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SECURITIES AND FUTURES ACT
(CHAPTER 289)

SECURITIES AND FUTURES
(OFFERS OF INVESTMENTS)
(EXEMPTION FOR AIA AGENCY SHARE
PURCHASE PLAN)
REGULATIONS 2012

ARRANGEMENT OF REGULATIONS

Regulation

1. Citation and commencement
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 3. Exemption
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In exercise of the powers conferred by section 337(1) of the Securities and Futures Act, the Monetary Authority of Singapore hereby makes the following Regulations:

Citation and commencement

1. These Regulations may be cited as the Securities and Futures (Offers of Investments) (Exemption for AIA Agency Share Purchase Plan) Regulations 2012 and shall come into operation on 7th December 2012.

Definitions

2. In these Regulations —

“AIA Agency Share Purchase Plan” means the AIA Group Limited Agency Share Purchase Plan adopted by the Company on 23rd February 2012 for the agents of —

- (a) the Company; and
- (b) any subsidiary of the Company;

“Company” means AIA Group Limited.

Exemption

3.—(1) Subject to the conditions specified in paragraph (2), Subdivision (2) of Division 1 of Part XIII (other than section 257) of the Act shall not apply in relation to an offer of shares by the Company under the AIA Agency Share Purchase Plan to the agents of —

- (a) the Company; and
- (b) any subsidiary of the Company.

(2) The conditions referred to in paragraph (1) are as follows:

- (a) the Company must give to any person to whom the Company makes the offer a written statement that the offer —
 - (i) is made in reliance on an exemption granted by the Authority pursuant to these Regulations; and
 - (ii) is not made in, or accompanied by, a prospectus that is registered by the Authority; and
- (b) no selling or promotional expenses are to be paid or incurred in connection with the offer other than those incurred for administrative or professional services, or by way of commission or fee for services, rendered by —
 - (i) a holder of a capital markets services licence to carry on business in the regulated activity of dealing in securities;
 - (ii) a person exempted from the requirement to hold a capital markets services licence to carry on business in the regulated activity of dealing in securities; or
 - (iii) a person who is licensed, approved, authorised or otherwise regulated under the laws, codes or other requirements of any foreign jurisdiction in respect of dealing in securities, or who is exempted therefrom in respect of such dealing.

Made this 23rd day of November 2012.

RAVI MENON
Managing Director,
Monetary Authority of Singapore.

[CMD CFD 029/2012 PT1; AG/LLRD/SL/289/2010/19 Vol. 1]