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# **NEWS RELEASE**



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## Publication of the Prudential plc Hong Kong Public Offer Prospectus

Further to the announcement made on 18 September 2021 in the UK (and 19 September 2021 in Hong Kong) in relation to its concurrent Hong Kong public offer and international placing, Prudential plc ("Prudential") has today published a prospectus for the Public Offer which is available on the Hong Kong Stock Exchange website at <u>www.hkexnews.hk</u> and Prudential's website at <u>www.prudentialplc.com</u>. Unless otherwise defined in this announcement, capitalised terms shall have the same meanings as those defined in the Prospectus.

The concurrent Hong Kong public offer (the "Public Offer") and international placing (the "Placing"), together being the Share Offer, is expected to raise up to 5 per cent. of Prudential's issued share capital<sup>1</sup>, or up to approximately 130.8 million shares, on the Main Board of the Stock Exchange of Hong Kong. The Public Offer, which consists of an initial offer of approximately 6.5 million shares but may be upsized to approximately 32.7 million shares, 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.

Applications for the Public Offer Shares will commence on Monday, 20 September 2021. The Public Offer Price and the Placing Offer Price are expected to be determined on or around Saturday, 25 September 2021. The Public Offer Price will be subject to a maximum Public Offer Price of HK\$172 per Public Offer Share.

The application results will be announced on Thursday, 30 September 2021. Dealings in new shares are expected to commence on the Main Board of the Stock Exchange of Hong Kong at 9:00 am Hong Kong time on Monday, 4 October 2021. The shares will be traded in board lots of 50 shares each.

The Public Offer has been underwritten by Citi, Goldman Sachs, CLSA Limited and HSBC as Joint Global Coordinators and Joint Bookrunners. 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>

Subject to the granting of listing of, and permission to deal in, the Offer Shares on the Main Board of the Hong Kong Stock Exchange, the Offer Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Offer Shares or such other date as determined by HKSCC. Settlement of transactions between participants of the Hong Kong Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements have been made to enable the Offer Shares to be admitted into CCASS.

Applications by qualifying Hong Kong residents for Public Offer Shares should be made through the designated eIPO website using the following URL <u>www.eipo.com.hk</u>.

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

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

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# 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.

#### Disclaimers

This announcement is for information purposes only and does not constitute an offer or an invitation to induce an offer by any person to acquire, purchase or subscribe for any securities. This announcement is not a prospectus. Potential investors should read the Prospectus for detailed information about the Share Offer described above before deciding whether or not to invest in the Offer Shares.

This announcement is not for release, publication, distribution, directly or indirectly, in or into the United States or any other jurisdiction where such distribution is prohibited by law. This announcement does not contain or constitute, and is not, an offer to sell or a solicitation of any offer to buy securities in Hong Kong, the United States or any other jurisdiction. Any such offer or invitation will be made only by means of a prospectus that may be obtained from Prudential (if published) and that will contain detailed information about Prudential and management, as well as financial statements, and only in jurisdictions in which such offer or invitation may legally and validly be made. The publication, distribution or release of this announcement may be restricted by law in certain jurisdictions and persons into whose possession any document or other information referred to herein may come should inform themselves about and observe any such restriction. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

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 does not intend to register the Offer Shares in the United States or to conduct a public offering of securities in the United States.

In the United Kingdom, this announcement is being distributed only to, and is directed only at, persons who: (A) (i) are "investment professionals" specified in Article 19(5) of the Financial Services and Markets Act (Financial Promotion) Order 2005 (the "Order") or (ii) high net worth entities falling within Article 49(2)(a) to (d) of the Order or (iii) are other persons to whom it may otherwise lawfully be communicated; and (B) are "qualified investors" within the meaning of Article 2(e) of the Prospectus Regulation (Regulation (EU) 2017/1129) as it forms part of retained EU law as defined in the European Union (Withdrawal) Act 2018 (all such persons together being referred to as "Relevant Persons"). In the European Economic Area (the "EEA"), this announcement is addressed only to and directed only at, persons in member states who are "qualified investors" within the meaning of Article 2(e) of the Prospectus Regulation ((EU) 2017/1129) ("Qualified Investors"). This announcement must not be acted on or relied on (i) in the United Kingdom, by persons who are not Relevant Persons, and (ii) in any member state of the EEA, by persons who are not Qualified Investors. Any investment or investment activity to which this announcement relates is available only to: (i) in the United Kingdom, Relevant Persons; and (ii) in any member state of the EEA, by persons who are not Qualified Kingdom, Relevant Persons; and (ii) in any member state of the EEA, and will be engaged in only with such persons.

## UK Product Governance Requirements

Solely for the purposes of the product governance requirements contained within the FCA Handbook Product Intervention and Product Governance Sourcebook (the "UK Product Governance Rules"), and disclaiming all and any liability, whether arising in tort, contract or otherwise, which any "manufacturer" (for the purposes of the UK Product Governance Rules) may otherwise have with respect thereto, the Placing Shares have been subject to a product approval process, which has determined that the Placing Shares are: (i) compatible with an end target market of (a) retail clients, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 ("EUWA"), (b) investors who meet the criteria of professional clients as defined in Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA and (c) eligible counterparties as defined in the FCA Handbook Conduct of Business Sourcebook ("COBS"); and (ii) eligible for distribution through all distribution channels as are permitted by Directive 2014/65/EU (the "UK Target Market Assessment"). Notwithstanding the UK Target Market Assessment, distributors should note that: the price of the Placing Shares may decline and investors could lose all or part of their investment; the Placing Shares offer no guaranteed income and no capital protection; and an investment in the Placing Shares is compatible only with investors who do not need a guaranteed income or capital protection, who (either alone or in conjunction with an appropriate financial or other adviser) are capable of evaluating the merits and risks of such an investment and who have sufficient resources to be able to bear any losses that may result therefrom.

The UK Target Market Assessment is without prejudice to the requirements of any contractual, legal or regulatory selling restrictions in relation to the Placing. Furthermore, it is noted that, notwithstanding the UK Target Market Assessment, the Placing Underwriters will only procure investors who meet the criteria of professional clients and eligible counterparties. For the avoidance of doubt, the UK Target Market Assessment does not constitute: (a) an assessment of suitability or appropriateness for the purposes of COBS; or (b) a recommendation to any investor or group of investors to invest in, or purchase, or take any other action whatsoever with respect to the Placing Shares. Each distributor is responsible for undertaking its own target market assessment in respect of the Placing Shares and determining appropriate distribution channels.