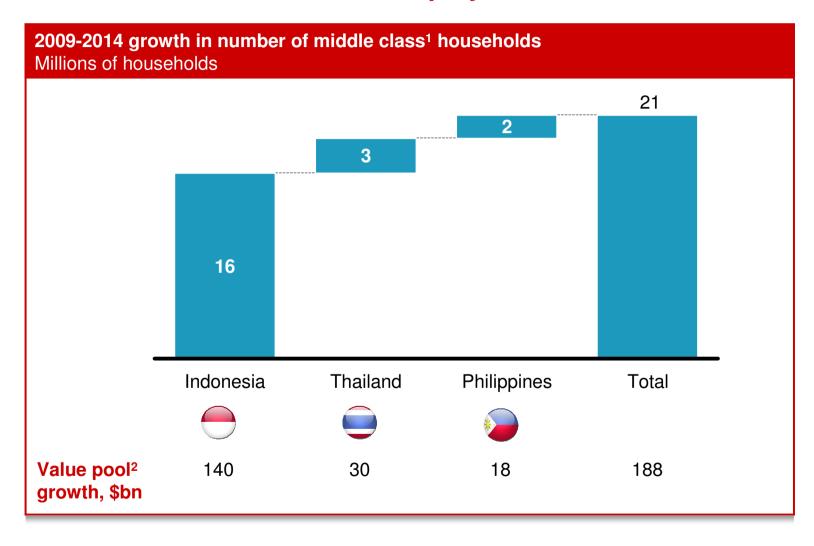


# Most attractive demographic group between 40-65 years expected to grow in Asia ex-Japan by ~25% to 1 billion





# Target market expected to expand across Emerging Asia, with incremental ~\$190bn of wealth to tap by 2014



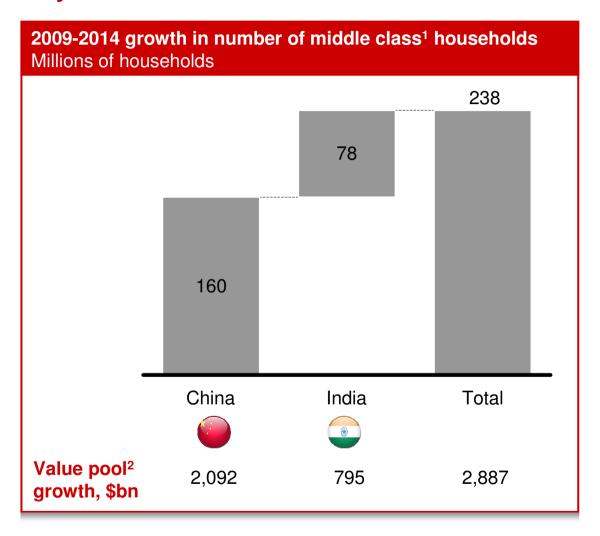
<sup>1</sup> Middle class defined as households with \$5-25k of earnings per year

SOURCE: EIU

<sup>2</sup> Absolute change in middle class household earnings from 2009 to 2014. Calculated by taking median income over income distribution and multiplying by corresponding number of households



# India and China expected to produce ~240 million new middle class households by 2014



<sup>1</sup> Middle class defined as households with \$5-25k of earnings per year

SOURCE: EIU

<sup>2</sup> Absolute change in middle class household earnings from 2009 to 2014. Calculated by taking median income over income distribution and multiplying by corresponding number of households



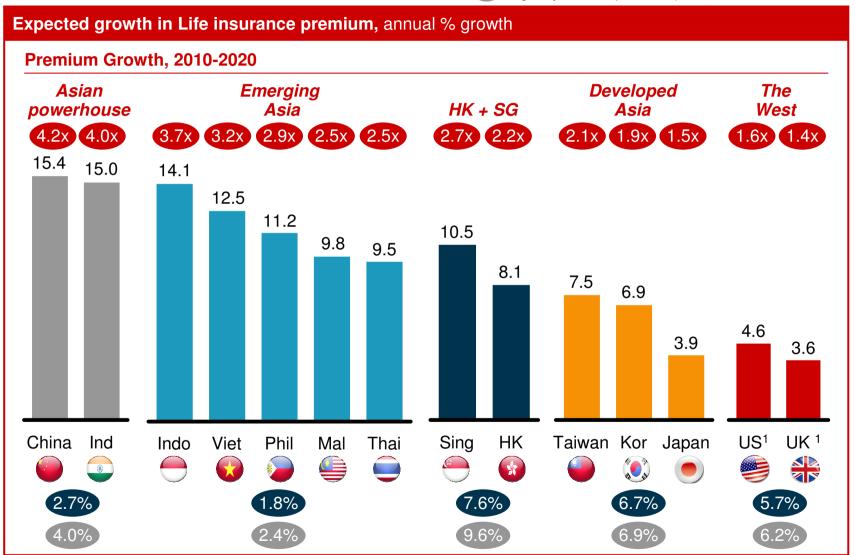
### Robust growth in Asia ex-Japan life insurance premiums expected

over the next decade

Premium multiplier from 2010 – 2020

Weighted penetration (GWP / GDP) 2010, %

Weighted penetration (GWP / GDP) 2020, %

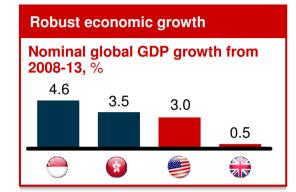


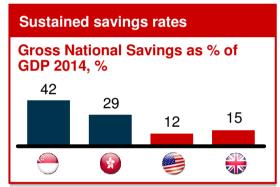
1 2008-2020

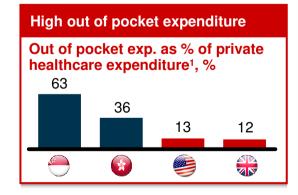
SOURCE: Swiss Re; IMF

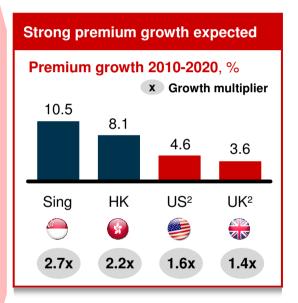


#### Significant headroom for growth in Hong Kong and Singapore







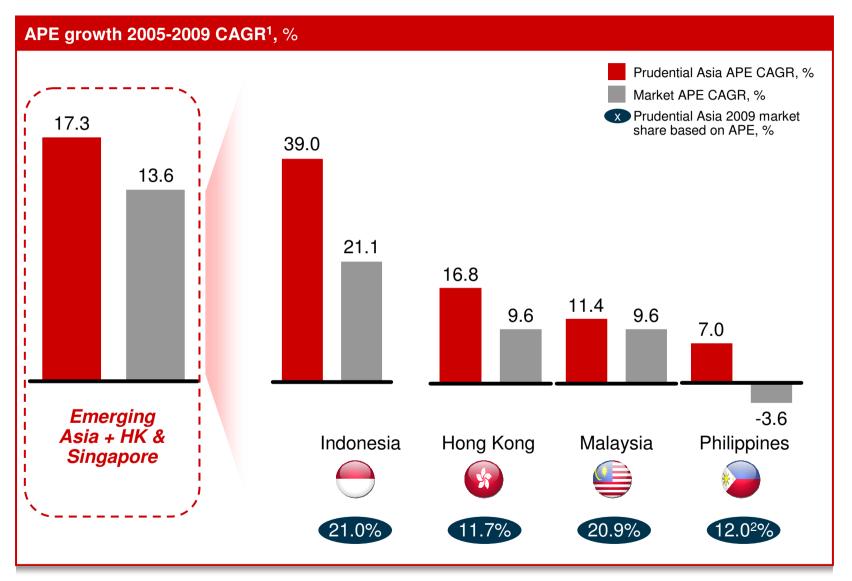


- Singapore and Hong Kong well-positioned as financial hubs for Asian market
- High margins not reflective of saturated market

<sup>1 2006</sup> figures 2 2008-2020



#### Prudential has a long track record of capturing above-market growth

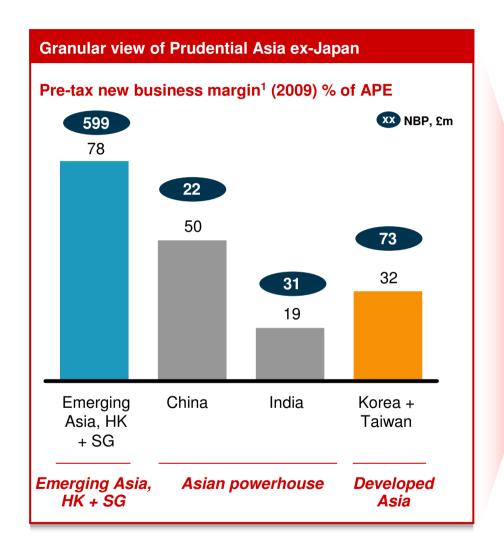


<sup>1</sup> Based on average of beginning of year and end of year exchange rates for 2005 and 2009

<sup>2</sup> Philippines based on 2008 FY data



#### **Profitability in Asia is structural and durable**





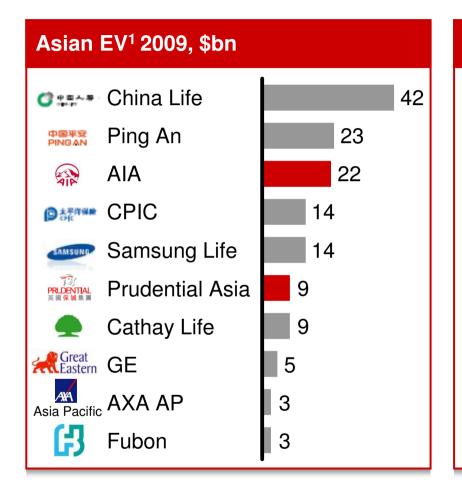
Value creation

**The Right Markets** 

The Right Combination



#### AIA is a leading Asian franchise



#### **AIA business**

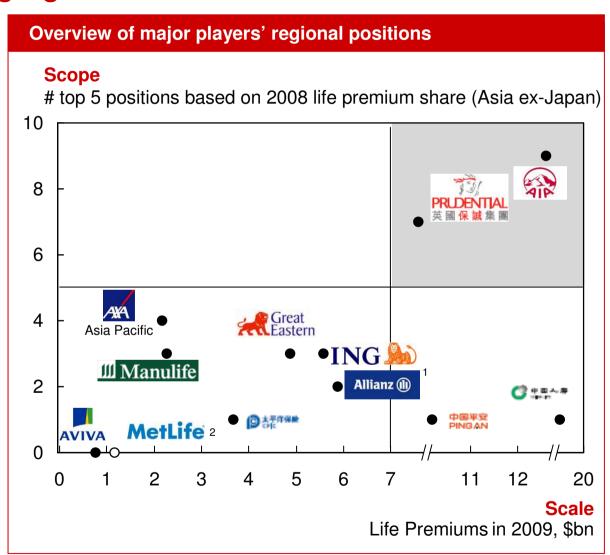
- Extensive geographical presence and scale
- Strong brand
- Multi-channel, proprietary distribution
- Significant in-force book
- Greater focus on traditional products
- Strong ALM and capital management
- Balance sheet prepared for an IPO



# Prudential and AIA will be uniquely positioned to capture the Asian opportunity generating significant shareholder value

### Asia: significant and sustainable opportunity

- Target markets set to grow at 2-4x over 10 years
- Sustainable profitability, value and returns

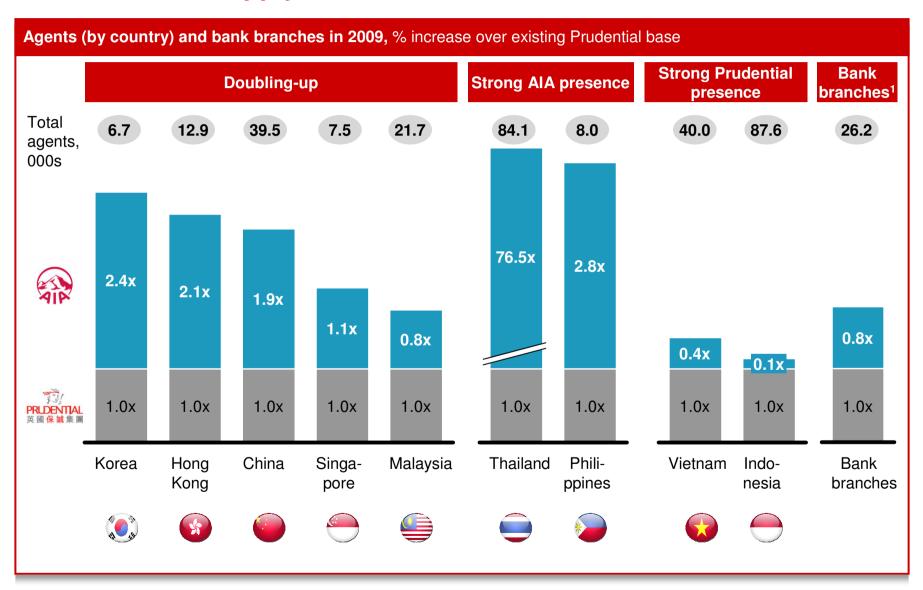


<sup>1</sup> Includes Japan as separate disclosure not available

<sup>2</sup> Includes Japan as separate disclosure not available. India data excluded as captured in Middle East, and no separate data available SOURCE: Company filings; local regulators and life insurance associations

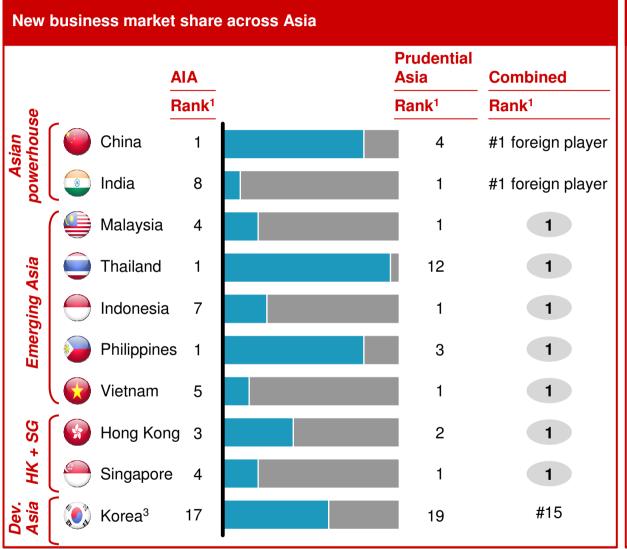


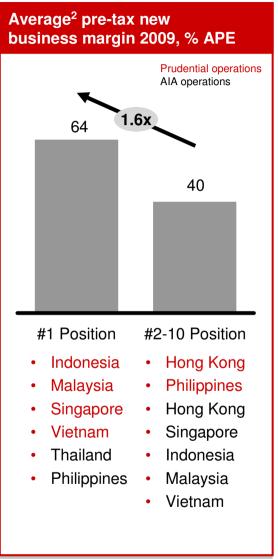
# This combination accelerates our existing strategy by expanding distribution in supply-constrained markets





#### There are profitability advantages to being number 1





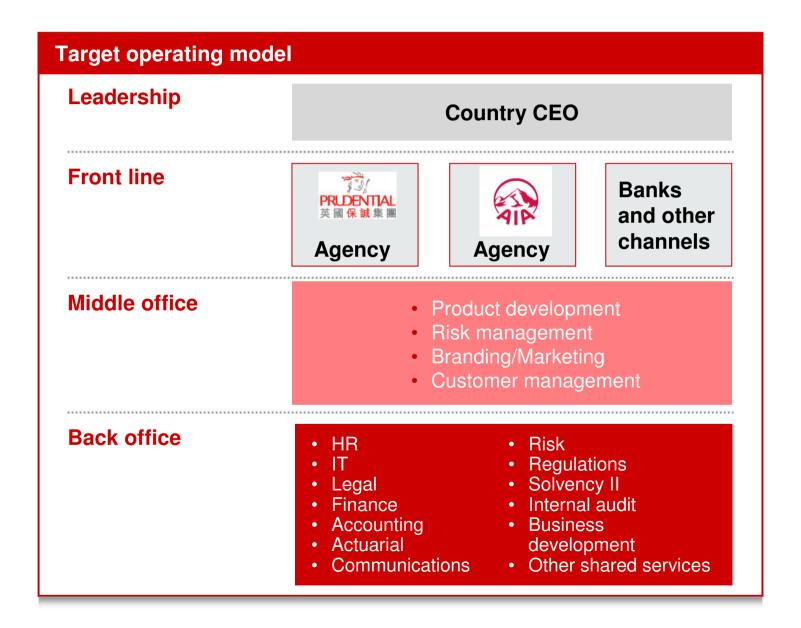
<sup>1</sup> Based on the latest reported period for each market on the basis of total weighted new business premiums. China and India based on JV and foreign insurers only: Malaysia includes 100% Takaful; India includes private insurers retail sales only for ranking; Philippines based on 2008 FY data

<sup>2</sup> Based on arithmetic average

<sup>3</sup> Ranking based on total new business premiums

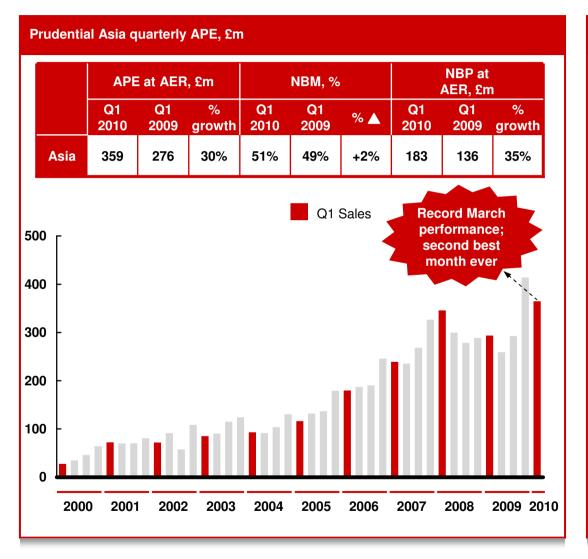


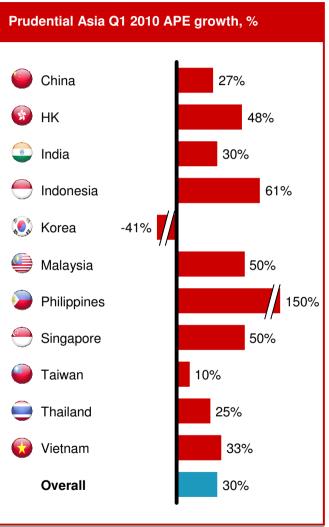
#### Operating model designed to maximise growth potential and efficiency





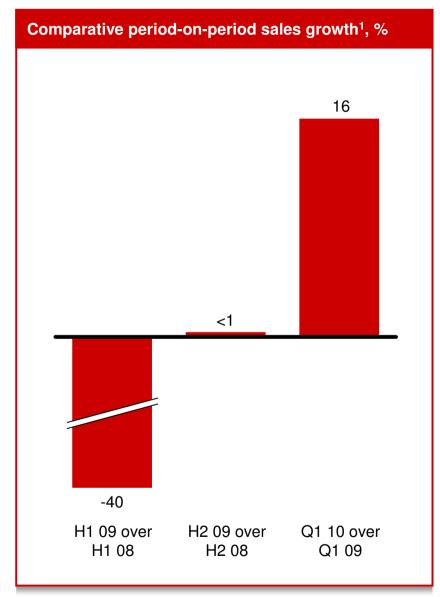
### Prudential's Asian sales have shown strong growth and profitability in Q1 2010

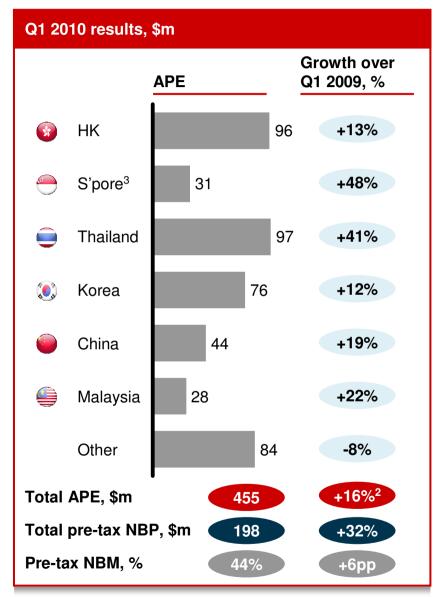






#### AIA has reported strong Q1 results





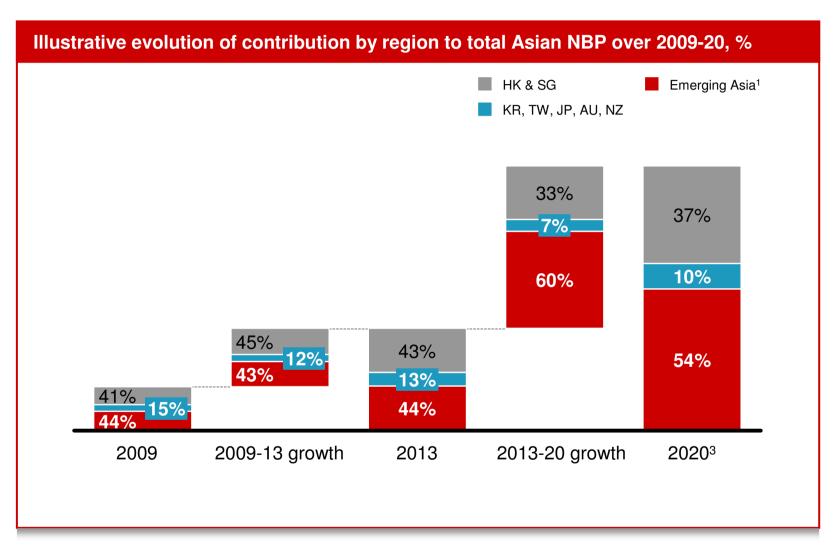
<sup>1 2008 &</sup>amp; 2009 data based on first year premium, 2010 data based on APE

<sup>2</sup> Used average exchange rates over the period

<sup>3</sup> Includes Brunei



#### **Short-term and long-term value creation**



<sup>1</sup> Southeast Asia (excluding Singapore), China and India

SOURCE: Swiss Re

<sup>2</sup> Based on Prudential and AIA's 2009 new business profit illustratively projected applying rates of expected growth in Life insurance premiums in the relevant countries from a Swiss Re report. Actual results may vary.

<sup>3</sup> Regional split does not add up to 100% due to rounding

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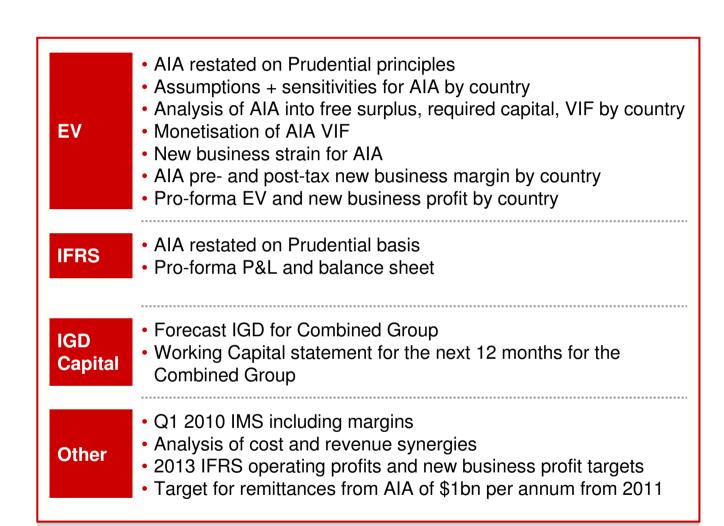
#### **Overview**

AIA in review	The combined group	The opportunity	The deal
Disclosure	• Pro-forma	<ul><li>Targets</li></ul>	• Funding
Restatement	• IGD	<ul> <li>Free surplus</li> </ul>	<ul> <li>Rights issue</li> </ul>
Robust EV			• Calendar
• ALM			

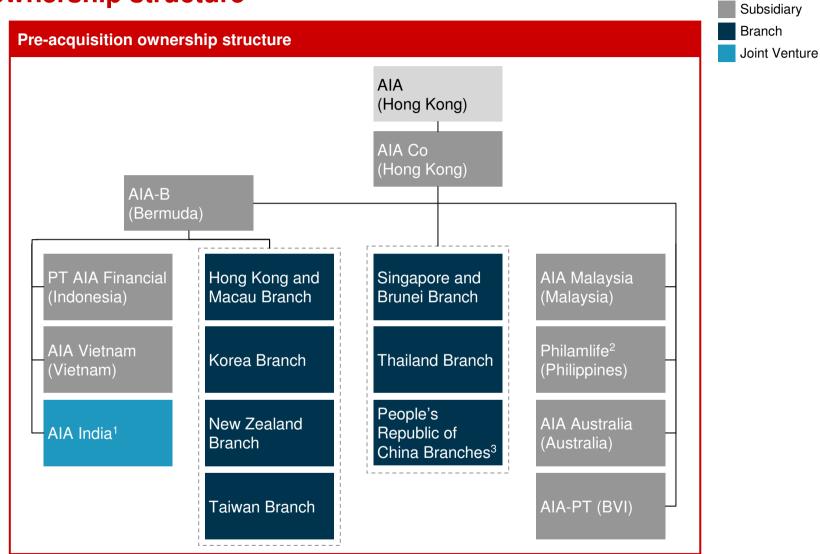
#### Key messages

- 1. Restatement has improved all key metrics & EV remains conservative
- 2. Asia makes up over 60% of the Group on day one and is expected to grow faster
- 3. Opportunity to at least double Asian IFRS earnings & NBP by 2013
- Targeting remittances from AIA of at least \$1bn p.a. in 2011 and onwards, supporting an unchanged dividend policy
- 5. More opportunities to free up surplus from restructuring & strain management

#### **Prospectus disclosures**



#### **AIA** ownership structure



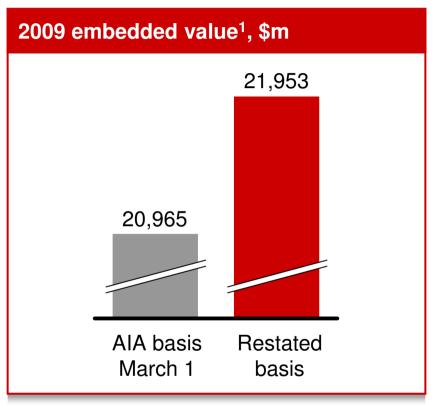
<sup>1</sup> Owned at 26%

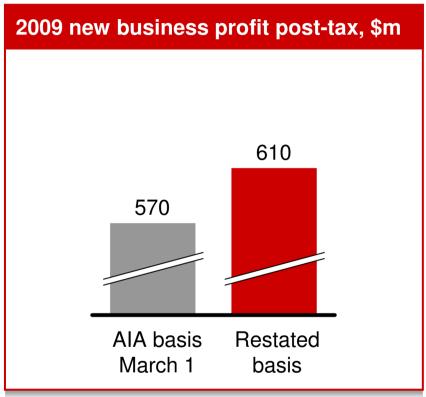
<sup>2</sup> Owned at 99.78%

<sup>3</sup> Beijing, Shanghai, Shenzhen, Guangdong (Provincial), Jiangsu (Provincial)



### AIA 2009 embedded value and new business profit adjusted to Prudential principles





- Capital held in Hong Kong for branch operations rebased to Hong Kong economic assumptions
- Adjustments to discount rates in Korea, Singapore and Australia

1 As of end November 2009

#### Conservative allowance for risk in restated Embedded Value

AIA, %			Prudential Asia,	%
RDR	Risk free rate		RDR	Risk free rate
8.0	3.83	Mong Kong	5.7	3.9
10.0	4.16	Thailand	13.0	6.75
7.5	2.93	Singapore	6.8	4.25
9.0	4.46	Malaysia	9.5	6.5
10.0	3.74	China	11.75	8.25
10.0	5.16	Korea	8.4	5.5
8.6	3.9	Weighted <sup>1</sup>	7.4	4.9
8.7	460bp 4.1	Weighted total Asia¹	8.8	300bp 5.8

- Implicit allowance in RDR for TVOGs<sup>2</sup>
- Implicit allowance in RDR for nonhedgeable risks

- TVOGs<sup>2</sup> allowed for explicitly
- Non-hedgeable risks allowed for explicitly (50bp)
- Experience variances and assumption changes, from 2005 - 2009 (cumm)
  - Operating: £194mEconomic: £(98)m

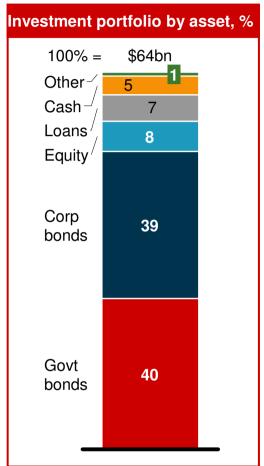
<sup>1</sup> Weighted by value of in-force net of cost of capital 2 TVOG: Time Value of Options and Guarantees

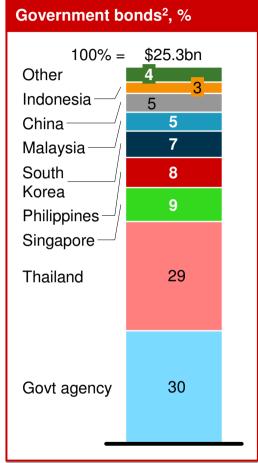
# Conservative allowance for capital and costs in restated 2009 embedded value

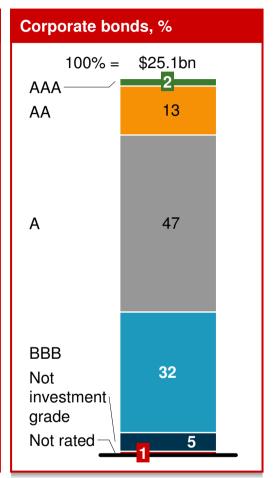
\$m

	Free surplus	Required capital	Adjusted net worth	VIF	Cost of capital	Embedded value	2009 NBP (post-tax)
Local statutory basis	9,335	2,899	12,234	12,140	(1,241)	23,132	676
Hong Kong "overlay"	(5,313)	844	(4,469)	3,957	(122)	(635)	(26)
Corporate office "look-through"		-	-	(545)	-	(545)	(40)
Total	4,022	3,742	7,765	15,552	(1,364)	21,953	610

### AIA asset portfolio<sup>1</sup> end 2009





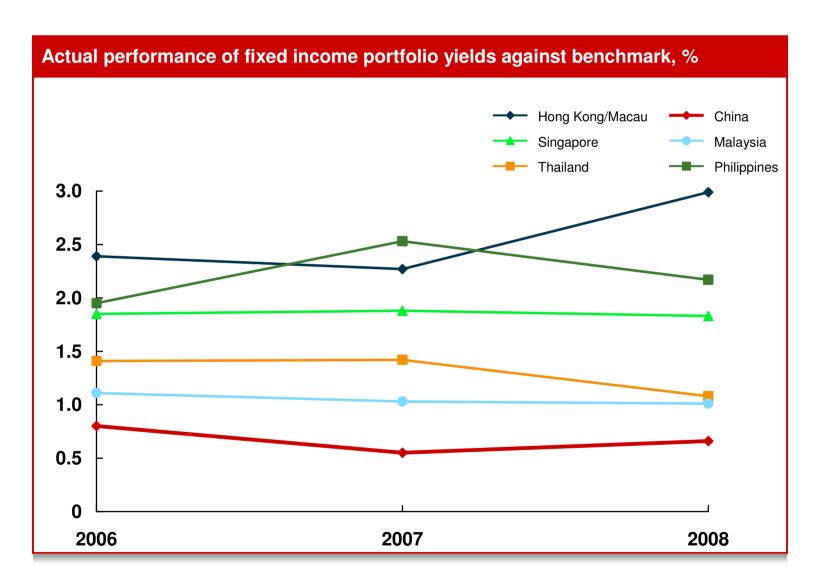


- · Robust internal and external rating process
- 79% portfolio is in fixed income
- 95% investment grade
- Impairments in 2007-2009 totalled \$209m

<sup>1</sup> Excludes investment-linked fund investments 2 Including Government Agency bonds



### AIA has strong track record in delivering investment performance

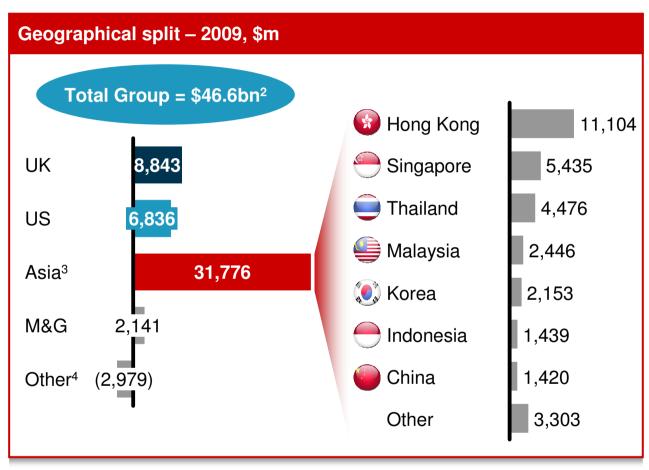


## **AIA** guaranteed products

Country	IFRS Guarantee Reserve, \$bn	Product guarantees
Thailand	1.4	• 4-6% per product
China	1.2	<ul><li>1-2% par / non-par</li><li>1.75%-2% Universal Life</li><li>Pre 1999 8% non-profit</li></ul>
Philippines	0.5	• 4.5-6% par / non-par
Singapore	0.2	<ul><li>0-1% par</li><li>Pre 2000 4% par</li><li>3% Universal Life</li></ul>
Malaysia	0.1	• 0-4% par business

Country reserve adequacy <sup>1</sup>	Sensitivity to 50bp lower interest rates <sup>2</sup>
140%	134%
147%	133%
114%	109%
125%	117%
130%	125%

### Asia 64%¹ of combined pro-forma EEV shareholders' funds



Note: Prudential result based on closing exchange rate 31 December 2009 of 1.6149 \$/£. Singapore includes Brunei

<sup>1 68%</sup> if based on sum of UK, US, Asia and M&G EV (including Group operations and adjustments)

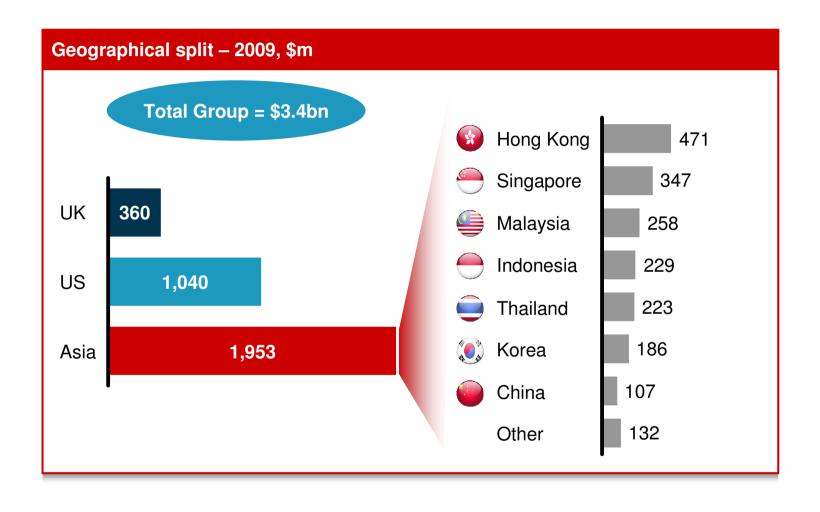
<sup>2</sup> Based on combining the standalone EEV net assets for Prudential and the restated AIA EEV net assets excluding the \$6.2 billion of purchase adjustments. Completion of the transaction will result in an increase of \$6.2bn in the total EV of the Enlarged Group to \$52.8bn, this arises due to purchase adjustments for goodwill and other fair value adjustments of \$13.9bn, less debt instruments (net of expenses) of \$7.0bn, the fair value of the liability for the coupons payments and delivery of additional shares, beyond those to be delivered under fixed obligations, of the Mandatory Convertible Notes of \$0.5bn, and transaction expenses of \$0.2bn, converted at the 31/12/09 exchange rate of 1.6149 \$/£

<sup>3</sup> Includes life and asset management

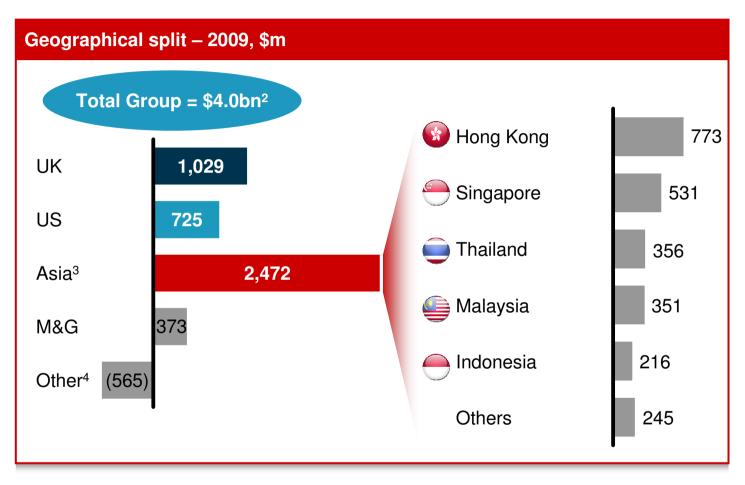
<sup>4</sup> Group operations and adjustments



## Asia 58% of combined pro-forma new business profit (pre-tax)



### Asia 54%<sup>1</sup> of combined pro-forma IFRS operating profit (pre-tax)



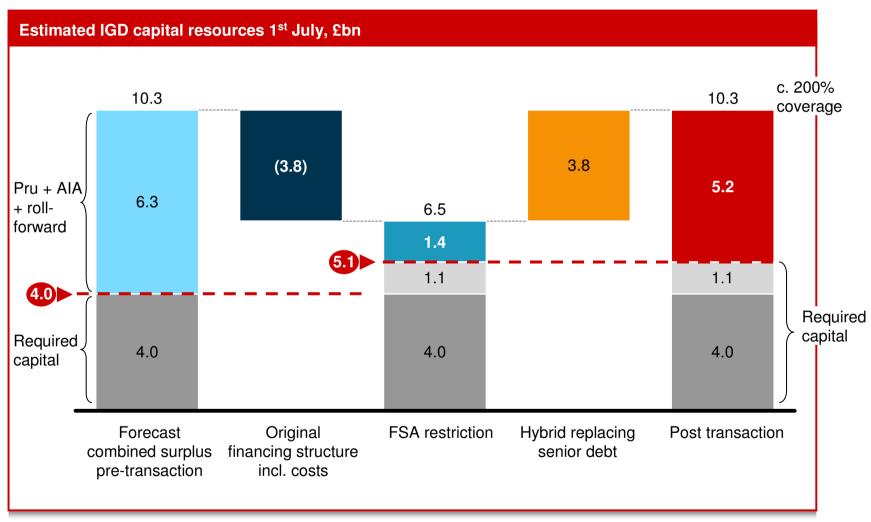
Note: Prudential result based on average exchange rate 31 December 2008 to 31 December 2009 of 1.5656 \$\frac{\pi}{\pi}\$. Singapore includes Brunei 1 61% if based on sum of UK, US, Asia and M&G IFRS operating profit (pre-tax) (including Group operations and central costs).

<sup>2</sup> Based on combining the standalone operating profit for Prudential and the standalone operating profit for AIA restated on a Prudential basis. On completion of the transaction purchase adjustments relating to interest costs on the debt component of the financing of the purchase will result in a reduction of \$0.6bn in the IFRS operating profit (pre-tax) of the Enlarged Group, converted at average exchange rate 31 December 2008 to 31 December 2009 of 1.5656 \$/£

<sup>3</sup> Includes Regional Head Office costs

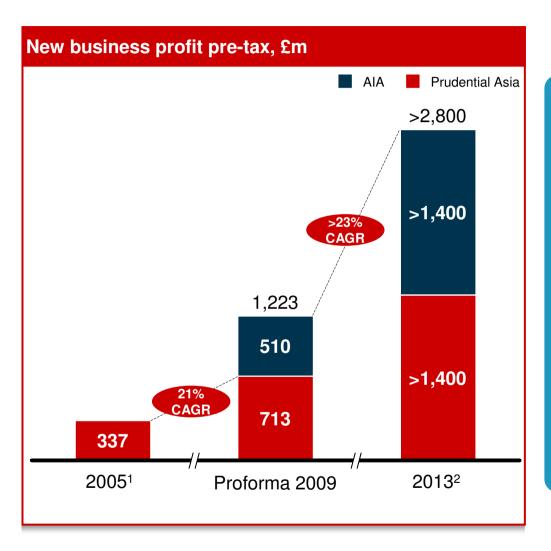
<sup>4</sup> Group operations and central costs

# Regulatory IGD position as of 1 July 2010 post completion





### Asia 2013 pre-tax new business profit target at least £2.8bn



#### **Underpenetrated markets**

- Strong economic growth
- Demographics
- Wealth creation

#### **AIA** rebound

- Business recovery
- Revenue synergies

# Prudential Asia maintaining momentum – Q1 10 +35% to £183m

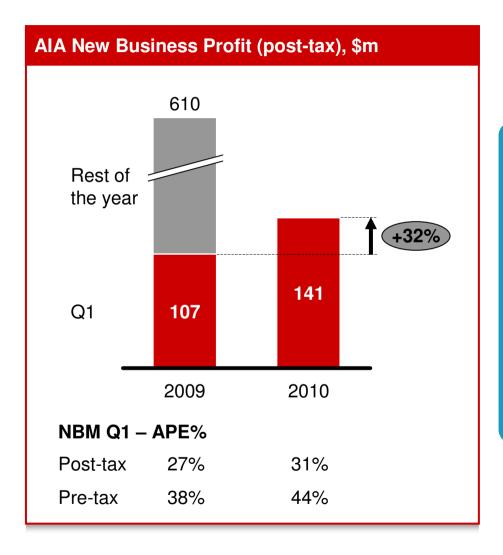
- Diversified distribution
- Broad flexible product set
- Market position

#### **Dual brands**

<sup>1</sup> Excludes Taiwan agency. 2005 Prudential Asia reported NBP is £413m 2 See slide 6 for a description of the assumptions underlying financial targets Note: AIA result based on closing exchange rate 30 November 2009 of 1.6411 \$/\$E



### Strong AIA post-tax new business profit growth in Q1 2010



#### APE sales up 16%

- Single premiums up 103%
- Regular premiums up 14%
- Growth led by Singapore and Thailand

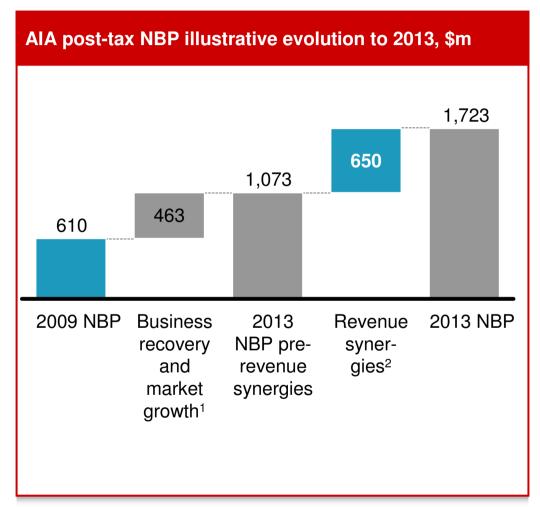
#### Post-tax margins up by 4pp

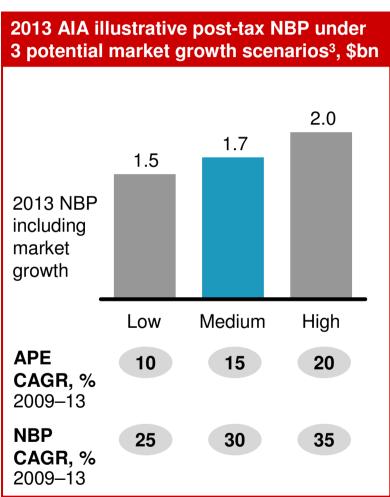
- Repricing in Korea
- Improved country and product mix

Asia sales phasing biased to Q4



## AIA capable of achieving \$1.7bn NBP by 2013 based on moderate baseline growth assumptions and achievable revenue synergies



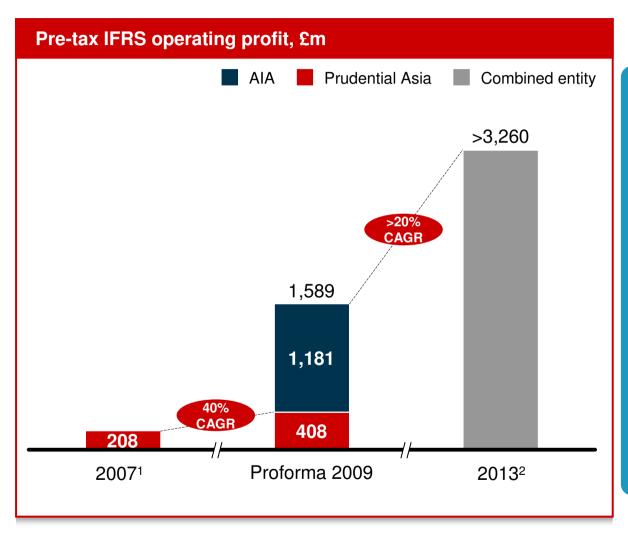


<sup>1</sup> Includes 15% APE growth

<sup>2</sup> Based on pre-tax synergies of \$800m

<sup>3</sup> APE CAGR rates included for illustrative purposes only. Actual results may vary

### Target doubling of Asian IFRS earnings by 2013



## Increasing asset and liability values

- Strong net flows
  - Sales growth
  - Persistency
  - High mix of regular premium business (>90%)
- Investment return

#### **Driving margins up**

- Repricing/product mix
- Cost savings
- Margin recovery at AIA (non recurrence of one-offs)

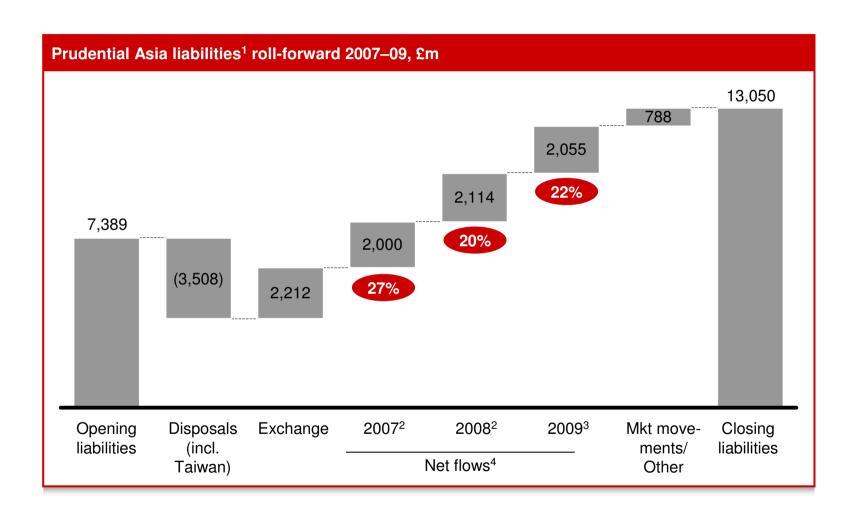
Measuring and rewarding

<sup>1</sup> Includes Taiwan agency

<sup>2</sup> See slide 6 for a description of the assumptions underlying financial targets
Note: AIA result based on average exchange rate 30 November 2008 to 30 November 2009 of 1.554 \$/£

#### **Prudential Asia liabilities roll-forward 2007–09**





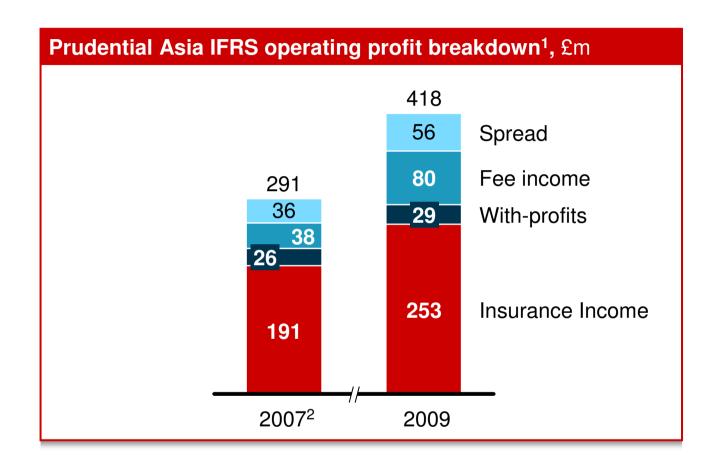
<sup>1</sup> Shareholder backed business

<sup>2</sup> Includes Taiwan agency

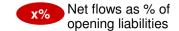
<sup>3 2009</sup> opening liabilities adjusted for Taiwan disposal

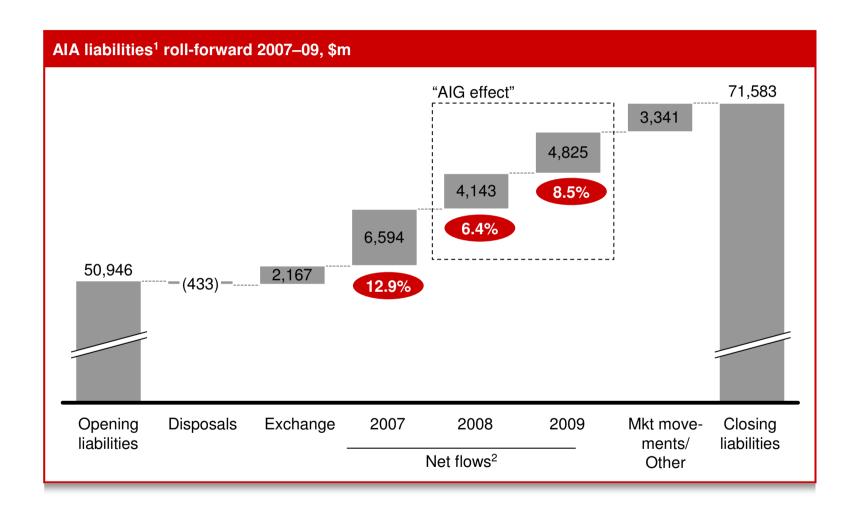
<sup>4</sup> Net flows are determined as premiums less surrenders and maturities/deaths

### **Sources of IFRS operating profit – Prudential Asia**



#### AIA liabilities roll-forward 2007–09



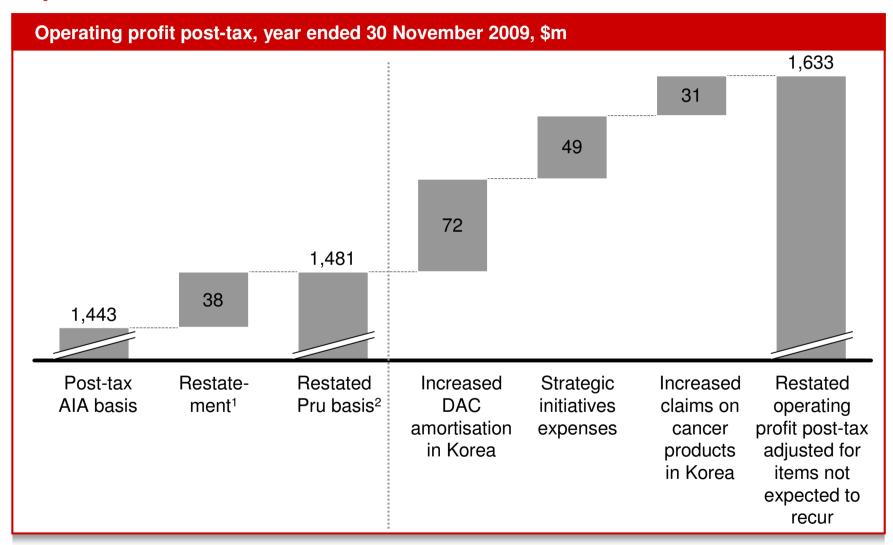


<sup>1</sup> Insurance and investment contracts

<sup>2</sup> Net flows are determined as premiums and deposits less withdrawals and liabilities released



# AIA 2009 IFRS operating profit restated and adjusted for items not expected to recur

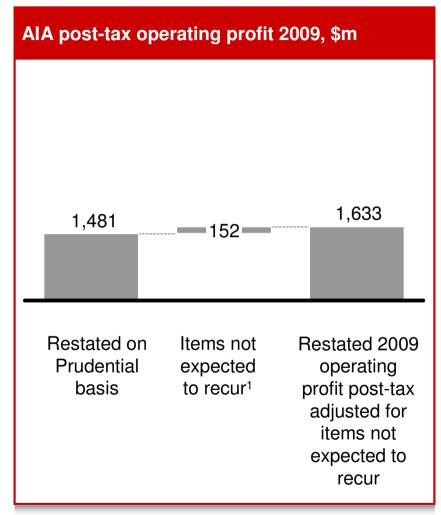


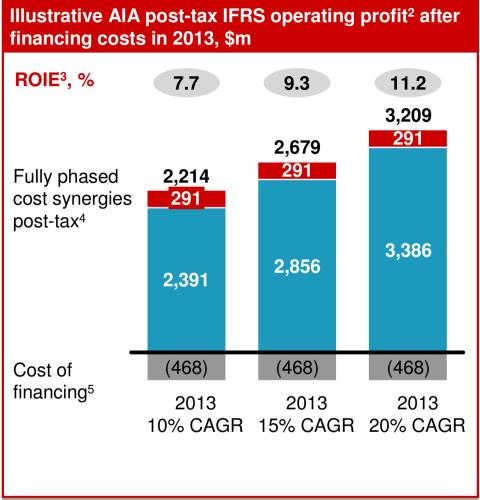
<sup>1</sup> Including net with-profit business (replacing shareholders' share of pre-bonus earnings with the statutory transfer basis of profit recognition) and longer-term capital returns for non-linked non-participating business

<sup>2</sup> Excluding minority interest of \$5m



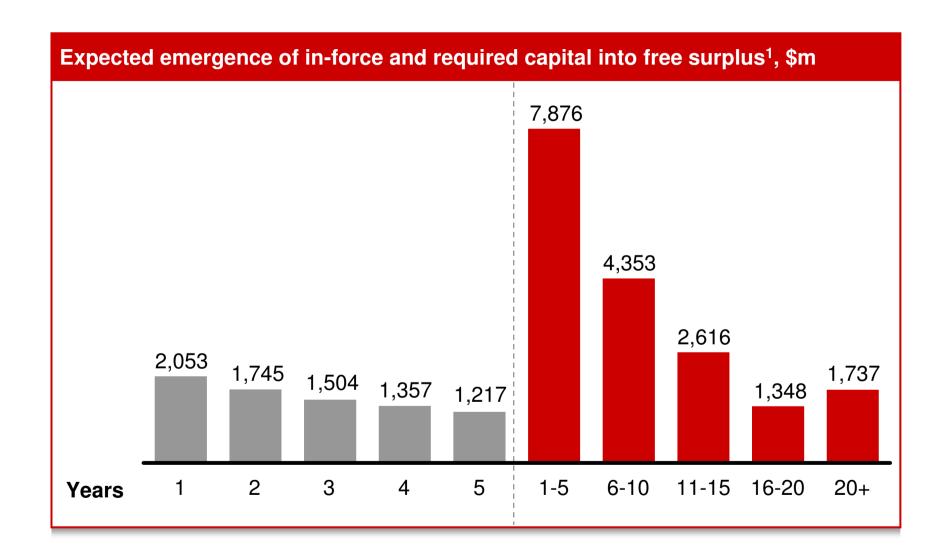
### Illustrative AIA post-tax IFRS earnings scenarios (incl. synergies)





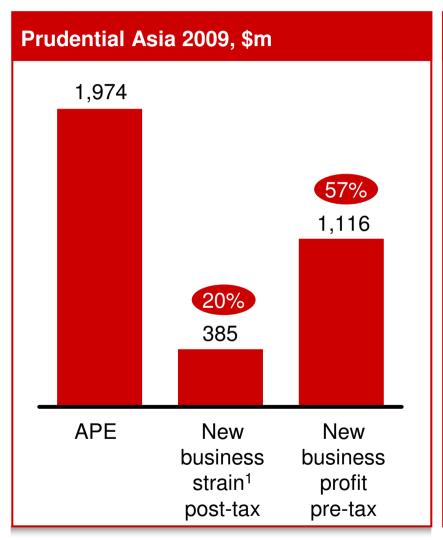
- 1 Comprising \$72m relating to increased DAC amortisation in Korea, \$49m to strategic initiative expenses and \$31m to claims on cancer products in Korea
- 2 IFRS operating profit CAGR rates included for illustrative purposes only. Actual results may vary.
- 3 Return on Invested Equity: 2013 AIA post tax operating profit (including cost synergies) less post-tax cost of debt \$468m divided by the sum of value of the rights issue (ex transaction costs) \$20.0bn, value of equity consideration of \$5.5bn (adjusted for dividend and difference between share price on the 26th February 2010 and share price on the 14th May 2010), and transaction costs of \$1.0bn
- 4 Based on \$370m taxed at a notional 21.5%
- 5 Based on estimated post-tax \$468m cost of financing due to (i) the issue of \$2bn of Tier 1 to AIA Aurora and (ii) \$5.5bn of external debt financing at market rates prevailing at the date of the prospectus

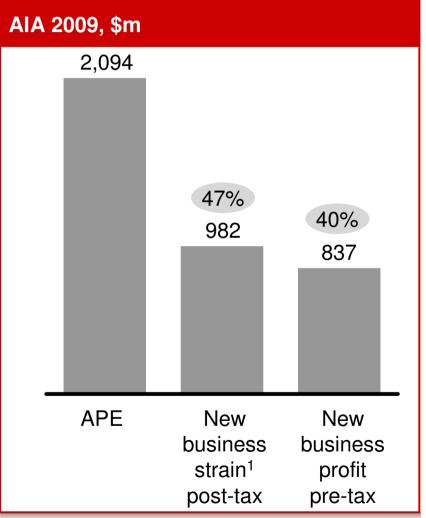
## AIA free surplus emergence





## Opportunity to drive increased value and manage New Business Strain through product mix



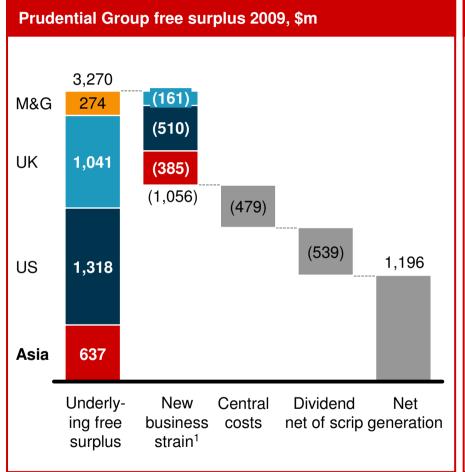


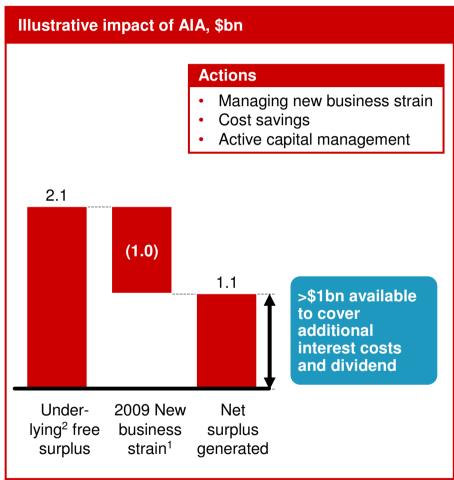
54

<sup>1</sup> Free surplus invested in new business



## Underlying free surplus generation covers additional dividends and interest costs





<sup>1</sup> Free surplus invested in new business

<sup>2</sup> Undiscounted year 2010 emergence from VIF and required capital

### Strong cash and capital flows

## AIA business has capacity to upstream \$1bn per annum to fund additional dividend and debt cost

- \$4bn free surplus
- Significant underlying flows from inforce book
- Management of new business strain
- Cost savings
- Strong, underlying net flows from regular premium business

- Targeting remittances from AIA of at least \$1bn p.a. in 2011 and onwards, supporting an unchanged dividend policy
- New shares issued will be entitled to 2010 interim dividend adjusted for bonus factor
- Dividend policy<sup>1</sup> remains unchanged

#### Scope for incremental capital release

- Active capital management
- Asset sales to comply with regulatory requirements as appropriate
- Business portfolio rationalisation

Enhance return on equity

<sup>1</sup> From Prudential 2009 Annual Report (p. 31): The Board will maintain its focus on delivering a growing dividend, which will continue to be determined after taking into account our Group's financial flexibility and our assessment of opportunities to generate attractive returns by investing in specific areas of the business. The Board believes that in the medium term a dividend cover of around two times is appropriate - (dividend cover is defined as IFRS operating profit post tax and minority interests divided by the dividend declared relating to the reporting period)

#### Deal structured to preserve shareholders' rights

#### \$34.6bn acquisition price, with funding hedged for currency exposure



- Maintains leverage ratios
- Ensures support from vendor
- Preserves capital position
- Scope to limit dilution post-transaction
- Commitment to maintaining UK listing

<sup>1</sup> Gross amount: \$21.0bn

<sup>2</sup> Priced by reference to the closing price of 602.5p on 26 Feb 2010 adjusted for the estimated full-year dividend and rights issue size

<sup>3</sup> Reflects economic value of mandatory convertibles and preferred securities

<sup>4</sup> Gross amount: \$5.5bn

### Rights issue terms

#### **Rights issue**

• \$20bn¹ rights issue, £13.8bn

#### **Kev terms**

- 11 for 2 rights issue, resulting in 13,965m new shares issued
- Theoretical ex-rights price of 171.5p
- Subscription price of 104p
  - 39.3% discount to TERP
- Theoretical nil paid price of 67.5p

# Bonus element adjustments

- Inherent "Bonus element" of 3.16x<sup>2</sup>
- Adjusted weighted average shares in issue for 2009 of 7,913m
  - Restated 2009 EPS of 13.7p on IFRS basis and 28.1p on EEV basis<sup>3</sup>
  - Restated 2009 DPS: 6.27p<sup>3</sup>
  - Restated 2009 net asset value per share: 190.6p<sup>4</sup>

## AIG equity consideration

- AIG will receive 2,024m of new Prudential shares on closing of the transaction, representing c.10.9% of the enlarged company
- 18,527m shares in issue post-completion
- Conversion of Mandatory Convertible Notes would result in 1,103m of new shares being issued
- 1. Gross amount: \$21.0bn/£14.5bn
- 2. Calculated at the latest practicable date as closing share price on May 14th divided by TERP
- 3. Previously reported 2009 basic EPS based on operating profit post tax and minority interest of 43.4p on IFRS basis and 88.8p on EEV basis. DPS in respect of 2009 reporting period of 19.85p
- 4. Net asset value per share is based on EEV basis shareholders' equity of £15,273m as at 31/12/09

### **Key expected transaction dates**

May 17

- IMS for Prudential Q1 2010<sup>1</sup>, including AIA sales for Q1 2010<sup>2</sup>, released in RNS and included in prospectus
- Rights issue pricing announcement
- · Rights issue prospectus issued

**May 25** 

 Prudential shares list on Hong Kong Stock Exchange (HKSE), Singapore Stock Exchange (SGX)

June 4

Record date for rights issue

June 7

Shareholder general meeting and court meeting

June 8

Nil paid rights trading commences in UK (June 10 in HK)

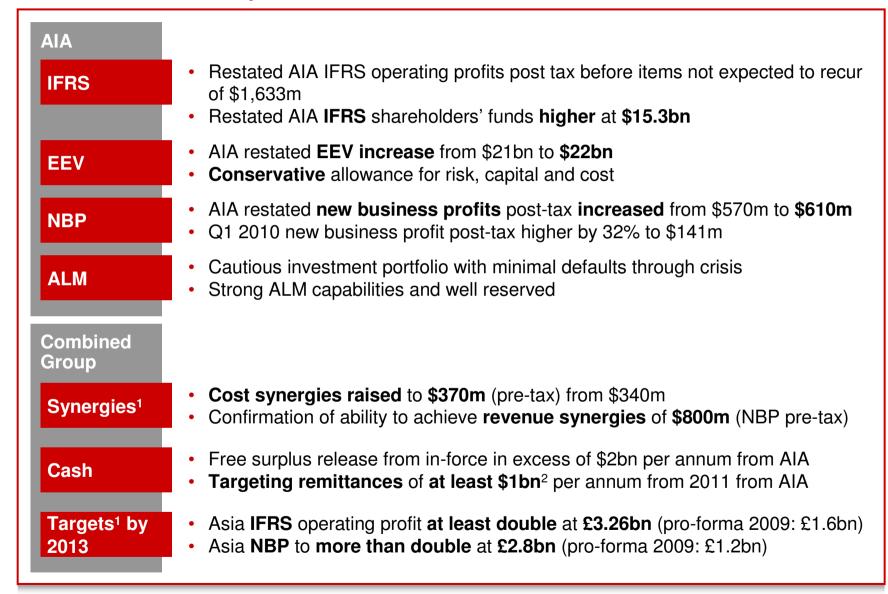
June 23

 Rights issue trading period ends (June 24, trading in rights issue shares commences)

Q3 2010

 Regulatory approval and acquisition closes. Prudential delisted and New Prudential listed and admitted to trading on the LSE, HKSE, NYSE (ADSs) and SGX

### **Financial summary**

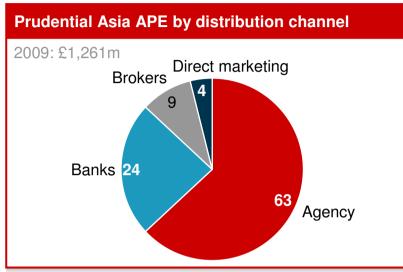


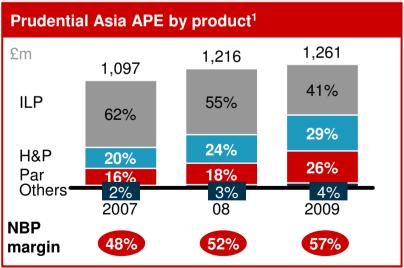
<sup>1</sup> See slide 6 for a description of the assumptions underlying the estimated synergies and financial targets 2 Subject to regulatory approval

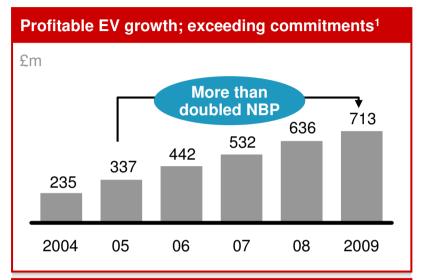
## Agenda for today

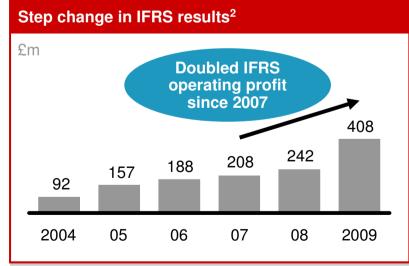
Introduction	Harvey McGrath, Chairman
Strategic rationale and shareholder value	Tidjane Thiam, Group CEO
Financial analysis and disclosures	Nic Nicandrou, Group CFO
Execution	Barry Stowe, Asia CEO
Execution  Integration of AIA and Prudential	Barry Stowe, Asia CEO  Rob Devey, Integration leader

# Prudential's distribution and product strategies have delivered significant value





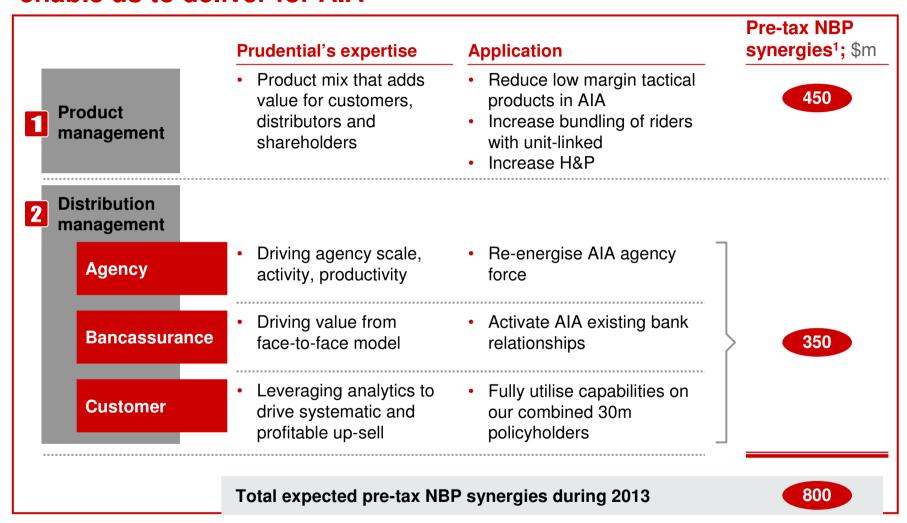




<sup>1</sup> Excluding Taiwan agency, as reported NBP would be (£m) 2004: 312; 2005: 413; 2006: 514; 2007: 653. APE CAGR excluding Taiwan agency from 2004-09: 23%

<sup>2</sup> IFRS pre-tax operating profit as reported with Taiwan agency excluded in 2008 and 2009 as previously disclosed

## Prudential has delivered... that same expertise and experience will enable us to deliver for AIA



Expected one-off pre-tax cost of achieving synergies up to \$180m

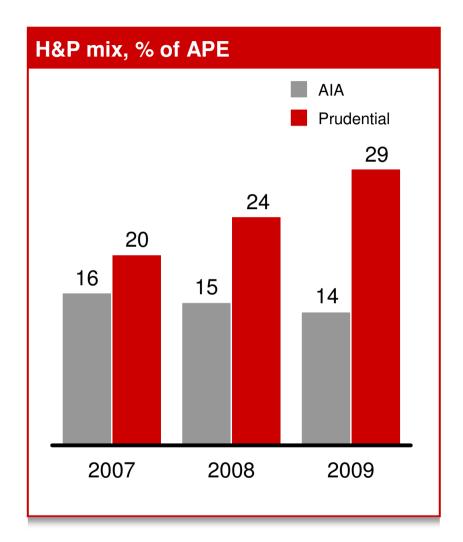
<sup>1</sup> Synergies are annualised run-rate revenue synergies during 2013. Synergies assume 15% underlying AIA APE growth from anticipated market growth and normalisation of AIA business levels. India has not been included, reflecting current intention to dispose of AIA Group's equity interest in AIA India before or around completion of transaction. Synergies stated after allowing for expected dis-synergies of \$100m pre-tax NBP by 2013



## Drive profit through shifting AIA product mix

#### **Changing product mix**

- Return AIA's focus to products that drive long-term shareholder value
- Historically AIA led market in high margin Health & Protection products
- More recently, AIA H&P contribution has fallen
- A renewed focus on H&P will drive margin
- Over 2007 to 2009 Prudential margins increased from 48% to 57%





## 1 Country example: Driving product synergies in AIA

#### **Changing product mix**

#### **Diagnosis**

- AIA margin less than half Prudential's
- Limited H&P and rider sales by AIA

#### **Actions**

- Use quotation systems that propose riders
- Structure incentives to reward rider attachment
- Train agents to sell bundled products
- Use riders to drive up-sell/cross-sell opportunities

#### **Current position (FY2009)**

% of APE	AIA	<b>Prudential</b>
H&P	14%	44%
Others	86%	56%
<b>Market Share</b>		
Linked	5%	45%
Traditional	11%	6%

#### **Expected results**

- More balanced product mix
- Significantly improved margins

## 2 Prudential has higher agency productivity

Comparison of agent productivity in 2009

		Prudential			AIA		
Country	Total agents <sup>1</sup>	Agency APE <sup>3</sup> \$m	APE/agent \$k	Total agents <sup>2</sup>	Agency APE <sup>3</sup>	APE/agent \$k	Productivity ratio, %
<b>Ohina</b> ⁴	13,679	80.0	5.8	25,820	142.1	5.5	105
Hong Kong	4,207	227.0	54.0	8,718	379.3	43.5	124
India <sup>4</sup>	250,594	508.9	2.0	156,923	169.3	1.1	182
Indonesia	77,438	285.1	3.7	10,184	16.4	1.6	231
<b>S</b> Korea	1,961	114.8	58.5	4,732	182.6	38.6	152
Malaysia	11,903	216.2	18.2	9,846	92.5	9.4	194
Philippines	2,116	12.8	6.1	5,922	25.5	4.3	142
Singapore	3,623	159.1	43.9	3,878	130.2	33.6	131
Thailand	1,085	2.1	1.9	82,966	333.6	4.0	48
Vietnam	27,838	51.4	1.8	11,788	14.7	1.2	150

<sup>1</sup> Average of the monthly average agent numbers for each month in 2009. Includes active and inactive agents

<sup>2</sup> Average of opening and closing agent numbers in 2009, except for India, Philippines and Vietnam where closing agents are used. Includes active and inactive agents

<sup>3</sup> Only APE from agency channel and not total APE across all channels. AIA's ANP is used as a proxy for APE

<sup>4</sup> Reflects total business and not just Prudential Asia's and AIA's share of JV



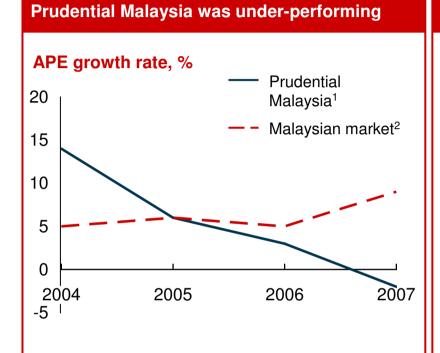
## 2 Prudential's agency results driven by highly-disciplined, executionoriented management

#### **Key drivers of** agency activity Prudential's market leading competencies Customised initial assessment to select high Recruitment potential agents 'Fast Start' programmes Ensure agency leaders prioritise recruitment Best-in-class, needs-based sales techniques Products presented in a financial planning context **Training** Business planning for agents Expertise in product, plus technology support Integrated marketing campaigns **Support** Efficient back office and service excellence Commissions and allowances designed to be **Rewards &** sustainable and reward desired behaviours **Incentives** Incentives to stimulate specific activity Minimum performance standards **Target** Clear paths for promotions Setting

- Commitment to agency reflected in continued investments to build it
- Agency incentivisation aligned to shareholder value
- Culture based on professionalism, performance, profitability

- Focus on quality (e.g. minimum persistency levels)
- Embed performance culture through ongoing monitoring and coaching
- Discipline to enforce industry-leading regulatory and performance standards

## 2 Delivered impressive agency turnaround in Malaysia (1/2)



- Complacent agency management
- Agent promotion criteria too high
- Insufficient recruitment and development of Bumiputera<sup>3</sup> agents too slow

#### Actions to re-invigorate agency

#### **Priorities**

## Step-up recruitment

- Introduced 'Fast Start' programme to rejuvenate recruitment
- Focused on recruitment of Bumiputera<sup>3</sup> trainers and agents
- Institutionalised recruitment targets

## Promote agency leaders

- Created new Leader category to accelerate promotions
- Structured training and development programmes to help new Leaders recruit and retain agents
- Implemented incentives to motivate recruitment activity

# Revisited agency segmentation

- Created Prudential Wealth Planner ('PWP') platform for top-tier agents
- Broadened product set available to PWPs
- Equipped PWPs with automated needsbased selling tools (PRUway)

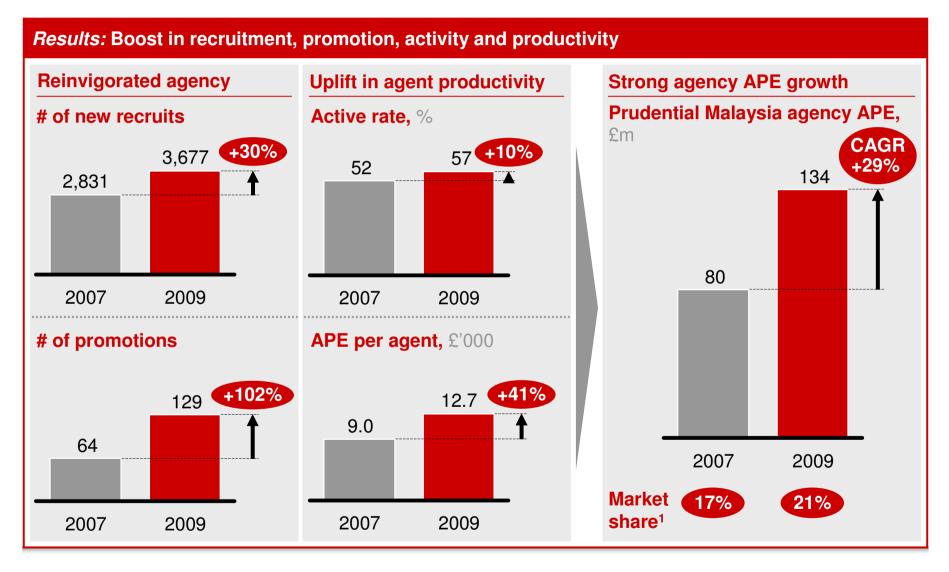
SOURCE: Prudential; LIAM; ISM

<sup>1</sup> PAMB APE on CER basis

<sup>2</sup> Malaysia conventional market APE on CER basis

<sup>3</sup> Bumiputera (Bumi) are the indigenous people of the Malay archipelago

## 2 Delivered impressive agency turnaround in Malaysia (2/2)



Note: 2007 data on AER basis

1 Market share for conventional plus Takaful

SOURCE: Prudential; LIAM; ISM

# 2 Proven success with unique bancassurance model that drives growth and returns

### Re-invigorated bancassurance relationship in Taiwan Bancassurance APE<sup>1</sup> △ 玉山銀行 E.SUN BANK £m +76% 44 25 19 15 2006 2007 2008 2009 **Actions:** Embedded face-to-face sales model

- Introduced employee incentives
- Revamped sales/management training
- Re-engineered sales processes

#### Quick results from new relationships



#### Rapid activation drives value:

- Deal announced 6 Jan 2010 covering Singapore, Thailand and Indonesia
- All branches already selling using bank staff; phased implementation of FSC<sup>2</sup> model from Jun 2010
- Material contribution to Q1 2010 bank channel APE:
  - Over 30% for Singapore
  - Over 55% for Thailand

## **2** Country example: Applying Prudential's bancassurance model

#### **Activating bancassurance**

#### **Diagnosis**

- AIA has an existing bank partner with more than 700 branches
- Average branch productivity is lower than Prudential's

#### **Actions**

- Implement Prudential's face-to-face sales model
- FSCs<sup>1</sup> recruited, managed and trained by Prudential/AIA
- Introduce incentive plans with both sales targets and product bonuses
- Train bank's HNW customer managers

Current	position	(FY2009)

	AIA	Prudential
Applications per active branch	6	6
APE per active branch per month (\$000)	6.4	13.3
Active branch ratio	63%	84%

#### **Expected results**

Increase NBP contribution by \$41m



# 2 Data mining and customer management initiatives across our combined 30m policyholders

#### **Priority actions**

- Accelerate deployment of customer analytics to existing customer base
- Introduce performance targets for additional sales to existing customers and incentivise to drive performance against those targets
- Use life events to trigger activity and agent interaction with customers
- Design marketing campaigns to drive product upgrades with existing customers

In 2009, 31% of Prudential's APE came from existing customers

### Potential revenue dis-synergies are limited

#### **Source of dis-synergies**

## Agency force management

- Agency attrition
- Slow transformation of agency behaviour

#### **Bancassurance**

- Partner dissatisfaction
- Perceived conflicts

#### Mitigating dis-synergies

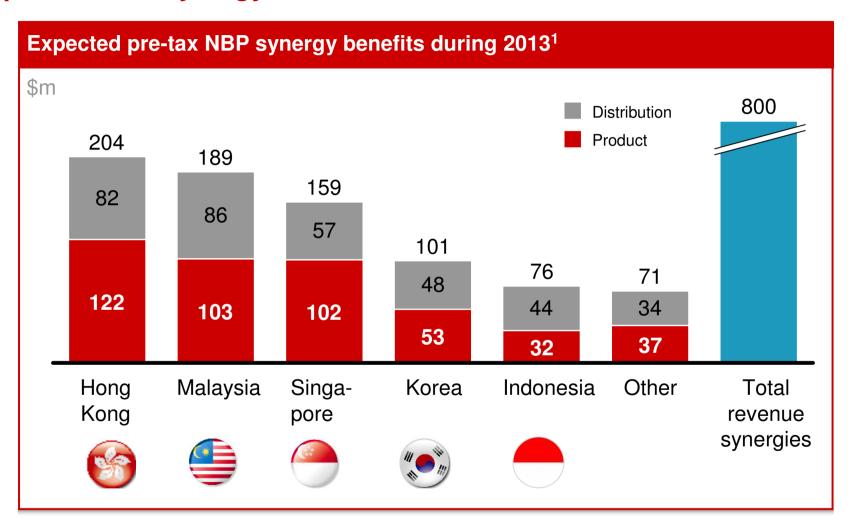
- Existing AIA incentive schemes
- Prudential products and tools, and agent training programmes, will enable AIA agents to enhance earnings
- Retention of AIA brand
- Demonstrable success of Prudential's bancassurance model for both parties
- Track record of working successfully with multiple partners in single markets

## Financial impact

 Expected dis-synergies of \$100m pretax NBP by end 2013



# Clearly defined action plans in place to deliver expected \$800m pre-tax NBP synergy benefits



<sup>1</sup> Synergies are annualised run-rate revenue synergies during 2013. Synergies assume 15% underlying AIA APE growth from anticipated market growth and normalisation of AIA business levels. India has not been included, reflecting current intention to dispose of AIA Group's equity interest in AIA India before or around completion of transaction. Synergies stated after allowing for expected dis-synergies of \$100m pre-tax NBP by 2013

## Prudential has the ability to drive material value from its combination with AIA

Track record of outperformance in diverse Asian markets

AIA plans based on actions already delivering results for Prudential

Near-term value predominantly from Hong Kong, Singapore and Malaysia

Additional upside over longer-term from established #1 positions in Emerging Asia now

Combining Prudential and AIA delivers scale and enhanced opportunities for profitable growth

### Agenda for today

Introduction	Harvey McGrath, Chairman		
Strategic rationale and shareholder value	Tidjane Thiam, Group CEO		
Financial analysis and disclosures	Nic Nicandrou, Group CFO		
Execution	Barry Stowe, Asia CEO		
Integration of AIA and Prudential	Rob Devey, Integration leader		
Q&A			

### Our guiding principles for integration

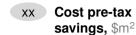
#### **Our objectives**

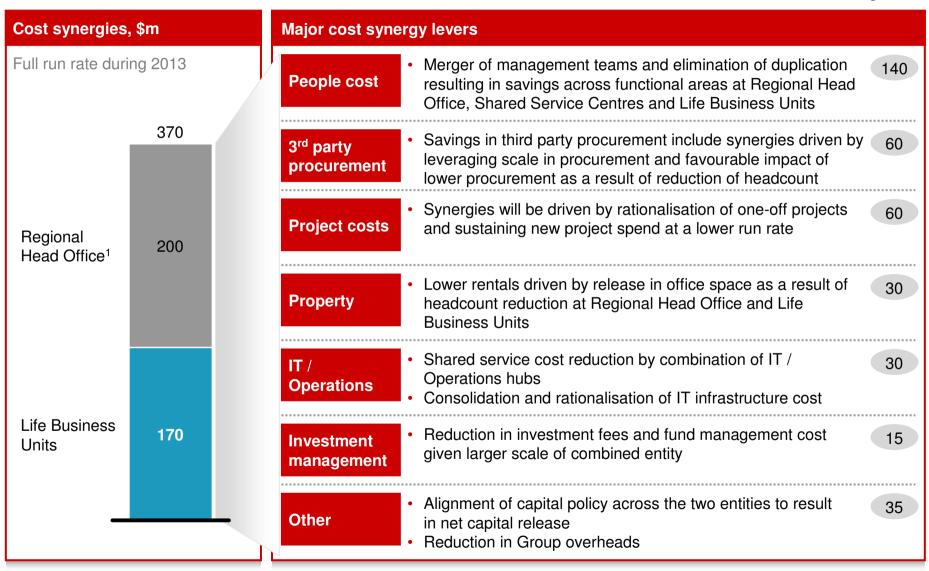
- Achieve more than just a combination: create one winning organisation
- Protect current business momentum while focusing on long-term value creation and synergies
- Maintain and grow both the Prudential Asia and AIA brands
- Focus on selecting and retaining the best talent of both organisations

#### **Integration process**

- Establish disciplined integration process with top performers
- Act with fairness and transparency, but rapidly and decisively
- Maintain strong communication with agents, employees, customers, regulators and investors
- Line remains accountable

### Run rate cost synergies of \$370m pre-tax by end 2013





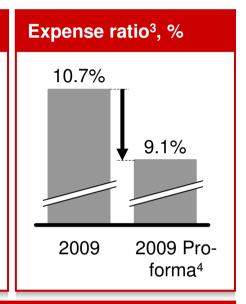
<sup>1</sup> Including Shared Service Centres

<sup>2</sup> All figures reference the financial year 2009 cost base

# Cost synergies represent 17% of combined expenses base<sup>2</sup> driving pro-forma expense ratio to 9.1%

We are targeting 23% of the addressable cost base . . .

2009 Gross expenses <sup>1,</sup> \$m				
	Prudenti Asia	al AIA	Combined	Cost synergies <sup>2</sup>
Regional Head Office & Shared Service Centres	198	297	495	(200)
Life Business Units	750	896	1,646	(170)
Total	948	1,193	2,141	(370)



#### **Comments**

- 29% and 63% of the eventual run rate cost synergies is expected to be achieved in years 1-2, with full run rate achieved during 2013
- One-off implementation costs of \$380m expected to be incurred

<sup>1</sup> Expenses include Management costs, Sales related costs, Sales distribution and other and Investment Related expenses

<sup>2</sup> Including Capital and Tax cost synergies, not included in Gross expense baseline

<sup>3</sup> Expense ratios exclude Investment Related Expense (and related synergy) and Financial synergy, while they include partial depreciation of one-off costs. Based on weighted revenue premiums of \$18.3bn for the combined entity

<sup>4</sup> Pro-forma 2009 expense ratio, assuming immediate realisation of cost synergies

### We are ramping up very strong collaboration with AIA

# Early interaction between Prudential and AIA to establish synergy potential

- Information and data exchange for transaction
- Using 'clean teams' for sensitive information
- Existing Prudential Asia deep knowledge of AIA

Started at announcement

# Ramping up significant collaboration on integration planning

- AIA leaders in discussions on key early integration decisions
- AIA leaders and team members on all integration workstreams

Now started

### Joint leadership and staffing driving value

- Joint teams in all workstreams
- Rapid validation of synergy capture plans
- Full joint implementation

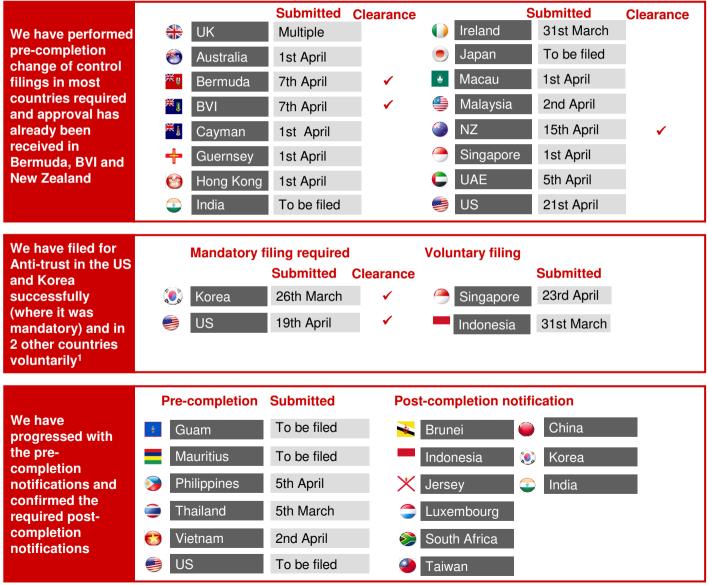
As rapidly as possible

Over 100 people involved across both businesses in Asia since 1 Mar 2010

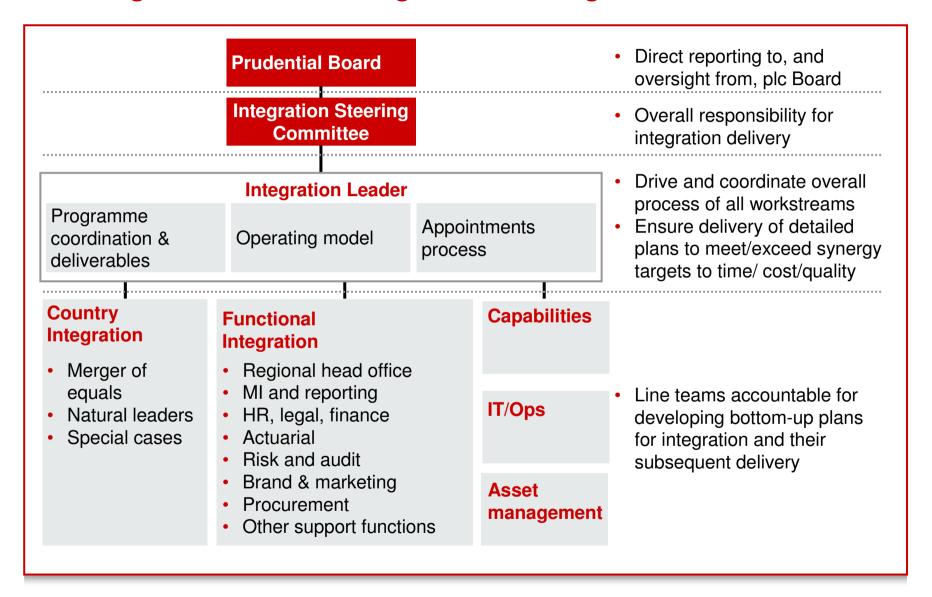
# Integration planning is underway and significant progress made with Anti-Trust and Regulatory filings

✓ Clearance received

**Overview of progress on Anti-Trust and Regulatory filings** 



### Our integration structure is agreed and being mobilised



# The integration approach will be different at the regional head office level and in individual countries

Approach over 2010-11

#### **Hong Kong headquarters**

- Build a strong regional centre, combining the best of Prudential & AIA talent
- Capture cost synergies quickly by consolidating overlapping activities

#### 'Merger of equals' countries

- Keep separate agency forces & brands
- Common overarching management and coordinated driving of revenue synergies
- Drive back-office economies of scale

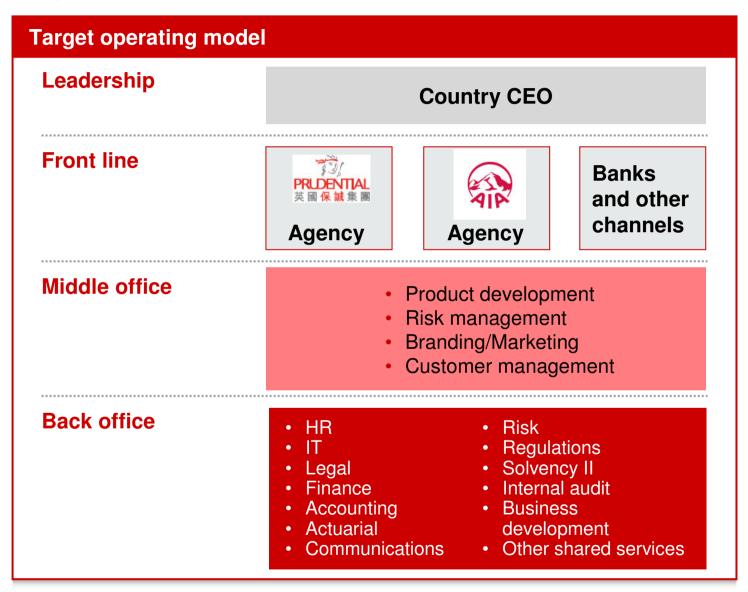
#### 'Natural leader' countries

- Common overarching management
- Rapidly identify and apply strengths of 'leader' to smaller business to capture revenue synergies

#### 'Special case'/JV countries

- For AIA-only countries, ensure business continuity
- In China & India, work with local regulators and JV partners

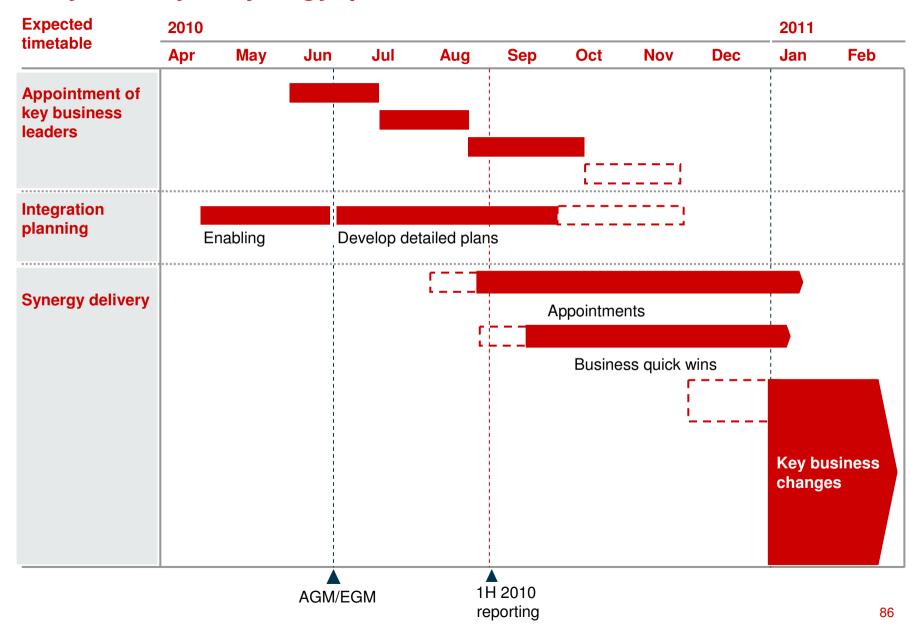
# Our operating model is designed to maximise growth potential and efficiency



### Integration risks are real but manageable

### **Mitigating actions Risks** Size Regional head offices under 1,500 FTE 10 in-market consolidations Strong local market understanding Complexity Proactive regulatory outreach Regulatory Depth of local understanding Recent transformation experience in Prudential Asia and AIA **Precedent** Group-wide experience in Integration Similar business models **Culture** Desire to build 'best in breed' Not integrating distribution or brands Revenue Revenue-driven deal

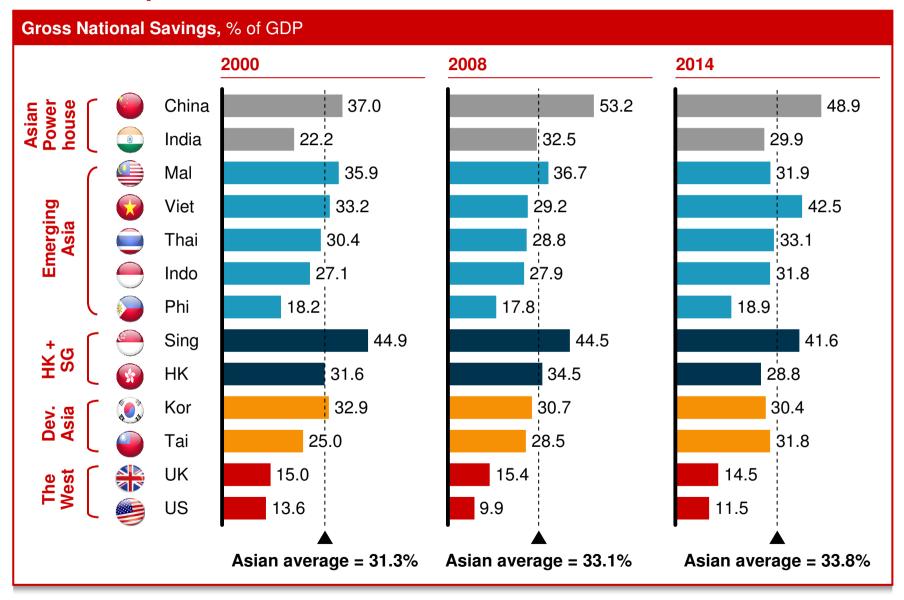
# 2010 is focused on appointments, detailed design and planning, plus early delivery of synergy quick wins



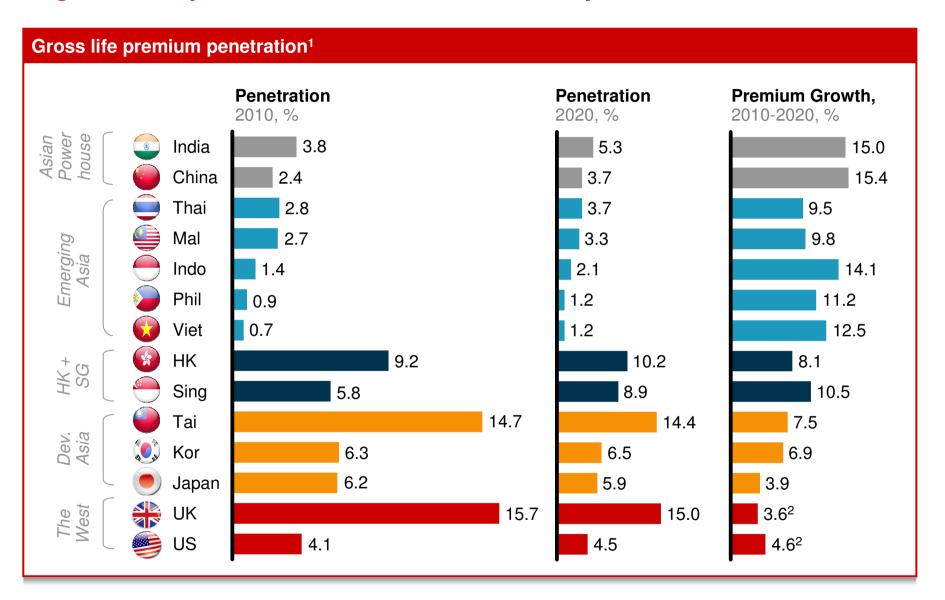


# **APPENDIX**

# Savings rates in Asia are 2-3x that of developed Western markets and are expected to remain at that level



### Significant upside in markets that are underpenetrated even in 2020



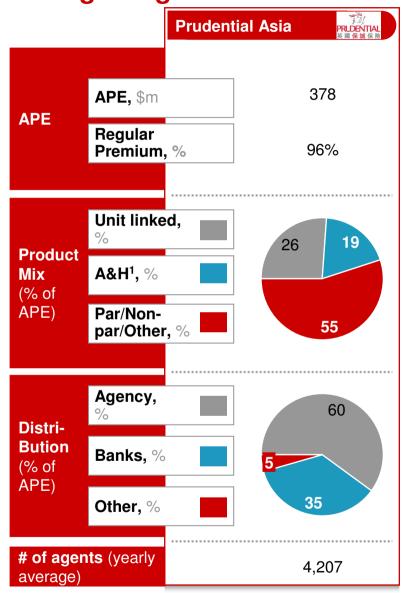
<sup>1</sup> Life insurance premiums as % of GDP 2 2008-2020

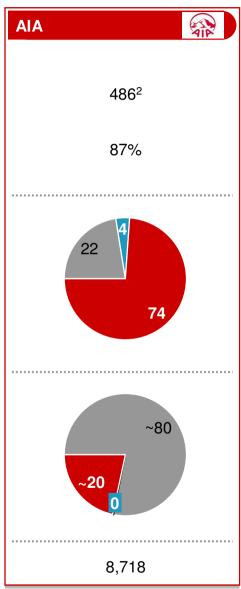
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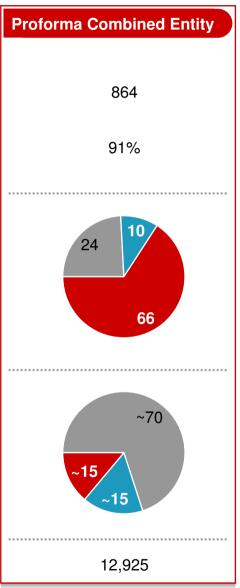


### Hong Kong: Prudential Asia and AIA statistics for FY 2009









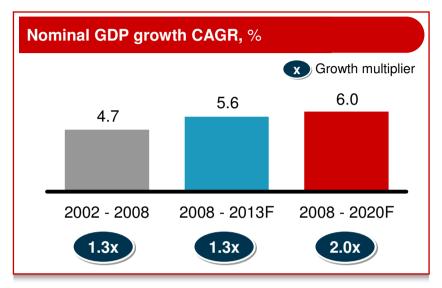
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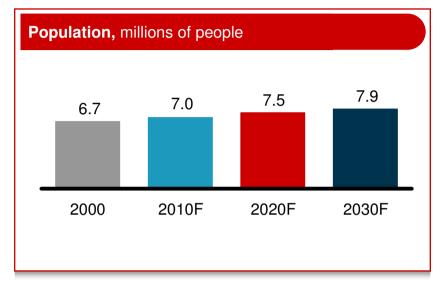
<sup>1</sup> Includes standalone A&H and riders for Prudential, only standalone A&H for AIA  $\,$ 

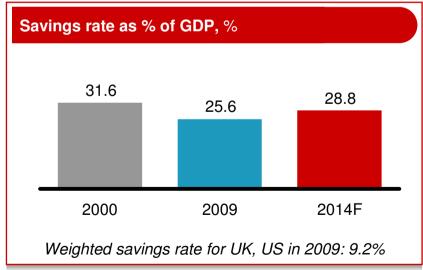
<sup>2</sup> Includes AIA pension and trustee business (AIA PT)

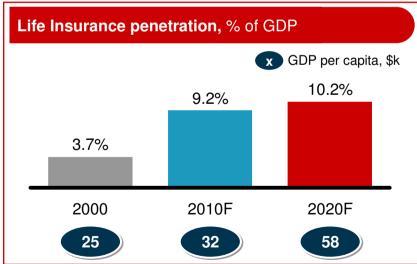


### Hong Kong: Key macroeconomic indicators (1/2)



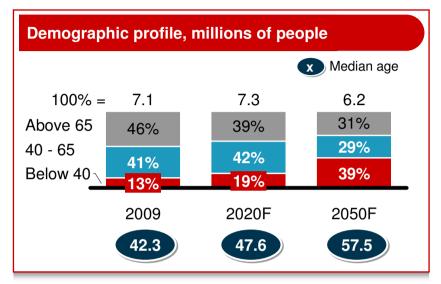


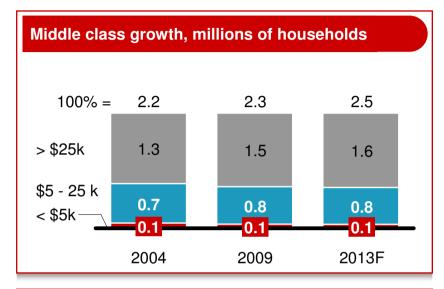


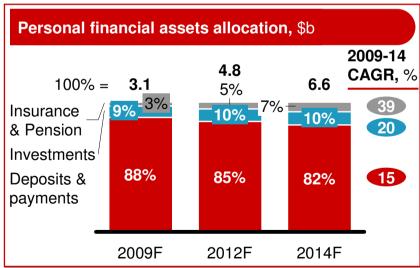


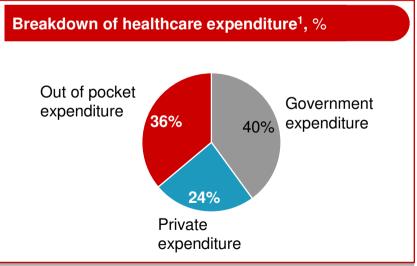


### Hong Kong: Key macroeconomic indicators (2/2)





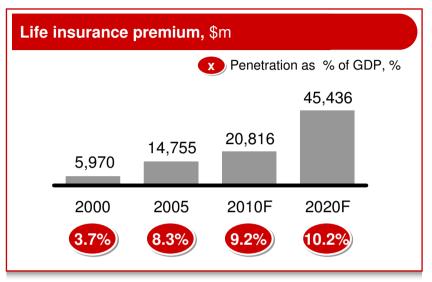


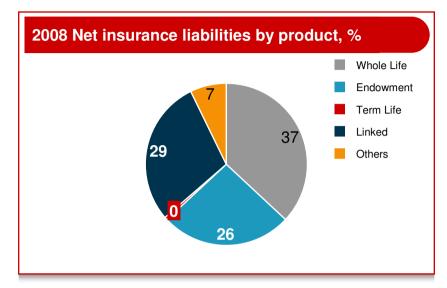


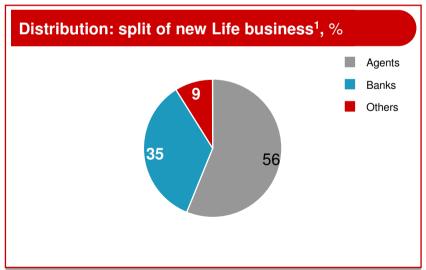
<sup>1</sup> Based on 2006 data from 2009 World Health Report SOURCE: Global Insight; EIU; Swiss Re: Morgan Stanley Research; Espicom World Pharmaceutical; World Health Report The World Health Report 2009, World Health Organization; US Census Bureau

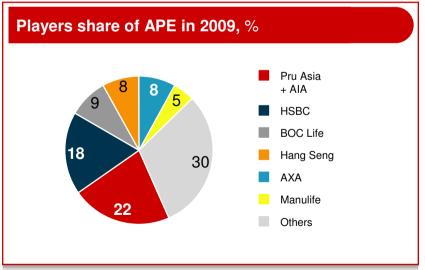


### **Hong Kong: Life industry overview**







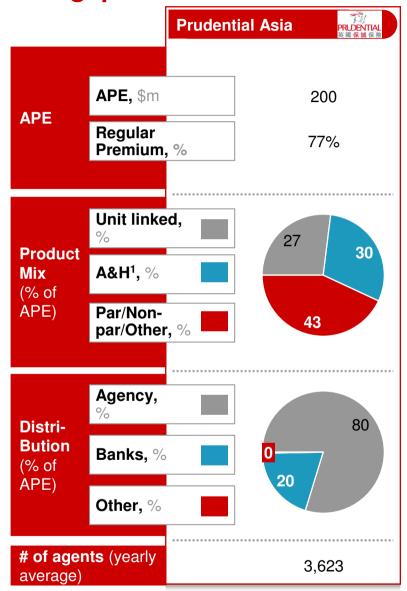


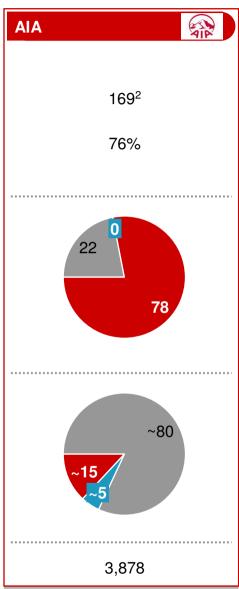
### **Country information**

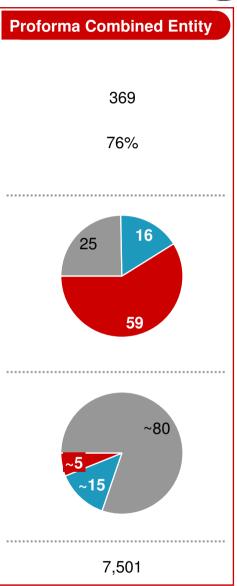


### Singapore: Prudential Asia and AIA statistics for FY 2009









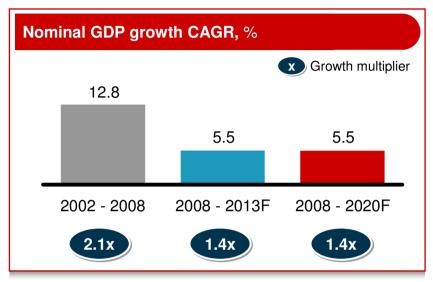
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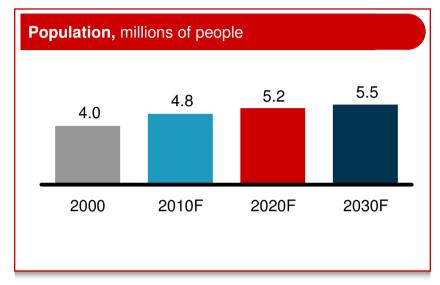
<sup>1</sup> Includes standalone A&H and riders for Prudential, only standalone A&H for AIA

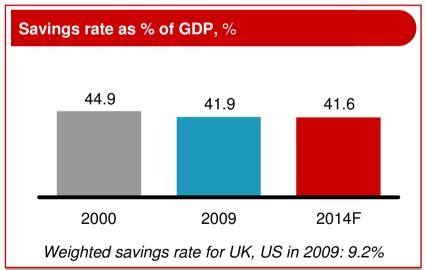
<sup>2</sup> Includes Brunei

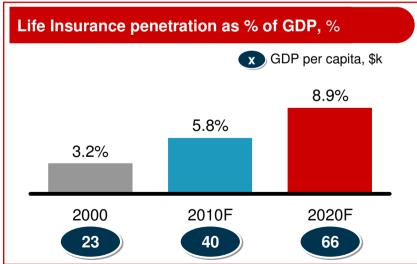


### Singapore: Key macroeconomic indicators (1/2)



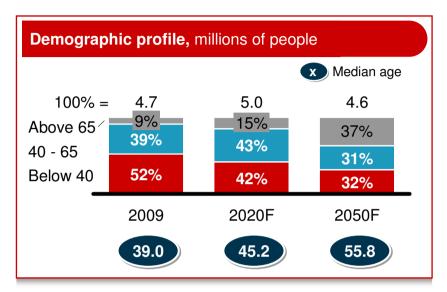


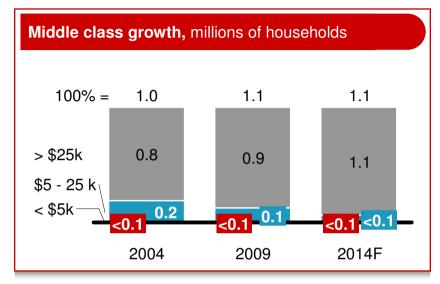


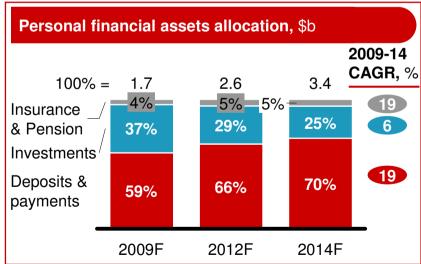


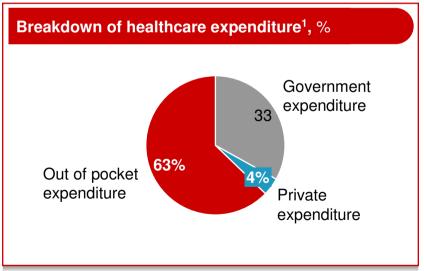


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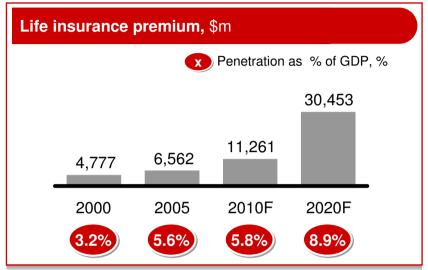


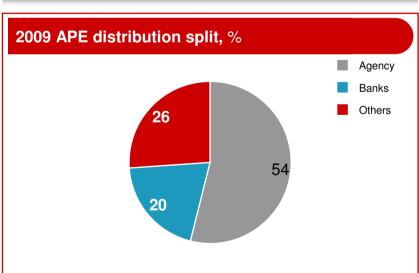


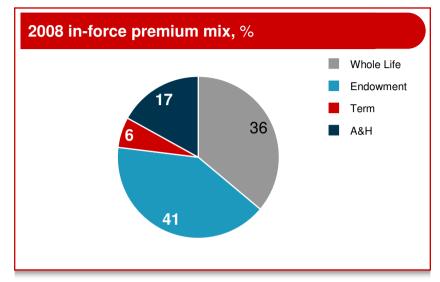
<sup>1</sup> Based on 2006 data from 2009 World Health Report SOURCE: Global Insight; EIU; Swiss Re: Morgan Stanley Research; Espicom World Pharmaceutical; World Health Report The World Health Report 2009, World Health Organization; US Census Bureau

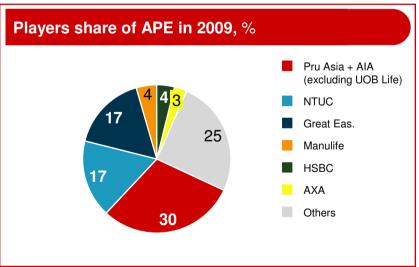


### Singapore: Life industry overview







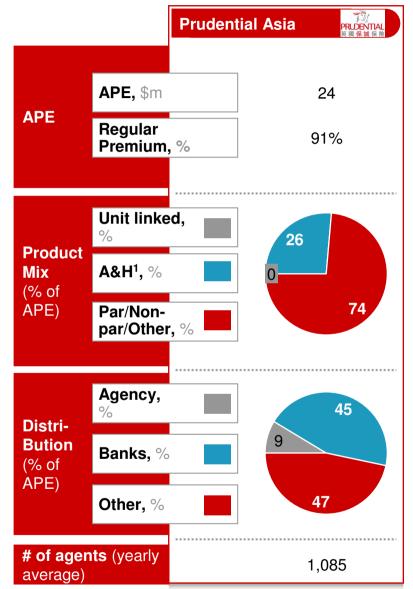


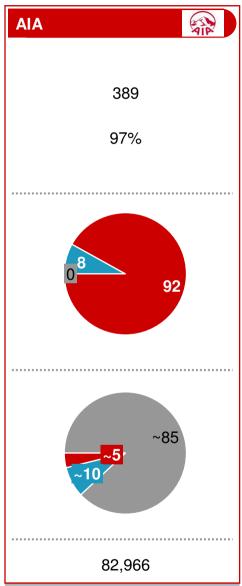
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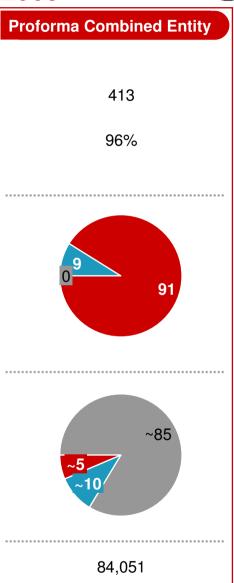


#### Thailand: Prudential Asia and AIA statistics for FY 2009



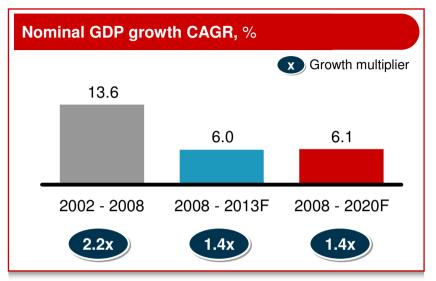


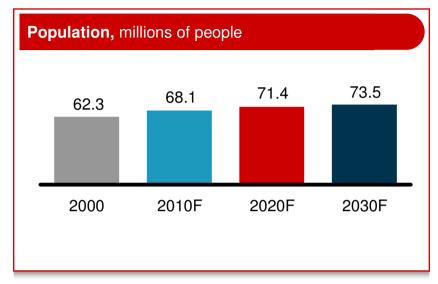


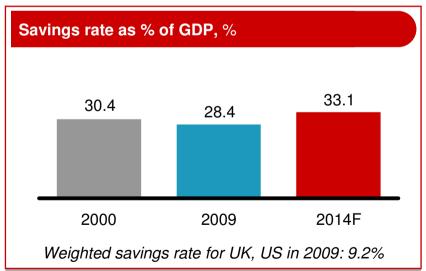


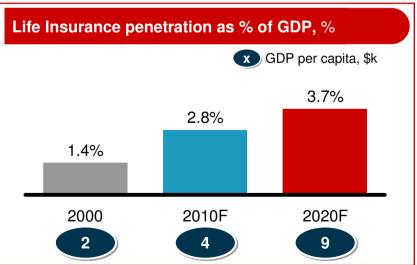


### Thailand: Key macroeconomic indicators (1/2)



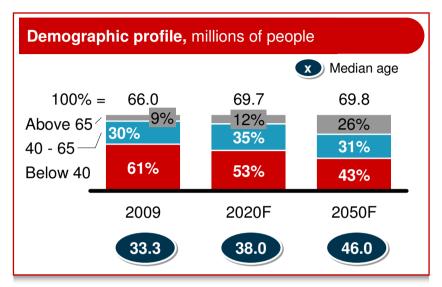


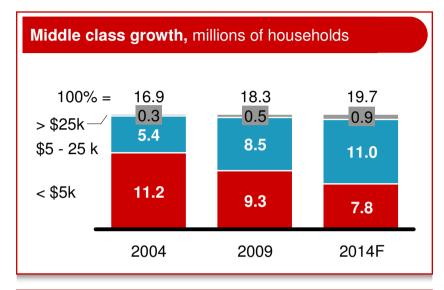


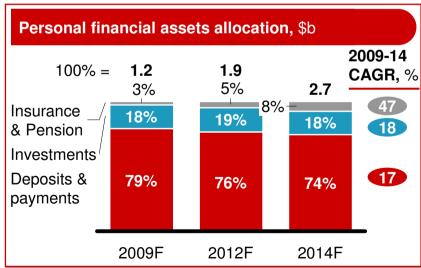


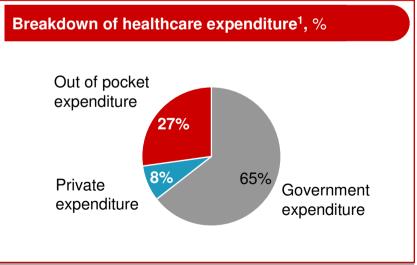


### Thailand: Key macroeconomic indicators (2/2)





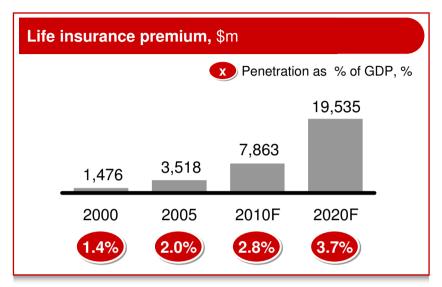


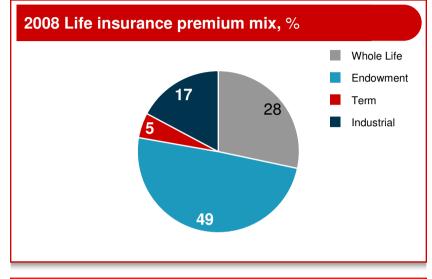


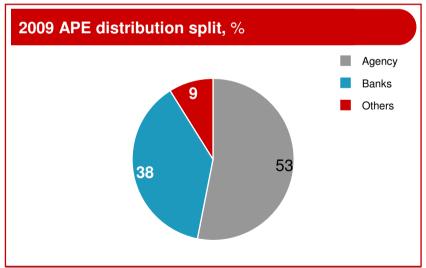
<sup>1</sup> Based on 2006 data from 2009 World Health Report SOURCE: Global Insight; EIU; Swiss Re: Morgan Stanley Research; Espicom World Pharmaceutical; World Health Report The World Health Report 2009, World Health Organization; US Census Bureau

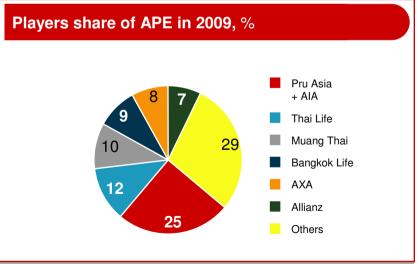


### **Thailand: Life industry overview**







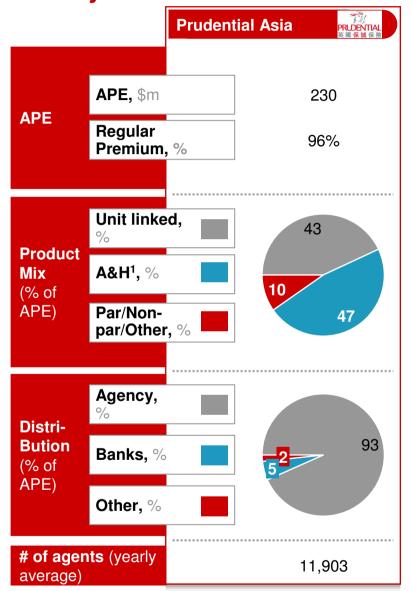


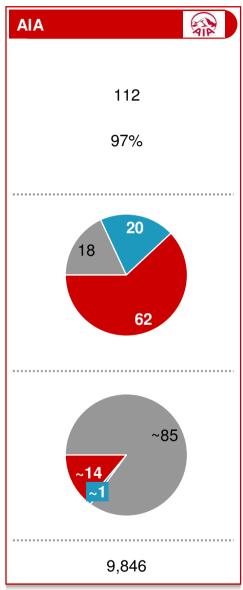
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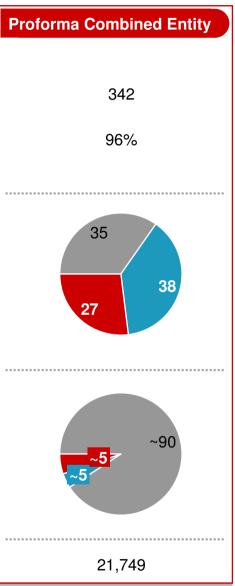


### Malaysia: Prudential Asia and AIA statistics for FY 2009



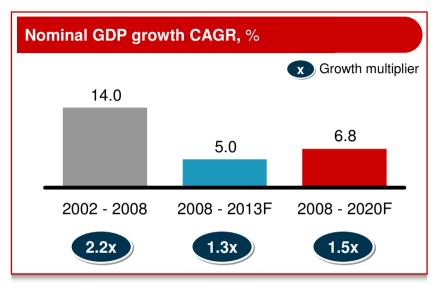


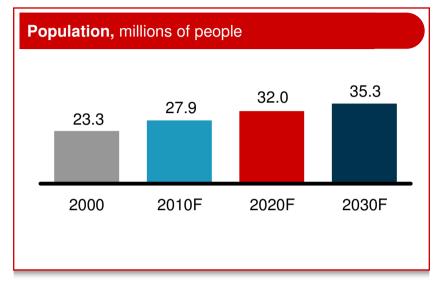


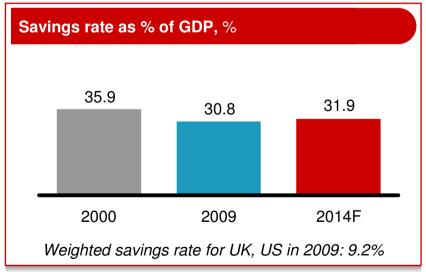


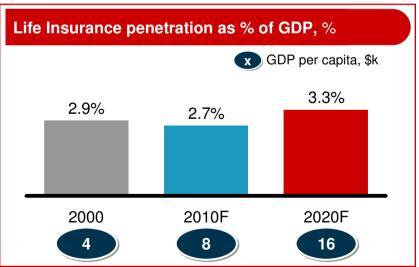


## Malaysia: Key macroeconomic indicators (1/2)



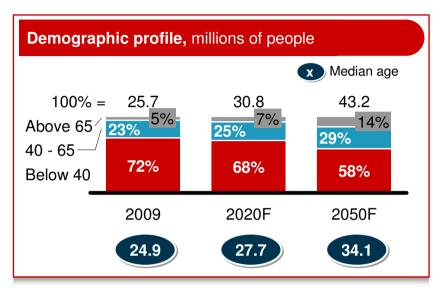


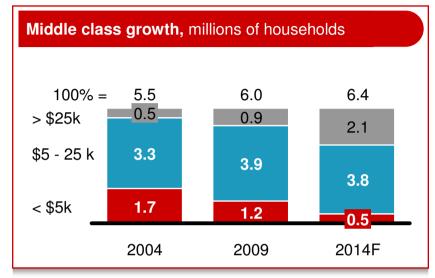


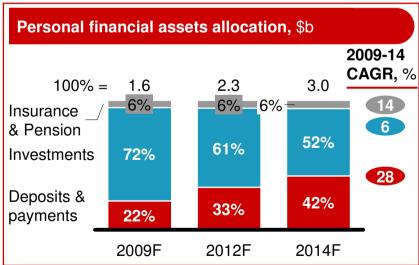


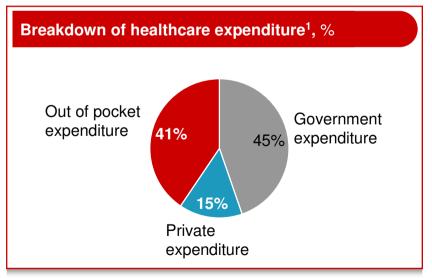


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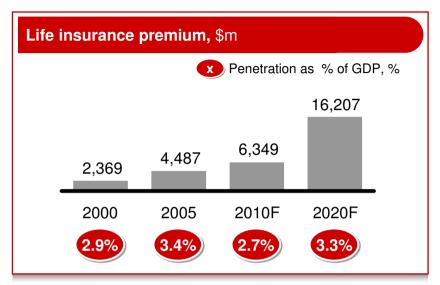


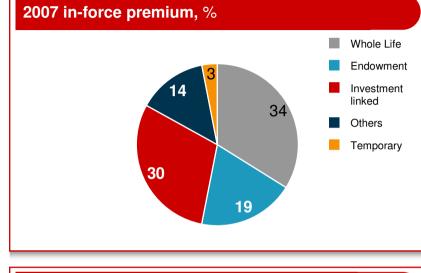


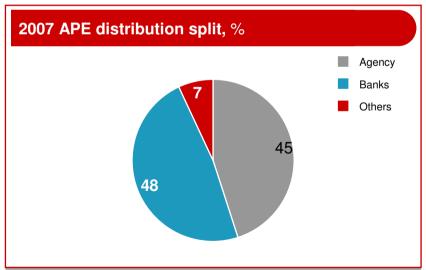
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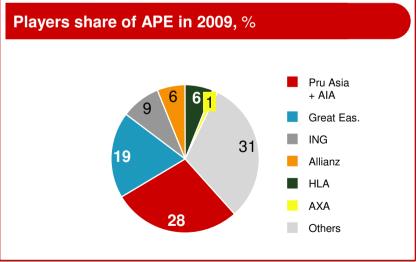


## **Malaysia: Life industry overview**







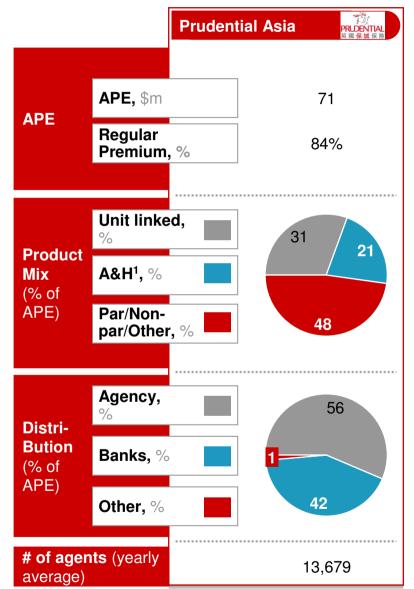


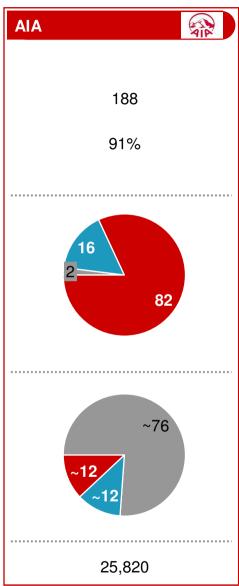
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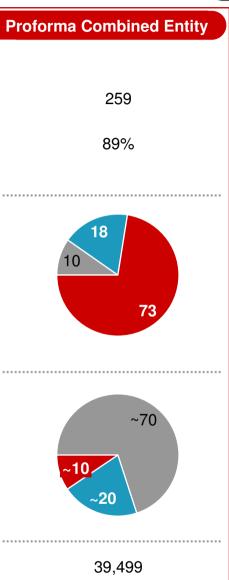






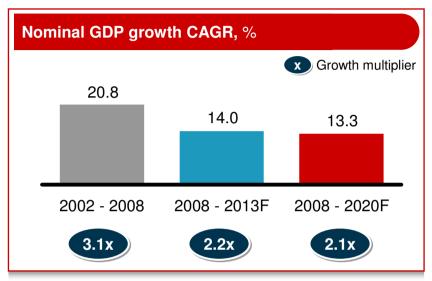


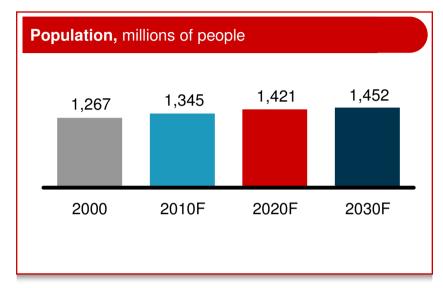


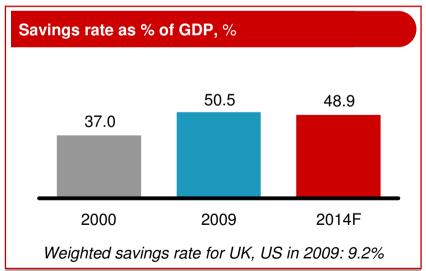


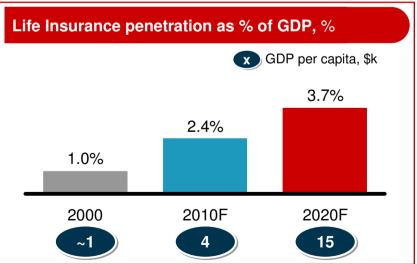


## China: Key macroeconomic indicators (1/2)



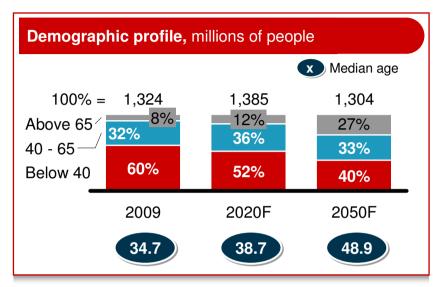


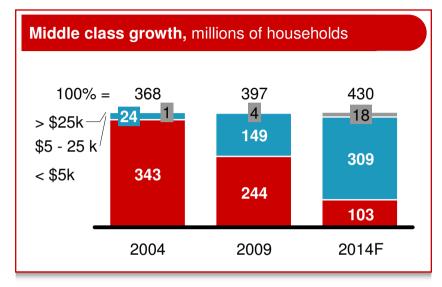


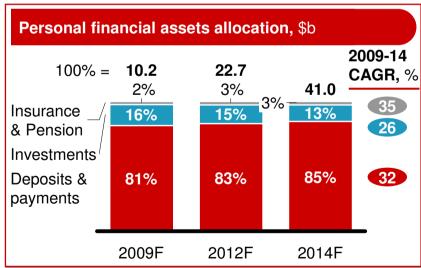


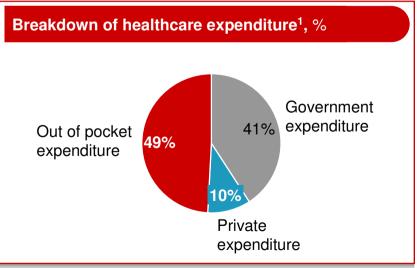


#### China: Key macroeconomic indicators (2/2)





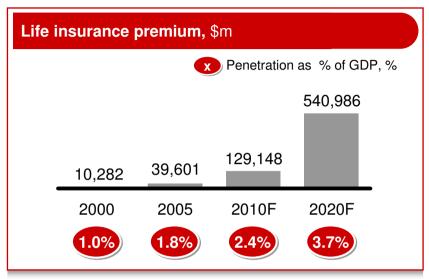


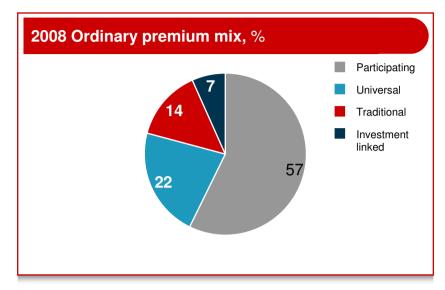


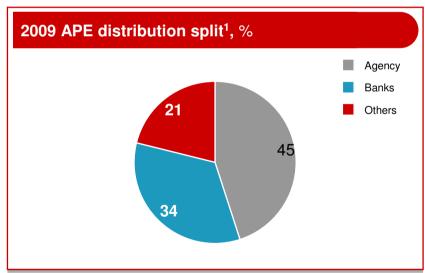
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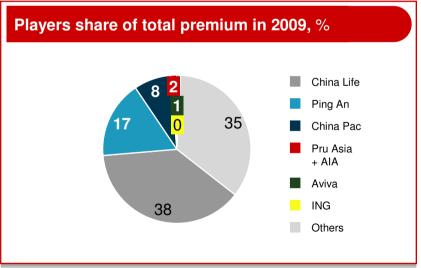


## **China: Life industry overview**







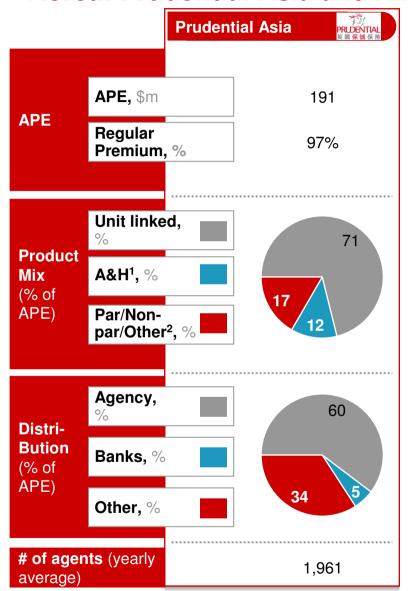


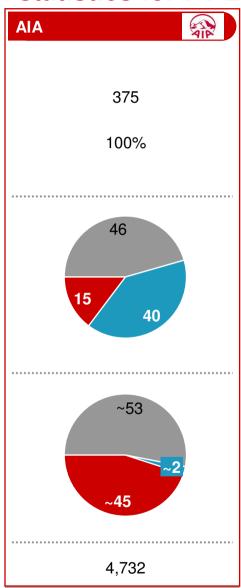
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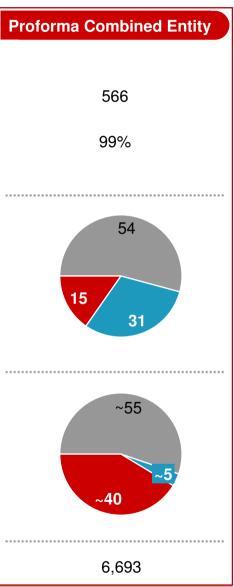


#### Korea: Prudential Asia and AIA statistics for FY 2009







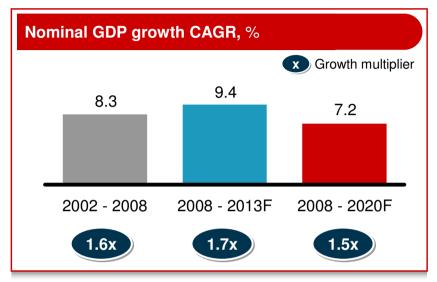


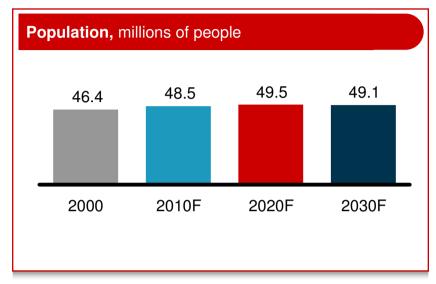
<sup>1</sup> Includes standalone A&H and riders for Prudential, only standalone A&H for AIA

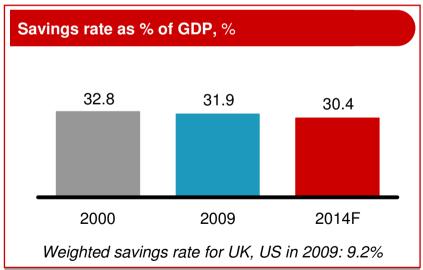
<sup>2</sup> Includes variable annuities and other annuities

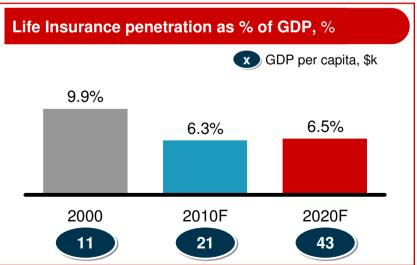


## **Korea: Key macroeconomic indicators (1/2)**



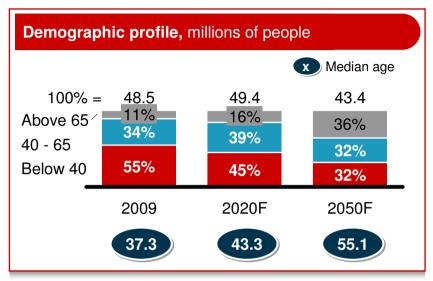


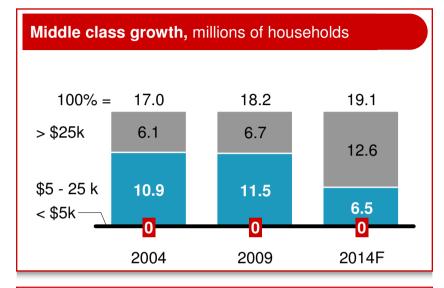


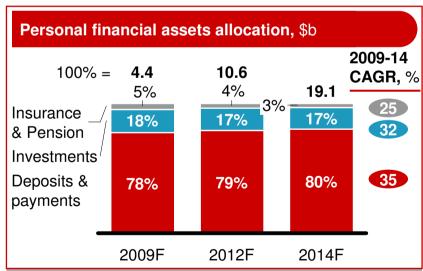


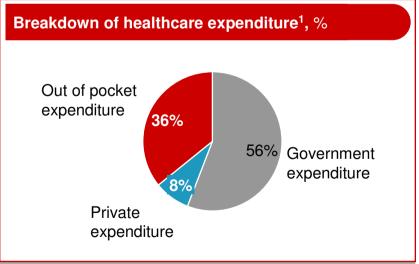


#### **Korea: Key macroeconomic indicators (2/2)**









<sup>1</sup> Based on 2006 data from 2009 World Health Report SOURCE: Global Insight; EIU; Swiss Re: Morgan Stanley Research; Espicom World Pharmaceutical; World Health Report The World Health Report 2009, World Health Organization; US Census Bureau



## **Korea: Life industry overview**

