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The Offer Shares have not been and will not be registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act"), or the securities laws of any state or other jurisdiction of the United States and may not be offered or sold, pledged or transferred within the United States or to, or for the account or benefit of, any U.S. Persons (as defined in Regulation S under the U.S. Securities Act), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state or local securities laws. Prudential plc does not intend to register the Offer Shares in the United States or to conduct a public offering of securities in the United States.

This announcement may contain 'forward-looking statements' with respect to certain of Prudential's plans and its goals and expectations relating to its future financial condition, performance, results, strategy and objectives. Statements that are not historical facts, including statements about Prudential's beliefs and expectations and including, without limitation, statements containing the words 'may', 'will', 'should', 'continue', 'aims', 'estimates', 'projects', 'believes', 'intends', 'expects', 'plans', 'seeks' and 'anticipates', and words of similar meaning, are forward-looking statements. These statements are based on plans, estimates and projections as at the time they are made and speak only as of the date on which they are made, and therefore undue reliance should not be placed on them. By their nature, all forward-looking statements involve risk and uncertainty. Prudential expressly disclaims any obligation to update any of the forward-looking statements contained in this announcement or any other forward-looking statements it may make, whether as a result of future events, new information or otherwise except as required pursuant to the UK Prospectus Rules, the UK Listing Rules, the UK Disclosure and Transparency Rules, the Hong Kong Listing Rules, the SGX-ST listing rules or other applicable laws and regulations.



(Incorporated and registered in England and Wales under the number 01397169)  
(Stock Code: 2378)

**INSIDE INFORMATION**  
**ISSUE OF NEW SHARES UNDER GENERAL MANDATE**  
**AND SIGNING OF PUBLIC OFFER UNDERWRITING AGREEMENT**

**ANNOUNCEMENT OF PRUDENTIAL PLC CONCURRENT HONG KONG PUBLIC**  
**OFFER AND INTERNATIONAL PLACING TO RAISE UP TO 5 PER CENT OF ISSUED**  
**SHARE CAPITAL ON HONG KONG STOCK EXCHANGE**

This announcement is issued pursuant to Rules 13.09(2)(a) and 13.28 of the Hong Kong Listing Rules and Part XIVA of the Securities and Futures Ordinance.

- Up to approximately 130.8 million new shares available for subscription through the Public Offer (up to a maximum of approximately 32.7 million shares if adjusted) and the Placing (together the “Share Offer”)
- A Prospectus for the Public Offer is expected to be published on or around Monday, 20 September 2021
- Completion of the Share Offer and commencement of dealings in the Offer Shares on the Main Board of the Hong Kong Stock Exchange are expected on Monday, 4 October 2021

On 11 August 2021, in its half year results, Prudential indicated it was continuing to consider raising new equity following the completion of the demerger of its US business, Jackson Financial Inc. (the “Demerger”). On 13 September 2021, Prudential announced the completion of the Demerger.

On 18 September 2021 Prudential announces it intends to raise up to 5 per cent of its issued share capital<sup>1</sup>, or up to approximately 130.8 million shares, on the Hong Kong Stock Exchange through the Public Offer and the Placing. The Public Offer, which consists of up to approximately 6.5 million new shares initially to be issued in Hong Kong, is only available to Hong Kong residents, and includes a preferential offer to eligible employees and agents of up to approximately 1.3 million shares. Subject to the level of any oversubscription in the Public Offer and pursuant to the clawback mechanism as described in the Prospectus, the total number of shares available under the Public Offer could be adjusted to up to a maximum of approximately 32.7 million Public Offer Shares, representing 25 per cent of the total shares initially available in the Share Offer.

The Prospectus has been registered with the Registrar of Companies in Hong Kong and is expected to be published on or around Monday, 20 September 2021. Further details regarding the Share Offer will be set out in the Prospectus. Offering circulars for the Placing are also expected to be distributed on or around Monday, 20 September 2021.

The new shares will be issued under the general authority to allot up to 5 per cent of Prudential’s total issued ordinary share capital as at 1 April 2021, as approved by shareholders at the 2021 AGM in May 2021. The proceeds of the Share Offer are expected to maintain and enhance Prudential’s financial flexibility in light of the breadth of opportunities to invest for growth in Asia and Africa. Specifically, US\$2.25 billion (approximately HK\$17.5 billion) is expected to be used to redeem existing high coupon debt, with the remaining net proceeds expected to contribute to Prudential’s central stock of liquidity, in order to further increase Prudential’s financial flexibility.

On Saturday, 18 September 2021, Prudential entered into the Public Offer Underwriting Agreement with the Public Offer Underwriters which includes a maximum Public Offer price of HK\$172 per share for the Public Offer. The Public Offer Underwriters have agreed, severally but not jointly, to subscribe for, or procure subscribers to subscribe for, their respective proportions of the Public Offer Shares which are being offered but are not taken up under the Public Offer on the terms and subject to the conditions set out in the Prospectus and the Public Offer Underwriting Agreement. The Public Offer Shares are fully underwritten pursuant to the Public Offer Underwriting Agreement.

It is expected that Prudential and the Placing Underwriters will enter into the Placing Underwriting Agreement in respect of the Placing on or around Saturday, 25 September 2021. Under the Placing Underwriting Agreement, the Placing Underwriters will agree to severally underwrite the Placing Shares in their respective applicable proportions on the terms and subject to the conditions to be set out in the Placing Underwriting Agreement.

Prudential is expected to determine the Public Offer Price and the Placing Offer Price on or around Saturday, 25 September 2021.

As previously announced, the Board believes that there are clear benefits to the Group and to its shareholders as a whole from increasing its Asian shareholder base and the liquidity of its shares in Hong Kong and intends to take these factors into account in the allocation of the Placing. Prudential has dual primary listings in both

London and Hong Kong, and secondary listings in both Singapore and New York (the latter in the form of American Depositary Receipts).

Completion of the Share Offer and commencement of dealings in the new shares on the Main Board of the Hong Kong Stock Exchange are expected on Monday, 4 October 2021.

All applicants under the Public Offer and Placing are required to pay on each Offer Share, brokerage of 1.0 per cent, SFC transaction levy of 0.0027 per cent and Hong Kong Stock Exchange trading fee of 0.005 per cent.

Prudential has appointed Citi, Goldman Sachs, CLSA Limited and HSBC as Joint Global Coordinators and Joint Bookrunners in relation to the Share Offer. BofA Securities, Credit Suisse, UBS and UOB Kay Hian are also acting as Joint Bookrunners. Rothschild & Co is acting as Financial Adviser.<sup>2</sup>

Completion of the Share Offer and commencement of dealings in the new shares on the Main Board of the Hong Kong Stock Exchange are expected on Monday, 4 October 2021.

<sup>1</sup> Total issued ordinary share capital as at 1 April 2021.

<sup>2</sup> Marketing names are used in this paragraph

## **Business and financial prospects of the Group<sup>1</sup>**

The Group delivered a resilient performance in the first half of 2021 against a backdrop of continuing economic and social challenges due to Covid-19 and the resulting continuing volatility in consumer activity. The quality of execution in the Group's chosen markets saw growth in new business sales in the first six months of 2021 (on an APE basis) in Asia and Africa of 17 per cent<sup>2</sup> compared to the same period in 2020 and Asia's IFRS operating earnings remained resilient, driven by the compounding nature of regular premium income and the focus on health and protection led insurance margin income. Year to date new business sales performance continues to grow at a double-digit rate, including in markets such as China, Singapore and Malaysia.

Prudential expects vaccination programmes being rolled out during 2021 and 2022 to facilitate a gradual return to more normal economic patterns, although the pace of these programmes and their effect are likely to vary substantially and give a degree of uncertainty over the economy, and therefore the performance of the business of the Group in the short-term. Significant Covid-19 related restrictions continue in many markets including Indonesia, Malaysia, Thailand, Vietnam and the Philippines the impacts of which are likely to extend at least into the fourth quarter of 2021. There is also continuing uncertainty over the extent and the timing of the re-opening of the border between Hong Kong and Mainland China and we expect that it will remain closed at least for the rest of this year. However, the Prudential Board is confident that the demand for products offered by the Group will continue to grow in line with the structural growth in its chosen markets, and that its expanded offering and increasingly digitalised distribution platforms are well placed to meet this demand.

<sup>1</sup> Comparisons are to the first six months of the prior year unless otherwise stated and year-on-year percentage changes are provided on a constant exchange rate basis unless otherwise stated.

<sup>2</sup> On a constant exchange rate basis, 21 per cent on an actual exchange rate basis.

## **Competitive advantages**

The Group is well positioned to meet the growing health, protection and long-term savings needs of its customers in the geographies in which it operates. It has leading positions in Hong Kong and South-east Asia, and sees the greatest growth opportunities in the largest economies of China, India, Indonesia and Thailand.

Prudential's nationwide footprint of 20 branches covering 99 cities in Mainland China provides access to 83 per cent of Mainland China's GDP and 85 per cent of its gross written premium. Prudential is a top-three provider of life insurance in India and the market leader in the overall life insurance market and the sharia-compliant market in Indonesia, which has the largest Muslim population of any country. In Thailand, the Group is focused on delivering the strategic benefits of recent investments and intends to upscale its position significantly. Eastspring, its pan-Asian asset manager, has top-10 positions in seven out of the 11 markets in which it operates.

Prudential has a multi-channel and integrated distribution strategy which can adapt and respond flexibly depending on local market conditions. The Group's distribution network includes its agency force of around 560,000 agents, its bancassurance partnerships which give it access to around 28,000 bank outlets and Pulse, a digital mobile application designed by the Group. The Group's aspiration is for Pulse to act both as a complementary tool for sourcing and managing new business to enhance customer experience and as a future platform for the business, with scope for delivering future operational efficiency.

Mike Wells, Group Chief Executive of Prudential, said: *"Prudential is now entirely focused on long-term structural growth opportunities in Asia and Africa. The Share Offer will maintain and enhance Prudential's financial flexibility in light of the breadth of opportunities to invest for growth."*

*We will continue to build on Prudential's leading positions in Hong Kong and South-east Asia, and see the greatest growth opportunities in the largest economies of China, India, Indonesia and Thailand. We continue to invest in our people and systems to ensure that we have the resources to deliver on our long-term growth strategy, and to develop the capacity to serve 50 million customers by 2025. If we successfully execute our strategy, we expect it will result in the long-term delivery of future shareholder returns through value appreciation, with a focus on achieving long-term double-digit growth in embedded value per share.*

*As we undertake the next stage of Prudential's development, we strive to deliver profitable growth in a socially responsible way, digitise our products and services, and humanise our company and advice channels."*

## **Summary of Share Offer**

The number of Offer Shares that will be initially available for subscription under the Share Offer (130,780,350 Shares in total, comprising 6,539,100 Public Offer Shares and 124,241,250 Placing Shares) represents: (a) approximately 5.00% of the total number of Shares in issue as at 13 September 2021, being the latest practicable date for the purpose of the Prospectus; and (b) approximately 4.76% of the enlarged total number of Shares in issue upon the completion of the Share Offer (assuming there will be no change to the total number of Shares in issue from 13 September 2021, being the latest practicable date for the purpose of the Prospectus, up to the Listing Date, other than the issue by Prudential of the Offer Shares). The Public Offer Shares will include 335,650 Shares which will be offered for subscription by eligible employees and 972,150 Shares which will be offered for subscription by eligible agents, pursuant to their respective preferential offerings. Under the reallocation and clawback mechanism which will be described more fully in the Prospectus, the maximum number of Offer Shares which may be available for subscription under the Public Offer is 32,695,100 Offer Shares.

The aggregate nominal value of the Offer Shares that will be available for subscription under the Share Offer will be £6,539,017.50.

## **Summary of the Underwriting Agreements**

### **(A) The Public Offer Underwriting Agreement**

On 18 September 2021, Prudential and the Public Offer Underwriters entered into the Public Offer Underwriting Agreement which includes a maximum Public Offer Price of HK\$172 per Offer Share for the Public Offer, pursuant to which the Public Offer Underwriters have agreed, severally but not jointly, to subscribe for, or procure subscribers to subscribe for, their respective applicable proportions of the Public Offer Shares which are being offered but are not taken up under the Public Offer on the terms and subject to the conditions set out in the Prospectus and the Public Offer Underwriting Agreement. The Public Offer Shares are fully underwritten pursuant to the Public Offer Underwriting Agreement.

The principal terms of the Public Offer Underwriting Agreement are summarised below:

**Date:** 18 September 2021

**Parties:** (i) Prudential; and  
(ii) the Public Offer Underwriters.

### ***The Public Offer Shares***

The number of Public Offer Shares initially available for subscription under the Share Offer represents: (a) approximately 0.25% of the total number of Shares in issue as at 13 September 2021, being the latest practicable date for the purpose of the Prospectus; and (b) approximately 0.24% of the enlarged total number of Shares in issue upon the completion of the Share Offer (assuming there will be no change to the total number of Shares in issue from 13 September 2021, being the latest practicable date for the purpose of the Prospectus, up to the Listing Date, other than the issue by Prudential of the Offer Shares). The Public Offer Shares include 335,650 Shares which are being offered for subscription by eligible employees and 972,150 Shares which are offered for subscription by eligible agents, pursuant to their respective preferential offerings. Under the reallocation and clawback mechanism which will be described more fully in the Prospectus, the maximum number of Offer Shares which may be available for subscription under the Public Offer is 32,695,100 Offer Shares.

The aggregate nominal value of the Public Offer Shares initially available for subscription under the Share Offer will be £326,955.

### ***Offerees***

The Public Offer will be open to all members of the public in Hong Kong as well as to institutional and professional investors (acting in their capacity as members of the public in Hong Kong). Investors may apply for the Public Offer Shares or indicate an interest, if qualified to do so, for the Placing Shares, but may only receive Shares under either the Public Offer or the Placing (other than Shares applied for through the preferential offer to eligible employees and agents).

### ***Conditions Precedent***

The obligations of the Public Offer Underwriters under the Public Offer Underwriting Agreement are conditional on, among others:

- (i) the Listing Committee granting listing of, and permission to deal in the Offer Shares on the Main Board of the Hong Kong Stock Exchange; and
- (ii) certain other conditions set out in the Public Offer Underwriting Agreement (including, among others, the Joint Global Coordinators (for themselves and on behalf of the Public Offer Underwriters) and Prudential agreeing on the Public Offer Price and the Placing Offer Price).

The Public Offer Underwriting Agreement is also conditional upon and subject to the Placing Underwriting Agreement having been signed and becoming unconditional and not having been terminated in accordance with its terms.

### ***Termination***

If any of the events set out below occurs at any time prior to 8:00 a.m. on the Listing Date, the Joint Global Coordinators (for themselves and on behalf of the Public Offer Underwriters) will be entitled, in their sole and absolute discretion, by a joint notice in writing given to Prudential, to terminate the Public Offer Underwriting Agreement with immediate effect:

- (a) trading in Prudential's securities having been suspended for over two consecutive business days on any exchange or in any over-the-counter market;
- (b) a material disruption in securities settlement, payment or clearance services in the United Kingdom or Hong Kong having occurred;
- (c) any general moratorium on commercial banking activities having been declared by the United Kingdom or Hong Kong;
- (d) there having occurred any outbreak or escalation of hostilities, or any change in financial markets, currency exchange rates or controls or any calamity or crisis that, in the reasonable judgment of the Joint Global Coordinators, is material and adverse and which, singly or together with any other event specified in this paragraph (d), makes it, in the reasonable judgment of the Joint Global Coordinators, impracticable to proceed with the offer, sale or delivery of the Public Offer Shares on the terms and in the manner contemplated in the Prospectus, and the registration statement, the general disclosure package and the final prospectus to be filed or issued by Prudential in connection with the Placing; or
- (e) there having been a breach by Prudential of certain warranties under the Public Offer Underwriting Agreement relating to events subsequent to the date of Prudential's accounts as incorporated by reference in Appendix I to the Prospectus, or after the respective dates as at which information is given in the Prospectus, which breach is either irremediable or, if capable of being remedied, has not been remedied at or prior to 8:00 a.m. on the Listing Date (or such other date as agreed by Prudential and the Joint Global Coordinators).

***Undertakings by Prudential pursuant to the Public Offer Underwriting Agreement***

Under the terms of the Public Offer Underwriting Agreement, Prudential has undertaken to the Public Offer Underwriters not to (other than in connection with the Share Offer) during the period commencing on the date of the Public Offer Underwriting Agreement and ending on, and including, the date that is 90 days after the Listing Date without the prior written consent of the Joint Global Coordinators (for themselves and on behalf of the Public Offer Underwriters):

- (a) allot, issue, sell, accept subscription for, offer to allot, issue or sell, contract or agree to allot, pledge, grant or sell any option, warrant, contract or right to subscribe for or purchase, or otherwise dispose of, either directly or indirectly, conditionally or unconditionally, any Shares or any other securities of Prudential or any interest in any of the foregoing (including any securities convertible into or exchangeable or exercisable for or that represent the right to receive, or any warrants or other rights to subscribe for or purchase, any Shares or any other equity securities of Prudential);
- (b) enter into any swap or other arrangement that transfers to another, in whole or in part, any of the economic consequences of ownership of any Shares or any other securities of Prudential or any interest in any of the foregoing (including any securities convertible into or exchangeable or exercisable for or that represent the right to receive, or any warrants or other rights to subscribe for or purchase, any Shares or any other equity securities of Prudential);
- (c) enter into any transaction with the same economic effect as any transaction specified in (a) or (b) above; or
- (d) offer to or agree to or announce any intention to effect any transaction specified in (a) to (c) above,

in each case, whether the transaction is to be settled by delivery of Shares or such other equity securities of Prudential or in cash or otherwise, but in each case not including any action taken in Prudential's ordinary course of business (including, but not limited to, the operation of the share option schemes disclosed in the Prospectus).

### ***Commissions and expenses***

According to the Public Offer Underwriting Agreement, the Public Offer Underwriters will receive an underwriting commission of 0.8 per cent of the aggregate Public Offer Price in respect of the Public Offer Shares, excluding the Shares sold to investors introduced by Prudential (the “**Reference Public Offer Amount**”).

Prudential may, at its sole and absolute discretion, and by reference to the discretionary incentive fee evaluation criteria agreed with the Joint Global Coordinators, elect to pay to the Joint Global Coordinators (on behalf of the Public Offer Underwriters) a discretionary incentive fee of up to 0.2 per cent of the Reference Public Offer Amount.

For any unsubscribed Public Offer Shares reallocated to the Placing, the underwriting commission will not be paid to the Public Offer Underwriters but will instead be paid, at the rate applicable to the Placing, to the relevant Placing Underwriters.

### **(B) The Placing Underwriting Agreement**

The expected principal terms of the Placing Underwriting Agreement are summarised below:

**Date:** On or around the Price Determination Date

**Parties:** (i) Prudential; and  
(ii) the Placing Underwriters.

### ***The Placing Shares***

The number of the Placing Shares initially available for subscription under the Share Offer represents: (a) approximately 4.75% of the total number of Shares in issue as at 13 September 2021, being the latest practicable date for the purpose of the Prospectus; and (b) approximately 4.52% of the enlarged total number of Shares in issue upon the completion of the Share Offer (assuming there will be no change to the total number of Shares in issue from 13 September 2021, being the latest practicable date for the purpose of the Prospectus, up to the Listing Date, other than the issue by Prudential of the Offer Shares). The aggregate nominal value of the Placing Shares initially available for subscription under the Share Offer will be £6,212,062.5.

### ***The Joint Global Coordinators***

To the best of the Directors’ knowledge, information and belief having made all reasonable enquiries, as at the date of this announcement, each of the Joint Global Coordinators is an Independent Third Party.

### ***Placees***

It is expected that the Placing Shares will be placed to not fewer than six Placees whose ultimate beneficial owners are Independent Third Parties. The choice of placees for the Placing Shares will be determined solely by the Placing Underwriters, subject to the applicable laws and regulations (including the Hong Kong Listing Rules). It is not expected that any such investor will become a substantial shareholder (as defined under the Hong Kong Listing Rules) of Prudential as a result of the Placing.

### ***Conditions Precedent***

The obligations of the Placing Underwriters under the Placing Underwriting Agreement are conditional on the conditions set out in the Placing Underwriting Agreement, including the Public Offer Underwriting Agreement having been signed and becoming unconditional and not having been terminated in accordance with its terms.

## ***Termination***

It is expected that the Placing Underwriting Agreement will be terminable on similar grounds to the Public Offer Underwriting Agreement.

## ***Commissions and expenses***

Prudential expects to pay an underwriting commission of 0.8 per cent of the aggregate Placing Offer Price in respect of the Placing Shares.

Prudential may, at its sole and absolute discretion, and by reference to the discretionary incentive fee evaluation criteria agreed with the Joint Global Coordinators, elect to pay to the Joint Global Coordinators (on behalf of the Placing Underwriters) a discretionary incentive fee of up to 0.2 per cent of the aggregate Placing Offer Price in respect of the Placing Shares.

The Placing Underwriters shall be entitled to the underwriting commission and discretionary incentive fee (if any) of any unsubscribed Placing Shares reallocated to the Public Offer. For the avoidance of doubt, the Public Offer Underwriters shall not be entitled to any underwriting commission in respect of such reallocated Placing Shares.

## **General**

### ***Maximum Public Offer Price***

The maximum Public Offer Price per Offer Share is HK\$172. The Public Offer Price and the Placing Offer Price are expected to be fixed by agreement between the Joint Global Coordinators (acting for themselves and on behalf of the Underwriters) and Prudential on the Price Determination Date, taking into account the closing trading price of the Shares on the last trading day on or before the Price Determination Date and other factors.

The Placing Offer Price may be set at a level higher than the maximum Public Offer Price if certain conditions, which will be described in further detail in the Prospectus, are fulfilled.

### ***Ranking of Offer Shares***

The Offer Shares to be issued under the Share Offer will rank *pari passu* (in all respects) with each other and with the Shares then in issue. Holders of fully-paid Offer Shares will be entitled to receive all future dividends and distributions, which are declared, made or paid, the record date of which is after the date of allotment of the Offer Shares in their fully-paid form.

### ***Allocation under the Placing***

As previously announced, the Board believes that there are clear benefits to the Group and to its shareholders as a whole from increasing both its Asian shareholder base and the liquidity of its shares in Hong Kong and intends to take these factors into account in the allocation of the Placing.

Allocation of Placing Shares will be effected in accordance with the book-building process and based on a number of factors, including the level and timing of demand, the total size of the relevant investor's invested assets or equity assets in the relevant sector and whether or not it is expected that the relevant investor is likely to buy further Shares, and/or hold or sell its Shares, after the listing of the Offer Shares on the HK Stock Exchange. Such allocation is intended to result in a distribution of the Offer Shares on a basis which would contribute to the maintenance of a solid professional and institutional shareholder base to the benefit of Prudential and its Shareholders as a whole.

### ***Closing price on 17 September 2021***

The closing price of the Shares on the Hong Kong Stock Exchange 17 September 2021, being the last trading day preceding the date on which the Public Offer Underwriting Agreement was signed, was



HK\$157.8 per Share.

***Joint Global Coordinators, Joint Bookrunners, Financial Adviser***

Prudential has appointed Citigroup Global Markets Asia Limited, Citigroup Global Markets Limited Goldman Sachs (Asia) L.L.C., CLSA Limited and The Hongkong and Shanghai Banking Corporation Limited as Joint Global Coordinators and Joint Bookrunners in relation to the Share Offer. Merrill Lynch (Asia Pacific) Limited, Credit Suisse (Hong Kong) Limited, UBS AG Hong Kong Branch, UBS AG London Branch and UOB Kay Hian (Hong Kong) Limited are also acting as Joint Bookrunners. Rothschild & Co Hong Kong Limited is acting as Financial Adviser.

***General mandate***

The Offer Shares are to be issued under the general mandate, pursuant to which Prudential may issue up to 523,121,515 Shares, being 20% of the total issued ordinary share capital of Prudential as at 1 April 2021, as set out in resolution 21 of Prudential's 2021 Notice of Annual General Meeting. As at the date of this announcement, Prudential has not issued any Shares pursuant to the general mandate and therefore Prudential is permitted to issue up to 523,121,515 Shares under the general mandate. As such, the allotment and issue of the Offer Shares is not subject to approval of the Shareholders.

***Disapplication of pre-emption limit***

In addition to the limit under the general mandate, the Share Offer is also subject to the disapplication of pre-emption limit under Prudential's general authority as set out in resolution 23 of Prudential's 2021 Notice of Annual General Meeting, pursuant to which Prudential may issue and allot up to 130,780,378 Shares, being 5% of the total issued ordinary share capital of Prudential as at 1 April 2021, on a non-pre-emptive basis for cash. Therefore the total number of Offer Shares initially available for subscription under the Share Offer, being 130,780,350 Shares, is within the 20% general mandate limit as well as the 5% limit under resolution 23.

***Application for Listing***

Application has been made to the Listing Committee for approval for, and Prudential will seek a confirmation from the Singapore Stock Exchange for, the listing of, and permission to deal in, the Offer Shares to be allotted and issued pursuant to the Share Offer on the Main Board of the Hong Kong Stock Exchange. Application will also be made to the FCA for the Offer Shares to be listed on the premium listing segment of the Official List and to the London Stock Exchange for the Offer Shares to be admitted to the Main Market of the London Stock Exchange.

***Reasons for the Share Offer and Use of Proceeds***

Using the closing trading price of the Shares on the Hong Kong Stock Exchange on 13 September 2021, being the latest practicable date for the purpose of the Prospectus, of HK\$162.40 per Offer Share, the net proceeds from the Share Offer from the issue of 130,780,350 Shares are assumed to be approximately HK\$20,850 million, after deducting the estimated underwriting fees and other expenses payable. On this basis, the estimated net price per Offer Share of the Offer Shares initially available for subscription under the Share Offer will be approximately HK\$159.43.

The above assumed net proceeds from the Share Offer may differ from the actual net proceeds depending on the Public Offer Price and the Placing Offer Price, which will only be determined on or around the Price Determination Date, taking into account the closing trading price of the Shares on the last trading day on or before the Price Determination Date and other factors.

The Share Offer is expected to maintain and enhance Prudential's financial flexibility in light of the breadth of opportunities to invest for growth in Asia and Africa. The majority of the net proceeds (approximately US\$2.25 billion or HK\$17.5 billion) from the Share Offer is expected to be used to redeem existing high coupon debt within six months following the date of the Prospectus, with the

remaining net proceeds expected to contribute to Prudential's central stock of liquidity, in order to further increase its financial flexibility.

### ***Fund Raising During The Past Twelve Months***

Prudential has not conducted any other fund raising activity through the issue of equity securities in the past twelve months immediately before the date of this announcement.

**Completion of the transactions contemplated under the Underwriting Agreements is subject to such agreements not being terminated in accordance with the terms thereof and the satisfaction of the conditions precedent under the Underwriting Agreements. Therefore, the Share Offer may or may not proceed to completion. Shareholders and potential investors are advised to exercise caution when dealing in the Shares and other securities of Prudential.**

### **Notes to Editors**

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### **Person responsible**

The person responsible for arranging the release of this announcement on behalf of Prudential plc is Tom Clarkson, Company Secretary.

### **About Prudential plc**

Prudential plc provides life and health insurance and asset management, with a focus on Asia and Africa. The business helps people get the most out of life, by making healthcare affordable and accessible and by promoting financial inclusion. Prudential protects people's wealth, helps them grow their assets, and empowers them to save for their goals. The business has more than 17 million life customers in Asia and Africa and is listed on stock exchanges in London, Hong Kong, Singapore and New York. Prudential is not affiliated in any manner with Prudential Financial, Inc. a company whose principal place of business is in the United States of America, nor with The Prudential Assurance Company Limited, a subsidiary of M&G plc, a company incorporated in the United Kingdom.

### **DEFINITIONS**

Unless the context requires otherwise, the following terms have the following meanings in this announcement:

“2021 AGM”	the annual general meeting of Prudential held on 13 May 2021
“Board”	the board of Directors
“connected person(s)”	has the meaning ascribed to it under the Hong Kong Listing Rules
“Director(s)”	director(s) of Prudential
“Disapplication of Pre-emption Limit”	the limit under the general authority granted to the Directors pursuant to resolution 23 of the 2021 AGM to allot and issue up to 130,780,378 Shares, being 5% of the total issued ordinary share capital of Prudential as at 1 April 2021, on a non-pre-emptive basis for cash

“FCA”	the Financial Conduct Authority
“General Mandate”	the general mandate granted to the Directors pursuant to resolution 21 of the 2021 AGM to allot and issue up to 523,121,515 Shares, being 20% of the total issued ordinary share capital of Prudential as at 1 April 2021, which is subject to the Disapplication of Pre-emption Limit
“Group”	Prudential plc and its subsidiaries, excluding, for the avoidance of doubt, Jackson Financial Inc. and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong Listing Rules”	The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Third Party(ies)”	person(s) who is(are) third party(ies) who are not its connected persons of Prudential (as defined in the Listing Rules)
“Joint Global Coordinators”	Citigroup Global Markets Asia Limited, Citigroup Global Markets Limited, Goldman Sachs (Asia) L.L.C., CLSA Limited and The Hongkong and Shanghai Banking Corporation Limited
“Listing Committee”	the listing committee of the Hong Kong Stock Exchange
“Listing Date”	the date on which dealings of the Offer Shares on the Main Board of the Hong Kong Stock Exchange are expected to first commence, which is expected to be on or around Monday, 4 October 2021
“Offer Shares”	the Public Offer Shares (including the Shares to be issued pursuant to the preferential offerings to eligible employees and eligible agents) and the Placing Shares
“Placees”	any professional, institutional or other investor whom the Placing Underwriters will procure to subscribe for Placing Shares pursuant to the Placing Underwriting Agreement
“Placing”	the conditional offering of the Placing Shares at the Placing Offer Price to selected Placees
“Placing Offer Price”	the final price per Placing Share in HK dollars (exclusive of 1.0% brokerage, 0.0027% SFC transaction levy and the Hong Kong Stock Exchange trading fee of 0.005%)
“Placing Shares”	the 124,241,250 Shares expected to be initially offered for subscription pursuant to the Placing, subject to Reallocation
“Placing Underwriters”	the underwriters of the Placing, who are expected to enter into the Placing Underwriting Agreement, as disclosed in the Prospectus

“Placing Underwriting Agreement”	the conditional placing underwriting agreement relating to the Placing and expected to be entered into by, among others, Prudential and the Placing Underwriters on or about the Price Determination Date
“PRC”	the People’s Republic of China, and for the purpose of this announcement only, excluding Hong Kong, Macau Special Administrative Region and Taiwan
“Price Determination Date”	the date on which the final Public Offer Price and the final Placing Offer Price are fixed and recorded for the purpose of the Share Offer, which is expected to be on or around Saturday, 25 September 2021
“Prospectus”	the prospectus in relation to the Share Offer, which is expected to be released on or around Monday, 20 September 2021
“Prudential”	Prudential plc (英國保誠有限公司*), a company incorporated and registered in England and Wales under the number 01397169
“Public Offer”	the offer of the Public Offer Shares for subscription by the public in Hong Kong (including the preferential offering to eligible employees and eligible agents) for cash at the Public Offer Price
“Public Offer Price”	the final price per Public Offer Share in HK dollars (exclusive of 1.0% brokerage, 0.0027% SFC transaction levy and the Hong Kong Stock Exchange trading fee of 0.005%)
“Public Offer Shares”	the 6,539,100 Shares, being offered for subscription at the Public Offer Price pursuant to the Public Offer (including 335,650 Shares being offered for subscription by eligible employees and 972,150 Shares offered for subscription by eligible agents, pursuant to their respective preferential offerings), subject to Reallocation
“Public Offer Underwriters”	the underwriters of the Public Offer as disclosed in the Prospectus
“Public Offer Underwriting Agreement”	the conditional underwriting agreement dated 18 September 2021 in relation to the Public Offer entered into between, among others, Prudential and the Public Offer Underwriters
“Reallocation”	the reallocation of the Offer Shares between the Placing and the Public Offer
“SFC”	the Securities and Futures Commission of Hong Kong
“Share(s)”	ordinary share(s) of nominal value of £0.05 each in the share capital of Prudential
“Share Offer”	the Public Offer and the Placing
“Shareholder(s)”	holder(s) of the Share(s)
“Underwriters”	Public Offer Underwriters and Placing Underwriters

“Underwriting Agreements”	the Public Offer Underwriting Agreement and the Placing Underwriting Agreement
“U.S.” or “United States”	the United States of America
“%”	per cent
“£”	pounds sterling, the lawful currency of the United Kingdom

By order of the Board  
**Prudential plc**  
**Tom Clarkson**  
*Company Secretary*

19 September 2021, Hong Kong

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

*Chair*

Baroness Shriti Vinodkant Vadera

*Executive Directors*

Michael Andrew Wells (*Group Chief Executive*), Mark Thomas FitzPatrick CA and Stuart James Turner FCA FCSI FRM

*Independent Non-executive Directors*

Jeremy David Bruce Anderson CBE, Chua Sock Koong, David John Alexander Law ACA, Ming Lu, Anthony John Liddell Nightingale CMG SBS JP, The Hon. Philip John Remnant CBE FCA, Alice Davey Schroeder, Thomas Ros Watjen, Jane Fields Wicker-Miurin OBE, Jeanette Kai Yuan Wong and Yok Tak Amy Yip

\* *For identification purposes*